

THE INITIATIVE OF THE
VOLUNTARY PRINCIPLES ON
SECURITY AND HUMAN RIGHTS
GOVERNANCE RULES

Adopted: May 16, 2024

VOLUNTARY
PRINCIPLES
ON SECURITY + HUMAN RIGHTS

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THE INITIATIVE OF THE VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS GOVERNANCE RULES

Section I GENERAL PROVISIONS

- Paragraph 1 Name. The name of the initiative is the “Initiative of the Voluntary Principles on Security and Human Rights” (“Voluntary Principles Initiative.”)
- Paragraph 2 Mission Statement. The Voluntary Principles Initiative, which is comprised of three Pillars (companies, governments, and non-governmental organizations (“NGOs”)) seeks to: actively promote universal respect for human rights in the provision of security for the activities of companies in the industries of extracting, harvesting, or developing natural resources or energy in a manner guided by the Voluntary Principles on Security and Human Rights (“Voluntary Principles”); strengthen implementation and accountability; and increase the number of Voluntary Principles Initiative Participants. The Voluntary Principles are a set of principles, set forth in [Appendix 1](#), that are intended to guide companies in maintaining the safety and security of their operations within an operating framework that ensures respect for human rights and fundamental freedoms.
- Paragraph 3 This document sets forth commitments and shared understandings by the Participants regarding participation in the Voluntary Principles Initiative. The Voluntary Principles and this document do not create any legally binding obligations or standards under international or domestic law.
- Paragraph 4 This document addresses the work of the Voluntary Principles Initiative, and it does not apply to the Association of the Voluntary Principles on Security and Human Rights (the “Voluntary Principles Association”). The Voluntary Principles Association is governed by the Articles of Association of the Voluntary Principles on Security and Human Rights.

Section II DEFINITIONS

- Paragraph 1 These terms have the following definitions when used in this statement of the governance rules:
- “Annual Plenary Meeting” means the meeting of the full Plenary, held once a year.
 - “Annual Report” means the report that each Participant submits on an annual basis describing efforts to implement or assist in the implementation of the Voluntary Principles, pursuant to the Participation and Accountability
 - Criteria, referenced in [Section VI](#) and set forth in [Appendix 2](#), and the Reporting Guidelines referenced in [Section VII](#) and set forth in [Appendix 5](#).
 - “Applicant Company” means a company that has requested admission to the Voluntary Principles Initiative, pursuant to the Voluntary Principles

Framework for the Admission of New Companies, referenced in [Section V](#) and set forth in [Appendix 3.1](#).

- “Applicant Government” means a Government that has requested admission to the Voluntary Principles Initiative, pursuant to the Voluntary Principles Framework for the Admission and Participation of New Governments, referenced in [Section V](#) and set forth in [Appendix 3.2](#).
- “Applicant NGO” means an NGO that has requested admission to the Voluntary Principles Initiative, pursuant to the Voluntary Principles Framework for the Admission of New NGOs, referenced in [Section V](#) and set forth in [Appendix 3.3](#).
- “Applicant Observer” means an organization that has requested admission to the Voluntary Principles Initiative as an Observer.
- “Close Consultation” means the act of consulting with the Plenary through communications directed either to the three Pillars collectively, or individually, and the provision of time for intra-Pillar dialogue with regard to the subject matter(s) at issue in the communication.
- “Consensus” means absence of objection by any Participants present at the time of a decision. Unless otherwise provided by applicable law or a decision of the Plenary or the Steering Committee, Participants may participate by proxy in decision-making..
- “Corporate Pillar” means all Participants that are either Participant Companies or Engaged Companies.
- “Engaged Company” means a company that has been admitted to the Voluntary Principles Initiative pursuant to the Voluntary Principles Framework for the Admission and Participation of New Companies, referenced in [Section V](#) and set forth in [Appendix 3.1](#), but has not yet been approved as a “Participant Company”.
- “Engaged Government” means a government that has been admitted to the Voluntary Principles Initiative pursuant to the Voluntary Principles Framework for the Admission and Participation of New Governments, referenced in [Section V](#) and set forth in [Appendix 3.2](#), but has not yet been approved as a “Participant Government.”
- “Engaged NGO” means a NGO that has been admitted to the Voluntary Principles Initiative pursuant to the Voluntary Principles Framework for the Admission and Participation of New NGOs, referenced in [Section V](#) and set forth in [Appendix 3.3](#), but has not yet been approved as a “Participant NGO.”
- “Extraordinary Plenary Meeting” means any meeting of the Plenary other than

the Annual Plenary Meeting.

