



International
Code of Conduct
Association

**ICoCA Q3 2019 Board Meeting
Virtual
25 September 2019**

Minutes

Present (Board)

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

Present (ICoCA Secretariat)

- Dina Chantre (Executive & HR Assistant)
- Stephane Coute (Project Officer)
- Alexandra Garzotto (Finance Manager and Administrative Officer)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Giuseppe Scirocco (Monitoring Officer)
- Jamie Williamson (Executive Director)

Present (Observing/Supporting)

- Susan Benda (US DoS)
- Cliff Johnson (US DoS)
- Leslie Taylor (US DRL)
- Joan Fontaine (UK FCO)

AGENDA POINTS

1. Opening of Meeting and Approval of the Agenda
2. Approval of Q2 2019 Board Meeting Minutes
3. Budget, Fundraising and Secretariat Office Move
4. ICoCA Participatory Structure
5. Wrap Up

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1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

- 1.1. The Chairperson opened the meeting at 14:10 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 asked whether the preparations for the 2019 Annual-General Assembly (AGA) would be discussed during the Meeting. The Secretariat clarified that it would follow-up via email on that topic.
- 1.3. **The Board discussed and approved the Meeting Agenda.**

2. APPROVAL OF Q2 2019 BOARD MEETING MINUTES

- 2.1. **The Board reviewed and approved the Q2 2019 Board Meeting Minutes.**

3. BUDGET, FUNDRAISING AND SECRETARIAT OFFICE MOVE

- 3.1. The Secretariat informed the Board that the Association had secured a grant from the Foreign and Commonwealth Office of the Government of the United Kingdom for the implementation of field missions in six Official Development Assistance (ODA) eligible countries, and that this was an essential contribution for monitoring, outreach and awareness raising activities.
- 3.2. The Secretariat also updated the Board about additional fundraising efforts made over the last few months, the progress towards meeting the 2019 fundraising objectives and the financial expectations for next year. The Secretariat pointed out that fundraising objectives for 2020 will need to be discussed at the Executive Committee level.
- 3.3. A Board Member enquired as to the existence of a mandatory contribution for Government Members of the Association. The Secretariat clarified that, according to the Membership Requirements, such an obligation does not currently exist.
- 3.4. The Secretariat clarified that fundraising efforts had also been made towards foundations and other similar institutions, but that branding of the ICoCA remained a challenge in certain instances due to the unique multi-stakeholder nature of the initiative (in particular due to corporate and government involvement in the Association).

- 3.5. The Secretariat informed the Board that it had received a notification from the World Meteorological Organization (WMO) regarding the termination of the existing contract with the Geneva Centre for Security Sector Governance (DCAF) for the lease of the second floor (where ICoCA offices are located). The Association will need to relocate by March 2020 and searches for suitable office spaces have already started.
- 3.5.1. The Board enquired as to the financial implications of such a move, and potential alternatives to the current set-up.
- 3.5.2. The Secretariat clarified that solutions that offer flexibility in terms of size of the offices and length of the lease will be preferred and that options outside of Geneva are not currently taken into consideration.
- 3.6. The Chairperson of the Board confirmed the holding of an official ceremony for the granting of immunities and privileges under Swiss law to ICoCA in November 2019 in Bern.
- 3.6.1. Secretary's Note: On Monday 18th November, Switzerland and the Executive Director, Jamie Williamson, on behalf of ICoCA, signed in Bern an agreement on the privileges and immunities accorded to the Association in Switzerland.

4. ICOCA PARTICIPATORY STRUCTURE

- 4.1. The Secretariat presented two options to the Board for the adoption of a formal participatory structure that expands the number of private security companies adhering to the Code taking into account the characteristics of the local private security landscape, in adherence with Objective 1.C of the 2019-2023 Strategic Plan. The Secretariat pointed out that a vote on this subject was needed at the 2019 AGA.
- 4.2. The Board and the Secretariat assessed the potential financial implications of each option and the proposal to align the timeline of the new participatory structure with the ICoCA financial year.
- 4.3. The Board agreed to circulate a new proposal combining elements of both options which would insist on the importance of monitoring while not devaluing ICoCA Membership.
- 4.3.1. Secretary's Note: On Monday 21st October, the Board recommend for the creation of an 'Affiliate category', in addition to the existing Certified and Transitional Member. ICoCA Members will be called to vote thereon at the 2019 AGA (Cf. Annex A).
- 4.3.2. Secretary's Note: On Monday 21st October, the Board resolved the following:
- "In accordance with Section II (ICoCA Certification Procedure) of the Article 11 Certification Principles and Procedures, the Board determines:
1. To encourage the IAF/MLA to develop guidance for bodies operating conformity assessment and certification/auditing of the management systems of Private Security Companies against ISO 18788, PSC.1 and ISO 28007.

