



ICoCA Board Meeting - Minutes 17 – 19 June 2014

Present (Board):

- Tricia Feeney
- Rémy Friedmann (Chair)
- Mark Knight
- Amol Mehra
- Bertil Roth
- Aly Sagne
- Chuck Tucker
- Ryder Thomas
- Leonardo Gonzalez

Present (Secretariat)

- Andrew Orsmond
- Geraldine McCluskey
- Anne-Marie Buzatu
- Nelleke van Amstel
- Audrey Olivier-Muralt (part of the Meeting)

Absent (proxies given to Mark Knight):

- Mark DeWitt
- Chris Sanderson
- Andrew Nicholson (participated by telephone on first day)

AGENDA POINTS

1. **Opening of Meeting**
2. **Election of the Chair and Board and Chair Election Procedures**
3. **Membership Requirements Discussion**
4. **Update on recent Board and DCAF Outreach activities**
5. **Governance Issues**
6. **Privileges and Immunities**
7. **Working Groups**
8. **Financial Issues**
9. **Communications**
10. **Membership**
11. **General Assembly Preparation**
12. **Certification**
13. **Dates and places of future Meetings**
14. **Monitoring/reporting/complaints process**



1. OPENING OF THE MEETING

1.1 The Interim Chair opened the Meeting and outlined the agenda and ad hoc points that would need to be discussed during the next few days, notably the letters received from SCEG and AEGIS addressing concerns on the Membership Requirements document and voting process for these.

1.2 It was noted for future meetings that although minutes will be circulated and approved after each meeting, it is good practice to officially approve the minutes at the following Board Meeting.

The Secretariat will re-circulate the approved minutes prior to each meeting.

2. ELECTION OF THE CHAIR AND CHAIR AND BOARD ELECTION PROCEDURES

2.1 Proposed election procedures for Board and Chair were circulated to the Board prior to the Meeting. Chair election procedures were approved and Board Election procedures will be re-written.

2.2 Following the resignation of Jean-Philippe Tissières, Rémy Friedmann was nominated as the Chair of the Board and elected unanimously by the Board Members present.

3. MEMBERSHIP REQUIREMENTS DOCUMENT

3.1 The Association received letters from the SCEG and a member company addressing concerns on the Membership criteria and voting process. Main concerns addressed in the letters were addressed.:

3.2 Board members made the point that, although the Requirements went through a thorough consultative period, it would seem that there isn't a common understanding among the Industry Pillar Members on the text of the Requirements.

3.3 Industry Board Directors recognize that communication with their Members could have been more explicit.

3.4 The Members raising the concerns, however, accept that changes to the Requirements document would not be feasible at this late stage and they do not wish to stop the voting process at this point.

Decisions:

- Proposed draft letters responding to SCEG and Aegis were drafted in a closed session and presented to the Board by the Secretariat for comment and approval
- The CSO Pillar volunteered to provide an explanatory note on the definition of the term 'working relations,' to accompany the letters to SCEG and Aegis.



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- **The Board agreed to the proposed draft letters to SCEG and Aegis responding to their letters. These letters were sent after the Board Meeting ended**

4. UPDATE ON RECENT BOARD AND DCAF OUTREACH ACTIVITIES

4.1 DCAF and others have taken the opportunity at several recent events to promote the Code and ICoCA, including.

- ICAR event in Delhi –11-12 April – main discussions national action plans on business and human rights
- Rakviac, Zagreb, Croatia – 28-30 April - seminar on private security governance
- Montreux Document 5th Regional Conference, in Dakar – outreach on Montreux document. Main aim of the Conference to promote the Montreux Document and further engage the States with the ICoCA. + ICoC workshop with civil society
- Colombia – DCAF participated in a regional workshop organized by ICAR , called “Diálogo Latinoamericano sobre la implementación nacional de los marcos de Empresa y Derechos Humanos”with participation from local CSOs and some international and national companies of the energy and other sectors. Main concerns they have are on the consequences of subscribing to the ICoCA and the cost of becoming a Member, as most companies and CSOs in the region would not have the means to become Members.
- VPs Meeting in Montreux – 26-27 March - some ICoCA Board Directors and Secretariat staff engaged with security managers. It was felt that some VP extractive companies do not see the benefit of the ICoCA because they fear that the ICoCA would look to monitoring them. There is a need for outreach and engagement with the extractive companies to bring them into the monitoring process prior to drafting the procedures.
- SCEG Annual Meeting in London – 14 May – the main point from that meeting was the interest Industry has on the relationship between PSC.1 and our processes. There is a desire that the ICoCA moves forward with the development of ICoCA certification in relations to PSC.1 and other emerging industry standards. SCEG requested that Andrew Orsmond’s presentation be shown on the SCEG website.

