



**ICoCA Q4 2018 Board Meeting
Geneva, Switzerland
29 November 2018**

Minutes

Present (Board)

- Fredrik Ahlén
- Deirdre Brown
- Rémy Friedmann (Chair)
- Beatrice Godefroy
- Katherine Gorove
- Josua Loots
- Charlie Mayne
- Michael Posner
- Margaret Roggensack
- Chris Sanderson

Present (ICoCA Secretariat)

- Dina Chantre (Executive HR Assistant)
- Christopher Galvin (Head of Communications & Outreach)
- Alexandra Garzotto (Finance and Administrative Officer)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Jakub Pintér (Research Intern)
- Giuseppe Scirocco (Monitoring Officer)
- Amanda Wigler (Intern)
- Jamie Williamson (Executive Director)

Present (Observing/Supporting)

- Susan Benda (US DoS)
- David Corlett (UK FCO)
- Sharon James (US DoS)
- Gabrielle Prikopilova (DCAF)
- Jenny Stein (US DoS)
- Tamika Williams (US DoS)

AGENDA POINTS

- 1. Opening of Meeting and Approval of the Agenda**
- 2. Approval of Q3 2018 Board Meeting Minutes**
- 3. ICoCA 2018 Annual General Assembly**
- 4. ICoCA 2019-2023 Strategic Plan**
- 5. ICoCA Standard Planning and Operating Procedures for Field-Based Reviews**
- 6. ICoCA Guidelines on Protection from Sexual Exploitation and Abuse for Private Security Providers**
- 7. 2019 Board Meetings and Annual General Assembly**
- 8. Wrap Up**

1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

- 1.1. The Chairperson opened the meeting at 11:10AM 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 eight 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 Board Directors Mrs. Deirdre Brown and Mr. Fredrik Ahlén and introduced representatives from the United States' Department of State attending the Board Meeting as Observers.
- 1.3. Mrs. Deirdre Brown introduced herself as the new UK Representative on the Board of Directors and reaffirmed the support of the UK Government for the Association.
- 1.4. Mr. Fredrik Ahlén introduced himself as the new 'At Large' Industry Representative on the Board of Directors.
- 1.5. **The Board discussed and approved the agenda.**
- 1.6. The Board discussed the replacement of Sweden's seat on the Board of Directors and the need to start a new Government election process.
- 1.7. Regarding the re-confirmation of Ms. Katherine Gorove as Representative of the US Government, the Board clarified that a formal decision will be requested during the Government Pillar Meeting at the 2018 Annual General Assembly (AGA).

2. APPROVAL OF Q3 2018 BOARD MEETING MINUTES

- 2.1. The Board reviewed the Q3 2018 Board Minutes of Meeting (MoM).
- 2.2. The Board asked the Secretariat to modify the Secretary's Note at point 3.4.1 and suggested to use the term "re-confirmation" regarding Katherine Gorove's continued presence on the Board of Directors as US Government Representative.
- 2.3. The Board also requested the Secretariat to edit point 3.6 to reflect the decision that the term of those Board Directors elected in September 2018 will expire at the AGA of the year in which the term expires.
- 2.4. The Board asked the Secretariat to add a Secretary's Note to point 4.9 clarifying that this is a "work in progress".
- 2.5. **The Board approved the amended Q3 2018 Board Minutes of Meeting.**

3. ICOCA 2018 ANNUAL GENERAL ASSEMBLY

- 3.1. The Executive Director provided an overview of the list of registered participants to the 2018 Annual General Assembly according to their Membership and affiliation, and introduced the 2018 AGA Annotated Agenda.