2. To continue to encourage governments and national accreditation bodies to develop ISO 18788, PSC.1 and ISO 28007 specific accreditation schemes, where applicable.
3. Subject to relevant National Accreditation Body rules and national regulations, to accept evidence of certification to the ICoCA recognised standards - namely ISO 18788, PSC.1 and ISO 28007 - from independent accredited certification bodies that have achieved accreditation to ISO 17021 by a national accreditation body that is a member of the International Accreditation Forum (IAF) and admitted to its multilateral agreement (MLA) and have met specified competency criteria.”

5. WRAP UP

- 5.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q3 2019 Board Meeting, and expressed his appreciation to the ICoCA Secretariat for planning and organising it.
- 5.2. The Chairperson closed the Q3 2019 Board Meeting at 17:00.

Participatory Structure (Objective 1.C., 2019-2023 Strategic Plan)

Objective

The following proposal is made to implement objective 1.C of Goal 1 of the 2019-2023 Strategic Plan of the International Code of Conduct for Private Security Service Providers' Association (ICoCA).

Goal 1 - ICoCA will build the capacity of private security companies to implement the Code of Conduct and become ICoCA Certified Members.

Objective 1.C - ICoCA will establish mechanisms to expand its influence and oversight over the provision of private security services globally.

Implementation - ICoCA will develop a formal participatory structure that expands the number of private security companies adhering to the International Code of Conduct, taking into account the characteristics of the private security landscape. In developing this structure, ICoCA will engage with all relevant stakeholders.

A. Proposal

To give effect to Objective 1.C and the rationale for its adoption as a 2019-2023 strategic objective for ICoCA, it is proposed to create an "Affiliate" category, in addition to the existing Certified and Transitional Member categories¹. Specifically:

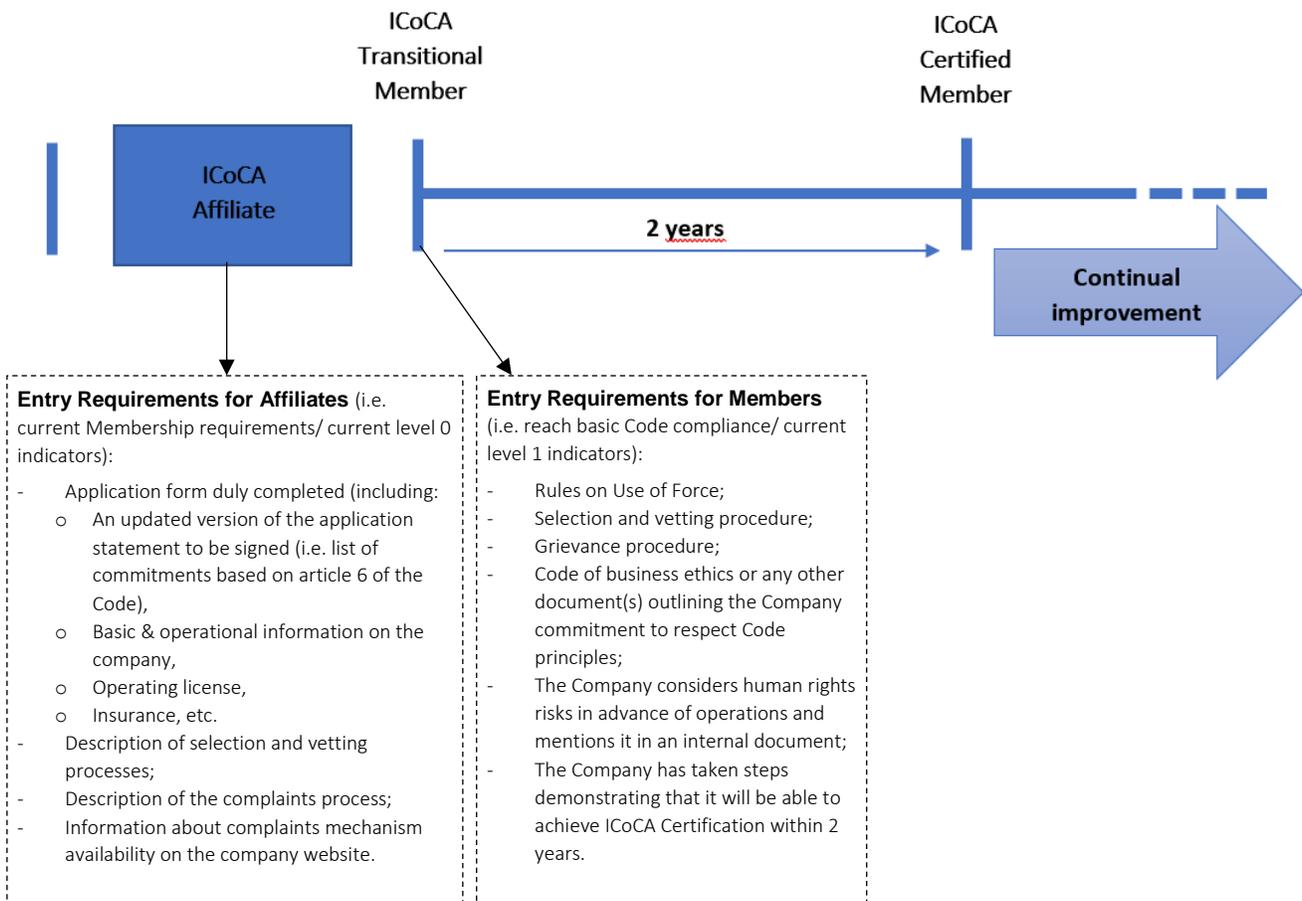
1. Affiliates will commit to operate consistently with the principles contained within the International Code of Conduct but will not be expected to meet the full requirements for Membership.
2. Affiliates will not be Members as defined in Article 3.1² of the Articles of Association and will not have voting rights.
3. Affiliates will have different entry requirements to those of Member companies, but follow similar application procedures. Candidates will provide:
 - a. A signed, modified version of the Members' Application Statement (namely, a list of commitments based on Article 6 of the Code); basic and operational information on the company, operating license details, evidence of insurance, and other related information/documents;
 - b. A description of selection and vetting processes;