5. GOVERNANCE

5.1 Internal procedures are being drafted by the Secretariat – notably Chair and Board election procedures Conflict of Interest Policy, Confidentiality Policy and Non-Disclosure Agreement, and a policy/procedures relating to data protection measures, Membership Application forms and processes, Financial procedures and General Assembly procedures. These drafts will be circulated to the Board as soon as they are finalized in the Secretariat.



6. PRIVILEGES AND IMMUNITIES

6.1 A request was sent to the Swiss authorities last week. This is the first step in what is expected to be an iterative/negotiation process that will take some time (up to six months)

7. WORKING GROUPS

7.1 The ICoCA focal point for ISO Standard development process was clarified.

7.2 The working groups and their composition and terms of reference were discussed and reviewed and subsequently modified. The new list will be distributed to the Board

8. FINANCES

8.1 Update on budget was presented to the Board including Government contributions

8.2 Estimates set forth in the preliminary budget need to be revised to reflect actual costs for Board meetings and the development of an IT infrastructure. A revised budget will be presented to the Finance Committee within next few months.

9. COMMUNICATIONS

9.1 The new website was presented to the Board and will be launched at the same time that the Membership requirements are approved. It was noted that a page for 'Clients' should be added to the website.

9.2 An ICoCA Brochure is being developed and will be finalized within the next few months It will include the core documents of the Association and FAQs. It was noted that there is no mention of Private Security Providers in either the logo or the name of the Association. The Communications Committee may wish to discuss this and the broader issue of branding within the context of a communication strategy

9.3 Upcoming events were discussed, notably the Maritime Event in Geneva on 4 July organized by DCAF and the Swiss Government.

9.4 ICoCA outreach strategy was discussed briefly and it was decided that although each pillar should take the lead in specific targeted outreach events, an overall strategy should be developed by the Secretariat through the Communication Committee.

9.5 Montreux Document Advisory Forum

9.5.1 The process to establish a broader Montreux Document Forum of Montreux Document participants, which should include the establishment of a working group who will assume the advisory function to the ICoCA based on Article 10 of the Articles of Association, is underway. The role and structure of this Forum still need to be determined as there is no mandate or TOR for this yet. It will be a mechanism/forum to exchange and discuss matters



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such as procurement, training for private security etc. There is a possibility for the Board to drive the agenda/mandate of the Forum and to use the forum to provide a resource on various topics. Updates on progress will be provided by DCAF in due course.

10. MEMBERSHIP

10.1 It was reiterated that the original 700+ signatory Companies will receive a letter from the Secretariat stating that signatory status no longer exists and inviting them to become a Member (to be sent at same time as the application process begins).

10.2 Confidentiality and data protection measures, as well as conflict of interest policies are being drafted by the Secretariat and will be circulated to Members at the same time as the Membership application forms. These measures will be put in place prior to requesting Members to send confidential information.

10.3 Data received from Members will be stored in a secure dedicated data server (on a Membership database). The Secretariat is engaging an IT expert to develop the database and install a server which will include relevant Firewalls.

10.4 Members who have not paid joining fees will be sent a letter stating that they will not appear on the new ICoCA website nor will they be eligible to apply for Membership through the application process until they have paid Membership fees.

10.5 A list of potential Observers should be drawn up and a decision on which of these companies who have expressed interest will be invited as Observers. Observers who are invited by the Board should not pay annual fees.

10.6 Measures should be adopted to expand the geographical scope of ICoCA to include the Global South. Joint efforts within the Government Pillar should be undertaken to try to get more governments involved in the Association.

10.7 Australia is organizing the G20 in November and this could be a good mechanism to reach out to states and governments. Government Pillar took note of this.

10.8 It was proposed to hold Board Meetings elsewhere than in Geneva and take advantage of doing outreach in regions where we wish to encourage other states to join the Association.

