



International  
Code of Conduct  
Association

**ICoCA Q2 2019 Board Meeting  
16-17 May 2019**

**Minutes**

**Present (Board)**

- Fredrik Ahlén
- Ryan Berry
- Deirdre Brown
- Rémy Friedmann (Chair)
- Beatrice Godefroy
- Katherine Gorove
- Josua Loots
- Michael Posner
- Margaret Roggensack
- Chris Sanderson

**Present (ICoCA Secretariat)**

- Anaïs Laigle (Project Officer)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

**Present (Observing/Supporting)**

- Susan Benda (US DoS)

## **AGENDA POINTS**

- 1. Opening of Meeting and Approval of the Agenda**
- 2. Approval of Q1 2019 2<sup>nd</sup> Virtual Board Meeting Minutes**
- 3. ICoCA 2019-2023 Strategic Plan – Financial Forecast**
- 4. ICoCA 2019-2023 Strategic Plan – Language and Content**
- 5. Fundraising**
- 6. Q3 2019 Board Meeting and 6<sup>th</sup> Annual General Assembly**
- 7. Wrap Up**
- 8. Membership Committee Meeting**

16 May 2019

## 1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

1.1. The Chairperson opened the meeting at 11:25 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 Q1 2019 2<sup>ND</sup> VIRTUAL BOARD MEETING MINUTES

2.1. **The Board reviewed and approved the Q1 2019 2<sup>nd</sup> Virtual Board Meeting Minutes.**

2.2. **The Board approved the engagement of Berney Associés Audit SA as the new external auditors of the Association. In addition, it approved: the set of financial statements, including balance sheet, profit and loss and notes to the accounts; the Swiss financial report and its notes; and the Swedish financial report and its notes.**

## 3. ICoCA 2019-2023 STRATEGIC PLAN - FINANCIAL FORECAST

3.1. The Secretariat provided the following Membership and Certification update:

3.1.1. Seven (7) Governments, thirty-two (32) Civil Society Organisations (CSOs) and eighty-five (85) Private Security Companies (PSCs) are currently Members of the Association. Nineteen (19) Member Companies have achieved ICoCA Certification. In addition, fourteen (14) applications for ICoCA industry Membership are currently under review.

3.1.2. The Secretariat recommended one (1) CSO and two (2) PSC Membership applications for Board approval.

3.2. The Executive Director provided an update on the financial situation and the fundraising efforts of the Association. He underscored the need to conduct effective fundraising to address the risk of an operating loss in 2019.

3.3. Looking at the multi-year financial forecast for the Association, the Executive Director presented several scenarios regarding the ICoCA Membership landscape post-April 2020 (which is the Transitional Membership deadline for most Transitional Members) and post-2020. These were based on both the current industry certification trends and the likely strategic orientations of the Association for 2019-2023. The Executive Director underscored that long-term stability of the ICoCA requires a diversification of funding streams.

3.4. The Executive Director recalled that a core component of ICoCA's success lies in its ability to work with its Members and key stakeholders in the security industry in-country, by carrying out visits and evaluation missions. He indicated that any additional cuts to the

current budget would essentially curtail the ability of the Association to implement activities on the ground and that further reductions in the size of the Secretariat are not advisable. Consequently, in addition to broadening the Membership base of the Association, a rigorous fundraising plan of action will be finalised, with Board involvement.

- 3.5. **The Board** discussed the Association funding model based on a limited number of donors and Membership dues, and **agreed with the Executive Director's recommendation to establish a Working Group at the Board-level for the development of a fundraising strategy** based on the objectives outlined in the ICoCA 2019-2023 Strategic Plan.

#### **4. ICoCA 2019-2023 STRATEGIC PLAN – LANGUAGE AND CONTENT**

- 4.1. The Executive Director provided an overview of the discussions of and the amendments made by the Working Group to the ICoCA 2019-2023 Strategic Plan since the Q1 2019 2<sup>nd</sup> Virtual Board Meeting.
- 4.2. **The Board discussed and approved the mission statement proposed by the Working Group. Chris Sanderson objected on the grounds that the wording proposed did not reflect closely enough the Association's Purpose as defined in the Articles of Association, and in particular that engagement in itself should not be regarded as a key component of the Mission.**
- 4.3. **The Board discussed and decided to amend Objective 1.C. and the related implementation steps as reflected in the final version of the Strategic Plan.**
- 4.4. In relation to Objective 1.C., the **Board also agreed that the ICoCA should actively encourage formal participation of companies that are eager to comply with the Code and work with them to align their government and operational standards to the Code.**

17 May 2019

#### **4. ICoCA 2019-2023 STRATEGIC PLAN – – LANGUAGE AND CONTENT (CONTINUED)**

- 4.5. **The Board discussed and approved Objective 2.A. and the related implementation steps as drafted by the Working Group.**
- 4.6. The Board discussed about the desired profile ICoCA CSO Members should have to effectively support the implementation of Objective 3.C and the broader Strategic Plan. Discussions mostly focused on two elements: 1) What type of Membership does ICoCA need to realise its mission, and what role should CSOs play in the organisation, especially with regard to monitoring and capacity building; and 2) How to better utilise the expertise of current Members while engaging with prospective ones based on the role they are expected to play, including the identification of their key areas of expertise and competencies to advance the mission of the Association. In addition, the Board discussed the proposal of the Geneva Centre for the Democratic Control of Armed Forces (DCAF) to provide support to ICoCA in the mapping and strategic reflection phase on the role and profile of CSOs.

