



**Minutes of the 2016 ICoCA Annual General Assembly**

**World Meteorological Organization (WMO)**

**7bis Avenue de la Paix, Geneva**

**29 September 2016**

With 21 Industry Members attending in person (plus 24 who had voted by email and 4 who had given proxy), 7 CSO Members in person (plus 1 who had voted by email and 1 who had given proxy), and 6 Government Members, the Secretariat verified that a quorum had been met for purposes of voting. The Members, Observers, and other stakeholders who attended the Annual General Assembly are listed in [Annex A](#).

**1. Opening Remarks**

The Chair, Rémy Friedmann, opened the event by welcoming participants to the 3<sup>rd</sup> Annual General Assembly of the Association, and subsequently introduced each of the Board Directors to the gathering. He also thanked the outgoing Board Directors, Andy Nicholson (Industry), Aly Sagne (civil society) and Pamela Hosein (Industry) for their contribution and commitment to the Association. Mr Friedmann also thanked the Executive Director, Andrew Orsmond, who was unable to attend the Assembly, for his work in getting the Association to this point. The Agenda was then presented and agreed with no amendments.

The Chair explained that in line with the Articles of Association and Swiss Law all items for vote were sent out 30 days in advance of the General Assembly, allowing votes by eligible Members to be submitted by email or in person. The six items below would be voted on by the General Assembly:

- Item 1: To approve 2015 audited financials
- Item 2: To approve proposed 2017 dues levels
- Item 3: To approve amendment to AoA, extending the time for member companies to become certified
- Item 4: To approve Procedures for Reporting, Monitoring and Assessing Performance
- Item 5: To approve Procedures for the ICoCA Complaints Process

In addition, information regarding the election processes for the open seats on the Board of Directors was sent to each of the Pillars 30 days before the General Assembly.

Interim Executive Director, Anne-Marie Buzatu, provided a brief background of the Association and thanked the staff for their excellent work in preparation for the General Assembly.

Presentations from the Annual General Assembly are available at: <https://icoca.ch/en/news/2016-AGA>.

## **2. Annual Report and Finance Review**

The Interim Executive Director, Anne-Marie Buzatu, presented the 2015-2016 ICoCA [Annual Report](#) to the General Assembly.

Following the presentation, Ms. Buzatu and the Board took questions from the Members.

Ms Buzatu then presented the Finance Review including the [2015 Audited Financial Statement](#).

***Thereupon, the General Assembly voted to approve the 2015 audited financials as presented.***

## **3. Update on Certification; Proposed Amendment to Articles of Association**

Chris Sanderson, Industry Director, read the Board's statement regarding [Certification](#) which recommends that the General Assembly approve a 2-year extension of the deadline for Members to obtain ICoCA certification using a Board-recognized standard, mean all Members would need to achieve ICoCA certification by September 2018.

Following the statement, Mr. Sanderson and the Board took questions from the Members.

Andrés Zaragoza, ICoCA Project Officer, provided an overview on the implementation of ICoCA's [Certification Procedure](#) during the past year, including the Board's recognition of ANSI/ASIS PSC.1 (2012) ("PSC.1") and ISO 28007. Mr. Zaragoza noted that ISO 18788 was currently being analysed by the Secretariat and that stakeholders would be asked for input into the Draft Recognition Statement before the end of the year.

Mr. Zaragoza announced that from 1 November 2016 the ICoCA Certification Process would officially open and that companies who had already achieved certification to PSC.1 or ISO 28007 would be able

to apply for ICoCA Certification. He also explained that the proposed change to the Articles of Association would provide companies until 2018 to achieve ICoCA Certification.

In explaining next steps, Mr. Zaragoza informed the General Assembly that increased oversight of and transparency with certification bodies regarding the Code was required, which would entail training and guidance on the interpretation of the Code. The Secretariat would also seek information regarding improving access to ICoCA Certification through surveying existing and potential ICoCA Industry Members.

Following the presentation, Mr. Zaragoza and the Board took questions from the participants.

