



Minutes

Present (Board)

- Ryan Berry
- Gideon Dewhirst
- Rémy Friedmann (Chair)
- Beatrice Godefroy
- Katherine Gorove
- Josua Loots
- Charlie Mayne
- Michael Posner
- Margaret Roggensack
- Chris Sanderson

Present (ICoCA Secretariat)

- Alexandra Garzotto (Finance and Administrative Officer)
- Dina Chantre (Executive HR Assistant)
- Gina Menghini (Project Officer)
- Jakub Pintér (Research Intern)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

Present (Observing/Supporting)

- Susan R. Benda (US DoS)
- Martina Gasser (CH FDFA) – 2 October only
- Chris Mayer (US DoD)
- Ian McKay (US Mission)
- Gabrielle Priklopilova (DCAF)
- Jenny Stein (US DoS)

AGENDA POINTS

1. Opening of Meeting and Approval of the Agenda
2. Approval of Q2 2018 Board Meeting Minutes
3. Board Directors Elections
4. 2018 Objectives and Quarterly Update
5. Budget Update
6. Board Rules & Procedures
7. CSOs Engagement
8. Outreach
9. 2018 AGA
10. Executive Committee Session
11. 2018 AGA
12. Strategic Plan
13. Wrap Up

1 October 2018

1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

- 1.1. The Chairperson opened the meeting at 9.40AM and asked the Secretariat to draw up the minutes. The Chairperson 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 Civil Society Organisation (CSO) Director and the new Board Director representing the UK Government. The Chairperson thanked the Secretariat for planning and coordinating the meeting.
- 1.3. Mr. Gideon Dewhirst introduced himself as the new UK Representative on the Board of Directors and informed the Association that he would be replaced soon by an incoming Representative.
 - 1.3.1. Secretary's Note: Mr. Gideon Dewhirst was replaced by Ms. Deirdre Brown who was confirmed in November 2018 as the new Board Director representing the Government of the United Kingdom.
- 1.4. Ms. Beatrice Godefroy introduced herself as the new CSO Representative on the Board of Directors and presented the work conducted by her organisation, the Center for Civilians in Conflict (CIVIC).
- 1.5. **The Board discussed and approved the agenda.**

2. APPROVAL OF Q2 2018 BOARD MEETING MINUTES

- 2.1. The Board reviewed the Q2 2018 Board Minutes of Meeting (MoM).

2.2. The US Government provided an edit to the last sentence of paragraph 8.8, to read “the US Government will support the Working Group”.

2.3. **The Board approved the edit and the revised Q2 2018 Board Minutes of Meeting.**

3. BOARD DIRECTORS ELECTIONS

3.1. The Executive Director presented statistics related to CSO and Industry elections, and provided an overview of the process that led to the election of the new Industry and CSO Board Directors.

3.2. The Chairperson explained that the newly elected Industry Representative could not attend the Q3 Board Meeting but will be present at the Association’s 2018 Annual General Assembly (AGA).

3.3. The Chairperson and the Board Director Gideon Dewhirst clarified that the UK Seat will not be left vacant and will end only at the end of the UK term in 2019.

3.4. The US Board Director announced that the name of the new US Representative will be communicated before the 2018 AGA.

3.4.1. Secretary’s Note: On 20th November 2018, the United States Government informed the Secretariat that it wishes to remain on the Board of Directors, and that following its re-confirmation, Katherine Gorove will act as its Representative until further notice.

3.5. The Chairperson provided an update regarding the replacement of the Swedish Board Director Representative and the engagements conducted so far with other Government Members with regard to the new Government nomination.

3.6. The Executive Director presented two proposals made regarding the Board Directors’ election cycle: (i) for all the seats elected during an AGA, the respective terms would end at the AGA of the year in which the term expires; for all the other seats elected outside of the AGA sessions, the terms would expire three calendar years after the date of the election; exceptionally, for the two new seats elected in September 2018, the terms would end at the 2021 AGA; (ii) all the seats, notwithstanding the time of election, end at the AGA of the year in which the term expires.

3.7. With regard to Government representation on the Board of Directors, the Board clarified that each Government Member can be re-elected after two consecutive terms, but the same does not apply to the individual representing it, who can only serve for a maximum of two consecutive terms. The Board also requested the Secretariat to specify on the website of the Association when respective Board Directors’ cycles will expire.

