ICoCA Q4 2023 Board Meeting
4 December 2023
In person

Minutes

Present (Board)

- Frédéric Chenais (Chair)
- Paul Smith
- Vicky Bowman
- Crispin Kennedy
- Jo Anthoine
- Michelle Quinn
- Caleb Wanga
- Susan Benda

Present (Observing/Supporting)
- Joan Fontaine (UK)

Present (ICoCA Secretariat)

- Valentina Potapova (Membership Development Officer)
- Tom Mather (Compliance Manager)
- Jamie Williamson (Executive Director)
- Christopher Galvin (Head of Communications & Outreach)

Agenda

1. **Opening of Meeting and Approval of the Agenda**

    1.1. The Chairperson opened the meeting at 9:35 and welcomed all Board members. 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 ICoCA's 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 Board reviewed and approved the Meeting Agenda.

2. **ICoCA review process / Due Diligence / Indicators for the admission of new affiliates / members and certification**

    2.1. The Secretariat presented an overview of ICoCA Review Process: Admission of new PSCs, Indicators and Due Diligence and how applications are managed by the Secretariat.

    There are two components to ensure that new PSCs are responsible security providers:

    1. Confirmation that the PSC meets the level they are applying for (indicators)
    2. Reasonable assurance that the PSC will operate in accordance with the Code.

    The Secretariat explained that the process consists of 4 steps:
    *   Application completion and joining fee
    *   Assessment by the Secretariat (alignment to indicators)
    *   Board review
    *   Approve (reject)

    2.1.2   Indicators were finalised in 2022. There are 550 indicators that cover principles of the Code and other established areas of human rights (such as UNGPs) and the compliance team of ICoCA meets every 6 months to review the indicators for each level (1. Affiliate 2. Transitional Member 3. Certified Member and 4. Further Areas of Improvement). All the changes are reflected in the application forms and the application review process. Next review is in February 2024.

    As there are more requirements than in previous years, it takes longer to review each application. Additionally, an in-depth review of the Affiliate category has been carried out and an extensive list of requirements has been added to reinforce human rights due diligence for this category. Right now, the gap between Affiliate and Transitional Member is narrow: the most important difference is that the Transitional Member must be on the path of obtaining an external certification (PSC1 / ISO 18788).

    The Human Rights Impact Assessment (HRIA) has a fundamental role in the application process for Certified Membership. ICoCA provides guidance for the HRIA, including short and long guides and templates.

2.2. Due Diligence

How does the Secretariat conduct human rights due diligence on companies applying to be affiliates or members (both transitional and certified)?

The process consists of verifying numerous aspects such as: Company meeting the definition of a PSC, as per the Code / Corporate Information and Legal Status / Structure and Ownership / Financial Information, where possible Insurance coverage, both public and employer´s liability / Third-party certification, where relevant.

The Secretariat also carries out background checks to ensure that the company complies with the Code, using various sources:
- Open- source check on company: assessment of company website, social media pages, etc., check with national register, check for possible acts of criminality, check for any evidence of human rights abuses, check UN contracting history, if relevant.
- Open - source check on company personnel, both managers and owners including simple Google search, social media, monitoring sites, where relevant (such as Business & Human Rights Resource Centre), various resources related to sanctions including US OFAC and US DOS annual human rights country reports.
- Closed – source check on company: check existing ICoCA data for complaints / check with CSO´s / Observers, where relevant and appropriate.

The Secretariat and the Board had a discussion on how the Board could help with capturing data while checking "red flagged" PSC´s and persons.

2.3 Once the company becomes Affiliate / Member of ICoCA they are subjected to monitoring and "control" and have to show continuous improvement.

Affiliates and Members are subject to a robust oversight process of:

Monitoring
- CSA (Company Self-Assessment)
- Media sources
- Complaints

Sanctions
If derogatory information is found, the Secretariat will:
- Address this to the company. Usually, the company will work with the Secretariat in a constructive manner to address violations of the Code.
- If a human rights violation cannot be remedied, or the company refuses to provide such remedy, then the company can have their membership / affiliation terminated.

2.4. The Board and the Secretariat had a discussion on the need to incorporate / recognize other standards in addition to ISO 18788 / PSC1.

An analysis of existing international standards with a strong component of "Human Rights Compliance" needs to be done.

2.5. Discussion on real cases:

- It is important to share information with Board members to be able to investigate specific cases.
- How to check information with a newly established company which does not have a track record?
- Lack of transparency.
- The issue of high-risk context: how ICoCA can remain involved in contexts where security business is huge but companies may not be up to requisite standards.
- In controversial cases it is important to flag concerns when submitting an application/recommendation to the Board.

3. 2023 Annual General Assembly: review of the AGA Program, Pillar meetings, roles and responsibilities / 2024-2028 Strategic Plan

3.1. The Secretariat and the Board recalled the dates for the 2023 Annual General Assembly (AGA), which will take place in Geneva from 4 to 5 December 2023 and reviewed the program.

3.2. The first two days of the AGA will be devoted to working level discussions, including the development of the next Strategic Plan. The third day will be a plenary event open to the public (Security Forum).

3.3. The development of the 2024-2028 Strategic Plan is one the main topics which will be discussed in depth at the AGA. The 2024-2028 Plan should adopt a more outward looking and ambitious vision for the organization. As for the thematic prioritization, 4 areas have been identified:
1. Technology
2. Just Transition
3. Privatization of Security / Private actors in conflict
4. Accountability

3.4. Other topics that have been proposed to be discussed during the Pillar meetings:
- How to improve communication and interaction between members and the Board?
- The need to change a modus operandi: more participation, more active role.
- Possibility of interaction between the Pillars
- What are the expectations of members regarding joining ICoCA?

4. Annual report / Finance

4.1 The Secretariat presented the final update on the implementation of the 2019-2023 Strategic Plan 2019-2023. The main topics included:

- Articles amendment 2023: article 3.2.2.
- Training, guidance and development tools
- Field missions with an important component of outreach
- Branding: ICoCA developed new tools to help with client engagement
- Client engagement: Client Working Group / Member Directory 2023-2024 (250 members, 250 Client Contacts, 300 additional copies for distribution).
- Thought leadership (ESG Rating Methodology / Case Map / Private Security Conversations etc..)

4.2. The Secretariat presented the Membership and Certification update, highlighting an increase in Member and Affiliate companies since Q3 2023. New ICoCA PSCs in 2023: 30% growth projected

4.3. The Secretariat and the Board discussed the possibility of modifying the current 3-category structure (Affiliate, Transitional Member and Certified Member).

4.4. The Secretariat provided an analysis of the current financial situation of the Association, noting that:

ICoCA is finishing the year in a good position: ICoCA met all objectives and the pipeline strong, however it is not yet enough to cover all the operational needs.

4.5. The Secretariat and the Board mentioned the ongoing funding opportunities with the UK and the US Governments. The Secretariat highlighted the importance of getting predictable budget approvals for planning purposes.

4.6. Indexation proposal: during Q3 Virtual Board Meeting the Secretariat proposed and the Board approved an indexation of the 2024 Membership dues. This has been submitted to the Assembly to vote and the deadline for voting is the 4th of December.

5. Wrap Up

5.1 The Chairperson provided a summary of the main points discussed and the decisions taken at the Q4 2024 Board Meeting, and expressed his appreciation to the ICoCA Secretariat for planning and organising it.