- “Formal Voluntary Principles Activity” means any activity that has been approved by the Plenary in order to ensure that the work of the Voluntary Principles Initiative is conducted in a manner consistent with its stated mission.
- “Government Chair” means, in any given year, the Participant Government that chairs Steering Committee meetings and any Extraordinary Plenary Meetings held during its tenure.
- “Government Pillar” means all Participants that are either Participant Governments or Engaged Governments.
- “Host Government” means the government of a country in which a Participant is operating.
- “Implementation Plan” means a plan to be implemented by an Engaged Company as part of its effort to become a full Participant.
- “Inactive Participant” means a Participant that is temporarily unable to exercise its rights as a Participant after it has been declared to be inactive by the Plenary, pursuant to the process set forth [Section XII, Paragraph 4](#).
- “In-country Implementation Process” means a country-based multi-stakeholder process that has been established by Participants, as described in [Section IV, Paragraph 2](#).
- “Invited Guests” means any individual or entity that the Steering Committee invites to attend a meeting pursuant to Section III, Paragraph 4 (b)(1)(i) and Section III, Paragraph 4(c)(2)(i).
- “Observer” means an organization that (i) has been approved to attend certain proceedings of the Voluntary Principles Initiative pursuant to the Voluntary Principles Framework for the Admission of Observers set forth in [Appendix 4](#) or (ii) was granted Observer status prior to the adoption of the Voluntary Principles Framework for the Admission of Observers.
- “NGO Pillar” means all Participants and Engaged NGOs that have been approved for admission to the Voluntary Principles Initiative pursuant to the Voluntary Principles Framework for the Admission of New NGOs set forth in [Appendix 3.3](#).
- “Participant” means any government, company, or NGO that participates in the Voluntary Principles Initiative, per the Participation and Accountability Criteria, that has not been declared to be an Inactive Participant. Participant status is gained by (i) being a founding participant of the Voluntary Principles, (ii) being approved pursuant to the admission procedures in place before the adoption of entry criteria, or (iii) being approved pursuant to the relevant entry criteria referenced in [Section V](#) and set forth in [Appendices 3.1-3.3](#).

- “Participant Company” means a company that was either a founding participant at the launch of the Voluntary Principles or a company that has been approved pursuant to the Voluntary Principles Framework for the Admission and Participation of New Companies, referenced in [Section V](#) and set forth in [Appendix 3.1](#).
- “Participant Government” means a government that was either a founding participant at the launch of the Voluntary Principles or a government that has been approved pursuant to the Voluntary Principles Framework for the Admission and Participation of New Governments, referenced in [Section V](#) and set forth in [Appendix 3.2](#).
- “Participant NGO” means a NGO that was either a founding participant at the launch of the Voluntary Principles or a NGO that has been approved pursuant to the Voluntary Principles Framework for the Admission and Participation of New NGOs, referenced in [Section V](#) and set forth in [Appendix 3.3](#).
- “Participation and Accountability Criteria” means the foundational Voluntary Principles governance document, adopted unanimously at the 2007 Annual Plenary Meeting, which is referenced in [Section VI](#) and set forth in [Appendix 2](#).
- “Pillar” means one of the three stakeholder groups of Participants: governments, companies and NGOs “Plenary” means the body consisting of all Participants, per the Participation and Accountability Criteria, that is described in [Section III, Paragraph 2\(a\)](#), and that serves as the main decision-making body for the Voluntary Principles Initiative.
- “Plenary” shall have the meaning ascribed to it in Section III, paragraph 2(a).
- “Proxy Voting” means a voting process as set forth in Section III, Paragraph 3(a)(2)(iii) and Paragraph 3(b)(2)(ii)(1).
- “Secretariat” means the day-to-day administrative body for the Voluntary Principles Association that will render administrative support to the Voluntary Principles Initiative.
- “Steering Committee” means the primary executive body for the Voluntary Principles Initiative, as described in [Section III, Paragraph 2\(b\)](#).
- “Steering Committee Member” means a Participant serving on the Steering Committee at any given time, pursuant to the guidelines set forth in [Section III, Paragraph 2\(b\)](#). “Steering Committee Members” means the plural of Steering Committee Member.
- “Vice-Chairs” means the one Participant in the Corporate Pillar and the one participant in the NGO Pillar selected to serve the Plenary and work with the Chair on consensus-building and problem-solving.
- “Voluntary Principles” means the Voluntary Principles on Security and Human

Rights, asset forth in [Appendix 1](#).

