



Reference: K.221.244-PMSC-RON

The International Code of Conduct for Private Security Service Providers (ICoC) Framework for the Steering Committee

Pursuant to Part C of the International Code of Conduct for Private Security Service Providers (“ICoC”), this document describes the creation and operation of the steering committee (the “Committee”) charged with developing and documenting the initial arrangements for an independent governance and oversight mechanism, including by-laws or a charter that outlines mandate and governing policies for the mechanism (herein referred to as the “Mechanism”).

1.0 Nature of the Committee

- 1.1 The Committee has no legal personality, and participation in the Committee pursuant to this Framework does not create or give rise to any legal rights or responsibilities for the Participants (as defined below).
- 1.2 Participants and Auxiliary Members consult with all stakeholders throughout so that the views of interested stakeholders inform the Committee’s work. The Committee is to operate with transparency in respect to governments, participating civil society organizations, and Signatory Companies. In addition, the Committee is to provide for three formal 15-day consultation periods prior to the completion of each of the three products described in Paragraph 11 of the Code.

2.0 Composition and Operation of the Committee

The Committee consists of three Participants and one Auxiliary Member from each of three stakeholder groups: governments, companies, and civil society organizations. With respect to the composition and operation of the Committee, the Participants understand as follows:

- 2.1 Each of the three stakeholder groups selects either individual or institutional Participants and an Auxiliary Member and is responsible for making its selections known to the Convener. In the case of an institution being identified as a Participant or Auxiliary Member, that institution designates a permanent representative to hold the institution’s seat as Participant or Auxiliary Member. Each Participant and Auxiliary Member is expected to serve until November 2011 or until a more permanent organization is established, subject to the terms of paragraph 2.6.
- 2.2 Participants are expected to invest sufficient time and resources, and to work collaboratively, to achieve the goals of the Committee. Should a Participant become incapable of fulfilling this function, the relevant stakeholder group is expected to identify a replacement Participant for that open seat as soon as possible. Should a permanent representative from an institution become incapable of fulfilling this function, the institution is expected to identify a replacement Participant for that open seat as soon as possible. Participation in the Committee does not create or give rise to any legal rights or responsibilities for the Participants.

- 2.3 The Swiss government serves as the Convener to the Committee. The Convener facilitates and coordinates the work of the Committee and is expected to serve until the termination of the Committee. The Convener takes minutes of each meeting and distributes the minutes to Participants via email following a meeting for approval. The Convener may consider contracting an additional facilitator for these supporting functions.
- 2.4 The Committee meets in person, through remote collaborative means (e.g., video- or teleconference), or a combination thereof, as often as necessary but in any event no less often than once per month to undertake work towards achieving the goals of the Committee. Additional meetings may be convened as necessary by the Convener or by consensus of the Committee.
- 2.5 The Committee chooses a chair by consensus prior to meetings from among the Participants and Auxiliary Members. The Participant or Auxiliary Member selected serves as chair for purposes of the meeting at which they were selected. A new chair is chosen for each meeting, rotating among the three stakeholder groups. The chair of the previous meeting, the current meeting, and the next meeting are to work closely together to ensure continuity.
- 2.6 The stakeholder groups may review the composition of the Committee in November 2011 and replace any of the Participants and Auxiliary Members they selected.
- 2.7 The Committee is to:
 - 2.7.1 encourage members of the respective stakeholder groups to provide constructive input regarding the development of a governance and oversight mechanism,
 - 2.7.2 formally consider any substantive contributions, including proposals for the structure of the mechanism, submitted by stakeholders outside the Committee, and,
 - 2.7.3 invite stakeholders or experts to meet with the Committee to assist in its work.

3.0 Responsibilities and Issues for Committee Consideration

The Committee is responsible for developing and documenting the initial arrangements for the independent governance and oversight mechanism. To work effectively towards these goals, the Participants share the following understandings:

- 3.1 The Committee is to endeavor to develop and approve the documents called for by Part C of the ICoC, which consist of the following:
 - 3.1.1 A work plan for constituting the Mechanism before the end of March 2011
 - 3.1.2 A document or set of documents—such as draft bylaws or a draft charter—that elaborate the organization of the Mechanism and its governance by the end of July 2011, to address at a minimum the following:
 - 3.1.2.1 Determining what legal status, if any, the Mechanism will have,
 - 3.1.2.2 Determining the Mechanism’s core functions;
 - 3.1.2.3 Determining the Mechanism’s governance structure;
 - 3.1.3 An operational plan before the end of November 2011.
- 3.2 In developing these documents, the Committee is to also do the following:

- 3.2.1 Periodically report to the broader stakeholder groups about Committee activities.
- 3.2.2 Address budgetary requirements for the Mechanism and consider the availability of, and sources of, funding for the operation of the Mechanism;
- 3.2.3 Consider the costs and benefits of its recommendations, which should seek to achieve a balance between the desired aim and associated cost, and consider the ability to use or leverage existing resources to meet the needs of the Mechanism and thereby avoid creating unnecessary capabilities and costs;
- 3.2.4 Propose the Mechanism's headquarters location(s) if it is determined that a physical location is required;
- 3.2.5 Evaluate approaches to integrating formally established national and/or international standards, including to ensure that they meet or exceed the ICoC principles;
- 3.2.6 Plan for the disbanding of the Committee and the establishment of the permanent organizational structure for the Mechanism.
- 3.2.7 Develop rules, in the bylaws or charter of the governing mechanism, to preclude any real or perceived conflict of interest, including without limitation rules governing the eligibility of those serving on the Committee for serving on the governing mechanism.

4.0 Convening and Decision-Making

The ICoC described the creation of the Committee to provide a focused and expedient forum for the development of the governance and oversight mechanism. Active multi-stakeholder participation, however, remains an integral part of the implementation of the ICoC. In pursuing its goals, the Committee understands as follows:

- 4.1 Official meetings of the Committee, as brought to order by the Convener, require a quorum. A simple majority of the Participants constitute a quorum, provided that at least one member from each stakeholder group is present. Participation by tele- or video-conference constitutes presence for purposes of constituting a quorum. The Convener and designated Auxiliary Members may participate *ex officio* in Committee meetings, but do not count towards the quorum.
- 4.2 The primary and preferred method of decision-making within the Committee is via consensus of all Participants present at a meeting. The Committee expects to make all decisions by consensus. When issues arise that impede consensus, the Convener may act as a facilitator to help resolve such issues. If necessary, the Committee is to consult with additional stakeholders or with outside experts or third parties to assist the Committee in arriving at decisions by consensus.
- 4.3 If, and this would be considered an exceptional circumstance, the Committee is unable to resolve a matter by consensus, the Chair may request the Convener to call for the Committee to reach a decision by vote of the Participants. If a vote becomes necessary, the Convener applies the following rules:
 - 4.3.1 Deciding whether a matter is procedural or substantive is itself a substantive matter.
 - 4.3.2 Procedural matters, such as adoption of minutes or reports or establishment of subcommittees, require a simple majority vote of Participants present for approval.
 - 4.3.3 Substantive matters, such as approval of Committee proposals or core work product, removal of a Committee member's participation in the Committee, or other key matters relevant to the establishment of the governance and

oversight mechanism, require a two-thirds majority vote of Participants present, with at least one Participant from each stakeholder group voting in favor.

- 4.4 This Framework may be amended as necessary should the Stakeholders request additional work by the Committee.
- 4.5 The Committee recognizes that its final work product is subject to affirmation and/or approval as appropriate by the stakeholder groups and is to develop rules governing such affirmation and/or approval procedures.