



ICoCA Q3 2016 Board Meeting
Geneva, Switzerland
28 and 30 September 2016

Minutes

Present (Board)

- Alan Donohue
- Rémy Friedmann (Chair)
- Katherine Gorove
- Amol Mehra
- Michael Posner
- Bertil Roth
- Aly Sagne (28 Sept only)
- Chris Sanderson
- Sophia Willits-King
- Margaret Roggensack
- Charlie Mayne (30 Sept only)
- Josua Loots (30 Sept only)

Present (Secretariat - ICoCA)

- Anne-Marie Buzatu (interim Executive Director)
- Dina Chantre (Administrative Assistant)
- Martin Field (Communications and Development Officer)
- Lucas Grandjean (Monitoring Manager)
- Molly Gray (Consultant)
- Anaïs Laigle (Project Assistant)
- Gina Menghini (Research Assistant)
- Helen von Dadelszen (Operations Manager)
- Andrés Zaragoza (Project Officer)

Present (Observing/Supporting)

- Courtney Barno (U.S. Department of State)
- Mark Bohac (U.S. Department of State)
- Ian McKay (U.S. Department of State)
- Chris Mayer (U.S. Department of Defense)
- Joanna Vallatt (UK FCO)

Absent/Excused

- Andrew Nicholson (proxy given to Chris Sanderson)
- Andrew Orsmond (Executive Director)

AGENDA POINTS

1. Opening of Meeting and Discussion of Agenda
 2. Approval of Minutes from June Meeting
 3. Certification
 4. AGA Preparation
 5. Presentation of Denver University database
 6. Overview of Article 12 AGA Presentation and Pilot field-based review presentation
 7. Membership Committee Update
 8. Complaints (Article 13)
 9. IT Security and Business Continuity
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10. Introduction of New Directors
 11. Board's Role and AGA reflections
 12. Executive Session
 13. Certification Strategy
 14. Monitoring Strategy
 15. Complaints Strategy
 16. Determination of Committees
 17. Outreach Strategy

28 September

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

- 1.1 The Chairman opened the meeting at 9.11am (CET) and asked the Operations Manager to draw up the minutes. The Chairman took note that each of the three stakeholder pillars was represented by at least two Board Directors and that at least 8 Directors were present. He therefore declared that a quorum was present according to [Article 7.6 of the Articles of Association](#) (AoA), that the meeting was duly constituted, and that the Board could adopt resolutions in compliance with the Articles of Association. It was noted that Chris Sanderson had been given Andrew Nicholson's proxy.
- 1.2 The Chairman thanked the Secretariat for putting the meetings and AGA together and introduced the new members of staff. Andrew Orsmond, Executive Director, on leave was also thanked and the alternates and observers introduced.
- 1.3 Board Directors requested an Executive Session be held during the second day of the Board Meeting.

2. APPROVAL OF MINUTES FROM JUNE MEETING

- 2.1 The Board reviewed the draft Minutes of its 2nd Quarter 2016 (14 and 15 June) meeting. Chris Sanderson requested that his objection to the pilot field based review be formally noted (5.1).
- 2.2 ***The Board approved the 2nd Quarter 2016 Minutes with the above amendment and authorized the Secretariat to publish them.***

3. CERTIFICATION

3.1 The Board reviewed draft edits to the Certification Procedure and decided the following:

- **The full audit report will be requested from companies for an interim period in order for the Association to garner more information from the documents provided;**
- **Language regarding the ability for reduction of pieces of the audit report will be drafted;**
- **Final language will be drafted for review on 30 September, with the Secretariat proposing changes for PSC.1 and ISO 28007 recognition statements;**
- **Industry Directors will seek input from Industry members during the AGA;**

3.2 It was noted that any eventual changes to the Procedure for Article 11 would need to be approved by the General Assembly.

4. AGA PREPARATION

4.1 The Board reviewed the AGA agenda, voting points and process and the registration list and the speaking points on certification.

5. PRESENTATION OF DENVER UNIVERSITY DATABASE

5.1 Deborah Avant from Denver University presented the Sié Chéou-Kang Center [Private Security Monitor](#) and answered questions from the Board regarding the presentation of data and the potential use by the Association.

6. OVERVIEW OF ARTICLE 12 AGA PRESENTATION AND PILOT FIELD-BASED REVIEW PRESENTATION

6.1 Molly Gray provided the Board with an overview of the Pilot Field-Based Review and the lessons learned.

6.2 Ms Gray then provided an overview of the Article 12 AGA presentation, key speaking points and the questions raised during the information sessions.

7. MEMBERSHIP COMMITTEE UPDATE

7.1 Acting through the Membership Committee, by delegation, the Board subsequently resolved that membership is granted to six (6) companies on a transitional basis (as provided in Article 3.3.1 of the Articles of Association), and authorized the Secretariat to list those newly-added members on the ICoCA website. All companies approved will be provided with an explanation regarding the certification procedure, and will be informed that the transitional nature of membership requires that companies will need to be certified in accordance with the ICoCA Certification Procedure before the end of the grace period provided in Article 3.3.1 expires or their membership will expire.

