PARTICIPANTS

Present (Board) :
- Mark DeWitt
- Tricia Feeney
- Rémy Friedmann (alternate Jean-Philippe Tissières)
- Leonardo Gonzalez Perafan
- Mark Knight
- Amol Mehra
- Andrew Nicholson
- Bertil Roth
- Chris Sanderson
- Aly Sagne
- Jean-Philippe Tissières
- Chuck Tucker
- Ryder Thomas (alternate Peter Gooderham)

Present (DCAF –Secretariat)
- Anne-Marie Buzatu
- Audrey Olivier Muralt
- Nelleke van Amstel)

Absent with apology:
- Peter Gooderham
- Chuck Tucker on first day

AGENDA POINTS

1. Update on Finances
2. Update on Human Resources
3. Governance Issues
4. Membership Requirements
5. Thematic discussions: Monitoring and Certification Procedures
6. Administrative issues

Agenda item	Issues discussed	Decisions (by consensus)	Action point
1. Update on Finances			
1.1 <u>Financial Balance Sheet</u>	▪ The Board noted the currency exchange loss, which may greater affect the ICoCA in the future.	▪ Secretariat (DCAF) to provide a monthly update of the financial situation to the Board.	
1.2 <u>Payment of annual and joining fees</u>	▪ The Board discussed the status of payment of the joining fee for Member Companies (1000 USD) by 31 December 2013. ▪ In order to collect information necessary to generate invoices, a questionnaire was drafted by DCAF and is being reviewed by the industry Board members.	▪ The currency in which Member Companies should pay their fees will be USD only, as the public budget is in that currency.	▪ DCAF will draft a first communication (reminder), coordinated with the industry pillar. ▪ The Industry Board members will review and finalise the draft questionnaire as quickly as feasible after the general communication to industry.
1.3 <u>Interim financial procedures</u>	▪ The Board discussed the Finance Working Group drafted interim financial procedures (to be further adapted once the Executive Director is in place).	▪ Adoption of Interim financial procedures. ▪ Travel reimbursement for the Board is available on an as-needed basis.	▪ Expenses claim form to be developed by the Secretariat before the next Board meeting.
1.4 <u>Insurances</u>	▪ Liability insurance (Responsabilité civile) for the Association was discussed.	▪ Liability insurance (Responsabilité civile) should be a priority. It shall be in place by mid-January if possible.	▪ DCAF to propose some options to the Finance Committee before the end of the year.
2. Update on Human Resources			
2.1 <u>Recruitment of the Executive Director</u>	▪ The Human Resources Working Group discussed selection of top candidates.	▪ WG on Human Resources tasked to conduct interviews of the top candidates. ▪ Process has to be nationality neutral. ▪ The interview process needs to be consistent for all candidates.	▪ DCAF will assist with the organization of the interviews.
2.3 <u>Office Manager</u>	▪ The Board discussed the ongoing selection process. It is likely that an Office Manager will start		

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	operating in March 2014. ▪ The relationship between the ED and office manager was discussed.		
2.3 Legal advice	▪ The different options to obtain legal advice for filing the request to obtain immunities were discussed.	▪ A lawyer within the ICoCA staff would be unnecessary at this stage. ▪ Will continue to use outside legal firms when needed, with an emphasis on cost–effectiveness.	
3. Membership Requirements			
3.1 General	▪ The Secretariat provided an update on the status of membership (1 new government, 11 new Companies members and 2 companies which withdrew from membership since the Launch Conference) ▪ The three pillar membership requirements were discussed.	▪ Each of the pillars shall go back to their proposals and suggest a relevant procedure for membership. ▪ HR Group to work on a consistent text to propose to the next Board meeting. ▪ A review process shall be proposed to address membership issues.	▪ Each pillar to work on a proposal in the coming weeks. ▪ Final proposal to be ready by next Board meeting.
3.2 Government Membership Requirements	▪ The need to be as inclusive as possible was highlighted by Board members.	▪ There was a consensus on the text proposed by the government pillar with the suggested changes, as a basis for a future procedure.	▪ Government pillar to work on a procedure based on this proposal.
3.3 Industry Membership Requirements	▪ A deadline needs to be set when signatory status ceases to exist.	▪ There was a consensus on the text proposed by the industry pillar as a basis for a future procedure. ▪ When a company withdraws from membership, the Secretariat will inform the industry pillar in order to engage with those companies.	▪ Industry pillar to work on a procedure based on this proposal. ▪ Industry Board members will indicate a deadline for signatory status to cease.
3.4 CSO Membership Requirements	▪ A discussion took place on whether the final decision on membership lies solely within the pillar. The membership proposals were adapted to reflect	▪ There was a consensus on the text proposed by the CSO pillar with suggested changes, as a basis for a	▪ CSO pillar to work on a procedure based on this proposal.

