



International
Code of Conduct
Association

**ICoCA Q4 2019 Board Meeting
20 & 22 November 2019
Geneva**

Minutes

Present (Board) on 20 November 2019:

Board

- Fredrik Ahlén
- Deirdre Brown
- Rémy Friedmann (Chair)
- Béatrice Godefroy
- Katherine Gorove
- Charlie Mayne
- Margaret Roggensack
- Chris Sanderson

ICoCA Secretariat

- Stéphane Coute (Project Officer)
- Alexandra Garzotto (Finance Manager and Administrative Officer)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Jamie Williamson (Executive Director)

Observing/Supporting

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

Present (Board) on 22 November 2019:

Board

- Fredrik Ahlén
- Ryan Berry
- Deirdre Brown
- Frédéric Chenais (appointed as Chair)
- Béatrice Godefroy
- Cliff Johnson
- Charlie Mayne
- Margaret Roggensack
- Caleb Wanga

ICoCA Secretariat

- Dina Chantre (Executive & HR Assistant)
- Déanna Clarke-Campbell (Inter)
- Stéphane Coute (Project Officer)
- Christopher Galvin (Head of Communications & Outreach)
- Alexandra Garzotto (Finance Manager and Administrative Officer)
- Anaïs Laigle (Project Officer)
- Gina Menghini (Project Officer)
- Jamie Williamson (Executive Director)

Observing/Supporting

- Susan Benda (US DoS)
- Joan Fontaine (UK FCO)
- Katherine Gorove (US DoS)
- Leslie Taylor (US DoS)

AGENDA POINTS

- 1. Opening of Meeting and Approval of the Agenda (20 November 2019)**
- 2. Approval of Q3 2019 Board Meeting Minutes**
- 3. Secretariat Updates**
- 4. Introduction of new Board Members (22 November 2019)**
- 5. ICoCA 2019 Annual General Assembly**
- 6. 2020 Budget & Quarterly priorities**
- 7. 2020 Board Meetings and Annual General Assembly**
- 8. Wrap Up**
- 9. Membership Committee Meeting**

20 November 2019

1. OPENING OF MEETING AND APPROVAL OF THE AGENDA

- 1.1. The Chairperson opened the meeting at 09:40 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 Chairperson announced that 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.
- 1.3. **The Board discussed and approved the meeting Agenda.**

2. APPROVAL OF Q3 2019 BOARD MEETING MINUTES

- 2.1. The Board reviewed the Q3 2019 Board Meeting Minutes, with the addition of two Secretary's notes in point 4.3 reflecting decisions taken as a follow-up to the Q3 Board meeting.
- 2.2. The Board requested the Secretariat to apply some additional minor changes to clarify the minutes, and to add an annex reflecting the proposal by the Board to introduce an Affiliate category.
- 2.3. The Board also requested the Secretariat to reflect the signature of the privileges and immunities by adding a Secretary's note in point 3.6.
- 2.4. **The Board approved the Q3 2019 Board Meeting Minutes subject to proposed above-mentioned amendments.**

3. SECRETARIAT UPDATES

- 3.1. The Secretariat provided an update on the 2019 Company Self-Assessment (CSA), including a general overview of the responses received.
- 3.2. The Board discussed the results and took note that a small number of companies did not submit their CSA. As an exceptional decision due to being the first CSA, the Board decided to **give them until December 31, 2019 to complete their CSA. Non-submission of the CSA by that date will however result in immediate termination of their Membership.**
- 3.3. The Board also requested the Secretariat to clearly communicate the process next year, which will include termination as a consequence of non-submission of the CSA. The Board also agreed not to align the deadline for submission with the financial year but instead to keep it at the end of September as an incentive for companies not to lose part of their Membership dues in case they would not submit their CSA and would be terminated.

- 3.4. The Secretariat provided an update on the Association's engagement with and towards the CSO pillar, and proposed potential areas for improvement.
- 3.5. The Board discussed those areas for improvement which included working to build partnerships to enable strategic engagement, and to have support and advocates in the field. The Board took note of the essential nature of the work to be done with and towards the CSO pillar in the lead up and as a follow-up to the 2019 AGA.
- 3.6. The Executive Director also provided an update on the field missions of the last quarter in Iraq and in East Africa, and informed the Board about the Secretariat's office relocation to be finalised by mid-March 2020.
- 3.7. The Executive Director presented the programme of the upcoming 2019 AGA to the Board, as well as his presentation on the Annual Report for the current year.
- 3.8. The Secretariat provided an update on the financial situation for 2019, highlighting stability between expenses and revenues. The Board asked some follow-up questions.

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4. INTRODUCTION OF NEW BOARD MEMBERS

- 4.1. The Executive Director opened the second day of the meeting at 09:06 and welcomed the new Board Directors, including newly elected Board Directors Mr. Caleb Wanga (CSO) and Mr. David Hornus (Industry 'UK/Europe', not present), re-elected Board Director Mr. Charlie Mayne (Industry 'Rest of the World') and new representatives of the Swiss Federal Department of Foreign Affairs Mr. Frédéric Chenais and of United States' Department of State Mr. Cliff Johnson.
- 4.2. New and existing Board Directors introduced themselves.
- 4.3. **The Board discussed and approved the election of Mr. Frédéric Chenais (Switzerland) as the Chairperson of the Board**, and commended Switzerland's leadership in this initiative.

