



International
Code of Conduct
Association

THE INTERNATIONAL CODE OF CONDUCT ASSOCIATION (ICoCA)

Procedures

Article 11: Certification

Article 12: Reporting, monitoring and assessing performance and compliance

Article 13: Receiving and processing complaints



PRINCIPLES & PROCEDURES FOR ICOCA CERTIFICATION PROCEDURES UNDER ARTICLE 11

BACKGROUND

The purpose of the following procedures is to implement the requirements of Article 11 (Certification) of the ICoCA's Articles of Association ("AoA"). These procedures are subject to review on an annual basis by the ICoCA Board of Directors.

ARTICLE 11 PROCEDURES

I. OVERVIEW OF ARTICLE 11 REQUIREMENTS

Article 11 requires the Association to "certify... under the Code that a [member] company's systems and policies meet the Code's principles and standards derived from the Code." In order to accomplish that function, the AoA directs the Board to "develop procedures for [Certification] based on the following elements:"¹

Certification requirements are to be defined "based on national or international standards and processes that are recognized by the Board as consistent with the Code and specifying any additional information relevant to the human rights and humanitarian impact of operations it deems necessary for assessing whether a company's systems and policies meet the requirements of the Code and its readiness to participate in the Association;"

1. [Member] companies are to "provide evidence of certification under a standard recognized by the Board... and provide such additional information as the Board has specified relevant to human rights and humanitarian impact;" and
2. The certification process is to "operate in a manner that is complimentary to, and not duplicative of, certification under Board-recognized national and international standards."

¹ Only those elements directly relevant to the present certification architecture design are described here. See AoA Article 11 for the exact wording of the four required elements. For example, while Article 11.2.3 calls for companies to "provide a written, public declaration of their intent to adhere to the Code... and to participate fully in the Association's activities under Articles 12 and 13," this requirement is addressed as part of the membership application process and thus need not be repeated within the certification process.

II. ICOCA CERTIFICATION PROCEDURE

Board Recognition of Standards

The ICoCA Board will have a standing Certification Committee (the “Committee”), to be composed of at least one Director from each pillar, provided there is equal representation by each pillar. The Committee may also consider obtaining third party expert advice from an academic or other institution as well as inviting the participation of Observers where the Committee believes such input will be helpful to the process of considering and recognizing standards. Such Observers and external experts shall not, however, be voting members of the Committee. Information concerning the participation of such third party experts shall be made available to Members, Observers, and prospective members.

The Committee may consider any relevant standard related to security operations as envisaged by the Code, submitted by a Member as a potential pathway to ICoCA Certification. Whenever the Committee decides to evaluate a standard for potential recognition as an ICoCA-approved standard, the Secretariat will publish notice of the dates and confirm that the agreed process will be applied for such evaluation on its website and to all Members and Observers of the ICoCA.

After a standard has been accepted for evaluation, the Committee will conduct an evaluation of the prospective standard by evaluating both the content of the standard and the process by which a company is, or would be, certified to it. To do this, the Committee will compare the standard and its certification process to an analytical framework that has been developed by the Board, to ensure that the standard and its certification process satisfy the requirements of Article 11 of the AoA.² Any element of the framework not satisfied by a given standard would, by definition, serve to assist in defining “the additional information relevant to the human rights and humanitarian impact of operations that [the Board] deems necessary for assessing whether a company’s systems and policies meet the requirements of the Code and its readiness to participate in the Association (“Additional Information”).”³

If a standard submitted by a Member for evaluation is considered by the Committee to be consistent with the Code, the Committee will then prepare a Draft Recognition Statement. This statement will reflect the conclusion that the standard meets the requirements of Article 11 of the AoA and will also indicate, based upon the evaluation conducted, the associated Additional Information identified by the Committee. The Draft Recognition Statement will be made available to all Members and Observers for comments, and a deadline will be set for providing such comments to the Secretariat. The Secretariat will compile any and all comments received from Members, Observers, or others and will publish those comments in a manner that is readily accessible to all Members and Observers.

Following the publication of comments to the Draft Recognition Statement, the Board will meet to consider the comments and any additional information that may be available, and will vote on whether or not to accept the standard and publish a Recognition Statement. The Recognition Statement, when

² The analytical framework will be made publicly available on the ICoCA website.