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	this discussion.	final procedure.	
3.5 <u>Observer Status</u>	▪ Human Resources WG proposed a text for the Observer criteria. ▪ A discussion took place on whether a fee would be appropriate for certain groups of Observers and if a waiver of the fee should also be possible. ▪ Another issue which needs to be addressed is the length of the Observer status.	▪ Proposal to be redrafted to reflect the debate and discussed again during the next Board meeting.	▪ HR Group will rework the draft and propose a new version for the next Board meeting.
3.6 <u>Advisory Forum</u>	▪ A discussion took place on the history behind the Advisory Forum: Article 10 AoA was drafted to get states involved in the ICoC, although they were still hesitant to join the Association. This would be an incentive towards membership. ▪ The relationship between the MAF and observers' status should be considered. Members of the AF could be granted automatically the observer status.		
4. Governance issues			
4.1 <u>Request for Immunities & privileges</u>	▪ Secretariat should draft internal regulations, including specific provisions on immunities and privileges to be discussed and reviewed by the WG on Legal Issues / Internal Regulations. Then, the proposal should be sent out to the DFAE for review, and to our lawyers for final check. ▪ If immunites are not granted, each procedure has to be assessed through the prism of liability	▪ To be discussed within the Internal Regulations WG	▪ DCAF will distribute documents on the process of requesting immunities to the Internal Regulations WG
4.2 <u>Board Alternates</u>	▪ It was discussed that an alternate for states is different to other pillars as they clearly speak with one voice and represent the government. For CSO and Industry alternates are not desirable as they	▪ Policy to be developed and included in the Internal Regulations. ▪ Alternates would not be entitled to vote. Voting could be done after the	▪ WG on Internal regulations and the Secretariat will work on a proposal on internal regulations for alternates.

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	have been selected in their individual capacity. ▪ It was seen as problematic to have a different alternate every time. This should be reflected in internal regulations. To avoid this situation, advanced notice for future meetings should occur.	Board meetings if necessary, for example by email.	
4.3 Interim Chairperson	▪ Proposal still on the table but priority is ED recruitment	▪ Priority should be given to the recruitment of the ED	
4.4 AOB – engagement with ISO process as a liaison committee	▪ A discussion took place on the level of engagement of the ICoCA in the development of the ISO PC 284 standard.	▪ Board members who are participating in the process in a different capacity will keep the Board informed.	▪ A WG was established to continue the discussion and propose a solution to the Board.
5. Thematic discussions: monitoring and certification procedures			
5.1 Working papers	▪ DCAF presented the working papers it drafted for the Board consideration, outlining possible next steps and issues for further consideration. ▪ The synergies between certification & monitoring procedures were discussed, in particular how one procedure feed (or not) into each other.	▪ Discussions are facilitated by draft documents: next steps should be a proposed concept notes highlighting the main elements of the two procedures. ▪ These concept notes should be based on good practices, gathered by the Secretariat. ▪ No outreach should be conducted towards external organisations until the concepts are clear for all Board members.	▪ "Procedure WG" to draft proposals before the next Board meeting, assisted by Secretariat. Secretariat shall propose a first draft on which members of the WG can comment upon.
5.2 Complaints procedures	▪ Secretariat was tasked with drafting a similar working paper for the Board consideration on the complaints procedures.	▪ A working paper on the ICoCA complaints procedures shall be drafted by DCAF.	▪ DCAF to finalise the working paper on the complaints procedure by the next Board meeting to facilitate discussions amongst the Board.
5.3 Maritime sector	▪ PG presented a working paper to trigger discussions amongst the Board. The paper proposed several ways forward for the ICoCA to	▪ WG on maritime sector established, supported by the Secretariat, to gather views from the	▪ WG on Maritime sector to report back to the Board at next meeting.

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	respond to the maritime sector specific concerns.	maritime sector on their main concerns regarding the ICoC.	
6. Administrative issues			
6.1 Next Board Meeting	▪ The Board discussed its next meeting.	▪ Mid to late February 2014 would be ideal, to be able to finalise the membership requirements. ▪ 3 days are also ideal, to be able to work and finalise all the documents. Location depending on budget & expenses, most likely in Geneva.	▪ Secretariat to send out a Doodle poll to all Board members.
6.2 Proxy GA?	▪ The Board discussed the need to develop a procedure for the GA meeting, including voting procedures		▪ Secretariat will look into possibilities of virtual meetings and proxy voting, as well as developing rules for the GA together with the Interim Chairperson.
6.3 Communication	▪ The Board discussed meeting minutes.	▪ For sake of transparency, minutes of Board meetings should be posted on the website.	
6.4 Board decisions	▪ Procedures to adopt documents and/or comments on procedures has been discussed to facilitate communication with the Secretariat	▪ Board members are expected to respond to emails / documents within five working days, otherwise silence will be taken to indicate approval.	