



**ICoCA Q1 2018 Board Meeting**  
**London, United Kingdom**  
**11 & 12 January 2018**

**Minutes**

**Present (Board)**

- John Davies
- Ryan Berry
- Rémy Friedmann (Chair)
- Katherine Gorove
- Josua Loots
- Charlie Mayne
- Amol Mehra (11 January only)
- Michael Posner
- Margaret Roggensack
- Chris Sanderson
- Joanna Vallat
- Jonas Westerlund

**Present (ICoCA Secretariat)**

- Jamie Williamson (Executive Director)
- Molly Gray (Law and Policy Manager)
- Gina Menghini (Project Officer)

**Present (Observing/Supporting)**

- Chris Mayer (U.S. Department of Defense)
- David Corlett (UK Government)

**AGENDA POINTS**

- 1. Opening of Meeting and Discussion of Agenda**
- 2. Approval of Agenda**
- 3. Approval of Q3 Minutes and AGA Minutes**
- 4. Secretariat Quarterly Update**
- 5. Committee Membership**
- 6. 2017 and 2018 Budget**
- 7. Strategic plan and 2018 priorities**
- 8. Pillar plans of action**
- 9. Cont. Committee Membership**
- 10. Executive Session**
- 11. Committee responsibilities and Board modalities**
- 12. Wrap up**

11 January 2018

## 1. OPENING OF MEETING AND DISCUSSION OF AGENDA

- 1.1. The Chairman opened the meeting at 10.00AM and asked the Project Officer to draw up the minutes. The Chairman took note that each of the three stakeholder pillars was represented by at least two Board Directors and that at least 8 Directors were present, and 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 Chairman thanked the Secretariat for planning and coordinating the meeting and introduced Mr. Michael K. Addo, Director of the Law Program of the University of Notre Dame in London and Member of the UN Business and Human Rights Working Group. The Chairman thanked Mr. Addo and the University of Notre Dame for generously providing conference space for the first day of the Board meeting and welcomed remarks from Mr. Addo.

## 2. APPROVAL OF AGENDA

- 2.1. *The Board reviewed and approved the meeting agenda.*

## 3. APPROVAL OF Q3 MINUTES AND 2017 AGA MINUTES

- 3.1. *The Board reviewed and approved the Q3 Board meeting Minutes.*
- 3.2. *The Board reviewed and approved the 2017 AGA Minutes.*
- 3.3. The Executive Director informed the Board that the Secretariat continues to increase the timeliness of publishing meeting Minutes and the attention to identified and agreed Secretariat and Board action points.

## 4. SECRETARIAT QUARTERLY UPDATE

- 4.1. The Executive Director introduced the Secretariat's Quarterly Update for the last quarter of 2018 (October – December) and thanked the Secretariat for the extensive work during the past year. The Chairman added the Board's thanks to the Executive Director and Secretariat for their hard work during the past months.
- 4.2. The Executive Director began with an update on the Secretariat's outreach efforts over the last quarter. He recalled the Association's Communications and Outreach Strategy approved by the Board in June 2017, and the objective to "increase the number of clients of private security services who recognise ICoCA Membership and Certification as a key factor in their procurement decisions." The Board reiterated that outreach to potential government ICoCA Members should also remain a priority and **asked the Secretariat to recirculate the Communications and Outreach Strategy.**
- 4.3. The Law and Policy Manager updated the Board on new references to the Code and Association in various legislative and procurement documents, notably ICoCA's submission to the public comment process on the World Bank's Environmental and

Social Framework (ESF) Draft Guidance Notes for Borrowers, the 2026 FIFA World Cup bidding requirements guidance, the draft Explanatory Statement accompanying the draft 2018 U.S. Department of Defense (DoD) Appropriations Bill, and the Committee Report accompanying the draft 2018 U.S. Department of State, Foreign Operations and Related Programs Appropriations Bill.

