ICoCA Board Meeting (Call) - Minutes
27 July 2015

Present (Board)
- Alan Donohue
- Rémy Friedmann (Chair)
- Amol Mehra
- Michael H. Posner
- Bertil Roth
- Sally Bentley (FCO, UK, alternate for Sophia Willitts-King)
- Chris Sanderson

Present (Secretariat - ICoCA)
- Andrew Orsmond (Executive Director)
- Helen von Dadelszen (Operations Manager)
- Andrés Zaragoza (Project Officer)
- Dina Chantre (Administrative Assistant)

Absent
- Mark Knight
- Aly Sagne
- Sophia Willitts-King
- Margaret Ellen Roggensack
- Andrew Nicholson

AGENDA POINTS

1. **Opening of Meeting and Discussion of Agenda**
2. **Committee/WG Updates:**
    a. **Article 12**
    b. **Certification**
    c. **Finance**
3. **Draft AGA agenda**
4. **Industry membership application review and approval**
5. **New observer application review and due setting**

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

The Chairman opened the meeting at 4.06pm (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 validly adopt resolutions in compliance with the law and the Articles of Association.

The Chairman confirmed that the agenda and supporting documentation had been circulated to the Board in advance. The Board approved of the agenda, with minor adjustments to timing and order of the items to be discussed.

2. COMMITTEE UPDATES

2.1 Article 12 (Reporting, Monitoring & Performance Assessment)
As the chair of the committee, the Executive Director reported that the Working Group's discussions were moving forward and were in line with the agreed timeline. Article 12 requires the creation of a transparent set of benchmarks to be used to assess performance, and which could also be used to guide companies' reporting, remote and field monitoring. The working group has developed a number of benchmarks: Rules of Force (RUF); apprehension; detention and; torture/excessive punishment (detailed in Articles 29-37 of the Code). The group will review these and share with the Board. Additional benchmarks for other provisions of the code will be developed.

In addition a paper describing the assumptions from industry regarding the reporting, monitoring and performance assessment functions has been circulated and discussed by the committee. Many of these assumptions are shared by the other pillars and will all be taken into consideration as the discussion develops.

2.2 Certification Committee

The Certification Committee reported that the Secretariat have been requested to formally release the draft PSC.1 Recognition Statement, as set out in the Certification Procedure. Following a comment period the Secretariat will then be able to report back to the Board on comments, after which time the Board should be in a position to vote on releasing a final Recognition Statement.

The Executive Director discussed plans for the Secretariat to be prepared to process requests for Certification and to analyze associated additional information from Members.

The Board were reminded that additional administrative staff was required in order to process the certification applications.

The Committee reported that it is currently gathering more evidence regarding which standards have been mentioned by members and perspective members to see which additional standards should be assessed.

In addition, the DCAF have been asked to look at ISO 28007/28000 using the same matrix as was used to review PSC.1. This analysis will be shared with the Committee in due course.

The Swiss government representative stressed that the link between Certification and Membership is key to the implementation of the Swiss law requirement for companies working for the Swiss government in complex environments be members of the Association. Accordingly, additional accessible, pathways to certification need to be explored.

2.3 <u>Finance Committee</u>

The Audit/Finance Committee reported that they had reviewed the proposed budgets for 2015 and 2016. In order to frame the numbers they are currently drafting a cover note which will be shared with the board in the next week. The Board will then receive all the documentation and be requested to vote to approve the budgets.

The Committee noted the urgent need to complete this process.

The budgets would be shared with the General Assembly for informational purposes.

3. ANNUAL GENERAL ASSEMBLY AGENDA

The Board reviewed the draft agenda, noting that the formal business section of the event will be open for members only.

The Board was reminded that for voting items the Secretariat will prepare draft language for these matters for the Board to consider and approve so that they can be distributed to members prior to the AGA. The Secretariat noted that any items for vote at the October 8 AGA would need to be distributed to members no later than the close of business on September 7.

The Board resolved to send any concerns regarding the agenda to the Secretariat before the next Board call.

4. INDUSTRY MEMBERSHIP APPLICATION REVIEW AND APPROVAL

The Board recognised that the review of applications needed to be timely and efficient and need not involve all Board members.

The Board requested the Secretariat to draft a process for regular review of Industry membership applications by a Board working group. The process would be shared with the Board by email and approved by vote.

5. NEW OBSERVER APPLICATION REVIEW AND DUE SETTING

The Board resolved to review the three observer applications that had been received and to vote by email to 1) accept or reject each application and 2) decide on the fee, if any, to charge each observer in 2015.

6. ANY OTHER BUSINESS

The Board were reminded that the next meeting would take place, by telephone on 27 August 2015.