- “Voluntary Principles Association” means the Association of the Voluntary Principles on Security and Human Rights, an association incorporated in The Netherlands.
- “Working Group” means a group that has been established by the Plenary, or by the Steering Committee, in close consultation with the Pillars, to focus on specific issues, as described in [Section IV, Paragraph 1](#).

Section III GOVERNANCE OF THE VOLUNTARY PRINCIPLES INITIATIVE

Paragraph 1 Structure. Participants in the Voluntary Principles Initiative are organized as follows:

(a) The Three Pillars.

1. The Corporate Pillar. The Corporate Pillar consists of all Participants Companies and Engaged Companies. There is no limit on the number of companies that can be members of the Corporate Pillar.
2. The Government Pillar. The Government Pillar consists of Participant Governments and Engaged Governments. There is no limit on the number of governments that can be members of the Government Pillar.
3. The NGO Pillar. The NGO Pillar consists of Participant NGOs and Engaged NGOs. There is no limit on the number of NGOs that can be members of the NGO Pillar.

- (b) Observers. Observers are permitted to partake in activities of the Voluntary Principles Initiative provided they strictly follow all requirements set forth in [Appendix 4](#).

Paragraph 2 Institutional Bodies. The institutional bodies of the Voluntary Principles Initiative are:

(a) The Plenary. The Plenary is the main decision-making body of the Voluntary Principles Initiative.

1. The Plenary consists of all Participants.
2. One Participant in the Government Pillar serves as the Government Chair for the Plenary. The Government Chair also chairs Steering Committee meetings.
 - i. The Government Chair is selected each year by the Government Pillar.

- ii. The term of the Government Chair is one (1) year. The term is non-renewable, unless otherwise decided by the Plenary.
 - iii. One Participant in the Corporate Pillar and one participant in the NGO Pillar serve as the Vice-Chairs for the Plenary. Vice-Chairs would work together with the Chair on consensus-building and problem-solving.
 - iv. The Vice-Chairs are selected each year by their respective Pillars.
- (b) The Steering Committee. The Steering Committee is the primary executive body for the Voluntary Principles Initiative.
1. The Steering Committee consists of Participants (which, for the avoidance of doubt, shall not include Engaged Companies, Engaged Governments, or Engaged NGOs) from each of the three Pillars (each Participant, a “Steering Committee Member.”).
 - i. Each Pillar is represented by at least two (2) and no more than four (4) Steering Committee Members.
 - ii. Each Pillar has four (4) votes. Voting authority for each Pillar is evenly distributed among the Steering Committee Members representing that Pillar.
 2. Steering Committee Members representing each Pillar are selected by each of the three Pillars under arrangements determined by the respective Pillar.
 - i. One Steering Committee Member from the Government Pillar is the Government Chair.
 - ii. Each of the Pillars may decide to replace any of its representatives on the Steering Committee at any time. The replacement Steering Committee Member serves the remainder of the term of the original Steering Committee Member.
 3. More than one person may take part in each Steering Committee meeting on behalf of any one Steering Committee Member.
 4. A Steering Committee Member may designate any Participant from the same Pillar to represent that Steering Committee Member at a Steering Committee meeting.
 5. Each Steering Committee Member serves a term of two (2) years.
 - i. After two (2) consecutive terms, a Steering Committee Member

must take a one (1) year break.

- ii. Notwithstanding the foregoing, and to the extent practicable, a Steering Committee Member continues to serve until its successor has been named.
 - iii. The terms of Steering Committee Members begin and end at the conclusion of the Annual Plenary Meeting. In the event that a Steering Committee Member is unable to serve its full term, a replacement may be selected by the corresponding Pillar. The replacement Steering Committee Member serves the remainder of the term of the original Steering Committee Member.
- (c) The Secretariat. The Secretariat is the day-to-day administrative body for the Voluntary Principles Association that will render administrative support to the Voluntary Principles Initiative.
1. To fulfill the duties of the Secretariat, the Steering Committee may, with the approval of the Plenary, (i) make arrangements with third-party organizations; or (ii) recruit and hire employees.
 2. If a third-party organization is selected to serve as Secretariat, the terms of such arrangement are set by the Voluntary Principles Association.
- (d) The Voluntary Principles Association. The Voluntary Principles Association is an entity that addresses the financial and administrative needs of the Voluntary Principles Initiative as set forth in the Articles of Association of the Voluntary Principles Association. Among other tasks and activities, the Voluntary Principles Association secures Secretariat services for the Voluntary Principles Initiative and holds any financial accounts.

