



ICoCA Extra 2017 Board Meeting
Geneva, Switzerland
14 & 15 August 2017

Minutes

Present (Board)

- John Davies
- Alan Donohue
- Rémy Friedmann (Chair)
- Katherine Gorove
- Josua Loots (15 August only, by phone)
- Amol Mehra
- Michael Posner
- Margaret Roggensack
- Chris Sanderson
- Jonas Westerlund

Present (ICoCA Secretariat)

- Anne-Marie Buzatu (Interim Executive Director)
- Dina Chantre (Administrative Assistant)
- Arianna D'Amora (Administrative Assistant)
- Lucas Grandjean (Monitoring Manager)
- Molly Gray (Law and Policy Manager)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Research Trainee)
- Caroline Vesey (Intern)
- Jamie Williamson (Incoming Executive Director)
- Andrés Zaragoza (Project Officer)

Present (Observing/Supporting)

- Martina Gasser (Swiss Government) (14 August only)
- Chris Mayer (US Department of Defense)
- Ian McKay (U.S. Department of State)
- Nelleke van Amstel (DCAF) (15 August only)

AGENDA POINTS

- 1. Opening of Meeting and Discussion of Agenda**
- 2. Introduction of Incoming Executive Director and New Secretariat Members**
- 3. Approval of Agenda**
- 4. Approval of Q2 Minutes**
- 5. Report from Secretariat and Governance**

6. Executive Session
7. Membership and Certification
8. Monitoring
9. Executive Session
10. Complaints
11. AGA Update
12. ICoCA Working Group Of the Montreux Document Forum
13. ICoCA Immunities and Privileges
14. Certification (continued)
15. Next Board Meeting
16. 2018 Budget and Fundraising

14 August

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

- 1.1. The Chair opened the meeting at 9.10AM and asked the Research Trainee 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, and 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.
- 1.2. The Chairman thanked the Secretariat for planning and coordinating the meeting.

2. INTRODUCTION OF INCOMING EXECUTIVE DIRECTOR AND NEW SECRETARIAT MEMBERS

- 2.1. The Chairman of the Board of Directors and the Interim Executive Director introduced the incoming Executive Director, Jamie Williamson, and the new ICoCA Staff members, Arianna D'Amora (Administrative Assistant) and Caroline Vesey (Intern).

3. APPROVAL OF AGENDA

- 3.1. The Board reviewed and approved the Meeting Agenda. The Board also decided to prioritize the discussion about the 2018 Budget through a preliminary presentation.

4. APPROVAL OF Q2 MINUTES

- 4.1. The Board reviewed and approved the Q2 Meeting Minutes and requested the Secretariat to publish them online. The Board also requested to receive minutes of Board Meetings as soon as possible after the conclusion of the Board Meeting.

5. REPORT FROM SECRETARIAT AND GOVERNANCE

- 5.1. The Interim Executive Director welcomed the Incoming Executive Director and indicated that a transition plan for the handover of responsibilities was being developed.
- 5.2. The Secretariat and the Board provided updates on the outreach efforts undertaken in previous months consistent with the Association's outreach and communications

strategy, including outreach to governments and other stakeholders to build continued support for and understanding of the Association. The Secretariat also reiterated that development documents explaining the work and priorities of the ICoCA are available to support Board Directors' outreach efforts.

- 5.3. The incoming Executive Director informed the Secretariat and the Board that he had received an invitation from the US-based International Stability Operations Association (ISOA) to speak at its 2017 Annual Summit to be held October 17-19 in Washington, DC.
- 5.4. The Board reiterated that outreach to potential government ICoCA Members should remain a priority.
- 5.5. The Secretariat introduced the **Draft Travel Safety & Security Policy** and presented the methodology that informed its development. **The Board approved the Policy.**

6. EXECUTIVE SESSION

- 6.1. The Board met in an Executive Session to discuss the proposed 2017 Budget and other matters with regards to the Association's governance and finances.