¹ - ICoCA Certified Members who have achieved ICoCA Certification in accordance with the Certification Procedure;

- Transitional Members (TM) who can maintain Membership in the Association for a maximum of two years after joining ICoCA, and participate in aspects of the Association (including the Monitoring and Complaints processes), while they show effective steps towards compliance with the Code (measured through the use of procedural, outcome and performance indicators), and progress towards becoming an ICoCA Certified Member.

² AoA 3.1 "Membership in the Association shall be divided into three membership categories reflecting stakeholder pillars: the Private Security Companies and Private Security Service Providers (collectively "PSCs") pillar (hereinafter PSC pillar), the civil society organisation (CSO) pillar, and the government pillar."

- c. A description of the complaints process and information about the process on the company website.
4. Affiliates will be required to pay an annual fee, set by the Annual General Assembly.
5. Affiliates will be subject to ICoCA Monitoring, including Field Based Reviews, and the ICoCA Complaints mechanism.
6. Affiliates will be required to complete a Company Self-Assessment annually, demonstrating steps taken to operate in a manner consistent with the International Code of Conduct.
7. Affiliate status will be reviewed annually based on Company Self-Assessments and other information received by the ICoCA.
8. ICoCA will help Affiliates to improve and develop their governance and operational procedures, including through providing access to ICoCA resources and mentoring.
9. ICoCA Members will be encouraged to subcontract with other ICoCA Members and Affiliates.
10. Take-up of Affiliate status and its broader impact will be examined as part of the annual review of progress in implementation of the Strategic Plan and reported on at the Annual General Assembly.



B. Guiding Principles

The following principles guided ICoCA in the development of the proposal:

1. The participatory structure should further the ICoCA's mission of raising industry standards globally and extending its footprint of influence, focusing on complex environments.
2. A clear differentiation should be made between Member Companies and Affiliates.
3. In line with ICoCA's Vision to be the leading organisation providing governance and accountability mechanisms that ensure respect for human rights and international humanitarian law in the provision of private security services, a level of oversight of Affiliate private security companies must be ensured.
4. The proposed participatory structure should actively encourage formal participation of companies that are working towards full compliance with the Code, without diluting nor undermining the value of ICoCA Membership, or the value and importance of ICoCA Certification.

C. Consequences for current Transitional Members

In accordance with Article 3.3.1 of the Articles of Association (AoA) as currently drafted, Member companies have 2 years from 15 April 2018, or from the date of joining the Association if they joined after that date, to obtain ICoCA Certification. Article 3.3.1.2.2 also indicates that "a TM company that fails to obtain certification under Article 11 of these Articles following the 2-year period described in section 3.3.1.2 shall lose its status of a Member company until such time as it obtains certification under Article 11 of these Articles."

Accordingly, the following is proposed:

1. Any Transitional Member that pays its dues for 2020 will continue to be a Transitional Member until 31 December 2020, unless that company becomes an ICoCA Certified Member. This will align the membership term with ICoCA's financial year. The terms of all other Transitional Members will be similarly aligned with ICoCA's financial year.
2. The status of a company as a Transitional Member expires on 31 December 2020 if the company has held that status for two (2) or more years as of 1 November 2020.
3. Those Transitional Members that have had the Transitional Member status for two (2) or more years as of 1 November 2020 but have not obtained third-party certification are eligible for the Affiliate status if such companies show that they have completed the latest Company Self-Assessment and continue to commit to operating consistent with the principles of the Code.
4. After one (1) year a company whose status shifted from Transitional Member to Affiliate is eligible to re-apply to become a Transitional Member if the company demonstrates that it has taken sufficient steps to address the shortcomings that previously prevented it from achieving ICoCA Certification. That company may also choose to remain an Affiliate.

D. Communication

The Secretariat will integrate communication on the “participatory structure” into the overall ICoCA Communication strategy, including by defining how to differentiate the categories of companies and related communication materials and platforms.