***Thereupon, the General Assembly voted to approve an amendment to [Article 3.3.1](#) of the Articles of Association to strike the phrase “a date to be approved by the General Assembly on or before the annual meeting in September 2016” from the Article, and replace it with the phrase “30 September 2018:” Article 3.3.1, as amended, would thereby read as follows:***

***3.3.1 PSCs shall be eligible for membership upon certification under Article 11 of these Articles. As a transitional matter, companies that formally endorse these Articles, and meet the obligations of membership, shall enjoy on a provisional basis the rights of membership prior to certification under Article 11 until 30 September, 2018.***

Further information regarding ICoCA Certification can be found on the ICoCA website at: <http://www.icoca.ch/en/certification>.

#### **4. Proposed Reporting, Monitoring and Assessing Performance (Article 12) Procedure**

Following Mr. Zaragoza’s presentation, Molly Gray, ICoCA Consultant presented an update on the development of the functions described in Article 12 of the Association’s Articles of Association. She explained the process to produce the draft procedures for Article 12 (Reporting, Monitoring and Assessing Performance) on which the General Assembly would be voting. The Procedures lay out the process followed for Monitoring, Company Self-Assessment Reporting and Field-Based Review which are core functions of the Association. Ms. Gray explained that in order to further the development of the specific oversight responsibilities established under Article 12, the Board would develop and maintain performance and compliance indicators (“Indicators”) for the relevant sections of the Code. The Indicators will be made publicly available on the ICoCA website over time and may be modified or amended as the ICoCA proceeds with implementation of its oversight functions.

Ms. Gray also described the Pilot Field-Based Review which was undertaken in East Africa in July 2016, and the lessons learned from that intervention which aimed to test the Article 12 Procedures and field-based review function, including the use of performance and compliance indicators, and to engage Member companies and stakeholders in a particular operating environment in order to understand the realities and challenges to Code implementation.

Following the presentation, Ms. Gray and the Board took questions from the participants.

***Thereupon, the General Assembly voted to approve the [Procedures for Reporting, Monitoring and Assessing Performance](#) as presented.***

Further information regarding this function can be found on the ICoCA website at: <https://icoca.ch/en/monitoring>.

## **5. Proposed Complaints Procedure (Article 13)**

Following a lunch break, Gina Menghini, ICoCA Research Assistant, explained the development of the Draft Procedures for Receiving and Processing Complaints (Article 13) Procedure which the General Assembly would be asked to vote on. Ms. Menghini informed participants that the development of the Procedures included an analysis of the Articles of Association, an examination of the needs of membership, as well as background research. The Draft Procedures describe the process according to which a potential complaint is handled by the Association.

Ms. Menghini's explained that the next steps in the development of the Complaints functions were to ensure accessibility, develop guidelines, and to identify external mediation sources.

Following the presentation, Ms. Menghini and the Board took questions from the participants.

***Thereupon, the General Assembly voted to approve the [Procedure for Receiving and Processing Complaints](#) as presented.***

Further information regarding this function can be found on the ICoCA website at: <https://icoca.ch/en/complaints>.

## **6. Budget and Proposed 2017 Membership Dues**

Interim Executive Director, Anne-Marie Buzatu, provided an overview of the expected 2017 income and expenditures as approved by the Board. She highlighted that fact that increases in the budget were due primarily to increased staff required to deliver upon the Associations mandate.

Following Ms. Buzatu's presentation, Chris Sanderson briefed the General Assembly on the previous Industry Membership Dues structure (for 2015 and 2016) which was set at the 2013 Constitutive General Assembly. Mr. Sanderson explained that for 2017 the Board is proposing a more appropriate scaling of dues reflecting the differing potential benefits which companies may derive from Membership in the Association.

Following the presentation, Ms. Buzatu, Mr. Sanderson and the Board took questions from the participants.

***Thereupon, the General Assembly voted to approve the [2017 Membership Dues](#) as presented.***

## **7. Pillar Meetings**

Members and Observers were invited to reconvene in Pillar-specific executive sessions (Observers being afforded a separate similar session). These sessions are not recorded in the minutes.