³ See Articles of Association, Art. 11.2.1

published, shall include, at a minimum, (a) a conclusion regarding whether the proposed standard may be used by Members as a pathway to ICoCA Certification, and (b) a final determination as to any Additional Information the Board will require from companies seeking to obtain ICoCA Certification via certification to the proposed standard.

If the Board votes to publish a Recognition Statement, it will be made available to all Members and Observers on the Association's website. Thereafter, Members may present evidence of certification by an independent accredited certification body under the newly-recognized standard as part of their completion of the ICoCA Certification Process.⁴

If a Standard submitted by a Member for evaluation is considered by the Committee not to be consistent with the Code and/or the Articles of Association, the decision will be communicated to the full Board and, if the Board concurs, posted on the ICoCA website. That decision may also take into account practical considerations relating to the ability of the ICoCA to effectively assess the Additional Information associated with a standard. Such a determination will not, however, prevent the Board from considering the standard at some future point, if the Board reverses the determination or if a Member resubmits the standard for evaluation after the standard has been revised.

Certification of Individual Companies

Any Member or prospective Member that wishes to seek ICoCA Certification based on its having achieved certification by an independent accredited certification body to a Board-Recognized standard shall first provide evidence of such certification. Evidence must include, at a minimum, the following:

- The certificate (and any supporting annexes or information) or other document issued by the independent certification body describing the circumstances, including the date of and any conditions or reservations connected with certification;
- Such Additional Information as is stated in the Recognition Statement issued by the ICoCA regarding the applicable standard.

The Secretariat will review the materials submitted by the Member or prospective Member and conduct additional due diligence inquiry, if necessary, to ensure that it (the Secretariat) fully understands the scope and result of the certification obtained, and has fully evaluated the Additional Information submitted by the Member or prospective Member.

The Secretariat will communicate to the Board of Directors a summary of the Member or Prospective Member's certification status, to include (a) the standard to which the Member was certified, (b) the identity of the accredited certification body who conducted the certification audit and confirmation of their independence from the certified company, with supporting information if necessary, (c) the scope of

4. Where applicable to a given standard, an "independent accredited certification body" shall be any auditor or group of auditors who have achieved accreditation from their national accreditation service to certify companies to the proposed standard, provided that their national accreditation service is a member of the International Accreditation Forum (IAF) and its multilateral agreement (MLA). In the event that IAF / MLA organisations are not applicable to a given standard, the Board will define criteria to ensure the competence and independence of external certification bodies.

the certification audit conducted (including a summary of the number and location of sites covered in the certification audit compared to the scope of the Member's operations), (d) a summary of the Secretariat's review of the Additional Information provided, and (e) a recommendation regarding ICoCA Certification ("approve" or "disapproval").

Prior to communicating a recommendation of "disapproval" to the Board, the Secretariat shall have engaged in communications with the Member or prospective Member to discuss and attempt to resolve any concerns or questions that might, if resolved, enable the Secretariat to recommend approval without reservation. In the event the Secretariat recommends "disapproval," the Secretariat will describe to the Board the issues or circumstances that lead to such a recommendation as well as the information or additional steps which, if taken/provided, might lead to a recommendation of approval without reservation.

Following receipt of the above-described information and a recommendation from the Secretariat, the Board will vote on whether to grant ICoCA Certification status to the Member or Prospective Member. Prior to voting, and subject to the ICoCA's policy on the security of confidential information, the Board may request that the Secretariat obtain and provide such additional information or clarification on any issues arising out of the provision of information that the Board believes necessary to properly vote on ICoCA Certification.

If the Board vote confirms that ICoCA Certification is to be awarded to the Member or prospective Member, an ICoCA Certificate will be issued by the Secretariat, signed by the Executive Director and Chairman of the Board of Directors. This ICoCA Certificate will be annotated to detail that ICoCA Certification only applies to the locations and operations audited under the process for certification against the relevant Board recognized standard. Once obtained, ICoCA Certification status will last for three (3) years. Thereafter, the process will be repeated.

Along with communicating the result of the Board vote to the company, the Secretariat may also provide the company with Advisory Comments, which are considerations that the Association recommends the company implements for best practice purposes or, if ICoCA Certification is not awarded, to assist the company in achieving ICoCA Certification in the future. These Advisory Comments will neither affect the ICoCA Certification status of the company, nor be published, but may inform other functions of the Association vis-à-vis that company.

