



International Code of Conduct Association

ICoCA Q3 2015 Board Meeting
7 & 9 October 2015

Draft Minutes

Present (Board)

- Rémy Friedmann (Chair)
- Katherine Gorove
- Mark Knight (7 October only)
- Amol Mehra
- Andrew Nicholson
- Michael Posner (afternoon of 7 October and 9 October only)
- Bertil Roth
- Aly Sagne
- Chris Sanderson
- Charles Tucker (present on 9 October in an advisory/alternate capacity)
- Sophia Willits-King
- Sally Bentley (FCO, UK, advisor/alternate for Sophia Willits-King)
- Ronnie Catipon (U.S. Department of State, advisor/alternate for Katherine Gorove)
- Justin Keith (U.S. Department of State, advisor/alternate for Katherine Gorove)
- Chris Mayer (9 October only) (U.S. Department of Defense, advisor/alternate for Katherine Gorove)

Present (Secretariat - ICoCA)

- Dina Chantre (Administrative Assistant)
- Anais Laigle (Project Assistant)
- Andy Orsmond (Executive Director)
- Helen von Dadelszen (Operations Director)
- Andrés Zaragoza (Project Officer)

Present (DCAF)

- Anne-Marie Buzatu (9 October only)
- Nelleke van Amstel

Absent/Excused

- Margaret Roggensack
- Alan Donohue

AGENDA POINTS

1. **Opening of Meeting and Discussion of Agenda**
2. **Approval of Minutes from the 27 August Board Call**
3. **Review of AGA Agenda**
4. **Review of Annual Report**
5. **Committee/WG Updates:**
 - a. **Executive/Personnel**
 - b. **Audit/Finance**
 - c. **Legal**
 - d. **Certification**

- e. Article 12
- f. Membership
- 6. AGA Follow Up
 - a. New Board Directors
 - b. Feedback
 - c. Pillar Reports
- 7. Development of the Article 12 Function
- 8. Certification Follow-up
- 9. Marketing
- 10. Proposal for a Maritime Working Group
- 11. Staffing

7 OCTOBER

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

The Chairman opened the meeting at 10.42am (CET), at the ICoCA offices in Geneva, 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 validly adopt resolutions in compliance with the law and the Articles of Association.

The Chairman welcomed all participants, facilitated a brief round of introductions, and thanked outgoing Directors Mark Knight (Industry) and Charles Tucker (USA Government). The Chairman then confirmed that the agenda and supporting documentation had been circulated to the Board in advance. The Board reviewed and approved the agenda.

2. APPROVAL OF MINUTES FROM THE 27 AUGUST BOARD CALL

The Board reviewed the draft Minutes of its 27 August telephonic meeting. Following discussion, the Board requested that the Secretariat amend the draft minutes to include further details regarding the discussions that took place during the call on the subject of the Association's proposed budget and the long-term sustainability of the Association.

At the Board's direction, the Secretariat updated the Minutes to reflect this discussion. After reviewing the revised draft Minutes,

The Board approved the Minutes and authorized the Secretariat to publish them.

3. REVIEW OF AGA AGENDA

The Board reviewed a draft agenda for the Association's Annual General Assembly. Following discussion, the Board requested that the Secretariat amend the agenda by moving the presentation of the Annual Report and Budget forward (earlier in the day), and by reorganizing the timing of other events in order to permit separate Pillar meetings at the end of the day.

At the Board's direction, the Secretariat updated the draft Agenda to reflect this discussion. After reviewing the revised draft Agenda,

The Board then approved the AGA agenda and requested that the Secretariat publish and distribute it.

4. REVIEW OF ANNUAL REPORT

The Board reviewed a draft Annual Report, prepared by the Secretariat for approval by the Board in accordance with Article 8.1.2. After discussion, and agreement on certain amendments to the draft Annual Report,

The Board approved the Annual Report agenda and requested that the Secretariat publish and distribute it at the Annual General Assembly.

5. COMMITTEE/WG UPDATES

The Board received reports from its Committees and Working Groups as follows:

a. Executive/Personnel

The Executive Committee reported that it had recently met with the Executive Director by telephone and had discussed performance evaluation criteria for 2015. The Executive Director will respond to draft criteria prepared by the Committee regarding the criteria, with the objective of having the criteria set by the end of the year for purposes of completing a performance evaluation in early 2016.

