ICoCA Board Meeting - Minutes
10 - 11 March 2015

Present (Board):
- Rémy Friedmann (Chair)
- Sophia Willitts-King
- Bertil Roth
- Mark Knight
- Amol Mehra
- Aly Sagne
- Chuck Tucker
- Chris Sanderson
- Andrew Nicholson (Present only on 11 March)

Board Members Not Present, But Participating by Telephone on 11 March Discussions on Certification:
- Alan Donohue
- Margaret Ellen Roggensack
- Michael H. Posner

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

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

AGENDA POINTS
1. **Opening of Meeting**
2. **Introduction of new Board Directors**
3. **Review of Agenda Items**
4. **Review and Approval of minutes from December Board meeting**
5. **Update from the Secretariat regarding administrative matters**
6. **Re-alignment of Committees and Working Groups**
7. **Membership**
8. **Certification**
9. **Communications and Outreach**

1. OPENING OF THE MEETING

1.1 The Chairman opened the meeting at 08:00, asked the Executive Director 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 the quorum of presence according to Section 7.6 of the Articles of Association has been respected, that the meeting was duly constituted and that the Board could validly adopt resolutions in compliance with the law and the Articles of Association.

2. INTRODUCTION OF NEW BOARD DIRECTORS

2.1 The Executive Director of the ICoCA welcomed the two new Board Directors of the CSO Pillar, Margaret Ellen Roggensack and Michael H. Posner, and described the process that lead to their election by the Members of the CSO Pillar.

3. REVIEW OF THE AGENDA

3.1 The Chairman outlined the proposed agenda for the meeting and inquired whether the Directors had any comments or proposed changes.

3.2 The Executive Director proposed to amend the agenda so the Board Members that were participating remotely (Alan Donohue, Meg Roggensack and Michael Posner) and located in the United States (and therefore 5 hours behind) could join the discussion as needed.

3.3 A number of Directors present further requested to amend the agenda to move discussion about Certification to the second day of the Board Meeting so that Andrew Nicholson, the Industry Pillar representative at the Certification Working Group (WG), could be present. The reason for this was also to have sufficient time to dedicate to this important issue.

3.4 **The Board unanimously approved modification of the agenda to move discussions on Certification to the second day, and to make arrangements for the participation of Alan Donohue, Meg Roggensack, and Mike Posner by telephone on key matters.**

4. REVIEW AND APPROVAL OF MINUTES FROM DECEMBER BOARD MEETING

4.1 **The Board unanimously approved the draft minutes from the December meeting that had been distributed prior to the meeting.**

5. UPDATE FROM THE SECRETARIAT REGARDING ADMINISTRATIVE MATTERS

5.1 The Executive Director briefed the Board of Directors about the following administrative matters relating to the functioning of the Secretariat and Association:

- New Office Manager. Following an extensive selection process, a new Office Manager, Helen von Dadelszen, has been identified. An employment offer has been made and accepted, and Ms. von Dadelszen is expected to start work on 13 April, 2015. In accordance with the agreement previously made with DCAF relating to the Office Manager position, Ms. von Dadelszen will be formally employed by DCAF until 30 September, 2015, at which time the ICoCA intends to enter into a new contract with her (assuming satisfactory

performance). The Director highlighted the increase in administrative capacity of the ICoCA that the new Office Manager will bring.

- <u>Office Location</u>. The Executive Director informed the Board that, based on the most recent information available through DCAF, the Association will be able to remain in its current offices at the World Meteorological Organisation (WMO) Building at least though the end of September 2015.

- <u>Financial Audit</u>. The Executive Director informed the Board that PWC, the external auditor, will be conducting its annual audit of the ICoCA's finances in early April. Once that progress is finalised, and the transition is made to a new budget and financial format, the Secretariat will present audited 2013-2014 finances and a complete 2015 budget to the Board.