PROCEDURES FOR REPORTING, MONITORING AND ASSESSING PERFORMANCE AND COMPLIANCE UNDER ARTICLE 12

BACKGROUND

Article 12 of the ICoCA's Articles of Association ("AoA") provides for oversight of Member companies' compliance with the Code through reporting, monitoring and assessment of performance and extends to corrective and disciplinary action for violations and alleged violations of the Code. The purpose of the following procedures is to implement the requirements of Article 12 in a manner that is consistent with and faithful to both the AoA and the Code. The Board will review these Procedures on an annual basis.

ARTICLE 12 PROCEDURES

I. GENERAL

- A. Monitoring, Company Self-Assessment Reporting and Field-Based Review are core functions of the Association. The Secretariat will establish strong internal monitoring capacity to carry out these essential functions as described in these Procedures.
- B. In order to further the development of the specific oversight responsibilities established under Article 12, the Board will develop and maintain performance and compliance indicators ("Indicators") for the relevant sections of the Code. The Indicators will be made publicly available on the ICoCA website over time and may be modified or amended as the ICoCA proceeds with implementation of its oversight functions.
- C. As further detailed in these procedures, Indicators will be used to guide the ICoCA's Article 12 processes to assess Member company performance, including analysis of information obtained in the Monitoring process, identification of compliance concerns and alleged violations of the Code, and recommendations for improved performance against the Code.
- D. Consistent with Article 12.2.10, in carrying out the functions of this Article as set out in these Procedures, the Board shall ensure that the Association appropriately respects legal investigations

or proceedings and any rights or privileges attached to those investigations or proceedings. The presence of a legal investigation or proceeding will not necessarily cause suspension of the functions of this Article.

II. MONITORING (ARTICLE 12.2.1)

- A. The Secretariat will search for, receive, and review information about Member companies' compliance with the Code.
- B. The Secretariat will establish relationships with civil society actors (including, for example, human rights organizations and international and local non-governmental organizations), affected communities, governments, other industry members (ICoCA members, non-members and industry associations), clients, and other stakeholders for the purpose of (i) explaining the function of Monitoring, (ii) educating and facilitating interaction by interested parties with the Secretariat and the ICoCA, and (iii) enabling the Secretariat to access observations, concerns, and alleged violations of the Code by Member companies.

III. WRITTEN SELF-ASSESSMENT REPORTS BY COMPANIES (ARTICLE 12.2.2)

- A. As set forth in AoA Article 12.2.2, the Board will determine the format and content as well as the frequency of companies' written assessment of their performance ("Self-Assessment Reports"). The purpose of Self-Assessment Reports will be to carry out the objective stated in the Code for companies to report on their status in implementing and maintaining compliance with the Code. The format and structure of information sought through Self-Assessment Reports will align with the Indicators, thereby enabling the Secretariat to integrate information provided through Self-Assessment Reports with other information obtained through Monitoring in order to identify compliance concerns. The format of Self-Assessment Reports shall be made publicly available and published on the ICoCA website.
- B. Member companies will submit annual Self-Assessment Reports to the Secretariat. The Secretariat shall hold all Self-Assessment Reports and associated data in a confidential database, protected in accordance with the Association's Data Security Policy. In an effort to encourage frank and honest disclosure concerning both successes, challenges and concerns regarding implementation of the Code, all non-public information contained in the Self-Assessment Reports will be covered by confidentiality and non-disclosure rules within the Secretariat that prevent their disclosure to other Members or outside parties without the consent of the Member company.

IV. DIALOGUE WITH MEMBER COMPANIES (ARTICLE 12.2.5)

- A. At any point following receipt of information through the Company Self-Assessment Reporting, Monitoring, or Field-Based Review processes, the Secretariat may enter into a dialogue with

Member companies aimed at improving performance or addressing specific compliance concerns. Such a dialogue may be requested by the Company or by the Secretariat.