The Committee also reported that it discussed broader staffing issues for the Secretariat, and will engage in further discussions with the Executive Director, pending the outcome of the General Assembly and further progress within the Article 12 Working Group.

b. Audit/Finance

The Audit Committee reported that it agreed to meet quarterly with the Executive Director and Operations Manager, for the purpose of reviewing the financial state of the Association. The next meeting will take place on November 30, 2015, in advance of the 4th quarter 2015 Board Meeting (8 and 9 December).

c. Legal

The Legal Committee reported that it was aware of the need to prepare a revised request for Privileges and Immunities for presentation to the Swiss Department of Public and International Law. The Committee will endeavor to do so before the end of the year.

d. Certification

The Certification Committee reported that it had made substantial progress towards the review of ISO 28007, and expected to have a draft gap analysis completed following a meeting scheduled for the afternoon of 9 October. In addition, the Committee reported that the Secretariat would be preparing to review requests for ICoC Certification for companies that had been certified to PSC.1-2012, but that in order to do so it would conduct a pilot test in conjunction with willing PSC's. The Secretariat had already approached two such companies, and hoped to use the pilot test to improve internal processes in order to be able to review requests for ICoC Certification efficiently. Finally, the Committee reported that a formal request had been received to evaluate ISO 9001 (2015) as a potential basis for ICoC certification in accordance with the Certification Procedure. Knowing that there was wide-scale awareness of this request and of the potential that the Committee would conduct such a review, and that the issue was controversial, the Committee had decided to forego addressing the request directly, pending the outcome of the General Assembly on 8 October, and discuss the issue in greater depth during its meeting on 9 October.

e. Article 12

The Article 12 Working Group reported that it had made continued progress on developing a set of benchmarks for Code, to be used for purposes of carrying out the functions described in Article 12. The Working Group recognized that some further progress would need to be made to reach consensus of the precise use of the benchmarks, and that progress would likely be slowed by turnover within the Working Group (two members, one each from Industry and Government, would be departing as a result of the pending elections). The Working Group, however, intended to continue its development efforts with the goal of having a broader discussion with the full Board at the 4th Quarter Board Meeting.

The Article 12 Working Group further reported that the Association had reached an agreement with the U.S. Department of State on the award of a two-year grant totaling \$200,000. The Secretariat was in discussions with the State Department, and would have a meeting with the Grants Officer in early November regarding how to implement further conditions and expectations associated with the grant. The Secretariat would then further update the Board at the next Board Meeting.

f. Membership

The Membership Committee reported that it had recently met in Bern (with additional members joining by phone) to approve additional requests for ICoCA Membership and Observer status. A subsequent meeting is planned at or around the time of the 4th Quarter Board Meeting.

9 OCTOBER

6. AGA FOLLOW UP

a. New Board Directors

The Chair welcomed Katherine Gorove, who has been appointed by the United States Government to fill its recently-confirmed seat on the Board of Directors following the election held on 8 October.

The Chair also welcomed back Ambassador (Ret.) Bertil Roth, who has been re-appointed by the Swedish Government to fill its recently-confirmed seat on the Board of Directors following the election held on 8 October.

Finally, the Chair welcomed the announcement by the Industry Pillar Directors that Ms. Pamela Hosein, of Amalgamated Security Services Ltd (Trinidad and Tobago), had been elected by the Industry Pillar members to replace Mark Knight (whose resignation from the Board was made effective as of 9 October).

The Board requested the Secretariat to announce the results of the three Directorships to Members and other Stakeholders.

b. Feedback

The Board Directors provided feedback, by Pillar, regarding the Annual General Assembly. The Secretariat will undertake a post-event evaluation of participants and Members who did not attend in an effort to improve the event for the future years.

The Board requested the Secretariat to circulate minutes of the General Assembly meeting, including a list of the participants.

c. Pillar Reports

Board Directors also reported on the individual sessions held by each of the Pillars, for the purpose of informing the full Board regarding the perspectives of the Members in attendance on important issues discussed at the General Assembly.

Industry

The Industry Pillar Directors reported that, in general, the Industry members have confidence in the Association and feel like their issues are being heard and taken seriously. There are, however, important issues as to which members still have concerns regarding how the Association will proceed.

In particular, Members in the Industry Pillar discussed the challenges posed by the request for the Board to consider ISO 9001 as a pathway to ICoCA certification. The use of a Maturity Model, such as that presented under ANSI/ASIS PSC.3-2012, was suggested as an option for companies not yet ready for certification to work towards in order to eventually get certified to PSC.1. Some Members further noted that the “problem” the Board was trying to address, by considering a standard such as ISO 9001, was not clear, and requested the Board better articulate the precise nature of the problem, and discuss whether there were in fact barriers to certification before deciding how to proceed with alternative standards.

In addition, as reflected in discussion at the General Assembly, questions were raised regarding the benchmarks being developed for the Article 12 function, with some members reporting that they did not yet understand the function of the benchmarks or how they would be employed.