7.2 Acting through the Membership Committee, by delegation, the Board also approved two (2) Observer applications and authorized the Secretariat to list the new Observer on the ICoCA website.

7.3 Acting through the Membership Committee, by delegation, the Board also approved the [Observer Policy](#) which sets guidance and rates for Observer fees to be charged. The Board requested the Secretariat to invoice the affected Observers before the end of the year.

8. COMPLAINTS (ARTICLE 13)

8.1 Gina Menghini provided an overview of the AGA presentation on the Complaints Procedure.

9. IT SECURITY AND BUSINESS CONTINUITY

9.1 Jean-Damien Beaud, from e-Durable, ICoCA's IT service provider explained the IT and data security measures of currently in place and the planned improvements.

9.2 The Board noted that the existing Information Security Policy would need to be reviewed and updated as soon as possible.

29 September – Annual General Assembly

30 September

10. INTRODUCTION OF NEW DIRECTORS

10.1 Following the elections during the AGA the new Directors were introduced to the Board and Secretariat:

- Josua Loots, representing the CSO pillar, is a founder of the Business and Human Rights unit at the Centre for Human Rights, an academic and NGO based at the Faculty of Law, University of Pretoria, South Africa.
- Charlie Mayne, representing Industry “rest of the world” is one of the founders and the Managing Director of VSC Security Solutions.
- John Howard Davies, representing Industry “at large”, was unable to attend the meeting, so he was presented by his peers as the Quality Assurance and HSE manager for Warrior Security in Dar es Salaam.

11. BOARD'S ROLE AND AGA REFLECTIONS

11.1 Anne-Marie Buzatu, Interim Executive Director, stressed to the Board that with the successful vote on the Procedures the Association moves into a new phase. She thanked the staff for their hard work which resulted in a successful and professional meeting. The Board provided feedback on ways the Assembly could be improved for the future. The Secretariat will take these reflections and implement improvements for the next Assembly.

12.EXECUTIVE SESSION

12.1The Board meet in an Executive Session.

13.CERTIFICATION STRATEGY

13.1The Industry Directors provided feedback from their discussion with Industry regarding providing the Audit Reports.

13.2Andrés Zaragoza and Anaïs Laigle presented the workplan and highlighted the key milestones over the next year for Certification.

13.3The Board agreed on the amendments to the recognition statements for ISO 28007 and PSC.1 to include the provision of audit reports in the Certification application and directed the Secretariat to post these online.

13.4The Secretariat confirmed that the Draft Recognition Statement for ISO 18788 would be reviewed by the Certification Committee, the Board and then posted for public input as per the requirements of the Certification Procedure.

14.MONITORING STRATEGY

14.1Lucas Grandjean presented the workplan for Monitoring and highlighted some key milestones. He mentioned that questions remained regarding funding the strategy and that the Directors will need to contribute.

15.COMPLAINTS STRATEGY

15.1Lucas Grandjean presented the workplan for the Complaints function. He noted that more information was being sought regarding Mediation best practices as well as the practical way to receive complaints and manage them in a secure way.

16.DETERMINATION OF COMMITTEES

16.1According to AoA 7.4 the Board selected Rémy Friedmann as the Board chair.

16.2The Board determined the need for six Committees moving forward, with the following composition, in an effort to have equal representation from all pillars:

Committee	Members
Executive/ Personnel	<ul style="list-style-type: none">- Meg Roggensack- Alan Donohue- Rémy Friedmann- Sophia Willitts-King
Audit/Finance/Legal	<ul style="list-style-type: none">- Amol Mehra- Chris Sanderson- Sophia Willitts-King

Certification	<ul style="list-style-type: none"> - John Davies - Kate Gorove - Amol Mehra
Monitoring	<ul style="list-style-type: none"> - Alan Donohue - Rémy Friedmann - Mike Posner - Meg Roggensack
Complaints	<ul style="list-style-type: none"> - Josua Loots - Charlie Mayne - Bertil Roth
Membership	<ul style="list-style-type: none"> - Rémy Friedmann - Amol Mehra - Chris Sanderson

16.3 The Board requested the Secretariat to draft Terms of Reference for each of the Committees to be approved at the Q4 Board Meeting.

17. OUTREACH STRATEGY

17.1 Martin Field presented the Outreach Strategy for the coming year. The Board discussed a number of additional events which the Association should be present at.

17.2 The Board discussed the need to include in outreach materials information regarding context, numbers, the nature of the industry, and the challenges and examples.

17.3 The Board stressed the need to reach out to more clients to invite them to be involved in the Association.

17.4 Mr. Field requested the Directors to inform the Secretariat of any other events which could be of interest to the Association.

17.5 The Board requested that a Newsletter was distributed quarterly to all stakeholders.

17.6 The Board requested more regular updates from the Secretariat.