- 4.4. The Executive Director provided updates on ICoCA membership and the Secretariat's ongoing efforts to review new applications. ICoCA membership currently stands at twenty-two (22) CSO members, seven (7) Member Governments and ninety-six (96) Member companies. Twenty-six (26) membership applications are currently under review, while three (3) were approved since the last Board Meeting in October and **additional three (3) were approved at this Board Meeting**. Of the 96 Member companies, ten (10) are ICoCA Certified and another one (1) was to be recommended for ICoCA Certification at this Board Meeting. Considering both approved and new applications, the Industry pillar of the Association now covers thirty-four (34) different HQ countries, with operations in a larger number of contexts.
- 4.5. As a follow up to the Q3 2017 Board Meeting action point, during the last quarter of 2017, the Secretariat had endeavored to identify the reasons for which member companies had left the Association in 2016 and 2017. The Board discussed some of the preliminary findings, noting the need to continue to identify reasons that could trigger leaving the Association, as well as the complexity of the PSC market and the dynamics of the Maritime Security Industry. This engagement with former member companies provided important feedback to the Secretariat as it looks to continually improve support provided to Members.
- 4.6. The Board recognized the need to increase the geographical membership of CSOs and governments. The Board discussed the requirements of article 3.3.2 of the Articles of Association, and whether these should be revisited
- 4.7. The Secretariat recommended one (1) certification application for approval at the Board Meeting: SOC. **The Board approved the certification application recommended by the Secretariat.**
- 4.8. The Board discussed ICoCA certification and its relationship with Certification Bodies. The Executive Director reiterated the Association's complementary approach in relation to the work of Certification Bodies. It was further explained that the Secretariat is continuing its consultations with them as well as with accreditation bodies in order to further assess existing certification options for companies, challenges faced in achieving certification and how access to ICoCA certification can be improved. The Executive Director explained that one of the Association's objectives is to work closely with companies to assist them in building their capacity in meeting the Code's requirements.
- 4.9. The Law and Policy Manager briefed the Board on the Association's Field-Based Review in Iraq mid-November 2017 which was led by three members of the Secretariat and one Board Director. The Law and Policy Manager presented the methodology and general findings as summarized in an internal report for the Board. The Law and Policy Manager reiterated the modalities of the Review, in particular the confidential dialogue between participating Member companies and the Secretariat, and that the participation of

Companies and related findings are confidential. The Law and Policy Manager expressed thanks to the Government of Sweden for hosting the Review team in-country, and to the U.S. and U.K. Governments for their financial and administrative support

- 4.10. The Executive Director underscored the multiple benefits of Field-Based Reviews to the Association's work and in meeting the needs of Members, including a better understanding of operational and security challenges, the ability to provide context-specific and operationally focused feedback and guidance to Members. It was also noted that Field Based Reviews remain important to enable the Association to identify and analyze broader patterns of human rights impacts of company operations, thereby allowing it to develop guidance and identify best practices to raise private security standards.
- 4.11. The Board recommended to shorten future internal reports and to provide substantive and timely public reporting to Members highlighting findings, outcomes and recommendations that could benefit operations. The UK/Europe Industry Pillar Director reiterated a request that the financial and staff-time costs of Field Based Reviews be identified and reported to the Board.
- 4.12. The Law and Policy Manager also updated the Board on the anticipated launch of the first ICoCA Company Self-Assessment (CSA) Report following some delay with regards the completion of the technical and information management tools necessary for Member company access and secure completion. The launch will be coordinated with April 2018 to coincide with the start of the ICoCA Transitional Membership Process.
- 4.13. The Project Officer provided an update on anticipated launch of the Guidance on Company Grievance Mechanisms explaining that efforts are nearly complete to improve its user-friendliness. The Secretariat aims to launch the Guidance in early 2018.
- 4.14. In concluding the Quarterly Update, and with regards to Membership dues, the Executive Director asked the Board to approve the distribution of Membership termination letters to Members companies not paying their dues after several notifications by the Secretariat. ***The Board approved the termination letters.***

## 5. COMMITTEE MEMBERSHIP

- 5.1. The Executive Director proposed to the Board the new Committee Membership.
- 5.2. The Board discussed the proposed Committee structure and Membership and suggested to postpone a decision until the following day and agreement as to strategic objectives.