Finally, the Industry Pillar Directors reported that the Pillar had successfully resolved an important issue of voting procedure during their meeting. After discussion of the issue, the Members determined that in the event of no clear simple majority was obtained by one candidate in a Board Director election among more than two candidates, the “majority” called for by Article 6.5 should be determined by the person with the largest number of votes (thereby avoiding the need for a second “run off” election). This decision was reached by the Members without knowledge of how it would affect the outcome of the present election (the distribution of votes having been kept confidential by the Secretariat until the outcome of the issue was resolved). Following the approval of the procedure, the Executive Director announced that after a tally of all eligible votes cast, Ms. Pamela Hosein, of Trinidad and Tobago, had been elected to serve a three-year term on the Board of Directors, expiring on the last day of September 2018.

CSO

The CSO Pillar Directors reported their Members had discussed the potential expansion of the membership base. The Pillar Members recognized the challenges to potential Members to joining the ICoCA, and the need for existing Members to reach out to them, explain the important functions carried out by the Pillar, and encourage them to join. It was agreed that each of the current CSO Member would try to identify one potential new member in the coming six months in their region that works on relevant ICoCA-related topics.

The Members in attendance also discussed their desire to better coordinate their understanding of the ICoCA development, and to be better informed on key issues. Therefore, the CSO Members agreed to hold monthly calls, with these being scheduled on the first Thursday of each month, starting on 5 November 2015.

The Pillar Members also recognized that an annual gathering, for the purpose of information sharing and coordination, would also help to enhance the role played by the Pillar. Accordingly, the CSO Pillar

requested an annual day-long planning meeting or retreat for the CSO members, with the timing and content to be discussed among the CSO Directors in the coming months.

Finally, there was also discussion on how to create more space for CSOs and Governments to speak up during the AGA, and to encourage more comments and involvement. The CSO Members noted that the relative percentage of attendance in the General Assembly posed some challenges to effective representation of a CSO voice, as did the relative un-familiarity of certain CSOs with the rules of procedure (particularly on voting). Members requested that some consideration be given to the manner in which the Chair took comments on subjects being discussed, with a goal of encouraging better CSO input. In addition, Members inquired about the possibility of holding the Annual General Assembly (or some other key event) in another continent, in order to encourage newer and more diverse CSO attendance.

Government

Members of the Government Pillar discussed how the pillar could add the greatest value and impact regarding the most pressing issues of the Association. Members emphasized the value that could be achieved by putting together a work plan to map out what needed to be achieved before the next AGA, thereby setting clear goals for 2016 and beyond.

Observer

The Observers present noted and welcomed the opportunity to meet as a group, and to share perspectives and provide input to the Association.

The Observer group discussed the existence of widely-different perceptions of the existing certification standards, and how they could support companies in understanding the certification process (for example, by facilitating a series of webinars on PSC.1 preparation).

7. DEVELOPMENT OF THE ARTICLE 12 FUNCTION

Reflecting on the input received during the Annual General Assembly, the Article 12 Working Group noted that it would continue the practice of regular weekly Working Group calls, and would incorporate the feedback received in the discussion on those calls as the Working Group continues its development efforts.

In addition, the Working Group noted the need for a revised overall architecture paper to better explain benchmarks and how they would fit into a broader operation of Article 12 functions.

8. CERTIFICATION FOLLOW-UP

Noting the opinions expressed during the General Assembly, and in particular the request for clarification of actual barriers to Certification, the Certification Committee resolved that it would not proceed to recognize ISO 9001 until further study and analysis of barriers to certification had been made. The Committee agreed that it would continue to discuss the issue during its afternoon meeting.

9. DEVELOPING AWARENESS OF THE ICOCA

The Board agreed on the importance of the need to market the Association and increase awareness of its activities and objectives among key constituencies. Board Directors further noted that, with limited resources, this was an important part of each Board member's role. Certain Directors noted that a strategy is currently being drafted, which will be used primarily to approach governments as well as other potential sources of funding. They noted the importance of having a clear set of objectives for

“outreach,” and defining and measuring the achievement of intended results as a regular part of the ICoCA’s strategy.

Amol Mehra and Sophia Willits-King committed to work with DCAF on putting together a list of governments and non-state clients who should be engaged in the near future.

10. PROPOSAL FOR A MARITIME WORKING GROUP

The Board discussed the subject raised during the AGA of a Maritime Working Group, and resolved that the Secretariat should follow up with interested Members, including the Oceans Beyond Piracy project, to better define the organization and potential functioning of the proposed group.

11. STAFFING

The Executive Director requested that, with the 2016 budget having been approved and the 2015 Membership Dues being invoiced, the hiring of the Monitoring Project Officer currently projected to take place towards the end of 2015/early 2016 be brought forward as early as possible. The Executive Director explained that a Project Officer was needed, given the increased demands of drafting documents to reflect and guide the discussions of the Article 12 Working Group, and to try to stay on the development timeline reflected in the U.S. State Department Grant Proposal and Agreement.

The Board discussed the requirements of the post and recognized the evolving needs within the Secretariat. Following discussion,

The Board approved the Monitoring Project Officer being hired before the end of 2015, provided that a suitable candidate could be identified.