5. ICOCA 2019 ANNUAL GENERAL ASSEMBLY

- 5.1. The Board discussed the 2019 Annual General Assembly that took place on 20 afternoon (pre-AGA workshop on 'Future Security Trends' and cocktail) and 21 November 2019, including feedbacks and observations, lessons learned and potential areas for improvement in terms of organisation and content.
- 5.2. The Board also discussed looking at whether ICoCA can be in the forefront in reflecting on future trends that companies will have to face such as cyber and technology and connecting this with security on the ground. This would involve potentially tasking CSO's to explore future trends and challenges with Academia.

- 5.3. In terms of communication, Christopher Galvin, highlighted the use of webinars and short video clips to share interviews and other interesting for promotion on the ICoCA website. He mentioned that ICoCA will seek to invest in basic IT tools such as updating the website, provide information pieces (to promote field missions which has grown from 200 visits to an earmarked 3000 visits overall) and communications in general. Case studies were also discussed, with a particular emphasis on Members' positive stories.

6. 2020 BUDGET & QUARTERLY PRIORITIES

- 6.1. The Secretariat provided an update on the proposed 2020 budget and financial forecast for the Association. The budget is conservative, with a 5% increase and has been set in light of the invoicing of the 2020 Industry Membership dues.
- 6.2. The Board discussed the proposed 2020 budget, which will be discussed in more detail at the Q1 2020 Board meeting, including the breakdown of costs. Board costs (CHF 38,000) were particularly discussed. **The Secretariat to provide a full breakdown of the budget before the next Board meeting, including regarding Board costs.**
- 6.3. The Board expressed interest in further discussing Board and AGA expenses in 2020, as well as the structure of Observer fees. The discussion included identifying some cost-saving measures. The Board agreed to have more virtual Board meetings to save on costs.
- 6.4. The Executive Director provided an overview of the priorities for the Secretariat in the first quarter of 2020, including the introduction of the new Affiliate category, field missions in Guatemala, Honduras and Democratic Republic of Congo, strengthened CSO engagement, roll-out of the 2019 CSA analysis, IT priorities and upgrades and relocation of the Secretariat's office.
- 6.5. The Board discussed those priorities and highlighted that Client outreach had to be an essential part of the Secretariat's work in 2020, which could be achieved including through additional outreach and more conversations with Observers.

7. 2020 BOARD MEETINGS AND ANNUAL GENERAL ASSEMBLY

- 7.1. The Board considered different dates for Board meetings in 2020 and for the Seventh ICoCA Annual General Assembly.
- 7.2. The Board discussed the possibility to hold the next AGA outside of Geneva. In doing so, it discussed whether there was a real added-value of attaching the AGA to the UN Forum on Business and Human Rights.
- 7.3. The Board **decided to have five meetings in 2020: a Q1 virtual meeting in early February on budgetary issues; a Q2 in-person meeting -possibly tied to the ISOA/SCEG Conference- early May in London and a Q2 virtual meeting at the end of June; a Q3 in-person meeting in September in Geneva; and a Q4 virtual meeting in October.**

- 7.4. The Board also **decided to make early inquiries to determine the feasibility to hold the Seventh AGA in Washington, D.C. in November 2020.**
- 7.5. The Board discussed and **agreed on the composition of the Board's five work committees:**
 - 7.5.1. Executive Committee: Frédéric Chenais, Charlie Mayne, Meg Roggensack.
 - 7.5.2. Operations Committee: Frédéric Chenais, Béatrice Godefroy, Cliff Johnson, Charlie Mayne, Mike Posner/Meg Roggensack (TBC), David Hornus (TBC).
 - 7.5.3. Complaints Committee: Ryan Berry, Joan Fontaine (on behalf of Deirdre Brown), Cliff Johnson, Caleb Wanga, Mike Posner (TBC).
 - 7.5.4. Fundraising Committee: Fredrik Ahlén, Frédéric Chenais, Béatrice Godefroy.
 - 7.5.5. Membership Committee: Ryan Berry, Deirdre Brown, Caleb Wanga.

8. WRAP UP

- 8.1. The Chairperson provided a summary of the main points discussed and the decisions taken at the Q4 2019 Board Meeting.
- 8.2. The Executive Director expressed his appreciation to the Board for their support and participation at the AGA.
- 8.3. The Chairperson closed the Q4 2019 Board Meeting at 13:00.

9. MEMBERSHIP COMMITTEE MEETING

- 9.1. The Membership Committee met after the conclusion of the Board Meeting and approved the ICoCA Membership application of Integrated Security Services Inc., headquartered in Guyana.
- 9.2. The Membership Committee also discussed and approved the 2020 Observer fees.