ICoCA Q2 2016 Board Meeting
Geneva, Switzerland
14-15 June 2016

Minutes

Present (Board)
- Alan Donohue
- Rémy Friedmann (Chair)
- Katherine Gorove
- Amol Mehra
- Bertil Roth
- Aly Sagne
- Chris Sanderson
- Sophia Willits-King
- Margaret Roggensack

Present (Secretariat - ICoCA)
- Dina Chantre (Administrative Assistant)
- Molly Gray (Consultant)
- Anaïs Laigle (Project Assistant)
- Andrew Orsmond (Executive Director)
- Helen von Dadelszen (Operations Manager)
- Andrés Zaragoza (Project Officer)

Present (Observing/Supporting)
- Sally Bentley (UK FCO)
- Anne-Marie Buzatu (DCAF)
- Ian McKay (U.S. Department of State)
- Chris Mayer (U.S. Department of Defense)
- Jonas Westerlund (Montreux Document Forum WG/Sweden alternate – 15 June afternoon only)

Absent/Excused
- Pamela Hosein
- Andrew Nicholson
- Michael Posner (on phone during parts of 14 June)

AGENDA POINTS

1. **Opening of Meeting and Discussion of Agenda**
2. **Approval of Minutes from December Meeting**
3. **Update from Secretariat**
4. **Certification**
5. **Reporting, Monitoring and Assessment of Performance (Article 12)**
6. **Certification (Continuation from Day 1)**
7. **Complaints (Article 13)**
8. **DCAF Update**
9. **Updates from Committees:**
   9.1 Finance

14 June

1. OPENING OF MEETING AND DISCUSSION OF AGENDA

1.1 The Chairman opened the meeting at 8.44am (CET) 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. He therefore 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 welcomed all participants and stressed the importance of the meeting and the decisions to be made. The Chairman then confirmed that the agenda and supporting documentation had been circulated to the Board in advance.

1.3 Upon the request of several Directors, the Board then held a closed Executive Session.

2. APPROVAL OF MINUTES FROM MARCH MEETING

2.1 The Board reviewed the draft Minutes of its 1st Quarter 2016 (4 and 5 March) meeting.

2.2 *The Board approved the 1st Quarter 2016 Minutes and authorized the Secretariat to publish them.*

3. UPDATE FROM SECRETARIAT

3.1 Activities
The Executive Director gave an update regarding the various activities that the Secretariat had undertaken in the first and second quarters of 2016, highlighting accomplishments and developments in administration, Certification, the development of Procedures to implement Article 12, the development of procedures to implement Article 13, communications with external stakeholders, and development. He also set out the Secretariat's objectives for the 3rd and 4th quarters of 2016.

3.2 2016 Finances
The Operations Manager gave an update regarding the Association's finances including its current cash position and spend, and a review of 2016 to date versus the approved budget. In general, the Association's expenses to date are in line with or less than originally forecast. More details regarding finances were provided in the Finance Committee Update.

3.3 Membership Update
Anaïs Laigle (ICoCA Project Assistant) gave an update regarding the membership numbers for all three pillars, geographical spread of members, and applications under review.

4. CERTIFICATION COMMITTEE PRESENTATION AND DISCUSSION

4.1 PSC.1 Pilot Project - Lessons Learned

Andrés Zaragoza (ICoCA Project Officer) briefed the Board regarding the progress of the Secretariat's Certification pilot project for companies certified to ANSI/ASIS PSC.1-2012 ("PSC.1"). He highlighted that three companies were invited to participate in the Pilot but that, as of the time of the Board meeting, only one had submitted its certification information. In addition, he briefly summarized the preliminary analysis of the company's submission, noting that while the submission was well organized and most of the requested "additional information" appeared to be contained in the submission, certain parts of the submission – most notably, matters addressed in the corrective action plan as well as sufficiency of certain policies – were difficult to evaluate without access to the audit report completed by the Certification Body. The Secretariat is hopeful that an additional submission will be received that that the Certification Committee will be able to meet to review and further discuss the preliminary results of the pilot.

4.2 Feasibility Study

Mr. Zaragoza then presented the results of a Feasibility Study commissioned by the Certification Committee and carried out by the Secretariat. The study recognized that barriers to certification were reported by Members (these are summarized in the Barriers to Certification study described in the 4th Quarter 2015 and 1st Quarter 2016 Minutes), and was designed to evaluate (1) the extent to which other multi-stakeholder and human rights organizations had confronted and addressed similar barriers to certification and (2) whether their experiences might indicate the feasibility of alternative approaches to ICoCA Certification.