Paragraph 3

Responsibilities and Decision-Making Authority of the Plenary, the Steering Committee, and the Secretariat.

- (a) The Plenary.
1. The responsibilities of the Plenary include, but are not limited to:
 - i. approving the annual work plan;
 - ii. establishing implementation priorities, goals, and objectives;
 - iii. approving Formal Voluntary Principles Activities, as necessary, in order to ensure that the work of the Voluntary Principles Initiative is conducted in a manner consistent with its stated mission;
 - iv. establishing Working Groups;

- v. deliberating and voting on any recommendation put forward by the Steering Committee regarding implementation and governance issues;
- vi. deliberating and voting on any recommendation put forward by the Steering Committee to declare a Participant to be an Inactive Participant;
- vii. deliberating and voting on any recommendation put forward by the Steering Committee to reinstate an Inactive Participant;
- viii. deliberating and voting on any recommendation put forward by the Steering Committee to modify a governance document;
- ix. deliberating and voting on any recommendation put forward by the Steering Committee to modify the Voluntary Principles;
- x. deliberating and voting on any other proposals put forward by the Steering Committee;
- xi. expelling a Participant;
- xii. approving Voluntary Principles Initiative documents for public release;
- xiii. removing a third-party Secretariat prior to the expiration of relevant arrangements;
- xiv. dissolving the Voluntary Principles Initiative;
- xv. other responsibilities necessary to conduct the activities set forth above in this Section III, paragraph 3(a)(1).

2. Consensus and Voting

- i. The Plenary makes a good faith effort to make all decisions by Consensus.
- ii. If Consensus is not possible, matters may be decided by a formal vote. At least seventy-five percent (75%) of the Participants (which, for the avoidance of doubt, shall not include Engaged Companies, Engaged Governments, or Engaged NGOs) from each Pillar present or, if applicable, represented by proxy at an Annual Plenary Meeting or Extraordinary Plenary Meeting must vote affirmatively in order for a vote to be carried.

1. Each Participant is only entitled to one (1) vote.
 2. Any Participant may recuse itself from a specific vote.
 3. A Participant is to recuse itself from a vote directly regarding a fellow Participant with which such Participant has a financial or material relationship that is relevant to the Voluntary Principles.
- iii. At any Annual Plenary Meeting or Extraordinary Plenary Meeting, a Participant that is unable to take part in a vote may authorize another Participant to act on its behalf by proxy. A written copy of the authorization must be provided to the Secretariat prior to the vote. Proxies may be delivered by email.
 - iv. For any Annual Plenary Meeting or Extraordinary Plenary Meeting, quorum is to be fifty-one percent (51%) of each Pillar., which shall include all proxies.
- (b) The Steering Committee.

1. The joint responsibilities of the Steering Committee include, but are not limited to:
 - i. In close consultation with the Pillars,
 1. developing the objectives, timetables, and budgets to support the goals identified and approved by the Plenary at the Annual Plenary Meeting in the annual work plan;
 2. establishing Working Groups;
 3. considering policy issues specific to the Voluntary Principles Initiative;
 4. ensuring that the multi-stakeholder nature of the Voluntary Principles Initiative is maintained and fully reflected in the work of the Voluntary Principles Initiative at all levels;
 5. representing the Plenary in making any decisions to approve applications of all applicants, and Invited Guests;
 6. approving the national plans of Engaged Governments;
 7. approving the Implementation Plans of Engaged Companies;