7. MEMBERSHIP & CERTIFICATION

- 7.1. The Secretariat provided updates on ICoCA membership. At the moment, the Association is composed of eighteen (18) CSO Members, seven (7) Member Governments, and one-hundred-three (103) companies. Of the 103 Member companies, two (2) are ICoCA Certified and other three (3) were to be recommended for ICoCA Certification at this Board Meeting. Thirty-two (32) Membership applications and twelve (12) Certification applications are currently under review. ICoCA Company Membership – considering members, applications recommended for approval and applications under review - now covers 43 different countries.
- 7.2. The Secretariat recommended three (3) certification applications for approval at the Board Meeting: GardaWorld; Aegis Defence Services; Al-Hurea Security Services. **The Board approved the three (3) certification applications recommended by the Secretariat.**
- 7.3. The Secretariat explained, and **the Board agreed**, that **membership in the ICoCA applies to the entire scope of the Member Company's activities relevant to operations in complex environments**, including across country contexts. The ICoCA exercises oversight of Member companies' performance under the Code, including through the Monitoring and Grievance functions, for the locations of all its operations within complex environments and **oversight is not limited to the scope of certification provided to the Association by the external certifying bodies.**
- 7.4. The Board had a discussion on the development of a Transitional Membership system proposal that the ICoCA expects to present at the 2017 Annual General Assembly and implement in 2018. The proposed Transitional system is aimed at assisting private security companies that might have more difficulties in internalizing the principles of the Code, and the standards derived from the ICoC, in their internal systems and policies. Discussions were also held about the proposed system of ICoCA Recognition of

Certification Bodies. The proposal is aimed at the ICoCA recognizing CBs that are accredited to ISO 17021-1, possess previous experience in certifying PSCs to management system standards as well as internal expertise in the matters related to the ICoC, such as human rights and humanitarian law principles.

- 7.5. The Board discussed the different concerns raised by certain actors within the industry regarding the proposal of the Association to recognize Certification Bodies for the purpose of ICoCA Certification, and **agreed to further discuss the proposal with Members by holding a series of interactive webinars before the October 2017 AGA.**

- 7.5.1. Secretary's Note: following consultations with different stakeholders through interactive webinars, the Board **decided not to submit the proposal on the recognition of Certification Bodies for vote at the 2017 ICoCA Annual General Assembly (AGA). The Board is considering the feedback received on that proposal, and intends to continue consultation at the upcoming AGA and beyond.**

- 7.6. **The Board agreed to distinguish**, in the list of Member Companies published on the ICoCA website and in all the related documents, **between ICoCA Certified Members and ICoCA Transitional Members.**

- 7.7. **The Board agreed on the duration of the Transitional Membership that is now set to two (2) years.** The start date of the grace period as well as the qualitative benchmarks to adopt will be determined upon further consultation within the Certification Committee.

- 7.8. **The Board agreed on a new version of Article of Association 3.3.1 regarding the distinction between ICoCA Certified Members and ICoCA Transitional Members and their respective obligations, and to present the proposal to the Membership for a vote at the Annual General Assembly.**

8. MONITORING

- 8.1. The Secretariat provided updates on monitoring activities, including preparations for a Field-Based Review in Nigeria on August 17-25, the final developments and launch of the first Company Self-Assessment (CSA) Report of the Association, and the Secretariat's ongoing assessment of compliance concerns.

- 8.2. The Secretariat briefed the Board on the Field-Based Review planned for Nigeria for August 17-25, giving details on the number of companies expected to participate, the locations to be visited, the thematic focus of the Review and the planned engagements with various stakeholders.

- 8.3. The Secretariat also updated the Board on the recent grant secured from the UK to support the Association's Monitoring activities, in particular the Field-Based Reviews planned for the remainder of 2017 and beginning of 2018, in Iraq and Pakistan respectively.

- 8.4. The Secretariat provided an update to the Board on the final developments and launch of the first Company Self-Assessment (CSA) Report, providing details on the scope, format and timeline as well as the Secretariat's assessment plan and anticipated

feedback and guidance for Member companies.

- 8.5. The Board inquired, and the Secretariat discussed, the importance of thinking through how the CSA Report may assist or support the Association's other functions, in particular certain aspects of the Transitional Membership plan.
- 8.6. The Secretariat provided an update on the ongoing and confidential assessment of Member company compliance concerns identified by and brought to the attention of the Secretariat.

9. EXECUTIVE SESSION

- 9.1. The Board met in an Executive Session.