Following extensive discussion of the Feasibility Study and a proposed alternative approach contained in it, the Board was unable to achieve consensus on the recommendations of the Feasibility Study. The Board resolved to continue discussion on approaches to Certification on Day 2.

5. ARTICLE 12 WORKING GROUP PRESENTATION AND DISCUSSION

5.1 Molly Gray (ICoCA Project Officer) presented on behalf of the Secretariat and the Article 12 Working Group, on progress made in the development of Procedures for the implementation of the Article 12 functions, a proposed methodology for Company Self-Assessment Reporting, and proposed plan for a pilot field-based review.

5.2 With respect to the Article 12 Procedures, Ms. Gray reviewed and highlighted those areas where the Working Group had achieved consensus, and areas where additional development and consensus remained to be completed. Areas for additional development and consensus included:
   a. final language on the development and role of indicators of performance and compliance in connection with company self-assessment reporting;
   b. the size, membership, and role of the Monitoring Committee; and
   c. the procedures specific to field-based review and the interaction between the Executive Director, the Monitoring Committee, and the Board on this function.

5.3 Following the presentation of the draft Article 12 Procedures, Ms. Gray presented a proposed methodology for Company self-assessment reporting together with proposed next steps for initial development. The Board approved the methodology and proposed next steps for initial development.

5.4 Ms. Gray, together with members of the Working Group (Alan Donohue, Margaret Roggensack and Rémy Friedmann) next presented a proposed plan for a pilot field-based review in order to test the feasibility and potential function of the Article 12 Procedures, in particular those sections relating to field-based review in advance of finalizing the Procedures for the Annual General Assembly.

5.5 The Board engaged in extensive discussion regarding the Article 12 Procedures and the utility of a pilot field-based review. While additional consensus was reached with regard to some portions of the draft Procedures, the Board resolved that the field-based review pilot would move forward together with a clear Working Group timeline and plan for finalizing the language of the Article 12 Procedures after completion of the pilot and incorporation of lessons learned. Chris Sanderson expressed his objection to the conduct of the Pilot Field-based Review on the grounds of cost, man-power, prioritization and utility.

5.6 ***Following additional discussion, the Board approved the following schedule:***
   a. Pilot: Following the Board Meeting, Ms. Gray and the Review Team would take initial steps to implement the pilot field-based review, with the in-field portion to be conducted during or around 6-9 July 2016 in East Africa. The Review Team would consist of (Ms. Gray and the Executive Director) together with Board observers (Alan Donohue, Margaret Roggensack and Rémy Friedmann).
   b. Procedures: In parallel with the pilot, the Working Group members agreed to reconvene to review the Article 12 Procedures with the aim to reach agreement (where possible) and/or identify areas that would be informed by lessons learned from the pilot. The Working Group agreed to recirculate the Procedures to the Board in advance of the pilot.
   c. Upon conclusion of the pilot, and no later than 15 July, the Working Group agreed to reconvene, update the Procedures, reach consensus and circulate to the Board for final review. Following the review period, the Working Group would incorporate Board feedback with a final vote anticipated on or around 12 August.

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15 June

6. CERTIFICATION (CONTINUATION FROM DAY 1)

6.1 Certification Implementation
The Secretariat reviewed additional steps that would need to be taken in order to fully implement the Certification Procedure, regardless of how the Board resolved issues relating to access to certification. These steps include:
   a. Proposal and approval of an amendment to Article 3.3.1 of the Articles of Association, extending the time for member companies to obtain ICoCA Certification (at least until the September Annual General Assembly);
   b. Resolution of open issues arising from the PSC.1 certification pilot, including access to certification audit report(s), and publication of final guidance for Member companies to submit applications for ICoCA Certification;
   c. Final Board approval and publication of the Recognition Statement for ISO 28007; and
   d. Analysis of ISO 18788 and publication of a Draft Recognition Statement.

6.2 ***The Board also engaged in discussion of potential alternative approaches to certification, building on the ideas discussed during Day 1. While the Board was unable to achieve***

consensus on any of the proposals, the Board resolved that the Certification Committee would proceed according to the following schedule:

    a. *Following up on the PSC.1 certification pilot, the Secretariat will propose next steps to prepare for execution of the existing pathway to certification ("Route 1") for presentation to the Certification Committee, the Board and then the AGA by 1 July;*

    b. *The Certification Committee will develop a one (1) page summary of a proposed alternative route to certification, leaving various options on the table, to circulate by 1 July for confirmation/revision by the Committee by 4 July and consultation with pillars by 10 July; and*

    c. *The Certification Committee will meet in person in London in mid-July, as necessary, to further discuss and seek resolution of a clear pathway forward for presentation to the AGA.*

7. COMPLAINTS

7.1 Amb. Bertil Roth, Chair of the Complaints Working Group, provided the Board with a summary of the process followed by the Working Group in developing a draft procedure for Article 13.