- B. To facilitate greater transparency and a more candid exchange of information between the Company and the Secretariat, the dialogue shall be confidential, and shall be preceded by a written statement of issues/concerns to be addressed for the purpose of facilitating more meaningful discussion.
- C. To the extent information is transferable between Member companies, the dialogue shall also include a sharing of successful performance measures adopted by Member companies with respect to implementing the Code. This information sharing shall better inform Member companies facing challenges to comply with sections of the Code of the methods and procedures adopted by other Member companies to comport with those same sections.
- D. Without breaching the confidentiality of the dialogue with Member companies, the Executive Director, in carrying out the functions of this Article, shall regularly brief the Board on the general nature and scope of the dialogue with Member companies, inclusive of positive and negative trends in Member company performance and Code compliance.
- E. While the principal aim of the dialogue with Member companies is to facilitate improvements in Member company performance, where applicable the dialogue is also intended to identify and convey to Member companies the implications of continued non-compliance, including the potential for referral to the Board of patterns which may rise to the level of a Code violation.

V. IDENTIFICATION AND ANALYSIS OF COMPLIANCE CONCERNS (ARTICLE 12.2.4)

- A. The Secretariat will compile information from the Monitoring and Self-Assessment Reporting processes described herein, and review that information for the purpose of (i) identifying compliance concerns, (ii) assessing the impacts of Member company operations on human rights, (iii) maintaining awareness of Member companies' efforts to implement the Code, (iv) identifying broader patterns relevant to implementation of the Code in particular complex environments and, (v) identifying good practice.
- B. The Secretariat will identify compliance concerns on the basis of the information compiled, as assessed against the Code and Indicators, with the understanding that performance will be assessed as a whole, and that concerns identified with any one section/paragraph or its corresponding Indicators will not necessarily be determinative of overall compliance.
- C. Before determining the existence of a potential compliance concern, the Secretariat shall endeavor to clarify any ambiguities through engagement with and requests for additional information from Member companies.
- D. Where the Secretariat identifies a potential compliance concern, it shall be submitted to the Executive Director for review and determination of appropriate action.

VI. FIELD-BASED REVIEW (ARTICLE 12.2.3)

- A. The Executive Director may initiate a Field-Based Review (i) where the review of available information or a human rights risk assessment has identified a need for further monitoring within an area of one or more member companies operations, or (ii) on request from a Member of the Association. The Executive Director's decision to initiate a Field-Based Review shall be informed by information collected and analyzed by the Secretariat (e.g., through company Self-Assessment Reporting, reports of compliance concerns, received or identified human rights impacts or risk assessments or other sources) and subject to regular and routine Board oversight. Field-Based Review shall be aimed at improving performance or addressing specific compliance concerns. The Secretariat will develop, and the Board will approve, standard planning and operating processes for Field-Based Review as described in paragraph VI. B.
- B. The Board shall appoint a standing Monitoring Committee ("the Committee"), having equal representation from each pillar of the Board, with responsibility for reviewing plans for and consulting with the Secretariat and within their pillars regarding Field-Based Reviews. The Executive Director shall on a regular basis—as agreed by the Executive Director and the Committee—submit a plan for Field-Based Review to the Committee for consultation and discussion. After consultation with the Committee and unless the Board decides otherwise, the Executive Director may implement the plan. The Executive Director shall consult the Board if she or he decides not to execute the plan and/or to make significant or impacting changes thereto.
- C. In addition or parallel to the regular and ongoing consultation between the Executive Director and the Monitoring Committee described above, where exigent circumstances warrant, the Executive Director may consult with the Committee regarding immediate Field-Based Review. After such consultation, and (as necessary) adjustment to the Field-Based Review and unless the Board decides otherwise, the Executive Director may implement the proposed immediate Field-Based Review.
- D. Where a Member company is unable to obtain its client's consent to a proposed Field-Based Review, and that lack of consent impacts the effectiveness of a Field-Based Review, the Executive Director shall request a discussion with the Member and client to describe the objectives and proposed conduct of Field-Based Review, the protections to be provided to any information compiled as a result of the review, the function of Field-Based Review within the ICoCA's governance and oversight functions, and how the conduct of proposed Field-Based Review might be modified to address any concerns.

VII. REFERRAL OF PERFORMANCE AND COMPLIANCE ISSUES TO THE BOARD OF DIRECTORS (ARTICLES 12.2.5 THROUGH .6)

- A. Pursuant to Articles 12.2.5, the Executive Director shall refer alleged violations of the Code to the Board. When referred, an alleged violation shall be accompanied by an analysis of the circumstances constituting an alleged violation along with a proposed course of action for the Board's consideration.
- B. Additionally, as set out in 12.2.6, the Board shall review performance and compliance issues referred by the Executive Director or at its own initiative. The Board shall offer observations and advice to Member companies aimed at improving performance or addressing specific compliance concerns.