## **8. Wrap Up and Announcement of Results of Board Director Elections**

### Industry Directors

The Chair explained that the purpose of the vote was to fill the Board Directorship vacated as a result of Pamela Hossein and Andrew Nicholson's resignations from the Board of Directors as well as the expiration of the initial term of Chris Sanderson. All Industry Members present in person or by proxy were eligible to vote. Ballots containing the names of the candidates were distributed to members present (the profiles of the respective candidates having been previously sent to Industry Members by the Secretariat, and the Secretariat having already recorded the votes of Industry Members who wished to cast votes prior to the General Assembly).

***The Industry Members of the General Assembly voted to elect the following Directors to the Board of Directors, representing the Industry Pillar:***

***John Howard Davies***

***Charlie Mayne***

***Chris Sanderson***

Each of these Directors would serve a three-year term on the Board of Directors, expiring on the last day of September 2019.

#### Civil Society Directors

The Chair explained that the purpose of the vote was to fill the Board Directorship vacated as a result of the expiration of the initial term of Aly Sagne and Amol Mehra. All Civil Society Members present in person or by proxy were eligible to vote. Ballots containing the names of the candidates were distributed to members present (the profiles of the respective candidates having been previously sent to CSO Members by the Secretariat, and the Secretariat having already recorded the votes of CSO Members who wished to cast votes prior to the General Assembly).

***The CSO Members of the General Assembly voted to elect the following Directors to the Board of Directors, representing the Civil Society Pillar:***

***Josua Loots***

***Amol Mehra***

Both of these Directors would serve three-year terms on the Board of Directors, expiring on the last day of September 2019.

#### Government Directors

The Chair explained that the purpose of the vote was to fill the Board Directorship vacated as a result of the expiration of the initial terms of the United Kingdom of Great Britain and Northern Ireland (represented by Sophia Willitts-King) and Switzerland (represented by Rémy Friedmann). All Government Members present in person or by proxy were eligible to vote.

The Chair announced that both the UK and Switzerland had been nominated for a second term, and that no other Government Member had been nominated.

***The Government Members of the General Assembly voted to re-elect the following countries to the Board of Directors, representing the Government Pillar:***

***United Kingdom of Great Britain and Northern Ireland***

***Switzerland***

The United Kingdom and Switzerland then reported that they had appointed, respectively, Ms. Sophia Willitts-King and Mr. Rémy Friedman to serve on the Board as Directors. Both of these Directors would serve three-year terms on the Board of Directors, expiring on the last day of September 2019.

In closing the meeting the Chair formally thanked Anne-Marie Buzatu, Interim Executive Director and DCAF for their support. He also thanked Andrew Orsmond, the Executive Director.

The Chair also expressed his gratitude to all participants in contributing to this important milestone for the Association, with the successful approval of the 2015 Audited Financials, amendments to AoA 3.1.1, the Procedures for Reporting, Monitoring and Assessing Performance and Complaints and the 2017 Membership Dues.