8. identifying and overseeing outreach to potential Participants;
 9. approving the agendas and arrangements for the Annual Plenary Meeting and any Extraordinary Plenary Meetings; and
 10. approving Voluntary Principles Initiative documents for public release.
- ii. Making recommendations for consideration by the Plenary regarding:
 1. any proposal that a Participant be declared an Inactive Participant by the Plenary pursuant to the process set forth in [Section XII](#).
 2. the extension of the terms of Observers approved pursuant to the Voluntary Principles Framework for the Admission of Observers ([Appendix 4](#)).
 - iii. consulting regularly with Participants from all three Pillars to ensure understanding and communication of Participant priorities, comments, suggestions, and concerns;
 - iv. conducting regular meetings in order to ensure that the work of the Voluntary Principles Initiative is conducted in a manner consistent with its stated mission;
 - v. establishing timetables and deadlines for Steering Committee work;
 - vi. approving agendas for Steering Committee meetings;
 - vii. overseeing any dispute resolution conducted pursuant to the processes and procedures referenced in [Section VII](#), and set forth in the Participation and Accountability Criteria at [Appendix 2](#);
 1. in coordination with the Secretariat, overseeing the production of documents for review at any Plenary Meeting, including the delivery of those documents for Plenary review on a schedule that, to the extent practicable, provides all Participants with a reasonable time in which review the documents prior to the meeting; and
 2. developing and submitting the annual work plan and estimated costs for Plenary approval;

- viii. deciding on any administrative matters necessary to conduct the work of the Steering Committee;
- ix. reviewing financial disclosures submitted by NGO Pillar Participants, pursuant to Section X, Paragraph 2.
- x. Other responsibilities necessary to conduct the activities set forth this Section III, paragraph 3(b)(1).

2. Consensus and Voting

- i. The Steering Committee shall make a good faith effort to make all decisions by Consensus.
- ii. If Consensus is not possible, matters may be decided by a formal vote. At least eight (8) out of twelve (12) votes with at least two (2) from each Pillar must be cast affirmatively in order for a vote to be carried.
- iii. Any Steering Committee Member that is unable to take part in a vote may authorize another Steering Committee Member of the same Pillar to act on its behalf by proxy, by delivering a written copy of the authorization to the Secretariat prior to the vote. Proxies may be delivered by email.
- iv. A Steering Committee Member is to recuse itself from a vote directly concerning a fellow Participant with which such Participant has a financial or material relationship provided that such relationship could be deemed reasonably relevant to the Voluntary Principles.

(c) The Secretariat

- 1. Responsibilities of the Secretariat include, but are not limited to:
 - i. Together with the Steering Committee, planning and executing the Annual Plenary Meeting and any face-to-face meetings of Participants held during the year, including Extraordinary Plenary Meetings;
 - ii. supporting the work of the Plenary and the Steering Committee, including by preparing meeting minutes;
 - iii. managing engagement with applicants to the Voluntary Principles;
 - iv. facilitating the work of any Working Groups formed by the Plenary or the Steering Committee;
 - v. facilitating dispute resolution proceedings and close

- consultations between Participants;
- vi. maintaining the Voluntary Principles website;
- vii. overseeing the financial accounts held by, or for, the Voluntary Principles Initiative;
- viii. reporting regularly to Steering Committee regarding Secretariat activities; and
- ix. at the direction of the Steering Committee and in a manner consistent with annual work plan:
 1. Engaging stakeholders and responding to inquiries regarding the Voluntary Principles;
 2. Developing case studies on best practices;
 3. Providing administrative support to In-Country Implementation Processes; and
 4. Researching and drafting reports on specific issues.
- x. day-to-day administrative decision-making;
- xi. other responsibilities necessary to conduct the activities set forth in this Section III, paragraph 3©(1).

Paragraph 4 Meetings of the Plenary and the Steering Committee

(a) General Rule on Communications between Participants.

1. As stated in the Participation and Accountability Criteria, in order to facilitate the goals of the Voluntary Principles Initiative and to encourage full and open dialogue, all proceedings of the Voluntary Principles Initiative are on a non-attribution and non-quotation basis.
2. Certain categories of internal documents, including minutes, and other documents as identified by the Steering Committee, in close consultation with the Pillars, or by the Plenary, may be prepared in a manner that attributes statements to specific Participants and their representatives.
3. All Voluntary Principles Initiative documents are to be considered confidential unless the Plenary or the Steering Committee, in close consultation with the Pillars, has approved them for public release. Documents that are primarily related to the activities of a specific Participant are not to be approved for public release without the express permission of that Participant. No confidential documents are to be distributed to non-Participants except as required by valid legal

process or otherwise required by law.

4. Notwithstanding the provisions in this Paragraph 4(a), Participants may publish their own Voluntary Principles Annual Reports, provided such Annual Reports do not contain confidential information about any other Participant unless that Participant has consented to the release of the information.

