



ICoCA Q2 2018 Board Meeting
Geneva, Switzerland
22 & 23 May 2018

Minutes

Present (Board)

- Ryan Berry
- Rémy Friedmann (Chair)
- Katherine Gorove
- Josua Loots
- Charlie Mayne
- Michael Posner
- Margaret Roggensack
- Chris Sanderson
- Ikram Sehgal (22 May only)

Present (ICoCA Secretariat)

- Dina Chantre (Administrative Assistant)
- Molly Gray (Law and Policy Manager)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

Present (Observing/Supporting)

- Ian McKay (US DoS (L))
- Leslie Taylor (US DoS (DRL))
- Christoph Sprung (22 May only (in support of Ikram Sehgal))

AGENDA POINTS

- 1. Opening of Meeting and Approval of the Agenda**
- 2. Approval of Q1 2018 Board Meeting Minutes**
- 3. Board Directors Elections**
- 4. Board Rules & Procedures**
- 5. Budget Update**
- 6. 2018 Objectives and Quarterly Update**
- 7. Voluntary Principles Initiative**
- 8. Outreach**
- 9. IT Update**
- 10. Strategic Plan – Preliminary analysis**
- 11. Strategic Plan – Initial Orientations**
- 12. Wrap Up**
- 13. Executive Committee Session**

22 May 2018

1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

- 1.1. The Chairperson opened the meeting at 9.30AM and asked the Secretariat 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. The Chairperson 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 Chairperson welcomed the newly elected Industry Director Mr. Ikram Sehgal representing the Industry 'At large' and expressed the Association's appreciation for the important contributions of the leaving Board Directors, Mr. John Davies (Industry) and Mr. Amol Mehra (CSO), as well as the leaving Secretariat Staff Member, Ms. Molly Gray (Law and Policy Manager), for their contributions to the development of the Association. The Chairperson thanked the Secretariat for planning and coordinating the meeting.
- 1.3. The Board discussed the agenda and modified the timings for a couple of sessions to allow for more reflection on the Strategic Planning process.
- 1.4. ***The Board approved the revised agenda.***

2. APPROVAL OF Q1 2018 BOARD MEETING MINUTES

- 2.1. ***The Board reviewed and approved the Q1 2018 Board Meeting Minutes.***

3. BOARD DIRECTORS ELECTIONS

- 3.1. The Executive Director briefed the Board on the Industry Board Director election process and the vacant CSO seat. With a participation rate of 40%, the Industry Pillar elected Mr. Ikram Sehgal from Pathfinder Group, Pakistan, as Representative of the Industry 'At large'. Mr. Sehgal took up the seat with immediate effect. The Executive Director expressed the Secretariat's appreciation to the Industry Pillar for the smooth election process.
- 3.2. A CSO Board Director informed the Board that a vacancy for a CSO Board Director seat will be made public at the end of May and preparations for the election process will then be initiated.
 - 3.2.1. Secretary's Note: Following the Board Meeting, the following schedule was approved for the election process of the CSO Board Member: Nominations: Monday August 13th; Circulate profiles: Wednesday August 15th or Thursday August 16th; Voting: Monday, September 10th; Notification: Wednesday, September 12th; Runoff, if required: Monday, September 17th.

4. BOARD RULES & PROCEDURES

- 4.1. The Executive Director updated the Board on the status of the drafting of the Board Rules and Procedures, and on the related Articles of Association which require specific

action on the part of the Board Directors, notably the drafting and issuance of relevant guidelines and procedures. The Executive Director presented the Board with two options for the finalisation of the Board Rules and Procedures, either the drafting of (i) one stand-alone consolidated document, or (ii) separate rules and procedures required by the Articles of Association, as prioritized by the Board.

- 4.2. The Board discussed the two presented options as well as the potential format and list of priorities.
- 4.3. ***The Board chose option (ii) as presented by the Executive Director. It decided to task the Executive Director and the Executive and Finance Committee to identify priorities for the finalisation of specific procedures. The Board recommended to prioritise the development of procedures related to the fiduciary liability of the Board.***

5. BUDGET UPDATE

- 5.1. The Executive Director provided an update of the Association's financial status. He reported the approval of the 2017 audit report.
- 5.2. In terms of financial planning and streamlining of accounting procedures, the Executive Director briefed the Board on the measures that have been taken by the Secretariat to align the Association's financial model with the audit structure, donor requirements and membership dues cycles.
- 5.3. The Executive Director expressed the Association's appreciation for the additional contributions received from DCAF and the UK Government and thanked DRL, the Swiss and UK Governments for their past support. Finally, in line with the 2018 Objective adopted at the Q1 2018 Board Meeting, the Executive Director emphasized the need to further diversify the Association's funding sources.
- 5.4. The Board discussed the updates provided and agreed that an increased outreach effort should be conducted to this end.