3.8. **The Board approved proposal (i) with an edit: need to specify that the second line of the proposal only applies to CSOs and Industry, not to Governments.**

3.9. The Executive Director presented the current structure of the Board Committees (Executive and Finance, Strategic Engagement, Operations and Membership) and made suggestions to optimise the Operations Committee.

3.10. **The Board took the following decisions about the structure of the Committees:**

- **Strategic Engagement Committee - Switzerland to temporarily replace Sweden;**
- **Membership Committee - UK maintains its seat; and**
- **Operations Committee – each pillar will have one representative in the Committee, US Government (leading, with all other governments in copy), Charlie Mayne (Industry), and Beatrice Godefroy (CSO).**

4. 2018 OBJECTIVES AND QUARTERLY UPDATE

4.1. The Executive Director presented the activities of the Association for the second quarter of 2018.

4.2. The Chairperson thanked the Secretariat for the work done.

4.3. The Executive Director explained that the Secretariat is in the process of recruiting an additional Project Officer (seconded from DCAF) and a Head of Communication and Outreach.

4.3.1. Secretary's Note: Mr. Christopher Galvin assumed the position of Head of Communication and Outreach on 1st November 2018.

4.4. The Secretariat provided an update on the Association's Membership and Certification landscape.

4.5. The Executive Director invited the Board to discuss the scope of ICoCA Certification. **The Board decided to maintain the current policy on the scope of Certification, as adopted in December 2016,** but recognised that companies' take-up of Certification might substantially differ from one operating environment to another.

4.6. The Executive Director provided an overview of the June 2018 Field-Based Review in Ghana and the main non-confidential findings.

4.7. The Executive Director updated the Board regarding the drafting of the Operational Report and provided an outline of its content.

4.8. The Secretariat presented the draft ICoCA Standard Planning and Operating Procedures (SOPs) for Field-Based Reviews. **The Board requested the Secretariat to re-circulate the document for virtual comments and approval.**

4.9. The Secretariat provided an update on the development of the PSEA Guidelines. **The Board suggested to present the final product at the 2018 AGA.**

4.9.1. Secretary's Note: As of December 2018, the Secretariat continues to be involved in ongoing substantial consultations with interested governments and other stakeholders on the development of the Guidelines.

- 4.10. The Secretariat provided an update regarding the development of the Company Self-Assessment (CSA) Report and the related Code indicators. **The Board recommended to include in the forthcoming CSA the additional thematic areas on which indicators had already been developed (i.e. use of force, apprehension, and torture).**
- 4.11. **The Board requested to keep the CSA as simple and user-friendly as possible.** It then analysed the possibility of Member companies not complying with their obligation to submit the CSA and discussed the envisioned consequences in terms of Membership in the Association.
- 4.12. **The Board suggested to send a separate note to ICoCA Certified companies explaining why the CSA represents a useful tool also for Certified Members, and suggested to clarify in the CSA that Transitional Members' responses to the Transitional Membership questionnaire will inform the Secretariat assessment of their progress toward obtaining ICoCA Certification.**
- 4.13. **The Board mandated the Secretariat to launch the CSA in January 2019.**

5. BUDGET UPDATE

- 5.1. The Secretariat provided an update on the implementation of the 2018 budget, on the envisioned 2019 budget, and on the projected cash flow for 2019.
- 5.2. The Secretariat also confirmed the deadlines for payment of Industry Membership dues. Companies have 60 days to pay their dues. If they fail to do so, a reminder will be sent informing them that after additional 30 days the Board will be notified of the non-payment. Once notified, the Board shall, within 14 days, take a decision regarding termination of Membership.
- 5.3. The Board recommended the accumulation of strategic reserves able to cover at least six months of operations.

6. BOARD RULES & PROCEDURES

- 6.1. The Executive Director presented the draft document on the Fiduciary Responsibility of the Board of Directors as requested by the Board at the Q2 2018 Board Meeting.
- 6.2. The Board reviewed the draft document and, after careful consideration, ultimately concluded that Board responsibilities were already satisfactorily detailed in the Articles of the Association.
- 6.3. The Board clarified that the two main expectations descending from the position of Board Directors are: representing their respective pillar on the Board; and commitment to the Purpose of the Association. Collectively the Board seeks to represent the interests of Association Members as a whole.
- 6.4. **As a result of the discussion, the Board decided not to proceed with the current draft on the Fiduciary Responsibility of the Board of Directors and not to adopt any additional document detailing Board rules and procedures, deeming the matter exhaustively addressed at the level of the Articles of Association.**