(b) Plenary Meetings

1. The Plenary meets in-person no less frequently than annually. In general, a Plenary meeting is a forum to review implementation progress, share best practices, address governance issues, set priorities and approve the annual work plan and budget.
2. The Steering Committee may authorize Invited Guests to attend specific Plenary meetings. The Secretariat shall inform such Invited Guests of the confidentiality requirements of the Voluntary Principles Initiative as set forth in Section III, Paragraph 4(a) and shall obtain written acknowledgment of such requirements from the Invited Guests.
3. The dates and location for the Annual Plenary Meeting are determined by the Steering Committee and distributed in writing to the Plenary at least four (4) months before the meeting.
4. The agenda for the Annual Plenary Meeting is approved by the Steering Committee.
5. The approved agenda for the Annual Plenary Meeting is distributed to the Plenary by the Secretariat no less than one (1) month before the meeting.
6. The agenda for the Annual Plenary Meeting is to include, at a minimum, the following orders of business:
 1. Announcement of Steering Committee Members;
 2. Announcement of the Government Chair for the immediately following year;
 3. Presentation for approval of the annual work plan and annual budget for the Steering Committee and Secretariat;
 4. Requests to extend the terms of any Observers approved to attend certain Voluntary Principles Initiatives proceedings pursuant to the Voluntary Principles Framework for the Admission of Observers

set forth in [Appendix 4](#).

5. If applicable, the approval of applications by Engaged Companies, Engaged Governments, or Engaged NGOs.; and
 6. If applicable, the approval of full Participant status for Engaged Companies, Engaged Government, or Engaged NGOs that have met the requirements set out in the applicable Framework for Admission.
- v. The Steering Committee, in coordination with the Secretariat, oversees the production of documents for the Annual Plenary Meeting, including the delivery of those documents to the Plenary for review prior to the meeting.
7. Extraordinary Plenary Meetings may be organized by the Government Chair with the approval of the Steering Committee. As set forth in the Participation and Accountability Criteria, Participants are expected to attend Extraordinary Plenary Meetings as appropriate and commensurate with resource constraints.
 - i. Extraordinary Plenary Meetings may be held either in- person or through the use of teleconferencing technology.
 - ii. The announcement of an in-person Extraordinary Plenary Meeting is distributed to the Plenary in writing at least three months in advance of the proposed date(s).
 - iii. The announcement of an Extraordinary Plenary Meeting via teleconference is distributed to the Plenary in writing at least three weeks in advance of the proposed date(s).
 8. Attendance at Plenary meetings is limited to Participants, Engaged Companies, Engaged Governments, Engaged NGOs, the Secretariat, Observers, and Invited Guests as deemed necessary by the Steering Committee.
 9. The Secretariat shall prepare minutes for the annual general meeting portion of the Plenary meeting.
 - i. The Secretariat distributes these minutes to the Participants no later than six (6) weeks after the meeting.
 1. Members of the Steering Committee may report any corrections to the minutes to the Secretariat within two (2) weeks.
 - ii. If no corrections are made to the minutes by the Steering

Committee, the Secretariat is to distribute the minutes to the Plenary.

1. Members of the Plenary may report any corrections to the minutes to the Secretariat within two (2) weeks.
- iii. Once all corrections from the Steering Committee and the Plenary have been incorporated into the minutes from the Plenary meeting, the Secretariat shall post the minutes to the password-protected portion of the Voluntary Principles Initiative website and notify the Plenary that it has done so.

(c) Steering Committee Meetings.

1. The Steering Committee meets, as necessary, to conduct the business of the Voluntary Principles Initiative.
 - i. Steering Committee meetings are to be held at least four (4) times annually
 - ii. Meetings of the Steering Committee are ordinarily held via teleconference.
 - ii. The agenda for each Steering Committee meeting is proposed by the Government Chair in close consultation with the Steering Committee and the Secretariat.
 1. The agenda for each Steering Committee meeting is distributed to the Steering Committee by the Government Chair (or the Secretariat, at the request of the Government Chair) no fewer than one (1) week in advance.
 2. Additional items may be added to the agenda for the Steering Committee meeting before or during the meeting if either (a) there is no objection or (b) there are at least eight (8) Steering Committee votes affirmatively supporting the addition.
 - iii. Any Steering Committee Member may propose that a special meeting of Steering Committee be held, either in- person or via teleconference.
 1. If a Steering Committee Member proposes an in-person meeting of the Steering Committee, this proposal is to be submitted to Steering Committee Members at least four (4) weeks in advance.
 2. If a Steering Committee Member proposes a meeting of

the Steering Committee via teleconference, this proposal is to be submitted to the members of the Steering Committee at least one (1) week in advance.