6. 2018 OBJECTIVES AND QUARTERLY UPDATE

- 6.1. The Executive Director reminded the Board about the Association's 2018 objectives namely 1) to increase government membership and recognition, 2) to increase client buy-in and recognition, 3) to develop substantive engagement with different platforms, 4) to streamline certification goals and further continual improvement, 5) to strengthen operational awareness and credibility, and 6) to diversify funding streams. The Executive Director introduced the Secretariat's Quarterly Update for the first quarter of 2018 (January –March).
- 6.2. The Secretariat provided updates on ICoCA membership and its ongoing efforts to review new applications. ICoCA membership currently stands at ninety-one (91) Member Companies, twenty-six (26) CSO Members and seven (7) Member Governments. Thirty-three (33) membership applications are currently under review, while three (3) were approved since the last Board Meeting in January 2018 and ***additional three (3) were approved at this Board Meeting.*** Of the 91 Member Companies, twelve (12) are ICoCA Certified and another one (1) was to be recommended for ICoCA Certification at this

Board Meeting. Considering both approved and new applications, the Industry Pillar of the Association now covers more than thirty-two (32) different HQ countries, with operations in a larger number of contexts.

- 6.3. The Secretariat recommended one (1) certification application for approval at the Board Meeting: Britam Defence Ltd. ***The Board approved the certification application recommended by the Secretariat.***
- 6.4. The Executive Director underscored the importance of connecting and developing an integrated approach to the three core functions, including incorporating lessons learnt from Field-Based Reviews and Company Self-Assessment Report (CSA) to enable the Association to identify the content and theme of guidance, training materials and tools for Member companies. In particular, that these tools be used to support Members in obtaining ICoCA Certification consistent with the Transitional Membership Process.
- 6.5. The Executive Director provided an update on the Transitional Membership Process which began on 15 April 2018. He explained that the Secretariat is in the process of developing benchmarks to measure Transitional Member Companies' progress towards ICoCA Certification. He noted that the Transitional Membership process, as adopted at the 2017 AGA, needs to be seen as an integrated process to enable companies to achieve certification and more generally to raise security industry standards. ***The Board requested the Secretariat to submit a set of benchmarks for approval at the next Board Meeting.***
- 6.6. The Law and Policy Manager presented the lessons learnt from the Field-Based Reviews of Member company operations in Kenya, Tanzania, Nigeria, and Iraq enabling the ICoCA to engage with 16 Member companies and more than 130 personnel providing armed and un-armed security services. The Law and Policy Manager recalled the focus of improved performance in the areas of selection, vetting and training of personnel in addition to due diligence in the selection, vetting and ongoing performance review of subcontractors. The Reviews included workshops and trainings on the Code and Association for Civil Society Organizations in Amman, Baghdad, Lagos and Nairobi for nearly 60 participants, resulting in 7 new Member CSOs from these environments. The Law and Policy Manager also discussed engagements with 15 governments and numerous clients from the corporate, diplomatic and NGO sectors as part of the Field-Based Reviews.
- 6.7. The Law and Policy Manager presented on Field-Based Review implementation. Noting that preparations were underway for a Field-Based Review approved for Ghana in June 2018. She also noted that in March, the Secretariat was required to postpone to later in 2018 a Field-Based Review of Member companies operating in Pakistan.
- 6.8. The Law and Policy Manager noted that the Operations Committee should expect increased engagement with the Secretariat over the coming months. This would include consultation on a Field-Based Review Plan proposed by the Executive Director for 2018-2019, the review of standard planning and operating processes developed and tested by the Secretariat; and the completion of an operational report to promote and explain the Association's monitoring and oversight activities, in particular the added value and outcomes of the Field-Based Reviews conducted thus far.