7. CSO ENGAGEMENT

- 7.1. The Secretariat briefed the Board about the engagements conducted with CSOs since the Q2 Board Meeting in May 2018 and on the recent activities undertaken by a number of Member CSOs in relation to the Code.
- 7.2. The Secretariat also provided an overview of the current activities it is undertaking in conjunction with the Geneva Centre for the Democratic Control of Armed Forces (DCAF) to implement the recently signed two year Memorandum of Understanding between the two organisations.
- 7.3. The Secretariat presented a list of events geared towards CSOs in which it will participate, including the 2018 General Assembly of the African Coalition for Corporate Accountability (ACCA) in Nairobi, Kenya and an outreach mission in Peru planned for December 2018.
- 7.4. The CSO pillar enquired about the opportunity of an outreach mission in Peru after which the Secretariat and the Government pillar explained that the mission would connect the ongoing efforts conducted by different entities with regard to private security and human rights such as the Montreux Document Forum, the ICoCA and DCAF.
- 7.5. The Board suggested to devote sufficient time to CSO coordination at the 2018 AGA.

8. OUTREACH

- 8.1. The Secretariat provided an update regarding recent and forthcoming outreach activities.
- 8.2. The Board indicated a side event to the 73rd Session of the UN General Assembly in New York as a potential outreach opportunity for the Association. The event, which has been organised by Portugal, will address topics related to the implementation of the Montreux Document.
- 8.3. The Executive Director reported that he will be meeting with representatives from the UN Working Group on the Use of Mercenaries, speaking at the Annual Summit of the International Stability Operations Association (ISOA) and will attend an expert consultation hosted by the Working Group at the 2018 UN Forum on Business & Human Rights.
- 8.4. Industry Board Directors mentioned that on 15 May 2019 there will be a joint event in London organised by ISOA and the Security in Complex Environments Group (SCEG).

9. 2018 AGA

- 9.1. The Board presented a set of proposals regarding the format of the 2018 Annual General Assembly, including: a suggestion to have both companies and CSOs presenting; a suggestion to develop capacity-building exercises linked to the three core functions; and the idea to run parallel sessions specifically geared towards individual pillars.

9.2. The Board agreed that there is a tension between having a great number of attendees and serving the interests of the Association. The Board discussed the intended target audience of the AGA and agreed that, having addressed the General Assembly governance obligations detailed in Article 6 of the Articles of Association, the priority should be to engage clients and build synergies with the UN Forum on Business and Human Rights.

10. EXECUTIVE COMMITTEE SESSION

10.1. The Board met in an Executive Session.

2 October 2018

11. 2018 AGA

- 11.1. With regard to the format of the 2018 AGA, the Board expressed its view that each pillar should propose a workshop relevant for its constituency, while the Secretariat should manage the format of the plenary.
- 11.2. The Board proposed that the day would start with a formal report from the Executive Director providing an update on the Association's finances and the implementation of the three core functions.
- 11.3. The Board also suggested to organise a social gathering the evening preceding the AGA, potentially hosted by one of the Member Governments.
- 11.4. **The Board decided to appoint an *ad hoc* Committee in charge of developing the core elements of the 2018 AGA. The Committee is to be composed as follows: Josua Loots, Ryan Berry and Kate Gorove.**
- 11.5. **The Board mandated the *ad hoc* Committee to start organising the workshops with the Secretariat (find speakers, publicity, messaging, etc.).**

12. STRATEGIC PLAN

- 12.1. The Executive Director provided an update on the ongoing development of the Association's Strategic Plan.
- 12.2. A working session followed dedicated to drafting the key elements of the Strategic Plan and identifying the Association's goals and objectives.
- 12.3. The Strategic Plan Working Group will reconvene to refine the identified goals and objectives. **As per the Strategic Planning Process adopted in Q1 2018, it remains the objective to the Association to present the Strategic Plan at the 2018 AGA.**

13. WRAP UP

- 13.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q3 2018 Board Meeting, and expressed his gratitude to the Secretariat for planning and organising it.
- 13.2. Board Directors were encouraged to share key takeaways from the Board Meeting with their respective constituencies.
- 13.3. **The Board will reconvene on 29 November 2018, on the eve of the 2018 AGA.**
- 13.4. **The Board mandated the Secretariat to circulate a doodle for identification of suitable dates for the Q1 2019 Board Meeting.**