



International  
Code of Conduct  
Association

**ICoCA Q1 2019 2<sup>nd</sup> Board Meeting  
Virtual  
12 April 2019**

**Minutes**

**Present (Board)**

- Fredrik Ahlén
- Deirdre Brown
- Rémy Friedmann (Chair)
- Katherine Gorove
- Michael Posner
- Margaret Roggensack
- Chris Sanderson

**Present (ICoCA Secretariat)**

- Dina Chantre (Executive HR Assistant)
- Stephane Coute (Project Officer)
- Alexandra Garzotto (Finance Manager and Administrative Officer)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

**Present (Observing/Supporting)**

- Susan Benda (US DoS)
- Nick Sabruno (US DoS)

## **AGENDA POINTS**

- 1. Opening of Meeting and Approval of the Agenda**
- 2. Approval of Q1 2019 1<sup>st</sup> Board Meeting Minutes**
- 3. Secretariat Updates**
- 4. ICoCA Indicators on the International Code of Conduct and 2019 Company Self-Assessment (CSA) Questionnaire**
- 5. ICoCA 2019-2023 Strategic Plan**
- 6. ICoCA Q2 2019 Board Meeting**
- 7. 2019 Annual General Assembly**
- 8. Any other business (AOB)**
- 9. Wrap Up**

## 1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

1.1. The Chairperson opened the meeting at 14:04 and asked the Secretariat to draw up the minutes. The Chairperson took note that each of the three stakeholder pillars was represented by at least two Board Directors. There being less than eight Directors present in total, no decisions could be taken at this Board Meeting according to Article 7.6 of the Articles of Association (AoA).

1.2. **The Board discussed and approved the Meeting Agenda proposed by the Secretariat.**

## 2. APPROVAL OF Q1 2019 1<sup>ST</sup> BOARD MEETING MINUTES

2.1. The Board reviewed the draft Minutes of the Q1 2019 1<sup>st</sup> Board Meeting and requested to amend point 7.3 as further detailed in written communication.

2.2. **The Board took note of the Minutes as amended.**

## 3. SECRETARIAT UPDATES

3.1. The Secretariat briefed the Board about the Association's recent change of Fiduciary and Auditors, explaining that this was a consequence of a Board decision adopted at the Q3 2018 Board Meeting. The Association also needed to have independent auditors and a more connected and reactive fiduciary. This change will have minimal budget impact.

3.2. The Secretariat provided an update on the Association's Budget following receipt of Membership dues for the year 2018/2019, clarifying that the current Budget is structured around types of expenses (flights, hotels, catering, etc.) and no longer around core functions. The Secretariat also explained that analytical dimensions would be added to the financial analysis of expenses: one dimension concerns donors, and the other dimension concerns the type of activity (monitoring, certification, outreach, admin & finance, etc.).

3.3. The Board requested the Secretariat to delete from the Financial report the reference to the goals contained in the ICoCA 2019-2023 Strategic Plan as these have not been finalised yet.

3.4. **The Board took note of the engagement of *Berney Associés Audit SA* as the new external auditors of the Association. In addition, it took note of: the set of financial statements, including balance sheet, profit and loss and notes to the accounts; the Swiss financial report and its notes; and the Swedish financial report and its notes.**

3.5. The Secretariat recognised the support provided by the UK Government for the implementation of the project on preventing and addressing sexual exploitation and abuse (PSEA).

3.6. The Secretariat stressed the need for the Association to further diversify its funding sources, indicating that this is an essential goal for both 2019 and the coming years and that it requires increased Board support and involvement.

3.7. The Secretariat also underscored the need to develop a contingency plan for 2019 in case the remaining fundraising needs of the Association will not be met.

