



ICAR Governance Committee

Conference Call

Wednesday April 15th, 2020

20.00 CEST (Amsterdam Time)

NOTES

1.0 Welcome and Chairman's Remarks

In attendance: Daniel Lefebvre (Chair), Board Members; Frido Hamoen, Bevin Harris, Kaivo Ilves, and Martin Burke (Chief Executive).

Apologies: None

2.0 Agenda Review

The Agenda was approved as proposed.

3.0 Meeting Notes of Feb 26th, 2020 – These were approved by all to be put on file.

4.0 General Assembly – ICAR 2020

- According to the EGA in Prague June 2019, all members of ICAR are now members of ICAR NL and are entitled to approve the 2019 accounts.
- ICAR General Assembly (GA) – due to postponement of ICAR 2020 it is not possible to have a physical GA meeting in June 2020 (COVID 19). The ICAR Governance Committee proposal is to now hold this mid-September 2020 rather than June 2020. For this to happen we would need to do the following:
 - In the original registration of the Association with the Chamber of Commerce in The Netherlands we specifically indicated the months in which the extension of second terms end for Jay and Kaivo as June 2020 and also the end of the first term for Daniel in June 2020. Due to COVID 19 the Board may wish to request to update these Chamber of Commerce documents to say their end terms are now September 2020.
 - **Question:** Check with Van Diepen if a letter from the Board to the Chamber of Commerce indicating that the General Assembly is postponed to September due to Covid19 is enough to extend terms until September 2020 for those expiring in June 2020.
- The General Assembly of ICAR according to Dutch new resolution this can be arranged with video conference as confirmed by email from Van Diepen (see Appendix 1 at end of notes).
 - **Question:** Check also with Gianandrea and then with Van Diepen with respect to acceptance of voting by pre-forms or electronically and also with respect to the process for board members elections on the day.



- The GA agenda in September should cover minimal mandatory requirements as follows:
 - Financial Reports from 2019 with Inspectors Report
 - Board Member Elections *
 - Financial Inspector Elections
 - Possible changes to By-laws subject to Van Diepen review and rules around Board election process.
- Inform the Members after the Board on 28th April about the call for nominees of candidates for Board Members election and Financial Inspector election with a closing application date of say July 31st, 2020. In the call we will reaffirm that no candidates will be accepted after this date.
- ICAR CE and staff to recommend best platform and format for holding the event and voting.
- Prepare the invitation with details for video conference and draft agenda to send out 8 weeks before September GA date (exact date TBD by Board).

*Board Member Elections:

- The only board member whose Term is up for re-election in 2020 is Daniel Lefebvre.
- Re vacancies, if ICAR receives any suitable candidates (by members call closing date of July 31st) they will be reviewed by the Board and if meet criteria can also be added to the election ticket. The Gov committee will recommend to the Board to try and seek one if not two new members to be added in 2020 so to better balance the succession. (as we have two more second terms finishing in 2021).

5.0 Financial Inspector Election – as agreed above and subject to Board approval we plan to send out call for nominees to members in May 2020.

6.0 Board Member Election – as agreed above and subject to Board approval we plan to send out call for nominees to members in May 2020. The Gov committee briefly discussed vacancies and agreed that Josef Kucera could be a good potential board member – Daniel to review with Board at appropriate time

7.0 International Sanctions / Money Laundering / Corruption checks – in the Customer Due Diligence conducted by Rabo Bank they highlighted that ICAR needs to specifically address in its SOPs or internal compliance policies how we handle.

International Sanctions:

- a) New Board Members should be vetted according to EU/OFAC restrictions (Office of Foreign Assets Control lists)



- b) New ICAR Members or Associate Members should be vetted according to EU/OFAC restrictions (Office of Foreign Assets Control lists)

Money Laundering & Corruption:

- c) Regulations with respect to money laundering in line with the Financial Action Task Force on Money laundering (FAFT) as well as the US Foreign Corrupt Practices Act

Action: CE and staff to draft up SOPs that address these and circulate in first instance to Governance Committee ahead of its next meeting in May – ultimately then to ICAR Board.

8.0 By-Laws and Articles of Association.

All agreed that we need to compare and reconcile the existing By-Laws versus the new Articles of Association but with a clear directive to Van Diepen to only look to amend only where we must. i.e. where we have 'contradictions' or 'duplications' between the two documents.

Update: Due to COVID 19 the Van Diepen office is working on reduced output but in conversations with CE last week, Andre Lieshout committed to have this done by end of April.

- CE to follow up and share as soon as review by Van Diepen is done
- Governance Committee and review at May 7th meeting with view to submit to Board at its May 26th meeting

9.0 Code of ethics (CoE)

Governance Committee agreed that the current conflict of interest will be reviewed in the context of an overall Code of Ethics which is needed in ICAR. To this end we will look at some benchmark code of ethics documents and review for appropriate headings for ICAR as first step to develop out own ICAR CoE. Actions are as follows.

- Each member of Governance Cttee will look to their own organisations' CoE to share with this committee – so far Frido sent on CRV's public statements
- Kaivo has no such documents to share while Bevin and Daniel will seek to share their orgs CoE docs if available before next meeting
- Review headings at next Governance meeting scheduled May 7th.

10.0 AOB – none

11.0 Next Meeting

Next meeting will be on **Thursday May 7th at 2000hrs CET**. CE will get Cesare to send zoom link invites.

12.0 Adjourn

The meeting was closed at 2055hrs.



THE GLOBAL STANDARD
FOR LIVESTOCK DATA

Appendix 1: Van Diepen email re allowance of digital general meetings for NL Associations in 2020