11. GENERAL ASSEMBLY PREPARATION

11.1 It was decided that September is too early to hold the General Assembly. Postponing the AGA will allow for Certification Procedures to be drafted and the Membership Application process to be finalized. The AGA will now take place in early December.



12. CERTIFICATION

12.1 The Geneva Academy presented (during a lunchtime session) a sample of what they would be doing with regard to an analysis of PSC.1 in relation to the Code and identification of any human rights-related gaps between the two.

12.2 A preliminary discussion was had with the Geneva Academy with regard to whether they would also be able to do a similar analysis for ISO PAS 28007. It was noted that this would require additional funding.

12.3 The time frame for the Academy to present its report on PSC.1 analysis is July 11th. It would take the same time or more to do the analysis on ISO PAS 28007.

12.4 There was clarification on the requirements on companies in terms of certification. It was stated that there is a requirement for maritime companies to be certified to ISO PAS whereas there is no requirement, for the moment, on private security companies to be certified to PSC.1.

12.5 A Framework for certification procedures for companies who do not have certification under PSC.1 or ISO PAS 28007, needs to be defined.

12.6 UKAS – in the UK to date 27 Companies have been certified to ISO PAS 28007 and 2 have been certified to PSC.1.

13. DATES AND PLACES OF FUTURE MEETINGS

13.1 The discussion focused on the new proposed date of the AGA (initially planned for September 2014). The AGA will now take place on 4-5 December in either Geneva or London. A cost analysis would be done to assess the feasibility of holding it in London.

13.2 The next Board meeting will be held in week of 15 September. Discussions took place on the possibility of holding the meeting in Washington, given that three Board Directors live in the US (two in Washington). The Board agreed to this proposal provided that the cost would not exceed that of holding the Meeting in Geneva. A cost analysis will be prepared by the Secretariat.

13.3

14. MONITORING/REPORTING/COMPLAINTS PROCESS

14.1 A discussion was held on an alleged incident concerning a PSC Company with an affiliate being a ICoCA Member. It was discussed that the status and relationship between the Group and the affiliate should be clarified and that the Member should be contacted to express its views on the incident and on the relationship with its Group Company activities. The Executive Director will follow up with the Company concerned.

14.2 Discussion on whether the reported incident was indeed a violation of the Code of Conduct was held and at what point should and can the ICoCA intervene in future cases of alleged violations – pending the establishment of monitoring and complaints procedures for the Association.



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14.3. Discussions were held on Membership Status of large companies who would not wish to extend ICoCA Membership to certain of their affiliates (or affiliates becoming Members without the Parent Company being a Member). The determination of the relationship between an affiliate and a parent Company will be clearer once the Membership application process begins. However, we need to be mindful of the implications on the reputation of the Association, should an affiliate or parent company of an ICoCA Member be involved in incidents of Human rights violations.

End of the Meeting at 12pm on 19 June.

Annex: Action points taken from the meeting



Annex 1.

Action Points:

1. Proposed Board/Chair Election procedures: The Industry Pillar Board Members need to rewrite the Industry Pillar election procedures and submit to the Secretariat.
2. A Conflict of Interest Policy; Confidentiality Policy and Non-Disclosure Agreement; a policy/procedures relating to data protection measures; Membership Application forms and processes; Financial procedures; and General Assembly procedures, will be drafted by the Secretariat and circulated to the Board as soon as they are finalized.
3. The new list of working groups and their composition will be distributed to the Board
4. Communication Strategy to be developed by the Secretariat
5. List of non state Clients and extractive companies to be compiled with view to inviting some of them to become Observers of the ICoCA
6. Secretariat to order signature blocks for the Board Members to use in their communications for ICoCA
7. Secretariat to send, to Members who have not paid joining fees, a letter stating that they will not appear on the new ICoCA website nor will they be eligible to apply for Membership through the application process until they have paid Membership fees.
8. It 700+ signatory Companies of the ICoC will be sent a letter from the Secretariat stating that signatory status no longer exists and inviting them to become a Member (to be sent at same time as the application process begins).
9. Secretariat to prepare a cost analysis to hold a Board Meeting in Washington in September and the AGA in London on 4-5 December.
10. In relation to the alleged violation of the Code by the Group Company of an ICoCA Member, the Executive Director will follow up with the Company concerned