## Annex A: ICoCA 2016 AGA Participants

First name	Last name	Company/Organization
Lorraine	Anderson	Permanent Mission of Canada to the United Nations
Deborah	Avant	University of Denver
Yevhen	Balatsanov	Sinoguards Marine Security Limited
Courtney	Barno	U.S. Department of State
Christopher	Beese	Olive Group
Jerome	Bellion-Jourdan	Delegation of the European Union
Mark	Bohac	Department of State/Diplomatic Security
Doreen	Bonna	Permanent Mission of Ghana
Carlos	Briceno	Ministro Consejero, Representación Permanente del Perú en Ginebra
Doug	Brooks	Wackenhut Pakistan, Security and Management Services and Facility Specialist & Multi services
Annie	Burdzy	DCAF
Anne-Marie	Buzatu	ICoCA Secretariat
Dina	Chantre	ICoCA Secretariat
Antony	Chattin	MSS GLOBAL LTD
Mark	Cooper	SOC
Nicolas	Coussiere	Permanent Mission of France to the Conference on Disarmement
Oliver	Cushing	Tsamota Certification Ltd
Rebecca	DeWinter-Schmitt	Human Analytics
Alan	Donohue	ICoCA Board Member - Constellis
Chloé	Dubois	Corpguard
Ruben	Escalante	Permanent Mission of El Salvador
Glynne	Evans	Olive Group
Andrew	Farquhar	GardaWorld
Martin	Field	ICoCA Secretariat
Rémy	Friedmann	ICoCA Board Member - Government of Switzerland
James	Galleer	US Mission
Martina	Gasser	Federal Department of Foreign Affairs FDFA
Åsa	Gidlund	Vesper Group
Katherine	Gorove	ICoCA Board Member - US Government
Lucas	Grandjean	ICoCA Secretariat
Molly	Gray	ICoCA Secretariat
Michael	H. Posner	ICoCA Board Member - CSO
Malgorzata	Hauge	Mission of Norway
Hanspeter	Heinrich	Safestainable
David	HORNUS	CORPGUARD
Jon	Huggins	Oceans Beyond Piracy (One Earth Future)
Justin	Keyes	U.S. Department of State
Kara	Kingma	University of Denver
Marcel	Kodran	Comites Solutions Sarl
Jean-Philippe	Lafont	Tara Consulting S.A.



<b>First name</b>	<b>Last name</b>	<b>Company/Organization</b>
Anaïs	Laigle	ICoCA Secretariat
Cristhiam	León	Consultor
Jelle	Leunis	Vrije Universiteit Brussel
Qing	Liu	Hua Xin Zhong An (Beijing) Security Service Co., Ltd
Josua	Loots	Centre for Human Rights
Frederik	Lundborg	Scandinavian Risk Solutions Group
Sorcha	MacLeod	Free University Berlin
Mareva	Malzacher	Federal Department of Foreign Affairs FDFA
Christopher	Mayer	U.S. Department of Defense
Charlie	Mayne	VSC Security
Ian	McKay	U.S. Department of State
Amol	Mehra	ICoCA Board Member – International Corporate Accountability Roundtable
Gina	Menghini	ICoCA Secretariat
John	Mosher	Freeport McMoRan Inc.
Oona	Muirhead	MSS GLOBAL LTD
Lucas	Ndolo	KK Security
Daniel	Nord	Swedish Government
Fred	Nwogu	New Nigeria Foundation
James	Otigbah	Excel Security Solutions AG
Simon	Pears	Sodexo
Astrid	Pettersen	Mission of Norway
Jan	Plavcan	Permanent Mission of the Slovak Republic
Margaret Ellen	Roggensack	ICoCA Board Member - CSO
Jonathan	Roose	Dynamic Shooting System
Bertil	Roth	ICoCA Board Member - Government of Sweden
Aly	Sagne	ICoCA Board Member - Lumière Synergie Développement
Carlos	Salazar	Socios Perú
Christopher	Sanderson	ICoCA Board Member - Control Risk
Marc Michel	Siegel Stollsteiner	San Diego State University DCAF
Matthew	Stuckart	Sallyport
Mikael	Svensson	Vesper Group
Mélanie	TU	CORPGUARD
Andrew	Utah	Prudential Guards Limited
Joanna	Vallat	UK Government
Nelleke	van Amstel	DCAF
Thuy	Van Nguyen	Australian Permanent Mission to the United Nations
Kathryn	Van Vleck	Sallyport
Andrew	Varney	SCEG
Helen	von Dadelszen	ICoCA Secretariat
Roger	Warwick	Temi Group
Hugh	Watson	Australian Permanent Mission to the United Nations
Sophia	Willitts-King	ICoCA Board Member - UK Government
Andrés	Zaragoza	ICoCA Secretariat
Yun	Zhou	Sinoguards marine security limited
Maikoul	Zodi	ROTAB
Belyoer	Vladimir	Permanent Mission of the Russian Federation

<b>First name</b>	<b>Last name</b>	<b>Company/Organization</b>
George	Whitfield	DSS
Andy	Williams	Temu Group