

# ICoCA Board Meeting - Minutes

## 10 – 12 February 2014

---

### **PARTICIPANTS**

#### **Present (Board):**

- Mark DeWitt (MD)
- Tricia Feeney (TF)
- Rémy Friedmann (alternate Jean-Philippe Tissières) (RF)
- Mark Knight (MK)
- Amol Mehra (AM)
- Andrew Nicholson (AN)
- Bertil Roth (BR)
- Chris Sanderson (CS)
- Aly Sagne (AS)
- Jean-Philippe Tissières (JPT)
- Chuck Tucker (CT)
- Ryder Thomas (alternate Peter Gooderham) (RT)

#### **Present (DCAF –Secretariat)**

- Anne-Marie Buzatu (AB)
- Audrey Olivier Muralt (AO)
- Nelleke van Amstel (NVA)

#### **Absent with apology:**

- Peter Gooderham (PG)
- Leonardo Gonzalez Perafan (LG)
- Andrew Nicholson (AN) – on 12 February

### **AGENDA POINTS**

1. **Financial issues**
2. **Governance issues**
3. **Communication issues**
4. **Human resources**
5. **Procedures for membership & observer criteria**
6. **Maritime Updates**
7. **ICoCA participation in ISO process**
8. **Immunities**
9. **Procedures: certification and reporting**
10. **Advisory Forum, committees and consultants**
11. **AOB**

## **1. FINANCIAL ISSUES**

### **1.1 Review of Financial Condition**

DCAF provided the Board with an overview of the current financial condition of the Association. Some government contributions have been received, and the industry members joining fees are being collected.

### **1.2 Accounting Procedures/Board travel**

The Board discussed the processing of expense reports for Board travel. The Finance WG will review the current financial procedures for any necessary changes.

## **2. GOVERNANCE ISSUES**

### **2.1 Voting on membership criteria**

The process for conducting a General Assembly vote on the Membership Criteria was discussed. It was decided that the GA vote would be virtual, and appropriate voting instructions will be drafted to circulate with the Membership Criteria. Each pillar may conduct a telephone Q&A session within its pillar prior to a vote. The materials for voting will be distributed on or before March 20, 2014.

### **2.2 Antitrust regulation**

A draft antitrust regulation was shared amongst the Board. This regulation was proposed by the Association's counsel before the Association's launch and was suggested as a good practice to ensure compliance with Swiss law. The Board noted possible changes to the document to reflect the nature of the ICoCA, and the draft was referred to the Legal WG for additional discussions to finalise it.

### **2.3 Geneva Trade Registry**

The Board was informed that the Association's registration with the Geneva Trade Registry was filed and that a decision is pending.

## **3. COMMUNICATIONS**

### **3.1 Association logo**

A proposed logo for the Association was discussed. Comments on the logo were gathered and a second version will be produced for final approval. There will be two different versions of the logo: one logo for official communications from the ICoCA and one logo for Members. Members who have paid the joining fee will be provided with their logos around the time that the Membership Criteria are distributed for voting on March 20, 2014.

### **3.2 Website**

A designer is being contracted to revamp the current website.. Translation into French and Spanish deemed necessary for static communication. The communication WG will be asked to test the website. Launch planned for April / May 2014.

### **3.3 Outreach**

There are several upcoming events with possibility for ICoCA involvement or side events. Briefing note to be developed which will be used in outreach events (including for non-state clients) by the WG on Communications. When Executive Director is hired he /she will be the ICoCA representative in outreach events.

### **3.4 Official communications**

The Chairperson is to sign official communications until Executive Director is on board. WG on communications to consider review process for official communications.

### **3.5 Benefits/advantages for Members**

FAQs on ICoCA and ICoC targeting all stakeholder groups are to be drafted by WG on communications, setting out the advantages and benefits of becoming a Member.

## **4. HUMAN RESOURCES**

### **4.1 Executive Director Recruitment**

Following the selection process a candidate was identified and unanimously endorsed by the Board. The HR WG will send a formal offer with the proposed package that was discussed and agreed by the Board. Administrative arrangements including working permit formalities will be undertaken..

### **4.2 Office Manager**

Recruitment is underway and Board will be updated in due course on candidate and starting date.

## **5. PROCEDURES FOR MEMBERSHIP AND OBSERVER CRITERIA**

### **5.1 Updated Membership Criteria**

Updated versions of the Membership Criteria documents were presented for each Pillar. Wording and terminology to be further refined and edited. Two Board Members (one from CSO Pillar and one from PSC Pillar) to work on and review the new draft of the criteria/requirements document to ensure consistency and coherence on the overall document. A final draft to be circulated to Board within two weeks.

### **5.2 Observers**

Observer criteria were also updated and consented to by the Board. A decision was taken to waive fees for certain organizations and other actors who are specifically invited to become an observer.

## **6. MARITIME UPDATES**

### **6.1 Update from WG on Maritime Issues**

Discussions with major oil and gas companies are to be held in March 2014 on advantages of ICoC in their procurement policies. Origins of Maritime and security challenges and development of ISO PAS 28007 were presented. Main concerns of CSO Pillar in relation to ISO PAS 28007 were raised and a thorough assessment of the latter should be conducted. A consultant is to be identified by the WG on Maritime Issues and assessment to be concluded within next 2-3 months. Possible financial contribution from UK FCO at the end of April towards assessment costs.

## **7. ICoCA PARTICIPATION IN THE ISO PROCESS**

### **7.1 Briefing on the ISO Process**

A formal application was submitted to the ISO Board requesting Liaison Organisation status for the ICoCA. Decision is pending. If accepted, ICoCA will be able to provide inputs into the content of the future ISO standard.

## **8. IMMUNITIES**

### **8.1 Update on the status of Immunities & Privileges**

The official request for immunities and privileges will be re-drafted following some questions raised by Swiss Government. This will be circulated to the Board when finalized before sending formal application to the Swiss authorities (which will be done in French and signed on behalf of the Board by MK).

## **9. PROCEDURES: CERTIFICATION**

### **9.1 Certification**

The Board has identified ANSI PSC.1-2012 and ISO 28000/PAS 28007 as the first two standards to be assessed for recognition in accordance with Article 11 of the ICoCA Articles of Association. This assessment will include specifying in accordance with Article 11.2.1 any additional information relevant to the human rights and humanitarian impacts of operations necessary for assessing whether a company's systems and policies meet the requirements of the Code. The goal is to have these assessments completed in the next 60 to 90 days following the Board meeting (Late May 2014).

## **10. ADVISORY FORUM, COMMITTEES AND CONSULTANTS**

### **10.1 Montreux Advisory Forum**

During the Montreux +5 conference it was identified that there is a need for a Forum to ensure more regular support for the Initiative. This will be discussed further during meeting amongst Montreux Document states representatives on 27 February 2014 in which DCAF will participate and update the Board on outcome of discussions.

### **10.2 Advisory Committee**

It was decided that there would not be a formalization of advisory committees at this stage but that a list of experts would be assembled.

### **11. AOB**

The next face to face Board meeting to be held in June and will most likely be held in Geneva.