



International
Code of Conduct
Association

ICoCA Q3 2017 Board Meeting
Geneva, Switzerland
11 & 13 October 2017

Minutes

Present (Board)

- Ryan Berry (13 October only)
- John Davies
- Rémy Friedmann (Chair)
- Katherine Gorove
- Josua Loots
- Charlie Mayne (11 October only)
- Amol Mehra
- Michael Posner
- Margaret Roggensack
- Chris Sanderson
- Joanna Vallat
- Jonas Westerlund

Present (ICoCA Secretariat)

- Arianna D'Amora (Administrative Assistant) (11 October only)
- Lucas Grandjean (Monitoring Manager) (11 October only)
- Molly Gray (Law and Policy Manager) (11 October only)
- Anaïs Laigle (Project Officer) (11 October only)
- Gina Menghini (Project Officer) (11 October only)
- Giuseppe Scirocco (Research Trainee)
- Caroline Vesey (Intern) (11 October only)
- Jamie Williamson (Executive Director)
- Andrés Zaragoza (Project Officer) (11 October only)

Present (Observing/Supporting)

- David Corlett (13 October only)
- Chris Mayer (US Department of Defense) (11 October only)
- Ian McKay (U.S. Department of State)
- Jenny Stein (U.S. Department of State)
- Courtney Barno (U.S. Department of State)
- Nick Sabruno (U.S. Department of State)

AGENDA POINTS

1. Opening of Meeting and Discussion of Agenda

2. Board Directors Election and Welcome to the New Executive Director
3. Approval of Extra 2017 Board Meeting Minutes
4. AGA Preparation – Governance and Finance Discussion Overview
5. Executive Session
6. AGA Preparation – Certification: Presentation Overview and Pre-AGA Updates
7. AGA Preparation – Monitoring: Presentation Overview and Pre-AGA Updates
8. AGA Preparation – Complaints: Presentation Overview and Pre-AGA Updates
9. AGA Preparation – As needed/any other items
10. Welcome and AGA Reflections
11. Overview of AGA Outcomes and Next Steps
12. Finance and Budget Update, Development and Outreach Update and Plan
13. Committee and Working Group Assignments, Terms of Reference, Conflicts of Interest
14. Executive Session
15. Membership Committee Meeting

11 October

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

- 1.1. The Chair opened the meeting at 9.10AM and asked the Research Trainee 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. BOARD DIRECTORS ELECTION AND WELCOME TO THE NEW EXECUTIVE DIRECTOR

- 2.1. The Chairman informed the Board that Mr. Alan Donohue – US Industry Representative – will not run for re-election as a Board Director and that one candidate has submitted his application for the seat. The Board took note of that and praised Mr. Donohue's extraordinary contribution to the development of the ICoCA and its work.
- 2.2. The Board welcomed the new ICoCA Executive Director, Mr. Jamie Williamson.

3. APPROVAL OF EXTRA 2017 BOARD MEETING MINUTES

- 3.1. The Board asked to expressly mention in the Minutes the three approved destinations included in the 2017 Field Based Review (FBR) Plan, namely Nigeria, Iraq and Pakistan.
- 3.2. The Board asked the Secretariat to add Secretary's Notes to the Minutes reflecting later developments and decisions on the following topics: recognition of Certification Bodies (CBs) for the purpose of ICoCA Certification, launch of the Guidance on Company Grievance Mechanisms, and AGA Agenda order. The Secretariat will then submit the

new version of the Minutes to the Board for final approval.

3.3. The Board approved the rest of the Minutes.

4. AGA PREPARATION – GOVERNANCE AND FINANCE DISCUSSION OVERVIEW

4.1. The Executive Director presented the 2017 Annual General Assembly Annotated Agenda and discussed the related logistics with the Board.

4.2. The Secretariat explained that for Annual General Assembly (AGA) attendants the voting will close at 1PM on October 12, 2017. Electronic vote, on the other hand, will close at 7AM of the same day.

4.3. The Board decided not to adopt a ‘rapporteur style’ approach for the Pillar Meeting Report to Assembly and requested moderators to instead provide a brief summary of the main points discussed.

4.4. The Board asked the Secretariat to inquire with DCAF about the possibility of hosting an information session for ‘other’ AGA participants during the Pillar Meetings.

4.5. The Secretariat introduced the Annual Report and Outreach presentations and explained the AGA voting process.

4.6. The Board asked the Secretariat, starting from next year, to draft annual reports based on calendar years rather than the AGA timing and include a summary of accomplishments for the year at the beginning of each report.