VIII. RECOMMENDATIONS FOR CORRECTIVE ACTION (ARTICLES 12.2.7-12.2.10)

- A. Pursuant to Article 12.2.7, if the Board determines that corrective action is required to remedy non-compliance with the Code, the Board shall request a Member company take corrective action within a specific period of time.
- B. Corrective action shall be designed to bring Company performance into compliance with the Code. In order to ensure completion of corrective action, the Board and Company shall agree to a reasonable time for implementation of the corrective action. During this time, the Board may require more regular and direct reporting to the Board, or monitoring by the Secretariat to ensure implementation and satisfactory completion of the corrective action.
- C. Pursuant to 12.2.7, should a Member company fail to take reasonable corrective action within the period specified by the Board, or fail to act in good faith in accordance with the Code, the Board shall initiate suspension proceedings in accordance with Article 8.1.5.
- D. As permitted by existing confidentiality and nondisclosure arrangements, the Board may also consider issuing a public statement on the status or outcome of its review of a particular Member company. Considerations of whether to issue a public statement may include a balancing of the benefits and burdens to the Association, the industry at-large, its stakeholders, and the Member company, following consultations with relevant parties.

IX. DUTY OF MEMBERS TO CO-OPERATE

- A. As set forth in Articles 12.2.7 and 12.2.8, Members are expected to co-operate in good faith with these procedures. Members that fail to do so risk the potential for referral of the matter to the Board and, potentially, suspension in accordance with procedures developed by the Board pursuant to Articles 8.1.5 and 12.2.7. In the event that the Board determines that the unwillingness of the Member to co-operate is not in good faith, the Member may face suspension.
- B. A Member that has endeavored in good faith to obtain the consent of its client to the conduct of Field-Based Review or any other aspect of these procedures shall not be prejudiced by the client's refusal to consent.
- C. Members are further expected to submit truthful and accurate information as part of Self-Assessment Report or other submission as required under these procedures. The Association reserves the right to validate the truthfulness and accuracy of information submitted.

X. PUBLIC REPORTING BY THE ASSOCIATION

- A. As set forth in 12.3 the Association will report publicly, no less than annually, on its activities under Article 12. Such reports shall include a general overview of the nature and scope of Association activities, inclusive of relevant or available data, and shall at all times respect existing confidentiality and nondisclosure arrangements
- B. As part of, or together with, this public reporting requirement the Association may also consider regular public reporting on various negative and positive trends including, what may be called, "Industry trends reports."

PROCEDURES FOR RECEIVING AND PROCESSING COMPLAINTS UNDER ARTICLE 13

BACKGROUND

The purpose of the following procedures is to implement the requirements of Article 13 of the ICoCA's Articles of Association ("AoA") and the commitments contained in Paragraphs 66 through 68 of the Code. These procedures are subject to review on an annual basis by the ICoCA Board of Directors.

ARTICLE 13 PROCEDURES

I. ADMINISTRATION

- A. The Association shall establish a complaints-handling function within the Secretariat, which shall be charged with receiving, recording, responding to, and tracking the status of complaints submitted to the Association.
- B. The Secretariat shall devise and make publicly available a process (including indicative time-lines), for aggrieved individuals, or their representatives, to submit a complaint to the Association. In order to ensure the confidentiality of named persons or entities, and the allegations contained in the complaint, the process shall ensure that complaints submitted to the Association are appropriately protected from external disclosure, except as agreed by the parties or required by applicable law.
- C. Subject to its oversight, the Board may designate a Complaints Committee (referred to in this document as "the Committee") to lead in overseeing the functioning of the complaints mechanism. The Committee shall have equal representation from Directors from each of the three pillars of the Association. Where these procedures call for the Board to take any action, the Board may delegate such action or decision to the Committee.
- D. The Secretariat shall regularly report to the Complaints Committee regarding the status of complaints received.