- 6.9. The Board formally noted the importance of the Field-Based Reviews to the ICoCA's operations. In particular, the Board recognized the work and contribution of the Law and Policy Manager to the ICoCA in this regard. The Board additionally inquired of the Secretariat resources required for the Reviews and the budget and personnel necessary for their successful implementation.
- 6.10. The Law and Policy Manager also provided an update on the implementation and expected launch of the first Company Self-Assessment (CSA) Report, reiterating the background, methodology and basic requirements set out in the Article 12 Procedures. Consistent with these Procedures, the Law and Policy Manager recalled that the Board had approved the proposed format and content of the first CSA Report, validating a focus on Company implementation of selection and vetting Code requirements.
- 6.11. The Law and Policy Manager informed the Board, that the technological components of the first CSA Report were nearly complete, enabling the Association to launch the system following testing with a selection of Member companies and final refinements including coordination with the launch of the Transitional Membership Process. Relatedly, the Executive Director proposed to finalise guidance for companies in complying with selection and vetting Code requirements and to distribute this guidance simultaneously with the distribution of the first CSA Report to Member companies. The guidance would be informed by findings and lessons learned from the Field-Based Reviews.
- 6.12. The Law and Policy Manager recalled that the format of the CSA Reports should be made public and available and published on the ICoCA Website. As such, the Law and Policy Manager recommended and the Board agreed, that the Operation's Committee would again review and refine as necessary the existing CSA methodology, the first CSA Report and proposed guidance in anticipation of publication. The Executive Director specified that the Secretariat aims to launch the first CSA Report by 15 October 2018.
- 6.13. The Secretariat next provided an update on the development of Safeguarding Guidelines on Protection from Sexual Exploitation and Abuse (PSEA) for which the Secretariat has conducted desk-based research on best practices and legal obligations as well as interviews with a number of Member companies and CSOs. The Secretariat gave an overview of the initial findings and outlined the envisioned next steps including additional consultations and reviews.
- 6.14. The Board asked the Secretariat to undertake a Board-Staff review process using the Safeguarding PSEA Guidelines to develop a sixth performance indicator. This new indicator would build on the existing indicators originally developed for other Code provisions (Rules for the Use of Force; Apprehending Persons; Prohibition of Torture or Other Cruel, Inhuman or Degrading Treatment or Punishment; Training of Personnel; and the Selection and Vetting of Personnel). The PSEA Guidelines also would be linked to the Secretariat's expertise gained from Field-Based Reviews and its research on Company Grievance Mechanisms.
- 6.15. The Secretariat announced that the Guidance on Company Grievance Mechanisms was ready to be launched and reminded the Board of the process which resulted in the publication of two different documents, a Manual and an Interpretative Guidance. The Manual explains how to use the Guidance and offers a checklist linked to an Executive

Summary, while the Interpretative Guidance provides further information and explanations. It describes good practices in more detail and explains why and how they are linked to the requirements of the Code as well as other international standards and principles. The Secretariat expressed its gratitude for DCAF's support throughout the whole research and drafting process and its appreciation for the financial support of the Swiss and UK governments as well as the important contributions received from numerous stakeholders, in particular the Member Companies interviewed, the participants in the Expert Roundtable, the reviewers of the draft Guidance and the Board Complaints Committee.

6.15.1. Secretary's Note: The ICoCA Guidance on Company Grievance Mechanisms was officially launched on 7 June 2018.

7. VOLUNTARY PRINCIPLES INITIATIVE

- 7.1. The Executive Director briefed the Board about the request for proposal to host the Secretariat of the Voluntary Principles Initiative (VPI). He explained that the Association has until 8 June to submit a formal proposal should the Board deem that convenient.
- 7.2. The Board discussed the proposal and recognized both the complementarity of the initiative as well as the related constraints subject to negotiations in case the proposal would be accepted. ***The Board asked the Executive Director to consider the opportunity and explore the possibilities of submitting a proposal to the Executive Committee within the above-mentioned timeframe.***

8. OUTREACH

- 8.1. DCAF presented to the Board its Private Security Governance Observatory project. Launched in 2015, the Francophone Observatory brings together 43 CSOs from 14 African countries governed by a Regional Steering Committee. This network followed the Anglophone Observatory which brings together 15 CSOs representing seven African countries. Relying on local ownership, the Observatories offer a range of materials such as country fact sheets or guidance tools which would help CSOs to map out the PSCs landscape and engage with governments, companies and other actors. The presentation concluded with an outlook for potential collaboration between the Association and DCAF.
- 8.2. The Board thanked DCAF for the presentation and the Executive Director underscored the overlap between Observatories and ICoCA CSO Members and the need to build on these efforts to the benefit of both organizations.
- 8.3. The Board continued with a discussion of the dates and locations of the next Board Meeting as well as the AGA and tasked the Secretariat to propose different options to the Board.
- 8.4. The Executive Director recalled the Association's Communication and Outreach Strategy and the objective to "increase the number of clients of private security services who recognise ICoCA Membership and Certification as a key factor in their procurement decisions." He emphasized the importance to reach out to governments and clients and

target relevant platforms. He continued with an update of the Secretariat's recent outreach efforts in Costa Rica, China and during several events in Geneva as well as engaging NGO security managers at the March 2018 Quarterly Meeting of the MENA Region Humanitarian and Security Forum.

