![International Code of Conduct Association - ICoCA logo]

ICoCA Board Meeting - Minutes
5 December 2014
9.00h- 15.00h

Present (Board):
- Rémy Friedmann (Chair)
- Sophia Willitts-King
- Bertil Roth
- Mark Knight
- Alan Donohue
- Amol Mehra
- Leonardo Gonzalez
- Tricia Feeney
- Aly Sagne
- Chuck Tucker
- Chris Sanderson
- Andrew Nicholson

Present (US State Department)
- Jason Pielemeier

Present (Secretariat - ICOCA)
- Andrew Orsmond
- Andrés Zaragoza

Present (Secretariat - DCAF)
- Anne-Marie Buzatu
- Nelleke van Amstel
- Kristi Matsunaka

AGENDA POINTS
1. **Opening of Meeting**
2. **Debrief of the AGA**
3. **Discussion on Working Groups and WGs Membership**
4. **Membership Process Update**
5. **Next Steps for Certification**
6. **Next Steps for Monitoring**
7. **Outreach Activities and Montreux Document Advisory Forum**
8. **Dates and Locations for 2015 Board Meetings**
9. **Wrap-up**

1. OPENING OF THE MEETING

1.1 The Chair opened the meeting at 09:20 and outlined the agenda, welcoming Allan Donohue as a new member of the Board of Directors and Andrew Nicholson as a re-elected member.

2. DEBRIEF OF THE AGA

2.1 The Board went through the events at the Annual General Assembly and highlighted the major feedback received. The Board noted the importance of reflecting, during presentations to Members, the subjects of agreement reached during Board deliberations. Feedback received from the General Assembly also highlighted the importance of clarifying the extent of agreement regarding documents released.

2.2 The Board noted the low attendance of civil society, but recognized that it may have been due in part to the location and the proximity in time to the UN Forum on Business and Human Rights (in Geneva 1-3 Dec). **A decision was made to be more effective in outreach to CSOs in advance of future occasions.**

2.3 In order to facilitate the preparation of the next AGA and the gathering of conclusions following the AGA, **the Board agreed that it would be better to schedule a board meeting both before and immediately after the next AGA.**

3. DISCUSSION ON WORKING GROUPS (WG) AND STANDING COMMITTEES

3.1 The Board reviewed the current WG and Standing Committee memberships and validated the current participation by Directors on the various WGs and Committees. **The Secretariat will circulate a document to Board Directors detailing this information.**

3.2 A point was made regarding the participation of several representatives from the same pillar in Working Groups.   **Following discussion, it was agreed that one member from each pillar will be designated as the lead for that pillar on each WG, and will be the only Director authorized to agree on behalf of that pillar in any WG decision or action.**

3.3 **It was agreed that non-members of a WG can be invited to meetings, included in communications and offered an opportunity to give input on decision processes.** However, in order to facilitate scheduling WG meetings and calls, only the availability of the lead members from each pillar will be considered in setting dates and/or locations for WG proceedings.

3.4 It was noted that WG meetings are more effective when conducted in person and that, where possible, such in-person meetings should be preferred over telephone conference calls (taking into account the costs associated with in-person meetings).

3.5 It was recognised that there is a need to harmonise the work of the different WGs to allow for cohesion, synergies and transparency. Toward that end, it was suggested that **the Secretariat draft a document establishing procedures for WGs, including specifying the steps to be followed in terms of consultation with constituencies, with the entire Board, and with the Secretariat.** This document would be published on the ICoCA website.

3.6 The Board noted the potential added value that outside actors could bring into the design of the monitoring process. In particular, members of academia; experts that have participated in other Multi-Stakeholder Initiatives; industry members or other stakeholders could bring valuable input and the participation should be encouraged.

3.7 The Board discussed the departure of the Secretariat Office Manager. **The Executive Director informed the Board that a recruitment process will start shortly in order to find an adequate replacement,** and that the departure is not expected to have any material negative financial implications for the ICoCA**.**

3.8 **In an effort to focus progress on Certification and Monitoring, it was decided that the establishment of a formal WG on Grievances will be postponed but revisited at the next Board Meeting.**

3.9 The Board discussed the financial status of the Association. **It was confirmed that a budget for 2015 will be proposed to the Membership for vote in early 2015, and that a proposed budget for 2016 will be prepared in time to be voted on at the next AGA to be held in the third quarter of 2015.**

4. MEMBERSHIP PROCESS UPDATE AND PLAN

4.1 The Secretariat noted that since the Membership Application forms were released, 52 completed forms have been returned by PSCs. Of these, 50 were Transitional Members and an additional 2 were from new applicants for the Industry pillar. The Secretariat also received one application for the CSO pillar, but following consideration of the application by that pillar it was determined that the applicant did not fulfil the requirements contained in the Membership Requirements. The Secretariat noted that additional applications were still being received in the days prior to the AGA and that the total numbers may increase.