II. RECEIVING COMPLAINTS

- A. A properly filed complaint should include:
1. Identifying information concerning the Complainant(s);¹
 2. The name of (or other identifying information concerning) the Member that is alleged to have harmed the Complainant;
 3. An allegation of actions or omissions related to the Code by the Member which have harmed the Complainant;
 4. The location(s) and date(s)/time(s) where the alleged actions or omissions occurred;
 5. An attestation from the Complainant or his/her representative that they have reviewed the complaint and that it is true and accurate; and
 6. Contact information for the Complainant, or an authorized representative of the Complainant.
- B. The Secretariat shall prepare and make publicly available on the Association's website a form for submission of complaints. The form shall be made available in English and any additional languages the Board may determine are appropriate. A complaint received in a form other than that provided may be transcribed into the provided form by the Secretariat.
- C. A complaint that does not contain the requirements stated in Paragraph II.A. shall be returned by the Secretariat to the Complainant. When the Secretariat returns a complaint, it shall also provide a short statement identifying the deficiencies that prevent acceptance of the complaint. A Complainant shall be permitted to correct any identified deficiencies and re-submit the complaint.
- D. After it has received a properly-stated complaint, the Secretariat shall assign the complaint a unique identification number and shall acknowledge its receipt in writing to the Complainant. Such acknowledgement shall also inform the Complainant of the rules concerning confidentiality of the ICoCA complaints-handling process and any other rules or instructions as the Board may approve concerning the processing of complaints, including indicative timelines.

III. PRELIMINARY REVIEW OF COMPLAINTS

- A. **Preliminary Review.** Upon receipt of a properly-stated complaint, the Secretariat shall review the complaint, gathering more information as necessary, in order to identify whether:
1. The complaint alleges facts that indicate a possible violation of the Code;
 2. Additional information is needed in order to identify whether the complaint alleges a violation of the Code;

¹ "Identifying information" need not identify the Complainant by name or provide an address, or other information that could subject the Complainant to retaliation. It should, however, provide the Association with sufficient information to understand the relationship between the Complainant and the subject of the complaint (e.g., "local landowner" or "former employee"). In addition, where circumstances do not permit the Complainant to be individually identified, clear contact information for an authorized representative who can speak on Complainant's behalf must be provided. Where a Complainant has not provided individually-identifying information for fear of retaliation, a separate statement should also be provided to the ICoCA Secretariat explaining the reasons why the Complainant fears retaliation. That separate statement will not be shared with any other party, nor will it be treated as part of the complaint unless the Complainant requests that it be included.

3. The allegations of the complaint fall into a category excluded by the Articles of Association or other rules approved by the Board²; or
 4. The complaint alleges activity that, on its face, appears to be criminal under applicable law.
- B. **Inadequate Allegations.** A complaint that does not allege facts indicating a possible violation of the Code cannot be considered and shall be returned to the Complainant along with a short statement explaining why it cannot be considered. Where it appears that additional information is needed in order to identify a potential violation of the Code, the Secretariat shall invite the Complainant to submit that information.
- C. **Excluded Categories.** If the complaint falls within one of the excluded categories, it shall be returned to the Complainant along with a short statement explaining why it cannot be considered.
- D. **Claims Alleging Criminal Activity.** If a complaint contains allegations of activities that, if true, would constitute criminal activity, the Secretariat shall conduct due diligence to determine whether criminal jurisdiction exists within a Competent Authority. Thereafter, without taking any position on the truth of any of the allegations, the Secretariat shall inform the Complaints Committee and the Complainant, including identifying the relevant law enforcement or judicial entity/official. In addition, where a criminal violation is alleged, after notification to and consultation with the Complainant, and at the direction of the Board, the Association may report that violation to one or more Competent Authorities with jurisdiction to investigate and prosecute the crime. Complaints alleging criminal activity shall not be further processed by the Secretariat until a determination is made by the Board regarding whether referral of the matter (or related matters) for criminal prosecution will take place and, if so, whether further processing of the complaint or any of its claims would be appropriate.
- E. Any complaint that is not returned for any of the reasons stated in Paragraphs B through D shall be retained for processing, and the Secretariat shall inform the Complainant and the Board of this result.

IV. PROCESSING OF COMPLAINTS

- A. **Secretariat Review.** Once a complaint has been accepted for processing, the Secretariat shall conduct further review in order to identify the following:
1. Whether the allegations in the complaint have previously been referred either to a grievance procedure established by the Member company or to another grievance procedure or judicial process and its outcome;
 2. Whether the availability and sufficiency of a grievance mechanism or procedure established by the relevant Member company, are in accordance with the criteria contained in Paragraph 67 of the Code;

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AoA Article 13.2.1, describes certain categories of complaints that may not be considered.

