



International
Code of Conduct
Association

**ICoCA Q1 2020 Board Meeting
11 February 2020
Virtual**

Minutes

Present (Board)

- Fredrik Ahlén
- Ryan Berry
- Deirdre Brown
- Frédéric Chenais (Chair)
- Clifton Johnson
- Charlie Mayne
- Michael Posner
- Margaret Roggensack
- Caleb Wanga

Present (ICoCA Secretariat)

- Stéphane Coute (Project Officer)
- Alexandra Garzotto (Finance Manager and Administrative Officer)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

AGENDA POINTS

- 1. Opening of Meeting and Approval of the Agenda**
- 2. Approval of Q4 2019 Board Meeting Minutes**
- 3. 2020 ICoCA Budget**
- 4. Secretariat Quarterly Update**
- 5. ICoCA Complaints Mechanism**
- 6. 2020 Annual General Assembly Update**
- 7. Wrap Up**

1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

1.1. The Chairperson opened the meeting at 14:05 and asked the Secretariat to draw up the minutes. The Chairperson took note that each of the three stakeholder pillars was represented by at least two Board Directors and that at least eight Directors were present. The Chairperson declared that a quorum was present according to Article 7.6 of the Articles of Association (AoA), that the meeting was duly constituted and that the Board could adopt resolutions in compliance with the Articles of Association.

1.2. **The Board discussed and approved the meeting Agenda.**

2. APPROVAL OF Q4 2019 BOARD MEETING MINUTES

2.1. **The Board reviewed and approved the Q4 2019 Board Meeting Minutes.**

3. 2020 ICOCA BUDGET

3.1. The Secretariat presented the thematic priorities for 2020 and provided an overview of the forecasted revenues and expenses.

3.1.1. In presenting the expenses, the Secretariat underscored the importance of outreach and communication and of ICoCA's continued field presence, among other priorities.

3.2. The Board sought clarifications about the substantial increase in outreach and communication expenses for 2020.

3.2.1. The Secretariat explained that the increase is due to the planned redesign of ICoCA's website and to the launch of new communication campaigns celebrating the tenth anniversary of the adoption of the Code of Conduct.

3.2.2. In addition, the Secretariat indicated that it is currently drafting an Outreach and Communication Plan for 2020 and that this document will soon be submitted to the Board for review and feedback.

3.3. The Board requested the Secretariat to provide additional details on 2020 forecasted expenses and to include in the Budget 'reasonably expected revenues' to facilitate discussion and approval.

3.4. The Board enquired about the current fundraising efforts of the Association.

3.4.1. The Secretariat illustrated the current situation in terms of sought and confirmed funding. It pointed out that fundraising remains a priority for 2020.

3.4.2. Defining the nature of the support and input that the Board can provide in identifying and developing fundraising opportunities was seen as priority.

- 3.5. The Secretariat presented the details regarding Membership numbers. It was noted that there was a growth of interest from companies in joining the Association as Members or Affiliates, and that certain previously withdrawn members were re-applying to join the Association.
- 3.6. The Board discussed how to cut expenses related to Board Meetings and Annual General Assemblies.
 - 3.6.1. **The Board decided to: (1) move the Q2 2020 Board Meeting planned for May in London to Geneva and to consider new dates for it; and (2) convert the September in-person Meeting into two half-day virtual meetings.**
 - 3.6.1.1. Secretary's Note: it was subsequently decided to hold the Q2 2020 Board Meeting virtually because of Covid-19 global outbreak.
 - 3.6.2. **The Board decided to review ICoCA's policy covering expenses of Board Directors to participate in Board meetings and asked the Secretariat to include this item in the Agenda of the Q2 2020 Board Meeting for further discussion.**
 - 3.6.3. **The Board agreed with the proposal made by the Secretariat to use the 2020 Annual General Assembly (AGA) in Washington, D.C. to strengthen the Association's outreach efforts.**

4. SECRETARIAT QUARTERLY UPDATE

- 4.1. The Secretariat provided an overview of the past and planned field missions and acknowledged the UK contribution for their implementation.
 - 4.1.1. In presenting conclusions and lessons learned from the 2019 field missions, the Secretariat underscored the importance of conducting follow-up visits to the same environments and of building strategic partnerships with Member civil society organisations in country. In addition, field missions also offer favourable outreach opportunities.
- 4.2. The Board expressed appreciation for the mission reports received and agreed with the Secretariat on the importance of conducting follow-up visits.
- 4.3. The Secretariat illustrated its plan to ensure sustainability of field engagement in identified priority areas during 2020 and Q1 2021.
 - 4.3.1. The Board stressed that, while ICoCA strives to diversify and expand Membership among companies in accordance with Goal 3 of the 2019-2023 Strategic Plan, it needs to ensure that high standards are maintained by all its members and affiliates.
- 4.4. The Secretariat indicated that new ICoCA logos are currently being designed for Certified members and affiliates, and that they will soon be shared with industry Board Directors for their feedback.

5. ICoCA COMPLAINTS MECHANISM

- 5.1. The Secretariat presented to the Board the allegations recently received regarding a potential violation of the Code by one of its Member companies and proposed a course of action.
 - 5.1.1. **The Board reviewed the allegations and agreed with the proposed course of action to be implemented under the guidance of the ICoCA Complaints Committee.**
 - 5.1.2. **The Board also suggested that the Secretariat develops dedicated guidance material on the issue.**
- 5.2. The Secretariat illustrated the work of the ICoCA Complaints function since its operationalisation in 2017 and indicated the priority measures that need now to be taken to fully implement it.
 - 5.2.1. **The Board tasked the Complaints Committee with advancing ICoCA's Complaints function in accordance with the priorities identified by the Secretariat.**
- 5.3. **Ryan Berry, Joan Fontaine (on behalf of Deirdre Brown), Clifton Johnson and Caleb Wanga agreed to participate in the work of the Complaints Committee.**

6. 2020 ANNUAL GENERAL ASSEMBLY UPDATE

- 6.1. **The Board tasked the AGA Working Group with supporting the preparations for the 2020 Annual General Assembly in Washington, D.C..**
 - 6.1.1. **Board Directors Michael Posner, Margaret Roggensack, Clifton Johnson and Ryan Berry agreed to join the AGA Working Group, in addition to the ICoCA Executive Director and the Head of Communications & Outreach.**

7. WRAP UP

- 7.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q1 2020 Board Meeting, and expressed his appreciation to the ICoCA Secretariat for planning and organising it.
- 7.2. The Board and the Secretariat discussed about future planned events and coordinated participation to ensure adequate representation of ICoCA.
- 7.3. The Chairperson closed the Q1 2020 Board Meeting at 17:30.