## 6. BUDGET

- 6.1. The Executive Director provided an update on the 2017 Budget final figures. The Executive Director briefed the Board on steps taken to revise and consolidate the 2018 budget to align with planned activities and an updated operating budget. A core budget of CHF 1'128'413.53 was proposed to the approval.
- 6.2. ***The Board approved the 2018 core budget.***

## 7. STRATEGIC PLAN AND 2018 PRIORITIES

- 7.1. The Executive Director presented to the Board an assessment, following his first “100 days” with the Association, of the main challenges and needs of the Association. The assessment, which focused on three main challenges for the Association—“identity,” “added value” and “sustainability” inform the development of a strategic plan and 2018 objectives, namely to 1) increase government membership and recognition, 2) to increase client buy-in and recognition, 3) to develop substantive engagement with different platforms, 4) to streamline certification goals and further continual improvement, 5) to strengthen operational awareness and credibility, and 6) to diversify funding streams.
- 7.2. The Board discussed these objectives, identified additional longer-term objectives, and provided input as to the scope, format, and duration of a strategic plan. Additional objectives included discussion around the Association’s mandate and Code’s application to ‘complex environments,’ the diversity and geographic scope of the Membership and the overall approach of the Association with regards raising standards and promoting respect for human rights.
- 7.3. The Board agreed, before the start of the second day, to meet as pillars to discuss and agree on their respective roles and priorities in achieving the strategic objectives and 2018 priorities.

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## 8. PILLAR PLANS OF ACTION

- 8.1. Each pillar met separately to continue discussing the strategic plan and 2018 objectives.
- 8.2. Each pillar reported back from their meetings. The Industry pillar emphasized the need to continue outreach to companies to help them understand the benefits of ICoCA membership and to explain the complementary rather than duplicative relationship between the ICoCA’s certification process to the code and the work of Certification Bodies linked to industry management standards. The Industry Pillar underscored also the importance of increasing the number of clients that recognize ICoCA Membership and Certification as a key factor in their procurement decisions.
- 8.3. The Government pillar emphasized the need to increase Government membership and support and identified a number of plausible new Members.
- 8.4. The Civil Society pillar additionally emphasized the need to engage with a targeted number of existing and plausible new Member Governments for the purposes of growing government participation, and affirming continued and expanded support. The pillar also reiterated the priority of identifying and addressing barriers to certification.
- 8.5. The Board discussed the priorities of each pillar and ***approved the initiation of a strategic planning process led by the Executive Director and the Secretariat and supported by Board Directors with the goal of completing a strategy, following consultation with the Board, by autumn 2018.***

- 8.6. The Board reaffirmed its commitment to identifying and addressing barriers to Certification, and the Executive Director was directed to reflect this commitment in the Strategic Planning Process.
- 8.7. The Executive Director proposed to reduce the number of Board meetings to three per year. ***The Board approved to conduct three Board meetings per year as a matter of principle and agreed to discuss a draft outline of the strategy including questions and options at the Q2 Board meeting planned for the end of May/beginning of June 2018.***
- 8.8. In a bid to ensure a well-attended and productive General Assembly, the Executive Director proposed to identify suitable dates for 2018 Annual General Assembly (AGA) and to consider a location alternative to Geneva. ***The Board agreed to both these points.***

