



ICoCA Q1 2017 Board Meeting
Geneva, Switzerland
31 May & 1 June 2017

Minutes

Present (Board)

- John Davies
- Alan Donohue
- Rémy Friedmann (Chair)
- Katherine Gorove
- Josua Loots
- Charlie Mayne
- Amol Mehra
- Michael Posner (1 June only)
- Margaret Roggensack
- Chris Sanderson
- Joanna Vallat
- Jonas Westerlund

Present (ICoCA Secretariat)

- Anne-Marie Buzatu (Interim Executive Director)
- Dina Chantre (Administrative Assistant)
- Martin Field (Communications and Development Officer)
- Lucas Grandjean (Monitoring Manager)
- Molly Gray (Law and Policy Manager)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Research Trainee)
- Helen von Dadelszen (Operations Manager)
- Andrés Zaragoza (Project Officer)

Present (Observing/Supporting)

- Ian McKay (U.S. Department of State)
- David Corlett (UK Government)
- Martina Gasser (Swiss Government) (31 May only)

AGENDA POINTS

- 1. Opening of Meeting and Discussion of Agenda**
- 2. Approval of Agenda**
- 3. Approval of Q1 Minutes**
- 4. Secretariat Update**
- 5. Membership and Certification**
- 6. Finance Committee Update**

7. Fundraising
8. Executive Session
9. Complaints
10. Monitoring
11. Function Coordination and Committee ToRs
12. Communications and Outreach
13. Executive Session

31 May

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

- 1.1. The Chair opened the meeting at 9.10AM 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, and 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 Chairman thanked the Secretariat for planning and coordinating the meeting.

2. APPROVAL OF AGENDA

- 2.1. The Board reviewed and approved the meeting agenda.*

3. APPROVAL OF Q1 MINUTES

- 3.1. The Board reviewed and approved the Q1 meeting minutes and requested the Secretariat to publish them online.*

4. SECRETARIAT UPDATE

- 4.1. The Interim Executive Director highlighted that there were a number of Directors' seats up for election this year, with Alan Donohue, Michael Posner and Margaret Roggensack's terms coming to an end in September 2017.
- 4.2. The Industry and CSO pillars are reviewing draft processes and timelines for the nomination and elections, which will need to be published before the end of July 2017.
- 4.3. The Interim Executive Director introduced and need to discuss Secretariat Management and Function Coordination.
- 4.4. The Interim Executive Director provided an overview of the Draft Travel Expenses Policy, in particular in relation to the implications for Board Directors. Board Directors discussed a number of issues requesting clarification and suggesting some modifications to the policy.
- 4.5. Board Rules of Procedure – The Interim Executive Director provided an overview of the Board Rules of Procedure and brought the Board's attention to a number of areas

needing further discussion.

- 4.6. Committee ToRs – The Interim Executive Director highlighted the need to clarify whether, and under which conditions, Non-Board Members can attend Committee Meetings.
- 4.7. Q1 Outreach Activities – The Communications and Development Officer and the Interim Executive Director presented the external consultations undertaken. The discussion focused on the need to align outreach activities with the developed strategy.

5. MEMBERSHIP & CERTIFICATION

- 5.1. Membership Update: The Research Trainee provided updates on ICoCA membership and the Secretariat ongoing effort to review new applications. ICoCA membership currently stands at eighteen (18) CSO members, seven (7) Governments and one hundred (100) private security companies. Thirty (30) membership applications are currently under review, while eight (8) were approved since the last Board Meeting in March. Considering both approved and new applications, the industry pillar of the Association now covers forty-two (42) different countries.
- 5.2. Membership applications: **Acting through the Membership Committee, by delegation, the Board subsequently resolved that membership is granted to two (2) companies on a transitional basis (as provided in Article 3.3.1 of the Articles of Association), and authorized the Secretariat to list the newly-added member on the ICoCA website.** The company will be provided with an explanation regarding the certification procedure, and will be informed that the transitional nature of membership requires that the company will need to be certified in accordance with the ICoCA Certification Procedure before the end of the grace period provided in Article 3.3.1 or their membership will expire.
- 5.3. Applications for Certification: The Secretariat explained that there are currently nine (9) applications for certification under review. The Secretariat noted that, given that the certification function has been open since a relatively short time, it is expected that its implementation will progressively become swifter. The Board pointed out that processing certification applications represents a priority for the Association at the moment.
- 5.4. The Secretariat and members of the Certification Committee briefed the full Board on the discussions being held on a system of recognition of Certification Bodies by the ICoCA. In line with the commitments made by the Association in the AGA 2016, the Board committed to finding a way to increase access to ICoCA Certification including by opening up ICoCA Certification to PSCs that have been certified to Board recognized standards by non-accredited CBs, provided that they meet certain competency requirements set and approved by the Board. The Board agreed and mandated the Secretariat to continue working on the development of such approach.
- 5.5. **The Board discussed and agreed to keep on exploring and working on a Transitional Membership Process that would be revisited at the next Board meeting with the view of, if agreement is reached, it being presented to Members at the Annual General**

Assembly in October 2017.