4.7. The Board suggested to reduce the length of next years’ annual report.

5. EXECUTIVE SESSION

5.1. The Board met in an Executive Session to discuss the AGA Finance Presentation and the 2018 Budget.

6. AGA PREPARATION – CERTIFICATION: PRESENTATION OVERVIEW AND PRE-AGA UPDATES

6.1. The Secretariat provided updates on ICoCA Membership, which is currently composed as follows: twenty-two (22) civil society organizations, seven (7) governments and one-hundred (100) private security companies. Thirty-three (33) Membership applications are currently under review.

6.2. The Secretariat also provided updates on the ongoing efforts to review companies’ applications for ICoCA Certification and recommended three companies to the Board for certification: Chenega-Patriot Group, LLC; Chenega Security & Support Solutions, LLC; and Janus Global Operations, LLC.

6.3. The Board inquired, and the Secretariat provided details, about the preliminary reasons that led twenty-three (23) private security companies to leave the Association since the

2016 Annual General Assembly.

- 6.4. **The Board approved the three recommended companies for ICoCA Certification.** Currently, nine (9) Member companies have been awarded ICoCA certification.
- 6.5. The Secretariat provided an overview of the Transitional Membership Process that will be submitted for vote at the 2017 AGA, specifying what the rights and obligations of Transitional members will be under the proposed system.
- 6.6. Regarding the recognition of CBs for the purpose of ICoCA Certification, the **Board decided to adhere to the language previously agreed by the Board and published in the News section of the ICoCA website.**

7. AGA PREPARATION – MONITORING: PRESENTATION OVERVIEW AND PRE-AGA UPDATES

- 7.1. The Secretariat introduced the Monitoring Presentation that will be shown at the 2017 AGA.
- 7.2. The Secretariat reported to the Board on the Nigeria Field Based Review conducted in August 2017, providing details on the number of invited and selected companies, the thematic focus of the Review, its methodology and scope as well as the Review Team’s main (non-confidential) findings and outreach efforts toward the Government of Nigeria and the diplomatic community in Abuja, civil society organizations operating in the country and clients of private security companies.
- 7.3. The Secretariat clarified that an Internal (non-confidential) Report is currently being drafted and will be soon shared with the Board.
- 7.4. The Board requested the Secretariat to emphasize the added value and specify the costs of Field-Based Reviews in internal reports.
- 7.5. The Secretariat provided details on the cost of the Nigeria Field-Based Review, approx. USD 29,000.
 - 7.5.1. Secretary’s Note: After review and finalization of the accounts, the actual cost of the Nigeria Field-Based Review is ascertained to be approx. USD 32,000.
- 7.6. The Secretariat provided an overview of the 2017 Company Self-Assessment (CSA) Report that will be presented at the 2017 AGA, providing details on its scope and format as well as the assessment and feedback components. The Secretariat also explained how CSA reporting requirements will be integrated with those of the oversight function arising from the proposed Transitional Membership Process.

8. AGA PREPARATION – COMPLAINTS: PRESENTATION OVERVIEW AND PRE-AGA UPDATES

- 8.1. The Secretariat introduced the Complaints Presentation to be shown at the 2017 AGA.
- 8.2. The Secretariat clarified that the Guidance on Company Grievance Mechanisms is being

finalized and is expected to be launched in November 2017.

9. AGA PREPARATION – AS NEEDED/ANY OTHER ITEMS

9.1. The Board discussed the logistics and Agenda points for the AGA Pillar Meetings.

13 October

10. WELCOME AND AGA REFLECTIONS

10.1. The Chairman opened the meeting at 9.10AM and welcomed the new US Industry Representative, Mr. Ryan Berry, as well as congratulated Ms. Margaret Roggensack and Mr. Mike Posner for their re-election as Board Directors representing the CSO Pillar.

10.2. The Chairman introduced the Agenda of the Meeting.

10.3. The Chairman gave a positive feedback on the outcomes of the 2017 AGA and informed the Board that different attendants had expressed a desire to have more human rights focused discussions at next AGAs. In this regard, the Board expressed concerns about the fact that the Association does not have a European CSO Member at the moment and that this may limit its understanding of the human rights trends and challenges characterizing the region.

10.4. The Board reflected on the need to have a more interactive format at next AGAs, both in terms of interaction with the audience and between pillars. It also noted that most of the comments received from the audience revolved around certification and that the structure of/topics included in the Agenda did not necessarily encourage CSOs participation in the debate.