## 9. COMMITTEE MEMBERSHIP

- 9.1. The Board returned to a discussion of Committee Membership and proposed to restructure committees. ***The Board agreed to restructure the committees as follows: Executive and Finance Committee, Strategic Engagement Committee focusing on matters related to fundraising and outreach, Operations Committee focusing on the Association's core functions—Complaints, Monitoring and Certification—and a Membership Committee tasked to review and approve membership applications upon recommendation by the Secretariat.***
- 9.2. The Board agreed on the following Executive and Finance Committee members: Chris Sanderson (Industry pillar), Meg Roggensack (Civil Society pillar), Rémy Friedmann (Government pillar).
- 9.3. The Board agreed on the following Strategic Engagement Committee members: Ryan Berry (Industry pillar), Mike Posner (Civil Society pillar), Jonas Westerlund (Government pillar).
- 9.4. The Board agreed on the following Operations Committee members: John Davies (Industry pillar), Charlie Mayne (Industry pillar), Joanna Vallat (Government pillar), Rémy Friedmann (Government pillar), Kate Gorove (Government pillar), Meg Roggensack (Civil Society pillar), Josua Loots (Civil Society pillar).
- 9.5. The Board agreed on the following Membership Committee members: Ryan Berry (Industry pillar), Joanna Vallat (Government pillar), Josua Loots (Civil Society pillar).
- 9.6. The Board decided that Terms of Reference for each Committee would not be necessary at this stage, and agreed that Board Directors may still observe Committee meetings as per past practice. The Board agreed to the need to identify Committee Chairs for each Committee.

## **10. COMMITTEE RESPONSIBILITIES AND BOARD MODALITIES**

10.1. The Board asked the Secretariat for a recommendation with regards the status and completion of final Board Rules of Procedure as required under the Article of Association. The Executive Director proposed to review the draft Board Rules of Procedure, to identify any gaps or areas of refinement, and to update the Board as to a timeline for completion.

## **11. EXECUTIVE SESSION**

11.1. The Board met in an Executive Session.

## **12. WRAP UP**

12.1. The Chairman summarized the main points of the Q1 2018 Board meeting and expressed his thanks to the Secretariat for organizing the Board meeting and to the Foreign and Commonwealth Office for hosting the Board meeting on the second day.

12.2. The Chairman closed the Q1 2018 Board meeting.

**Annex 1: Budget 2017 and 2018**

|       |   | <b>2017 (November update)</b> | <b>2018 Core budget</b> |
|-------|---|-------------------------------|-------------------------|
| 5     | <b>OPERATING REVENUES</b>               |                               |                         |
| 50010 | Joining fees                            | <i>CHF 10'670.00</i>          | CHF 10'000.00           |
| 50020 | Membership Dues                         | <i>CHF 564'325.00</i>         | CHF 572'889.00          |
| 50030 | Government Contributions - Restricted   | <i>CHF 677'840.00</i>         | CHF 537'698.00          |
| 50040 | Government Contributions - Unrestricted | <i>CHF 0.00</i>               | CHF 0.00                |
| 50050 | Non-Government Contributions            | <i>CHF 0.00</i>               | CHF 0.00                |
|       | <b>TOTAL:</b>                           | <i>CHF 1'252'835.00</i>       | CHF 1'120'587.00        |
|       | <b>OPERATING EXPENSES</b>               |                               |                         |
| 40010 | Administration                          | <i>CHF 121'000.00</i>         | CHF 90'915.60           |
| 40020 | Personnel                               | <i>CHF 746'735.00</i>         | CHF 718'492.93          |
| 40030 | Plant & Equipment                       | <i>CHF 86'000.00</i>          | CHF 87'050.00           |
| 40040 | Board                                   | <i>CHF 52'000.00</i>          | CHF 52'000.00           |
| 40050 | Certification                           | <i>CHF 5'500.00</i>           | CHF 24'880.00           |
| 40060 | Monitoring                              | <i>CHF 75'000.00</i>          | CHF 51'730.00           |
| 40070 | Complaints                              | <i>CHF 6'000.00</i>           | CHF 12'900.00           |
| 40080 | General Assembly                        | <i>CHF 36'000.00</i>          | CHF 28'000.00           |
| 40090 | Outreach and Communication              | <i>CHF 12'500.00</i>          | CHF 30'750.00           |
| 40100 | Financial Expenses                      | <i>CHF 5'500.00</i>           | CHF 5'500.00            |
| 40110 | Information Management                  | <i>CHF 106'600.00</i>         | CHF 26'195.00           |
|       | <b>TOTAL:</b>                           | <i>CHF 1'252'835.00</i>       | CHF 1'128'413.53        |
|       | <b>BALANCE:</b>                         | <i>CHF 0.00</i>               | -CHF 7'826.52           |