ICoCA Board Meeting (Call) - Minutes
27 August 2015

Present (Board)
- Alan Donohue
- Rémy Friedmann (Chair)
- Mark Knight
- Amol Mehra
- Michael H. Posner
- Margaret Ellen Roggensack
- Bertil Roth
- Chris Sanderson
- Charles Tucker
- Sophia Willitts-King
- Ryder Thomas (FCO, UK, alternate for Sophia Willitts-King)

Present (Secretariat - ICoCA)
- Andrew Orsmond (Executive Director)
- Helen von Dadelszen (Operations Manager)

Absent
- Aly Sagne
- Andrew Nicholson

AGENDA POINTS

1. **Opening of Meeting and Discussion of Agenda**
2. **Approval of Minutes from the 27 July Board Call**
3. **Board Composition**
   3.1. **Industry**
   3.2. **Civil Society**
   3.3. **Government**
4. **Secretariat Update**
5. **Committee/WG Updates:**
   5.1. **Executive Committee**
   5.2. **Membership Committee**
   5.3. **Article 12 Working Group**
   5.4. **Certification Committee**
       5.4.1. **Comments on Draft PSC.1 Recognition Statement**
       5.4.2. **Request for extension of time for comments**
6. **2015 and 2016 Budgets**
7. **AGA Agenda**
8. **Potential Resolutions for AGA**
   8.1. **Electronic voting**
   8.2. **Board Director nomination criteria and procedures (for each pillar)**
   8.3. **Voting on new board directors**
   8.4. **Amendments to Information Security Policy**
9. **Any other business**

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

The Chairman opened the meeting at 4.04pm (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 the agenda.

2. APPROVAL OF MINUTES FROM THE 27 JULY BOARD CALL

The Board resolved to review the minutes and provide any comments or changes to the secretariat before 4 September. Thereafter, the Secretariat would be authorized to publish the minutes of the 27 July Board call.

3. BOARD COMPOSITION

3.1 Industry

The Chairman, on behalf of the Board, thanked Mark Knight for his commitment to the Association and recognized his resignation from the Board. Mark emphasised his intent to continue to fulfil his role on the Board until a replacement is elected and stated his intent that there be minimal disruption to the Board activities.

The Industry Board Directors discussed the criteria and process for the nomination and election of a new Industry Board Director recognizing the need to get the call for nominations out in time for the pillar to elect the new director at the AGA.

3.2 Civil Society

The Civil Society Board Directors announced the proposal to extend Aly Sagne's Board term to align with Amol Mehra's term, thereby ensuring more stability in the pillar. The resolution will be drafted and sent to the civil society pillar members in time for them to vote on it at the AGA.

3.3 Government

The Government Board Directors have been discussing the nomination and election process within the pillar, noting that the seats currently held by the USA and Sweden are up for re-election in September 2015. No other government members have expressed their interest in nominating themselves for the post. Both the USA and Sweden will put their names forward within the next couple of weeks.

4. SECRETARIAT UPDATE

The Executive Director announced that the Secretariat were in the process of interviewing candidates for the Project Assistant position which needs to be in place by the time the Certification processes are operational.

The Secretariat is also preparing the analysis of ISO 28007 for which a draft recognition statement will be shared with the Certification Working Group and then the whole Board.

The implementation processes for Certification are also being mapped out in preparation to be shared at the AGA.

The Executive Director reminded the Board that he would be travelling within the USA over the next month, meeting with various stakeholders as well as taking some vacation.

5. COMMITTEE/WG UPDATES

5.1 Executive Committee
The Executive Committee reported that it was continuing to work on a process for annual evaluation of the Executive Director.

5.2 Membership Committee
The Membership Committee reported having met on 17 September in Bern, Switzerland to review and approve a number of Industry membership applications. The Committee requested the Secretariat to follow up with a few applications to request further details.

The Committee will next meet on 22 September in Washington DC, in person, meeting the need to regularly convene and approve applications in a timely manner.

5.3 Article 12 (Reporting, Monitoring & Performance Assessment) Working Group
The Article 12 Working Group reported continuing progress on developing assessment and performance benchmarks and reviewing a paper from the Industry Pillar Board Directors regarding this function. The group will meet on 23 and 24 September, in Washington DC, in person. Mike Posner is not available on 23 September so Amol Mehra will replace him that day. All Board members are welcome to attend this meeting.

The Secretariat is putting together a comprehensive analysis and way forward for the function.

Following the meeting the Working Group will report back to the Board and draft a presentation for the AGA, which can also be discussed at the next Board meeting on 7 October.

5.4 Certification Committee
 5.4.1 Comments on Draft PSC.1 Recognition Statement
  The Certification Committee reported that the Draft Recognition Statement for PSC.1 had been circulated to members and stakeholders. All the comments received had been shared with the Board and are now available on the website. The Board resolved to modify the Recognition Statement to provide clarification of the role played by the HRRIA framework and how it will be used. The Board also maintained that the process could be modified, once operational, if it is found to not be working as envisioned.

  The Board requested the Executive Director to revise the Recognition Statement in light of this conversation, send to the Board, and then formally publish the Recognition Statement.

 5.4.2 Request for extension of time for comments on the Draft Recognition Statement
  The Board resolved not to grant an extension on the comment period.

The Certification Committee will meet again on 22 September, in Washington DC, to discuss the ISO 28007 analysis and the assessment of alternative standards as pathways to certification.

6. 2015 AND 2016 BUDGETS

The Board discussed the proposed budgets recommended for approval by the Finance Committee. The Board noted that there was a need to rely on the Association's Strategic Reserves (which represented the unspent funds received from governments in 2013 and 2014) to cover projected operating deficits in 2015 and 2016, and that without additional sustaining contributions or revenue for future years the Association would be unable to achieve its current objectives.

With these observations the Board approved the 2015 and 2016 budgets.

The budgets will be shared at the AGA.

7. AGA AGENDA

The Board approved the draft AGA Agenda and requested the Secretariat to distribute it.

The Executive Director informed the board that the speaker from the Swiss government had been confirmed, and that the Voluntary Principles' Steering Committee would be approached regarding a suitable representative to share information about that initiative at the AGA.

8. POTENTIAL RESOLUTIONS FOR AGA

8.1 Electronic voting
The Board requested the Secretariat to prepare a resolution that provides clarity in the Articles of Association that votes taken virtually are recognized by the Association.

8.2 Board Director nomination criteria and procedures (for each pillar)
The Board requested the Secretariat to draft the criteria and processes for the three pillars' nomination procedures.

8.3 Voting on new board directors
The Executive Director reminded the Board that a 30 day notice period is required for items on which a vote will be taken and therefore the calls for nominations needs to be distributed as soon as possible so that the vote can be opened by 7 September.

The Board directed the Secretariat to distribute information about qualified candidates to the Industry Members for voting to close on the date of the AGA.

8.4 Amendments to Information Security Policy
Following a year processing membership applications and data the Executive Director recommends a few amendments to the Information Security Policy.

The Board requested the Secretariat to draft a revised version of the Information Security Policy.

9. ANY OTHER BUSINESS

As it may be their final Board meeting, the Chairman, on behalf of the Board thanked Mark Knight, Charles Tucker and Bertil Roth for their contribution and commitment to the Association.

The Board was reminded that the next meeting would take place, in Geneva, Switzerland, person on 7 October 2015, and that the Board would meet again on the morning of the 9 October 2015, following the AGA.