- <u>Registration of the ICoCA with the Geneva Registry of Commerce</u>. The Executive Director reviewed the reasons registration of the ICoCA with the Geneva Registry of Commerce is necessary, including that it will enable the ICoCA to open a credit card, establish social insurance policies for its personnel, and more easily enter into contracts with vendors and suppliers. The Executive Director further noted the prior direction of the General Assembly to complete such registration, and reviewed the work that had been done through outside counsel to prepare the necessary submissions. Finally, the Executive Director requested the assistance and cooperation of all Directors in preparing and executing required instruments.

- <u>Future Board Meetings</u>. The Executive Director proposed future meetings for the 2015 Calendar Year as follows:

> Q2 2015 Board Meeting: 30 and 1 July;
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> Q3 2015 Board Meeting: 7 and 9 October;
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> Annual General Assembly: 8 October;
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> Q4 2015 Board Meeting: 8 and 9 December;
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> Q1 2016 Board Meeting: March 8 and 9.

The Directors discussed availability on the proposed dates and agreed to respond to the Secretariat via e-mail regarding their availability so that future dates could be announced.

6. RE-ALIGNMENT OF COMMITTEES AND WORKING GROUPS

6.1 The Executive Director presented a proposed structure for Working Groups and Committees, and the Board discussed the functions of each. **The Board agreed to respond to the Secretariat regarding how each pillar wanted to populate the committees and working groups. Upon receipt of that information, the Secretariat will forward a re-aligned Committee and Working Group structure and proposed dates for each to next confer (see attached Annex 1).**

7. REVIEW OF TRANSITIONAL MEMBERSHIP APPLICATIONS

7.1 The Executive Director reviewed the requirement, imposed by virtue of the Association Membership Requirements, that all Private Security Companies (including those previously given Transitional Member status) apply for confirmation of their membership according to the procedures provided in the Association Membership Requirements document.

7.2 In accordance with paragraph 5.4 of Part 2 (Private Security Company Members) of the Association Membership Requirements, the Secretariat provided a summary of the applications received to the Board for review and approval.

7.3 In recognition of the confidentiality of membership information, the Board discussed the applications in Executive Session. While the particulars of these discussions are not recorded in these minutes, the Board directed the Secretariat to follow up with all applicants directly to let them know if additional information was requested by the Board.

7.4 **The Board voted to confirm Transitional Membership, with or without conditions, to certain Private Security Companies**. *As per the Board resolution on 30 June 2015, the lists of companies considered and confirmed for Transitional Membership have been removed from these Board minutes. The ICoCA website remains the sole record of those companies who are members in good standing of the Association.* The Secretariat will follow up with the Applicants to ensure that any amendments required to be granted Transitional Membership are fulfilled.

7.5 The Executive Director asked the Board to consider an expedited procedure to consider application summaries. **The Board discussed the proposal and resolved that they will review and approve future incoming applications via e-mail vote, in between board meetings, in small groups in order to enable faster processing of applications.**

8. **CERTIFICATION**

8.1 The Board met in separate pillar and Working Group meetings to discuss matters relating to the development of Certification Procedures as required under Article 11 and the steps leading towards finalizing a Certification Procedure for proposal to the General Assembly.

8.2 Following separate meetings and discussions, the members of the Certification Working Group presented draft documents to the full Board, outlining both proposed certification procedures and specific proposals concerning ANSI/ASIS PSC.1-2012 ("PSC.1"), including the following:

- An amended Concept Paper for transition into a Certification Procedure document;
- Proposed draft "additional information" for PSC.1; and
- extensive discussions concerning proposals for Certification arising out of the divided up to carry out discussions about Association's certification mechanism. The Members of the WG on Reporting, Monitoring and Assessing Performance also met to carry out conversations about next steps to be taken to develop the mechanism.

8.3 The CSO representatives stated that they were prepared to support the proposed Certification procedure as outlined, but needed to receive confirmation from the other pillars that the principles and powers outlined in the ICoC and Articles of Association for the ICoCA to conduct independent oversight of the Code and its implementation would be respected in the development of subsequent procedures (including those relating to Articles 12 and 13).

