

Minutes of the ICF Governance Board Executive Committee Meeting

12 May 2015

Location: Strategy XXI Partners Offices, New York

Members Present:

Alan G. Hassenfeld, Co-Chair	Maria Livanos Cattai, Co-Chair
Roland Earl	Peter Eio
Alan E. Munn	William Reese
Pär Stenbäck	T.S. Wong (telephone)

Ex Officio

Carmel Giblin, CEO & President

Secretariat (SXXI)

Harriet Mouchly-Weiss	Frank W. Clarke
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Action Items:

Action items are marked with an asterisk (*).

Maria Cattai called the meeting of the Executive Committee of the ICF Governance Board to order at 09:50, following an Executive Session.

1. Minutes of January GB meeting:

- a. The CEO led a discussion of the status of the IT system, confirming that the base system should be up and running by end-June 2015. Roland Earl confirmed BTHA has had good experience with the IT provider chosen as they had worked with them in developing a database that helps industry comply with US and EU Chemical regulations.

Next Step: CEO to keep EXCOM informed of progress.*

- b. It was agreed that the factories based around Shantou City should be a focus of attention and understanding.

Next Step: CEO/Operations to build further understanding by engaging stakeholders in that region.

- c. The ITC Standards comparison was reviewed and the CEO reported that not all aspects of our program had been included in the current submission.
Next Step: CEO to work with Operations to update the ITC website.*
- d. The minutes of the GB meeting in Hong Kong on 15-16 January 2015 were reviewed and approved.

2. Governance and Nominating Committee Report – Pär Stenbäck (Chairman)

- a. It was noted that there were two current vacancies on the GB, one industry statesman and one active industry. Candidates were suggested and assignments were made to those who are to establish contact with them.

The Co-Chair suggested that the level of management that should sit on the GB should be, as a minimum, the person to whom the CSR function reports.

Next Step: Potential candidates will be contacted and findings will be reported back to the Governance and Nominating Committee Chair.

- b. The CEO suggested creation of a Constituent Group, which would consist of active industry. It would be an informal group initially to advise the CEO. The board agreed.
Next Step: CEO to set up the informal group and review its effectiveness.*

- c. CEO to work with Committee Chair Stenbäck to propose:
 - i. List of candidates for the GB.*
 - ii. Name and idea for the constituent group (e.g., Executive Board, Brain Trust, Think Tank), along with a list of names for those to be considered for membership.*

3. Education and Training Committee, Bill Reese (Chairman).

The CEO and the committee Chair agreed that input from Operations with regard to types of training desired is the appropriate starting point to develop a program.

Next Steps: CEO will review needs with Operations and other stakeholders and then develop the strategy which will be reviewed by the committee Chair.

4. Finance, Audit and Fundraising Committee – Alan Munn (Chairman).

Mr. Munn reviewed the KPI report and discussed the budget, indicating that the budget presented in January would run only through end-June, after which it would be replaced by the new budget, which incorporates: the departure of the current Director of Operations,

the start of the new Marketing and Communications Director and reduced activity by the Secretariat as now established.

The following were approved: the current and new budgets for 2015, the 2014 review/audit reports of ICF and ICFAL, and the final (audited) results for 2014.

5. Management Report, Carmel Giblin (CEO/President)

Ms. Giblin presented highlights from her Q1 report and indicated areas for discussion.

- a. Financial results are positive and, in particular, new registrations are up.
- b. Plan for the balance of 2015. The CEO presented three core objectives:
 - i. Protection of workers
 - ii. Reducing duplication of codes/audits
 - iii. Improve industry through our programs.
- c. Activities for the balance of 2015
 - i. Review Committed Brands program.
 - ii. Ensure we are getting the basics right and increase brand awareness and support from buying organisations.
 - iii. Ensure the right resources are in place to deliver efficiently and effectively on our stakeholders needs.
- d. Funding proposal –
 - i. Donations are not a reliable source, there is a need to have continuity of funding.
 - ii. CEO proposed a fee for all buyers
 - iii. **Next Step:** CEO to create implementation plan.*.

6. Update on the ICTI Annual General Meeting -- Roland Earl (ICTI President)

Mr. Earl provided an overview of the ICTI meeting held in Cancun.

7. Update from Secretariat – Harriet Mouchly-Weiss and Frank Clarke (SXXI) provided updates on:
 - a. Trends in China that may have an effect on the ICP (including increased labor costs).
 - b. The search for lower-cost locations
 - c. Changes in the nature of “toys.”

8. Next Meetings
 - a. Executive Committee meeting in London in October 2015.
Informal dinner in the evening of 4 October, meeting on 5 October. Secretariat to circulate hotel information, once contracted.*
 - b. Governance Board meeting in Hong Kong, January 2016. Secretariat to circulate proposed dates and schedule.*

9. Adjournment: The Executive Committee meeting adjourned at 12:30 and went into executive session.