15 August

10. COMPLAINTS

- 10.1. The Secretariat presented the anticipated website update and provided updates on the implementation of the complaints function and the development of the Thematic Guidance on Company Grievance Mechanisms.
- 10.2. The Secretariat illustrated the methodology that informed the drafting of the Thematic Guidance and provided an overview of the main comments received from Board Directors on the first draft, which mainly related to the format and user-friendliness of the Guidance, the proposed language, and the launch date. **The Secretariat proposed to share the Guidance with a list of selected experts**, identifying specific questions to guide and focus their feedback. **The Board validated this proposal, emphasizing the importance of asking for targeted feedback.** The Board also encouraged the Secretariat to ensure that the Guidance will fully align with Code requirements and Articles of Association. With regard to the format of the Guidance, the Board recommended to improve its user-friendliness and, where appropriate, to include additional information in Annexes. **The Board decided to launch the Guidance at the 2017 Annual General Assembly as a 'living document'.** As such, the ICoCA expects that, with greater understanding of operational challenges and realities, developments across the industry and based on a review of complaints brought to the Association, the Guidance will be updated and revised to reflect best practices.
 - 10.2.1. Secretary's Note: the Board later decided to postpone the launch of the Guidance to the end of November 2017.
- 10.3. The Secretariat proposed to publish the website update illustrating the ICoCA Complaints function. The proposed update differentiates between two types of complaints: 1) complaints alleging harm caused by an alleged Code violation by a Member company, and 2) complaints with credible evidence of an alleged Code violation by a Member company. The Association may apply either or both the Article 12 and Article 13 Procedures depending on the nature of the complaint and the parties involved. **The Board approved to publish the proposal on the ICoCA website subject to two minor edits.**

11. AGA UPDATE

- 11.1. The Interim Executive Director provided an overview of the ongoing preparations for the 2017 Annual General Assembly.
- 11.2. The Board suggested to distinguish between the Annual Report and the Finance Report and present them separately rather than as one document.
- 11.3. The Secretariat proposed to present the Secretariat Updates before the presentation of the Annual and Finance Reports.
- 11.4. **The Board agreed that the Secretariat Updates and the Annual Report will precede the Finance Report at the 2017 AGA.**
 - 11.4.1. Secretary's Note: the Agenda order was later modified to have the Annual Report presented before the Finance Report and the Secretariat Update.
- 11.5. **The Board appointed the incoming Executive Director, Jamie Williamson, for the presentation of the Annual Report and the Board Director Chris Sanderson for the Finance Report. The Board also agreed to break-out in pillars after the presentation.**
- 11.6. The Board suggested to invite an NGO representative to participate in the AGA panel on company grievance mechanisms.

12. ICoCA WORKING GROUP OF THE MONTREUX DOCUMENT FORUM

- 12.1. Chris Mayer, Director of Armed Contingency Contractor Policies and Programs at the United States' Department of Defense, presented the ICoCA Working Group of the Montreux Document Forum. Mr. Mayer highlighted two main points that were discussed during the last meeting of the Working Group: the need for the ICoCA Secretariat to provide information to the Working Group about its work and the related latest developments; and the responsibility of the Working Group to provide information to the ICoCA in a timely manner in case of adoption of new policies or regulations that may impact the work of the Association.

13. ICoCA IMMUNITIES AND PRIVILEGES

- 13.1. The Chairman of the Board of Directors, Mr. Rémy Friedmann, informed the Board that the Swiss Government had agreed to move forward with the process of granting the ICoCA immunities and privileges. Next steps would include defining and agreeing on the scope of the immunities and privileges.

14. CERTIFICATION (continued)

- 14.1. **The Board discussed, edited and agreed on presenting an amendment to Article of Association 3.3.1** for vote at the Annual General Assembly to enable the introduction of the ICoCA Transitional Membership process.
- 14.2. **With regard to the proposal on the process for the recognition of Certification Bodies by the ICoCA, the Board agreed to review the process after two years** on the basis of

information and experience gathered as part of the recognition system and in interacting and closely observing the evolution of the number of accredited CBs.

14.3. The Board agreed to present the proposals to the Membership for a vote at the Annual General Assembly.

14.3.1. Secretary's Note: following consultations with different stakeholders through interactive webinars, the Board **decided not to submit the proposal on the recognition of Certification Bodies for vote at the 2017 ICoCA Annual General Assembly (AGA). The Board is considering the feedback received on that proposal, and intends to continue consultation at the upcoming AGA and beyond.**

15. NEXT BOARD MEETING

15.1. **The Board of Directors agreed to reconvene on the morning of Wednesday, 11 October and the day after the 2017 Annual General Assembly, Friday 13 October.**

16. 2018 BUDGET AND FUNDRAISING

16.1. The Board met in an Executive Session to discuss the 2018 Budget.