- 3.2. The Executive Director presented the Annual Report for the current year and underscored that the structure of the document reflects the six objectives validated by the Board at its Q1 2018 Meeting.
- 3.3. The Board agreed that the Pillar Meetings are of particular importance and that the ICoCA 2019-2023 Strategic Plan should be the main point for discussion at the 2018 AGA.
- 3.4. The Board requested the Secretariat to circulate the minutes of the 2017 AGA Pillar Meetings to better inform discussions at the 2018 AGA.
- 3.5. The Board discussed the presentation of the draft 2019-2023 ICoCA Strategic Plan at the 2018 AGA.
- 3.6. The Executive Director explained that the framework and the related goals of the 2019-2023 Strategic Plan have now been finalised, while the objectives and activities still needed to be agreed upon. The objective of the AGA discussions should be therefore not to validate the goals but rather to build participants' ownership of the Strategic Plan by giving them the opportunity to provide input on objectives and activities.
- 3.7. The Executive Director suggested to introduce the two Workshops during the morning plenary session in order to set participants' expectations. The Board of Directors agreed with the proposal of the Executive Director and **suggested to add 'Strategic Plan' to the subtitle of the 'ICoCA Governance' session as well as to present the draft compliance indicators currently under development during Workshop 1.**
- 3.8. The Executive Director presented the financial situation of the Association and stated that the Association achieved its 2018 goal of starting to accumulate financial reserves.
- 3.9. The Finance and Administrative Officer provided a 2018 Budget update together with implementation rates of planned activities. She also clarified that the 2017 Audit Report will be added as an Annex to the 2017-18 Annual Report.
- 3.10. The Finance and Administrative Officer also presented an outline of the projected 2019 budget and explained that more precise estimates will be available at the 2019 Q1 Board Meeting following receipt of Membership dues by the Association.
- 3.11. The Board discussed fundraising opportunities for the ICoCA.

4. ICoCA 2019-2023 STRATEGIC PLAN

- 4.1. **The Board decided that the Workshop titled 'Realising the vision: Implementing the ICoCA Strategic plan' will be co-facilitated by Board Directors Michael Posner and Fredrik Ahlén, and confirmed that the other Workshop, titled 'Implementing the ICoCA Strategic Plan: The role of CSOs', will be co-facilitated by Board Directors Charlie Mayne and Josua Loots.**
- 4.2. The Board discussed about the quality of communication between the Board itself and the Secretariat and agreed to improve the level of communication between Board Members and the latter.

4.3. **The Board decided to open Pillar Meetings during the 2018 AGA also to non ICoCA Members.**

4.4. The Board recommended the Secretariat to distribute evaluation forms to AGA attendants at the end of the event, when workshops participants will return to the plenary room.

5. ICoCA STANDARD PLANNING AND OPERATING PROCEDURES FOR FIELD-BASED REVIEWS

5.1. The Monitoring Officer presented the latest version of the ICoCA Standard Planning and Operating Procedures for Field-Based Reviews (SOPs) incorporating suggested changes and additions.

5.2. **The Board approved the proposed SOPs and requested the Secretariat to publish them on the website of the Association.**

6. ICoCA GUIDELINES ON PROTECTION FROM SEXUAL EXPLOITATION AND ABUSE FOR PRIVATE SECURITY PROVIDERS

6.1. The Monitoring Officer presented the ICoCA draft Guidelines on Protection from Sexual Exploitation and Abuse for Private Security Providers (PSEA Guidelines) and the annex checklist.

6.2. The Board noted that the proposed Guidelines will need to be adapted by Member Companies to their internal structure and the peculiarities of the environments in which they operate. The Board also suggested to consider developing in the future a policy template to support Member Companies in this effort.

6.3. The Board suggested to clearly differentiate in the document proper requirements deriving from Paragraph 38 of the Code and mere recommendations reflecting PSEA best practices.

6.4. The Board suggested to change the proposed title of the document as follows: 'Guidelines for Private Security Providers on Preventing and Addressing Sexual Exploitation and Abuse'.

6.5. **The Board asked the Monitoring Officer to incorporate the suggested edits and circulate an updated version of the Guidelines together with, if needed, the comments already received from Board Directors via email.**

7. 2019 BOARD MEETINGS AND ANNUAL GENERAL ASSEMBLY

7.1. The Board considered different dates for Board meetings in 2019 and for the Sixth ICoCA Annual General Assembly. In doing so, it discussed the value of attaching the AGA to the UN Forum on Business and Human Rights.

7.2. The Executive Director noted that should the Board prefer to organise an AGA outside of Geneva, it would have additional logistical costs.

7.3. **The Board decided to host the Sixth ICoCA AGA in January 2020.**

- 7.4. **The Board decided to have four meetings in 2019: a Q1 virtual Meeting in February; a Q2 in-person Meeting tied to the ISOA/SCEG Conference on 15th May in London; a Q3 Meeting, either physical or virtual, around September; and a Q4 in-person Meeting tied to the ISOA Annual Summit in November.**

8. WRAP UP

- 8.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q4 2018 Board Meeting, and expressed his gratitude to the Secretariat for planning and organising it.
- 8.2. Board Directors were encouraged to share key takeaways from the Board Meeting with their respective constituencies.