10.5. The Board proposed, based on feedbacks received, to include a focus discussion on the Voluntary Principles on Security and Human Rights at the next AGA – rather than having a separate engagement during the pre-Plenary as happened this year.

10.6. The Board expressed concerns about the fact that the Complaints Panel addressed the issue from a human resources perspective rather than in terms of principles and obligations for Member companies. It therefore asked the Secretariat to properly brief panel moderators in advance of the next AGAs with the aim of creating more dynamic discussions.

10.7. The Board asked to clarify whether all the travel costs of CSO Members attending the Assembly had been covered by the Association.

10.8. The Board asked the Secretariat to provide statistics about industry participation to the 2017 AGA compared to the 2016 one. In this sense, it noted that many companies did not vote at the AGA and therefore suggested to include in the Articles of Association an obligation for Member companies to vote as their lack of involvement may jeopardize the Association's efforts to deliver results. The Board reflected on the fact that limited members' involvement may be resolved through improved communication and

interaction with the Board and it was suggested to consider using the day before the AGA to foster engagement with members.

- 10.9. The Executive Director pointed out that interaction with members, AGA attendants and other stakeholders would be facilitated by the adoption of a strong and well-defined communication and outreach strategy.
- 10.10. The Board asked to explore why certain companies certified to ISO – 18788 and 28007 – and PSC1 standards in the United States are not seeking ICoCA Certification. The Board mandated the Secretariat to publish the presentations showed at the AGA on the ICoCA website as well as statistics regarding companies joining and leaving the Association.

11. OVERVIEW OF AGA OUTCOMES AND NEXT STEPS

- 11.1. The Board acknowledged the approval of the Transitional Membership Process at the 2017 AGA and the adherence to the agreed language on the recognition of CBs for the purpose of ICoCA Certification.
- 11.2. The Executive Director highlighted the need in the future to focus on capacity building with companies in addition to ICoCA certification.
- 11.3. The Board reflected on negative feedbacks received from industry participants regarding the ICoCA recognition of CBs as an anti-competitive move and the suggestion to reach out to governments regarding the need to increase the number of accredited CBs under their respective national systems. The Board noted, in this sense, that engaging non-Member governments might represent a challenge for the Association.
- 11.4. **The Board agreed that more research is needed in order to take an informed decision on the way forward for ICoCA Certification.**
- 11.5. The Board asked the Executive Director, in consultation with the Chairman, to develop an integrated strategy for all the ICoCA three core functions and present it to the Board at the next Board Meeting, Q1 2018.
- 11.6. The Executive Director reiterated that the main priorities for Monitoring at the moment are the implementation of the planned Field-Based Reviews in Iraq and Pakistan and the rollout of the CSA. **The Board did not pose any objection to the implementation of the FBR in Iraq.**
- 11.7. The Board clarified that the complaints received by the Association so far were deemed not admissible by the Secretariat upon consultation with the Complaints Committee, and that an internal record of them is available.
- 11.8. The Board reiterated the need to refine the Guidance on Company Grievance Mechanisms both in terms of length and content.

12. FINANCE AND BUDGET UPDATE, DEVELOPMENT AND OUTREACH UPDATE AND PLAN

- 12.1. Following briefing of Board Director Christopher Sanderson on the Finance Presentation shown at the 2017 AGA, the Board discussed strategies to strengthen ICoCA's financial position, with the aim to build strategic reserves at levels to be determined.
- 12.2. The Board remarked on the need to have appropriate expertise within the Secretariat to conduct outreach activities and draft proposals for fundraising with governments as well as ensure follow-up and reporting. The Executive Director noted that – considering also current staffing levels and profiles at the Association - such expertise is currently lacking.
- 12.3. The Board identified the acquisition of financial, outreach and grant management capacities as the main priority for the Association in the next few months.

13. COMMITTEE AND WORKING GROUP ASSIGNMENTS, TERMS OF REFERENCE, CONFLICTS OF INTEREST

- 13.1. **The Board agreed to maintain the current composition of committees until December 2017** and then take an informed decision based on the strategic plans that will be presented by the Executive Director at the Q1 2018 Board Meeting.

14. EXECUTIVE SESSION

- 14.1. The Board met in an Executive Session that concluded the Meeting.

15. MEMBERSHIP COMMITTEE MEETING

- 15.1. The Membership Committee met after the conclusion of the Board Meeting and approved the following ICoCA Membership applications: Anticip SAS – as a Member Company; Philip Morris International and Mr. Keith Xia – as ICoCA observers.