3. A proposal for a special meeting of the Steering Committee is to be approved if either (a) there is no objection or (b) there are at least eight (8) Steering Committee votes affirmatively supporting the proposal.
2. Except as provided herein, attendance at Steering Committee meetings is limited to Steering Committee Members and representatives of the Secretariat.
 - i. The Steering Committee may authorize Invited Guests to attend specific Steering Committee meetings, as necessary, to address specific issues or concerns. Third parties are to be informed of confidentiality requirements of the Voluntary Principles Initiative as set forth in Section III, Paragraph 4(a) and are required to provide written acknowledgement of such requirement
 - ii. As set forth in Section III, Paragraph 2(b)(4), a Steering Committee Member that is unable to attend a particular Steering Committee meeting may designate another Participant from the same Pillar to attend that Steering Committee meeting in its place, and should inform the Steering Committee of such arrangements prior to the meeting. That Participant replacing such absent Participant has all the responsibilities and privileges of the Steering Committee Member it replaces.
 3. The Secretariat shall prepare minutes for each meeting of the Steering Committee.
 - i. The Secretariat shall distribute these minutes to the Steering Committee no later than two (2) weeks after the meeting.
 - ii. Members of the Steering Committee may report any corrections to the minutes to the Secretariat within one week.
 1. Once any corrections from the Steering Committee have been incorporated into the minutes, the Secretariat shall post the minutes to the password-protected portion of the Voluntary Principles Initiative website.

Section IV WORKING GROUPS AND IN-COUNTRY IMPLEMENTATION PROCESSES

Paragraph 1 Working Groups. The Plenary or the Steering Committee, in close consultation with the Pillars, may create Working Groups to focus on specific issues.

- (a) Participation in a Working Group is open to any interested Participant.
- (b) Upon invitation by the Steering Committee, Observers may join in specific Working Group meetings, pursuant to [Appendix 4](#).
- (c) Working Groups may be chaired by the Secretariat or one of the Participants.
- (d) A Working Group may continue work until the group's mandate is complete and/or the Steering Committee or Plenary decides to end its mandate.

Paragraph 2 In-Country Implementation Processes.

- (a) In-Country Implementation Processes are country-based multi- stakeholder processes aimed at strengthening implementation of the Voluntary Principles in a specific country.
- (b) As appropriate, Participants may form ad hoc country- or region- specific groups to support In-Country Implementation Processes.

Section V ENTRY CRITERIA AND ADMISSION PROCESS

Paragraph 1 The entry criteria and admission processes for all three Pillars of the Voluntary Principles Initiative are stated in the following documents:

- (a) Voluntary Principles Framework for the Admission of New Companies, set forth in [Appendix 3.1](#);
- (b) Voluntary Principles Framework for the Admission and Participation of New Governments, set forth in [Appendix 3.2](#); and
- (c) Voluntary Principles Framework for the Admission of New NGOs, set forth in [Appendix 3.3](#).

Paragraph 2 The entry criteria and admission process for Observers is stated in the Voluntary Principles Framework for the Admission of New Observers, set forth in [Appendix 4](#).

Paragraph 3 The Steering Committee shall maintain a register in which the names and addresses of all Participants, specifying the Pillar to which each of them belong.

- (a) Every Participant is under obligation to provide the Steering Committee with:
 1. its address;
 2. a primary contact;
 3. an electronic address where the Participant may be reached; and
 4. any changes to the data mentioned under 1, 2, or 3.

- (b) Such giving notice of the electronic address also entails consent for being sent all notices and communications as well as notices convening meetings, insofar as they are authorized to attend these, by electronic means.

Paragraph 4 It is understood that a Participant will be admitted to the Voluntary Principles Association upon admission to the Voluntary Principles Initiative.

Section VI REPORTING

Paragraph 1 Each Participant reports annually to the Plenary on its efforts to implement the Voluntary Principles.

- (a) These reports are to be drafted in a manner consistent with the Voluntary Principles Reporting Guidelines, as set forth in [Appendix 5](#).

Paragraph 2 Any Participant's status may be reviewed and such Participant may be declared an Inactive Participant if it fails to submit an Annual Report that meets criteria specified in the Reporting Guidelines.