- 3.8. The Board noted that, in addition to a contingency plan, priorities among the Association's goals and implementing activities should be identified, and that these discussions should be part of the Strategic Plan development process.
- 3.9. The Secretariat provided the following Membership update:
- 3.9.1. There are currently fourteen (14) applications under review for industry Membership, one (1) for ICoCA Certification, and one (1) for civil society Membership. Nineteen (19) private security companies have been awarded ICoCA Certification after the recent withdrawal of three (3) ICoCA Certified Members from the Association. Two (2) civil society organisations have been approved as new ICoCA Members recently.
  - 3.9.2. In addition to Members, a number of entities have expressed interest in obtaining Observer status in the Association, and two (2) applications have recently been approved.
- 3.10. Upon request from the Board, the Secretariat clarified that the three (3) ICoCA Certified Members who have withdrawn from the Association have decided to do so for commercial reasons. Follow-up communications with Member Companies who are third-party certified has recently been undertaken.
- 3.11. The Secretariat noted that the existing market incentive for ICoCA Membership and Certification is insufficient, and that further outreach towards clients of private security companies should be conducted.

#### 4. ICoCA INDICATORS ON THE INTERNATIONAL CODE OF CONDUCT AND 2019 CSA QUESTIONNAIRE

- 4.1. The Secretariat provided an overview of the CSA and indicators' development process, purpose and envisioned next steps.
- 4.2. The Board enquired as to whether it would be possible for Member Companies who have already provided up-to-date information on company offices, contacts and operations to skip the relevant section of the CSA Questionnaire.
- 4.3. The Secretariat explained that currently there is no technical possibility to differentiate CSA Questionnaires depending on the need to update current Membership data.
- 4.4. **The Board requested the Secretariat to re-circulate the indicators and allow additional five days for review.**

#### 5. ICoCA 2019-2023 STRATEGIC PLAN

- 5.1. The Secretariat provided an overview of the decisions taken and the amendments made to the Strategic Plan during the Working Group in-person meeting of 4 and 5 April 2019.
- 5.2. **The Board suggested to consider reformulating the mission statement as currently drafted and to develop a shorter version of the 2019-2023 Strategic Plan for outreach and communication purposes.**

- 5.3. **The Board also requested the Secretariat to develop separate metrics and indicators to measure implementation of the activities detailed in the Strategic Plan and facilitate reporting.**
- 5.4. **The Board recommended additional edits to the Strategic Plan, requested to re-circulate it at the end of the drafting process for final review, and reiterated that the goal should be to approve the final version at the Q2 2019 Board Meeting in May.**

## **6. ICoCA Q2 2019 BOARD MEETING**

- 6.1. The Board confirmed that the Q2 2019 Board Meeting will be held in May in the premises of the UK Foreign & Commonwealth Office (FCO) in London.
- 6.2. **The Board supported the proposal of the Executive Director to organise a meeting between ICoCA, the International Stability Operations Association (ISOA) and the Security in Complex Environments Group (SCEG), on the side of the Board meeting.**

## **7. 2019 ANNUAL GENERAL ASSEMBLY**

- 7.1. The Board explained that the Association is still awaiting a response from Swiss authorities regarding legal requirements of a quorum in the case of a virtual Annual General Assembly (AGA), and that the Board will assess the different available options upon receipt of this response.

## **8. AOB**

- 8.1. The Board reminded the Secretariat that the deadline for submission of session proposals for the 2019 UN Forum on Business and Human Rights (FBHR) is 3 May 2019, and suggested that the Secretariat considers the opportunity of submitting a joint proposal with the Voluntary Principles Initiative.
- 8.2. The Chairperson requested the Strategic Plan Working Group to have a virtual meeting in advance of the Q2 2019 Board Meeting.
- 8.3. The Secretariat informed the Board that a draft ICoCA Information Security Policy will soon be submitted for review and discussion at the Q2 2019 Board Meeting.
- 8.4. The Chairperson informed the Board that the Swiss Federal Council will communicate its decision on the immunities and privileges of ICoCA in due course.

## **9. WRAP UP**

- 9.1. The Chairperson provided a summary of the main points discussed at the Q1 2019 2<sup>nd</sup> virtual Board Meeting, and expressed his appreciation to the Secretariat for planning and organising it.