3. Whether there are reasons why the complaint is inappropriate to be handled by a company-level grievance procedure; and
4. Whether any other fair and accessible grievance mechanisms are available to the Complainant that may offer an effective remedy.

B. Additional Information. The Secretariat shall contact the Complainant and/or Member to request additional information, as necessary. In the course of its review, the Secretariat may interview persons involved in the prior proceedings (including those responsible for their administration) and may request information from the Member company and/or review electronic or paper records of the prior proceedings.³

C. Adequate Grievance Mechanisms. If the Secretariat assesses that the Member company's grievance mechanism or procedures could be a viable path, the Secretariat shall, within 30 days of receipt of the complaint for processing:

1. Inform the Board of its assessment and the basis for it; and
2. Inform the Complainant of options to pursue their claim, including available fair and accessible grievance procedures that may offer an effective remedy for the harm(s) alleged in the complaint.⁴ Such procedures may include:
 - (a) alternative grievance procedures or mechanisms offered by the client organization on whose behalf the Member is working;
 - (b) relevant grievance mechanisms operated by non-governmental organizations;
 - (c) alternative dispute resolution (e.g., arbitration or mediation) proceedings; or
 - (d) administrative or judicial proceedings offered by Competent Authorities.

D. Inadequate Grievance Mechanisms. If the Secretariat assesses potential deficiencies in a Member company's grievance mechanism or procedures, either based on its review or based on an allegation by the Complainant that a company's grievance mechanism did not or cannot offer an effective remedy, the complaint shall be further processed as follows:

1. **Information to the Board.** The Secretariat shall provide its assessment and observations to the Board, specifically addressing each of the items in Paragraph IV.A. and offering (a) observations on any deficiencies in the Member company's grievance procedure and the effect of such deficiencies on the processing of grievances, (b) any response from the Member company pertaining to the alignment of their grievance mechanism with the requirements of Paragraph 67 of the Code, (c) recommendations on how the relevant grievance mechanism might be amended to address any identified deficiencies, and (d) any other relevant recommendations. Should the Complainant fail to cooperate in good faith in the Secretariat's review, the Secretariat shall confine its observations and recommendations to those pertaining

³ Consistent with the duty to cooperate in good faith provided in AoA Art. 13.2.7, a Member company will be expected to make persons and records available to the Secretariat in a reasonably timely manner that may facilitate review of the prior proceedings, subject to the limitations of applicable law and contractual requirements. Where a Member company is unable to provide access to persons or to records, it shall explain the reasons why and endeavor to make alternative arrangements.

⁴ This time may be extended, as required, where the Complainant or his/her representative fails, for good reason, to timely respond to requests from the Secretariat for additional information.

to deficiencies in the Member company's grievance procedure and how those deficiencies might be addressed through corrective action.

2. **Board Recommendations and Corrective Actions.** Following its receipt and review of the Secretariat's observations and recommendations (if any), and after such additional consultations as it may require, the Board may recommend that the Member company take corrective actions to address identified deficiencies in its operational-level grievance procedure(s).
3. **Response to Claimant and Options for Resolving Complaints.** Where the Board has determined either that a company's grievance mechanism does not meet the requirements of Paragraph 67 of the Code, or that good reason exists why the complaint is inappropriate to be handled by a company-level grievance procedure, within 60 days of receipt of the complaint for processing the Complainant shall be offered his/her choice of the following:⁵
 - (a) **Good Offices:** If the Complainant elects to use good offices, the Board shall direct the Secretariat to exercise the Association's good offices to assist in the resolution of the dispute, subject to the oversight of the Board.
 - (b) **Mediation:** If the Complainant elects mediation the Board shall recommend to the parties that the matter be referred to an independent, external mediator that is mutually agreeable to the parties and approved by the Board.⁶
 - (c) **Information Regarding Alternative Mechanisms:** The Complainant shall also be informed of any other available fair and accessible grievance procedures that may offer an effective remedy for the harm(s) alleged in the complaint, which may include:
 - (i) Alternative grievance procedures or mechanisms offered by the client organization on whose behalf the Member is working;
 - (ii) Relevant grievance mechanisms operated by non-governmental organizations;
 - (iii) Alternative dispute resolution (e.g., arbitration or mediation) proceedings; or
 - (iv) Administrative or judicial proceedings offered by Competent Authorities.