8.4 **The Board resolved and directed that:**

- **the Secretariat should assemble revised versions of the proposed certification and additional information documents and distribute them to the Certification Working Group by March 19;**

- **thereafter, the Certification Working Group should discuss the proposed documents and make the necessary edits in order to present all proposed Certification Procedure documents to the full Board by March 26; and**
- **the Board of Directors would discuss, and confer with their respective pillar Members concerning the proposed Certification Procedure, and would thereafter seek to consolidate comments and proposed amendments into a final draft Certification Procedure for submission to the General Assembly for vote as soon as possible thereafter.**

9. COMMUNICATIONS AND OUTREACH

9.1 The Chairman noted that the ICoCA had been invited to address the Annual Plenary of the Voluntary Principles on Security and Human Rights in London on 17 March. The Board requested that Board Directors who had attended the Annual Plenary last year meet with the Executive Director to provide feedback from that meeting in order to assist with the preparation of remarks for this event.

10. CLOSING OF THE MEETING

10.1 The Chairman noted the agreement to close the meeting by 15:30, given various Directors' travel requirements, and closed the meeting at 15:35.

ICoCA Board of Directors
Proposed 2015-2016 Committee and Working Group Structure

Committee	Members (c) - Chairperson	Terms of Reference	Targets	Proposed Meeting
Executive/ Personnel	(c) Rémy Friedmann Chris Sanderson Meg Roggensack	• Oversight of Executive Director and Secretariat; • Oversight and approval of Secretariat staffing and other HR matters • Oversight of ICoCA relationship with external bodies;	• Exec Director performance assessment benchmarks • 2015-2016 Strategic Plan • Staffing plan 2015-2016	• May 11
Audit/Finance	Bertil Roth (c) Andy Nicholson Mike Posner	• Oversight of ICoCA Finances • Review of external audit • Prepare draft budget for approval by the full Board	• Review 2014 External Audit Report • Develop 2015 Draft Budget • Develop 2015 Funding Strategy	• May 22
Legal	(c) Chuck Tucker Alan Donohue Amol Mehra	• Oversight of legal status of ICoCA • Develop internal regulations • Oversee potential legal actions • Oversee status of ICoCA Privileges and Immunities	• Registration of ICoCA with Geneva Registry of Commerce • Prepare oversight agreement with Swiss government on privileges and immunities etc.	• May 13
Communication	Sophia Willets-King Mark Knight (c) Aly Sagne	• Annual Report • Communications/Outreach Plan • Review and approval of PR and external messaging materials	• Preparation of 2014 Annual Report • 2015 Communications and Outreach Plan	• May 18

International Code of Conduct Association

WG	Members	Scope	Targets	Proposed Meeting
Certification	**Andy Nicholson Amol Mehra Sophia Willits-King**	• **Development and Oversight of ICoCA Certification Procedures (Article 11)** • **Core Members of ICoCA Certification Committee**	• **Certification Procedure** • **Recognition Statement for PSC.1 (with additional information)** • **Analysis of ISO/PAS 28007** • **Analysis of ISO 18788**	• **April 27**
Reporting, Monitoring & Performance Assessment	**Mark Knight Meg Roggensack Rémy Friedmann**	• **Development and Oversight of ICoCA Article 12 Functions**	• **Development of Reporting structure & timeline** • **Development of Monitoring procedures and staffing plan**	• **May 6**
Grievance	**Chris Sanderson Aly Sagne Bertil Roth**	• **Development of ICoCA Article 13 Functions**	• **Develop Grievance procedures**	• **TBD**
Membership	**Alan Donohue Mike Posner Chuck Tucker**	• **Oversight of Membership Decisions** • **Development of Assessment of Performance Function (Article 12)**	• **Review and recommend revisions to ICoCA application process (esp. regarding Interim Membership)** • **Develop Member performance-related procedures**	• **May 20**