7.2 Following Amb. Roth's presentation, the Board reviewed and engaged in extensive discussion regarding draft Procedures that had been prepared by the Working Group. While the Board was unable to achieve consensus on a final draft, significant sections of the draft were agreed on and remaining issues were identified for the Working Group to focus on over the course of the 3rd Quarter (in preparation for the AGA). These issues included:

    a. Editing Sections IV and V to improve the sequencing between steps;

    b. Clarifying and improving the measures that would be available to a complainant, particularly where a company's operational-level grievance procedure proved to be ineffective;

    c. Resolving how and when the Board would provide guidance and support to Member companies regarding their operational-level grievance procedures; and

    d. The addition of confidentiality and guidance/reporting provisions.

7.3 *Following detailed discussion the Board requested the Working Group to continue working on the language and come to consensus before submitting the procedure to the Board for approval before mid-August 2016.*

8. DCAF UPDATE

8.1 Anne-Marie provided a brief update on relevant DCAF activities, including:

    a. Continued support to the Peruvian private security regulatory authority, SUCAMEC, during their implementation of the new Peruvian private security regulation based on the ICoC

    b. Brief presentation of a project carried out in cooperation with Aly Sagne to develop a CSO observatory in francophone Africa.

    c. The near completion by Denver University of a database containing all of the news articles and items on private security during the years 1990-2013 from the African, European, Asian, North and South American continents.

    d. Expression of support from DCAF's security manager to assist the team participating in the upcoming monitoring pilot mission in July.

9. UPDATES FROM COMMITTEES:

The Board received reports from its Committees as follows:

9.1 Finance
The Executive Director requested that the Board Directors review the 2015 Audited Financials as presented and let the Secretariat know if there were questions. The Executive Director reminded the Board that these will need to be formally approved by the General Assembly at the AGA.

The Executive Director briefly reviewed proposed amendments to the 2016 budget and a draft 2017 budget with the Board, noting that some Board members had to depart early and that a quorum was no longer present to approve proposals or resolutions. The Executive Director further explained that the budget proposals will be revised budget based on the Board's final approval of operative procedures, and will be presented to the Board for further discussion and approval in advance of the AGA.

In addition, the Board noted that the Industry Pillar Directors had prepared a proposal for Membership Dues for 2017 that featured an expanded structure with sub-bands within the Small, Medium and Large categories. The Board discussed that, in accordance with Article 6.4.4 of the Articles of Association, the General Assembly would need to approve the proposed dues structure). The Board resolved to revisit both the dues and proposed budget(s) at a further telephonic Board conference in late August, and seek to approval and recommendation of both to the General Assembly.

9.2 Membership Committee
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 those newly-added members on the ICoCA website. All companies approved will be provided with an explanation regarding the certification procedure, and will be informed that the transitional nature of membership requires that companies 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 expires or their membership will expire.

Acting through the Membership Committee, by delegation, the Board also approved one Observer application and authorized the Secretariat to list the new Observer on the ICoCA website. The request for a waiver of the Observer fees was granted.

9.3 Executive Committee
The Executive Committee met separately with the Executive Director and in executive session with the Board to address Human Resources planning matters.

10. COMMUNICATIONS AND DEVELOPMENT

10.1   The Executive Director briefed the Board on the hiring of a Communications and Development Officer, who will start with the Association in August. The Communications and Development officer will have responsibility to spearhead development of both improved communications with Members and external stakeholders (notably clients and governments). In addition, the Communications and Development Officer will have responsibilities to help plan and organize the Association's efforts to improve funding and membership levels.

10.2   The Executive Director outlined a proposed strategy template, building on the work of the UK Government earlier in the year, and further discussed the importance of Board involvement in identifying opportunities both for funding development and improved visibility opportunities.

10.3   ***Board Members present identified a Development Working Group (composed of Amol, Jason, and Sally) to support the Communication & Development Officer in identifying opportunities and preparing funding proposals. The role of this group will be revisited at the Q3 Board Meeting, but will likely involve reviewing individual countries' Business and Human Rights action plans to identify and plan for the timing of funding needing to be spent by different countries (Feb for UK, Sept for US).***