V. FACILITATION TO GRIEVANCE MECHANISMS

If the Complainant seeks support in accessing any grievance mechanism, the Secretariat may offer to facilitate the Complainant's access to such mechanism and its procedures. Facilitation may include providing information and, as necessary, other support to the Complainant or to those administering the alternative grievance mechanism in order to enable that mechanism to fairly address the complaint. The Secretariat must, however, remain neutral in any proceeding and may not act in a representative capacity, either on behalf of the Complainant or the Member company, nor may it provide advice to either the parties with respect to those or any other proceedings.

⁵ This time period may be extended should the circumstances warrant it.

⁶ The Secretariat shall endeavor to identify and develop a list of mediators with an appropriate knowledge and background to handle such matters, and shall make this list available to the Board.

VI. RESOLUTION/CLOSURE OF COMPLAINTS

- A. Should a Complainant elect not to pursue any of the procedures identified by the Secretariat or the Board, or should the Complainant elect to pursue alternative proceedings without the facilitation of the Secretariat, the Secretariat shall close its processing of the Complaint and shall report that to the Committee.
- B. Should a Complainant elect to pursue one of the procedures identified by the Association, or should the parties agree to resolve the subject of the complaint through a mutually-agreed procedure that is capable of offering an effective remedy, the Board may determine that the complaint has been addressed and direct the Secretariat to close the complaint.

VII. REFERRAL TO ICOCA MONITORING AND PERFORMANCE ASSESSMENT (ARTICLE 12) PROCESS.

Closure of a complaint shall not suspend procedures to identify and address deficiencies in grievance procedures or the obligation of the Member Company to respond to recommendations by the Board for corrective action. If at any time the Secretariat's or the Board's consideration of a complaint identifies deficiencies in a Member company's grievance procedure with regard to the requirements of Paragraphs 66 through 68 of the Code, or any other failure to comply with the Code or the Articles of Association, then, in addition to any other actions or recommendations contained in this procedure, the Secretariat or Board may also refer the matter for consideration under the Association's Procedures for Reporting, Monitoring, and Assessment of Performance (AoA Article 12).

VIII. CONFIDENTIALITY

- A. Except as described in Paragraph D below, matters relating to the allegations of the complaint, facts in dispute, and the resolution of any complaint brought to the ICoCA will not be disclosed outside of the parties to (or witnesses involved in) the Complaints process. Parties participating in the ICoCA Complaints process will be required to agree in writing to keep all matters pertaining to the Complaints process confidential and not to disclose it outside of the procedure.
- B. Where a Complainant or witness requests anonymity, the Secretariat will take appropriate steps to ensure that, to the extent possible, personally-identifying information is not disclosed within the complaints processing procedures. Where it is not possible to process a complaint or sufficiently evaluate its allegations without sharing certain personally-identifying information, the Secretariat will explain what information it may need to share with other parties to the process and the reason why it is necessary to share that information. The Complainant will be given the option to withdraw his/her complaint in lieu of having such information shared.
- C. Additional confidentiality rules may be required in the event of referral of a dispute to mediation or to an independent external grievance mechanism.

D. Unless the Board determines otherwise, the Secretariat shall maintain a public register noting only (1) when a complaint was brought, (2) the name of the affected company, (3) the general nature of the alleged violation(s), and (4) the resolution of the complaint or other conclusion to the complaints process.

IX. SANCTION FOR FAILURE TO COOPERATE IN GOOD FAITH OR TAKE CORRECTIVE ACTION

Should the Board determine, after reasonable inquiry, (1) that a Member company has failed, within a reasonable time, to take corrective action after being recommended to do so by the Board, or (2) that a Member company has failed to cooperate in good faith with these procedures, the Board may take further action – to include suspension or actions leading to termination of membership.

X. GUIDANCE TO MEMBERS CONCERNING OPERATIONAL GRIEVANCE MECHANISMS

- A. Subject to review by the Board, the Secretariat shall periodically publish guidance to Members concerning the operation of effective grievance procedures in compliance with Paragraph 67 of the Code. Guidance may:
1. further explain the ICoCA's interpretation of the minimum requirements of Paragraph 67, including how these requirements will be reviewed for purposes of certification, monitoring, and the handling of complaints; and/or
 2. provide guidance on “best practices” on the operation of Code-compliant grievance mechanisms.