4.2 **The Board agreed to set a date in which Transitional Members will cease to enjoy the rights conferred by this type of membership if they do not complete the Membership Application forms. It was agreed that only those who had completed the Membership Applications forms and supplied all information contained therein prior to 31st December will be eligible to vote on the approval of the Certification procedures (to take place in February). Thereafter, PSCs that had not submitted the Membership Application information would be removed from the ICoCA website. Notice will be provided to the Members by the Secretariat in advance of the removal date.**

5. NEXT STEPS FOR CERTIFICATION

5.1 **The WG on Certification agreed to the following work priorities:**

5.1.1 The Certification WG will complete development of Certification Procedures (as required by Article 11.2 of the Articles of Association ("AoA")) based on the already-circulated "Draft Certification Concept Paper" and the "Certification Analytical Framework." The Concept paper, re-worked into Certification Procedures (with the Analytical Framework as an annex), will be submitted for vote electronically by the General Assembly in early February.

5.1.2   The Certification WG will also continue to refine its analysis of PSC.1 and the "additional Information" required (pursuant to AoA Article 11.2.1), taking into account the feedback received on the current draft document both during the AGA and from other stakeholders. The intent will be to formally recognize PSC.1 as a route to ICoC Certification and to publish the additional information shortly after the approval by the Membership of Certification Procedures.

5.1.3   The Certification WG further determined that it will accept written comments and proposed changes to the draft Concept Paper as well as the draft PSC.1 analysis and draft "additional information" documents up until January 15, 2015 and will meet to consider such comments before releasing new drafts.

5.1.4   The Certification WG will meet on or about January 21 to consider the comments received on the draft documents. Thereafter, the Certification WG – assisted by the Secretariat – will draft proposed Certification Procedures and a proposed final analysis of PSC.1 (with additional information defined) for consideration by the entire Board.

5.1.5   The Board recognized that while only the Certification Procedures are to be voted on by the Membership (in accordance with the Articles of Association), it will enhance transparency and the confidence of the Membership if the Board publicizes its final "additional information" requirements for PSC.1 in advance of the vote on Certification Procedures.

5.2   **The Board directed the Secretariat to send an email to the membership communicating the deadlines to submit comments on the "Draft Certification Concept Paper", the draft "PSC.1 gap analysis," and the draft "additional information" requirements for PSC.1.**

6. NEXT STEPS FOR REPORTING, MONITORING, AND PERFORMANCE ASSESSMENT

6.1   The WG on Reporting, Monitoring and Performance Assessment (aka "Monitoring WG") discussed revising the draft Concept Paper on Reporting, Monitoring and Performance Assessment and preparing a timeframe for subsequent development steps by the end of January.

6.2   The Monitoring WG further discussed producing a document describing the procedures to be developed by the end of March. Specific items discussed in relation to this document included developing and disseminating the data collection procedures inherent in the Reporting and Monitoring processes, and defining the overall intent of the Monitoring process.

6.3   The WG further discussed the potential to develop workshops where industry members, non-state clients and other stakeholders would be invited to participate to discuss and provide input into the development of Reporting, Monitoring and Performance Assessment processes.

6.4   The Board discussed an RFP issued by the U.S. State Department Bureau of Democracy, Human Rights and Labor that may make $200,000 available for programs that monitor the activities of private security companies and that are "consistent with the procedures of and facilitate the objectives of the ICoCA's monitoring activities." The RFP has a due date of 29 December for responsive proposals. **After consideration of the requirements and steps involved in drafting a proposal in response to such an RFP, the Board determined that the Secretariat would endeavour to prepare such a proposal in response to the RFP.**

7. OUTREACH ACTIVITIES

7.1 The Board discussed the need to increase outreach activities to constituencies of the ICoC, specifically noting CSOs and non-state clients of the private security industry. **Following the discussion, the Executive Director proposed that the Secretariat draft an Outreach Strategy for 2015 to be sent to the Board for discussion and approval.**

7.2 The Board discussed the Constitutional Meeting of the Montreux Document Forum in Geneva on 16 December 2014. The Chairman explained the background behind the Montreux Document Forum and noted the plan for a working group within the MDF on the International Code of Conduct Association. **The Board noted that the Chairman and the Executive Director will represent the Association and present information about its activities at the Constitutional Meeting of the Montreux Document Forum.**

8. DATES AND LOCATIONS FOR 2015 BOARD MEETINGS

8.1 **The Board agreed to have the next Board Meeting on 10 and 11 March 2015 in Geneva.**

8.2 **The Board further agreed to hold four Board Meetings every year, and provisionally discussed that such meetings should take place in or around March, June, before and after the AGA in September, and in early December.**

8.3 **The Secretariat will propose a schedule for the remaining 2015 Board meetings.**

The meeting adjourned at 15:00 p.m.