- 8.5. Recalling the Communications and Outreach Strategy, the Law and Policy Manager updated the Board with regards the history and importance of engagement with the U.S. Government and ensuring continued support. In particular, she presented on efforts by the U.S. Congress to better understand U.S. participation in and support for the Association as evidenced by reports requested by Congressional Appropriations Committees from the Departments of Defense and State. The Law and Policy Manager also informed the Board of changes witnessed to the Explanatory Statement accompanying the 2018 U.S. Department of Defense Appropriations Bill between November and March 2018 when the Bill was passed by the U.S. Congress. In particular, noting that references to the ICoCA were not specifically included in the final Statement.
- 8.6. The Executive Director and Board discussed and reiterated the various duties of the Board to the Membership of the Association and that the Board seeks to represent the interests of the Association Members as a whole. It was also recalled that Each Board Director shall be committed to the Purpose of the Association and shall fairly represent the views of the stakeholder pillar he or she represents.
- 8.7. The Secretariat additionally briefed on its efforts to engage and grow the Membership of the ICoCA, through roundtables and briefings with Companies and Civil Society Organizations over the last several months.
- 8.8. ***The Board recognised the importance of conducting targeted outreach toward private security clients and industry stakeholder groups with the aim of promoting better recognition of ICoCA Member companies' operations. To this end, the Board decided to establish a Working Group within the Strategic Engagement Committee tasked with the development of an Engagement Strategy. The Working Group will be chaired by Ryan Berry, while Charlie Mayne and Rémy Friedmann were nominated as additional members. The US Government will support the Working Group.***

9. IT UPDATE

- 9.1. The Secretariat updated the Board on the Association's IT status. Given the low level of infrastructure maintenance during Q2 and Q3 2017 following the large turnaround of Secretariat staff in early 2017, the Association faced a number of issues at the end of 2017 and the beginning of 2018. Currently, the system has been stabilized with the drafting of an IT Plan of Action and the complete development of the Membership Information Management Platform for ICoCA (MIMPI) which is ready to be used for the Company Self-Assessment as well as other potential functions. The Secretariat also announced the revision of the front page of its website and briefed the Board about the imminent entry into force of the EU data protection law (GDPR) and its implications for ICoCA.
- 9.2. ***The Board concurred with the Secretariat's proposal to draft a plan of action to further***

develop its Membership Database, RedDB and MIMPI.

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10. STRATEGIC PLAN – PRELIMINARY ANALYSIS

- 10.1. The Executive Director presented a preliminary analysis of the data collected through desk-based research and interviews with numerous stakeholders as part of the Strategic Planning process, and reminded the Board of the agreed timeframe to draft the Strategic Plan and present it at the 2018 Annual General Assembly.
- 10.2. The Executive Director underscored the limited available information on the global industry landscape and the existence of a knowledge gap that needs to be filled (potentially by the ICoCA). The Executive Director also noted that better engagement with PSC clients is needed.
- 10.3. The Board discussed the data presented and agreed that the Strategic Plan will need to be reviewed on an annual basis.

11. STRATEGIC PLAN – INITIAL ORIENTATIONS

- 11.1. Following the presentation of the preliminary data analysis, the Board discussed possible strategic goals and orientations for the Strategic Plan.
- 11.2. The Board discussed the expected format of the Strategic Plan. The Executive Director explained that the Strategic Plan should have a format which is appealing for and easily accessible to donors and clients. He proposed to draft two documents: 1) a longer document with an executive summary and the core document, and 2) an executive summary which can be distributed as a brochure to relevant stakeholders. ***The Board agreed that the aspiration should be to develop two documents.***
- 11.3. ***The Board validated the recommendation of the Executive Director, that the Executive Director, together with the Strategic Engagement Committee, consisting of the Chairman, Charlie Mayne and Michael Posner, refine the identified strategic goals and format for presentation at the next Board meeting.***
- 11.4. The Executive Director invited the Board to ensure interaction within the pillars as well as Membership's ownership of the strategic planning process and the related final product.

12. WRAP UP

- 12.1. The Chairperson provided a summary of the main points discussed and decisions taken at the Q2 2018 Board Meeting and expressed his thanks to the Secretariat for organizing it.

13. EXECUTIVE COMMITTEE SESSION

- 13.1. The Board met in an Executive Session.