6. FINANCE COMMITTEE UPDATE

- 6.1. The Operations Manager presented the financial statements for Quarter 1 of 2017.
- 6.2. The Operations Manager then provided an update of the expected revenue, which will be received from the 2017 Membership Dues that will be invoiced in August.
- 6.3. The Interim Executive Director explained that the updated 2017 budget and the 2018 budget would be developed further following the discussions held at this meeting.

7. FUNDRAISING

- 7.1. The Communications and Development Officer provided an overview of ICoCA past and current sources of funding, and projected funding sources identified for 2018.
- 7.2. The Communications and Development Officer discussed the need for a fundraising strategy and agreed to further develop the strategy with the support of the Communications Working Group of the Board.
- 7.3. Most immediately, **the Board of Directors, particularly the Government pillar of the Board, agreed to support active engagement with key governments having previously funded the ICoCA, or governments that may be interested to do so in 2017.** In parallel, the Secretariat – in particular the Interim Executive Director and the Law and Policy Manager – would finalize and share fundraising and project proposal documents with Board Directors for appropriate distribution to current and prospective Government donors.

8. EXECUTIVE SESSION

- 8.1. **The Board met in an Executive Session.**

1 June

9. COMPLAINTS

- 9.1. The Project Officer presented a general update on the Complaints function highlighting developments in the function, updates on the Guidance on company grievance mechanisms, various outreach events and providing the opportunity for the Board to discuss some remaining issues around the roll out of the function.
- 9.2. The Board discussed the Expert Roundtable for the Guidance on Company Grievance Mechanisms, which was taking place on 2nd June.

10. MONITORING

- 10.1. The Law and Policy Manager and the Monitoring Manager provided an update on the continued implementation of the Monitoring function including the continued

development and refinement of performance and compliance indicators, the 2017 Company Self-Assessment (“CSA”) Report, and Field-Based Reviews.

- 10.2. With regards to the 2017 CSA Report, the Secretariat presented and **the Board agreed that the 2017 CSA Report would exceptionally focus on Code provisions addressing the selection and vetting of personnel, and possibly also training of personnel.** In order to test the methodology of the CSA, the focus in 2017 would be limited. Ultimately, however, Companies would report on all Code compliance. The 2017 CSA would be launched in October 2017. Additionally, with regards to the CSA Report, the Project Officer presented on the technical development and online platform for the CSA, in particular the development of the “Membership Information and Management Platform for ICoCA” (MIMPI).
- 10.3. With regards to the 2017 Field-Based Reviews of the Association, the Secretariat presented and **the Board did not oppose, a plan for three (3) ICoCA Field-Based Reviews between July 2017 and January 2018 in operating environments in West Africa, the Middle East and South Asia.** Consistent with the Article 12 Procedures for Reporting, Monitoring and Assessing Performance and Compliance, the Reviews aim to identify and address operational challenges and human rights risks for further monitoring in areas of one or more Member company operations.
- 10.4. The Secretariat and the Monitoring Committee met in a Strategic Planning Meeting following the Board Meeting.

11. FUNCTION COORDINATION AND COMMITTEE TORS

- 11.1. The Law and Policy Manager led a discussion of coordination opportunities and challenges as the various ICoCA functions develop and are implemented. The discussion touched on the overlap between the Monitoring and Certification, and Monitoring and Complaints functions and opportunities to ensure consistency across internal policies and procedures for the various functions.
- 11.2. **The Board suggested and the Secretariat agreed to implement a weekly coordination.**

12. COMMUNICATIONS AND OUTREACH

- 12.1. **The Board discussed the proposed agenda for the AGA and the format for Panel discussions.**
- 12.2. **The Directors from the CSO pillar agreed to start a process of consultation with Members of their pillar to increase interaction and communications among CSO Members and foster an active participation of CSO Members in the activities of the ICoCA.** The Secretariat will assist in the coordination of this process.
- 12.3. **The Board discussed about the opportunity of having a Q3 Board Meeting in August and agreed on the dates.**

13. EXECUTIVE SESSION

- 13.1. **The Board met in an Executive Session at the conclusion of the meeting.**