- 4.6.1. **The Board agreed to carry out, with the support of the Secretariat, a mapping of the current Membership base to better define the role of each CSO within ICoCA as well as to guide future engagements in priority geographical areas. The Board also recommended the Secretariat to conduct similar evaluations of CSOs' profiles and areas of expertise at the moment of reviewing new applications for Membership. The Application Form should be amended accordingly to give CSOs the opportunity to illustrate what their competencies are and how they intend to support the mission of the Association.**
- 4.7. **The Board discussed and made final amendments to the Strategic Plan, including in relation to:**
  - 4.7.1. **Objective 3.A. and the need to further engage with intergovernmental organisations;**
  - 4.7.2. **Objective 3.C. and the need to continue building a strong and effective civil society pillar;**
  - 4.7.3. **Objective 4.B and the need to further promote ICoCA within the business community; and**
  - 4.7.4. **Objective 4.C and the need to strengthen the role and contribution of Observers.**
- 4.8. **The Board approved the final version of the ICoCA 2019-2023 Strategic Plan as amended at the Q2 2019 Board Meeting.**
- 4.9. **Fredrik Ahlén, Deirdre Brown and Margaret Roggensack agreed to join the existing Strategic Plan Working Group.**

## **5. FUNDRAISING**

- 5.1. **As a follow-up to the presentation of the financial forecast on 16 May, the Board further discussed the Association's short and long-term fundraising needs.**
- 5.2. **The Board discussed potential pathways for ICoCA fundraising as well as priority areas and potential donors. The Board also provided advice on how to establish long-standing relationships with donors and use those networks to which a number of Board Members have access.**
- 5.3. **The US Government Representative recused herself from any fundraising effort towards US Government entities.**
- 5.4. **The Board decided to create a Fundraising Working Group at the Board level tasked with developing and implementing a structured approach to ICoCA's fundraising efforts.**
  - 5.4.1. **Fredrik Ahlén, Beatrice Godefroy, Josua Loots and Michael Posner agreed to join the Working Group.**

## **6. Q3 2019 BOARD MEETING AND 6<sup>th</sup> ANNUAL GENERAL ASSEMBLY**

- 6.1. Following the discussions at the Q1 2<sup>nd</sup> Virtual Board meeting, the Chairperson informed the Board that under the Swiss law an Annual General Assembly (AGA) is required. The law, however, does not indicate whether the AGA should be held in-person or virtually. The Association is free to choose the best option to pursue.
  - 6.1.1. The Board expressed concern about the risk of a low attendance to a virtual AGA which would result in a failure to reach the required quorum for decision-taking.
  - 6.1.2. In light of these concerns, **the Board decided that an in-person AGA should be held in 2019** and discussed potential dates and locations for such an event, cognisant of the fact that the identified location should offer ease of access to Members and other stakeholders.
- 6.2. After considering the different options proposed, **the Board concluded that, because of logistical and cost challenges, the ICoCA 2019 AGA should be held in Geneva and opportunities for a 2020 AGA in a different location should be explored based on the financial situation of the Association.**
  - 6.2.1. **The Board asked the Secretariat to enquire as to the availability of meeting venues in Geneva around November 2019 and to propose a date for the event.**
- 6.3. **With regard to the next Board Meetings, the Board decided to hold a Q3 virtual Board Meeting around September and a Q4 in-person Board Meeting in coincidence with the 2019 AGA.**
  - 6.3.1. **The Board asked the Secretariat to propose potential dates for these Meetings.**

## 7. WRAP UP

- 7.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q2 2019 Board Meeting, and expressed his appreciation to the ICoCA Secretariat for planning and organising it as well as to the UK Foreign & Commonwealth Office (FCO) for its kind hospitality.
- 7.2. The Board thanked the Members of the Strategic Plan Working Group for the fruitful collaboration in the drafting and finalisation of the ICoCA 2019-2023 Strategic Plan.
- 7.3. The Chairperson closed the Q2 2019 Board Meeting at 16:00.

## 8. MEMBERSHIP COMMITTEE MEETING

- 8.1. The Membership Committee met after the conclusion of the Board Meeting and approved the following ICoCA Membership applications:
  - 8.1.1. Seakey Marine Limited, headquartered in Nigeria, and Nibras Company for Security and Safety, headquartered in Libya, as Member Companies; and
  - 8.1.2. The International Foundation for Protection Officers (IFPO), headquartered in the

United States, as an Observer.