Paragraph 3 The Secretariat is responsible for producing a Summary Annual Report each year highlighting good practice and progress in Participants' implementation of the Voluntary Principles. The Summary Annual Report is not to reference specific Participants and is made public.

Paragraph 4 Notwithstanding the provisions in this Section or in Section III, paragraph 4(a), Participants may publish their own Voluntary Principles Annual Reports, provided such Annual Reports do not contain confidential information about any other Participant unless that Participant has consented to the release of the information.

Paragraph 5 The Steering Committee recognizes that constructive engagement and dialogue between Pillars may at times require financial resourcing for NGO Participants by Corporate and/or Government Participants that could create a perceived conflict of interest. When such a conflict is at risk of arising, Participants that are party to the conflict will recuse themselves from any relevant decision-making, including the consideration of an applicant entity, if applicable.

Paragraph 6 Participants are prohibited from entering into new commercial financial relationships with any applicant entity immediately before submission or during the review of the entity's application to join the Voluntary Principles Initiative.

Section VII USE OF THE VOLUNTARY PRINCIPLES

Paragraph 1 The Voluntary Principles may be implemented by any interested party.

Section VIII FINANCE

Paragraph 1 The Voluntary Principles Association is the financial body of the Voluntary Principles Initiative. Each year, the Steering Committee shall make a recommendation to the Plenary at the Annual Plenary Meeting, regarding the annual work plan for the Voluntary Principles Initiative pursuant to Section III paragraph (3)(a)(1)(i). Upon approval by the Plenary, the work plan for the Voluntary Principles Initiative shall be submitted to the Voluntary Principles Association for consideration in developing an annual budget.

Paragraph 2 Each Participant in the NGO Pillar is required to disclose all sources and amounts of income received from other Participants in the Voluntary Principles Initiative, with details on the purpose of funds.

(a) This disclosure is to be made on an annual basis.

(b) The disclosure report is to be submitted to the Steering Committee, via the Secretariat, at the same time as the Participant submits its Annual Report. The Steering Committee is responsible for reviewing these disclosures.

Paragraph 2 The Voluntary Principles Association shall be responsible for all reasonable venue expenses associated with the Annual Plenary Meeting of the Voluntary Principles Initiative. The VPA may cover the cost of a Plenary reception upon approval by the Steering Committee. The Annual Plenary of the Voluntary Principles Initiative shall be held in conjunction with the Annual General Meeting of the Voluntary Principles Association.

Section IX MODIFICATION; OTHER CONCERNS REGARDING THE ADMINISTRATION OF THE GOVERNANCE RULES

Paragraph 1 These Governance Rules may be modified by (i) the Plenary; or (ii) unanimous consent of the Steering Committee (provided that such changes have been discussed by the Steering Committee members in their respective Pillars), with such modifications taking effect upon such consent, provided that any such modification shall be subject to ratification at the first Plenary following such Steering Committee decision.

Paragraph 2 Any concerns relating to the administration of these Governance Rules may be conveyed by a Participant, in writing, to the Steering Committee.

(a) The Steering Committee is to consider any concerns raised with regard to

- (b) the administration of these Governance Rules. Within twenty-one (21) days of receipt of such concern, the Steering Committee may either (i) submit its written views on the concern to the Participant raising such concern, or (ii) refer the matter to the Plenary for further consideration.
 - 1. If the matter is referred to the Plenary, the Participant raising the concern may submit an additional explanation of its concern to the Plenary in writing.
 - 2. If the matter is referred to the Plenary, the Secretariat shall prepare any additional documentation necessary to facilitate the Plenary's review.

Section X DISCONTINUATION

Paragraph 1 Any Participant may discontinue its participation in the Voluntary Principles Initiative at any time.

- (a) A Participant should endeavor to submit a written notification of discontinuation to the Secretariat. Immediately upon receipt, the Secretariat will distribute the notification to the members of the Steering Committee.
- (b) A Participant's discontinuation is effective upon receipt of the written notification by the Steering Committee.

Section XI MEMBERSHIP EXPECTATIONS FOR PARTICIPANTS AND PENALTIES FOR NON-ADHERENCE

Paragraph 1 General Expectations

- (a) All Voluntary Principles Initiative Participants are expected to adhere to the requirements set forth in these Governance Rules, including all Appendices hereto, as well as, as applicable, the requirements of the Articles of Association of the Voluntary Principles Association.

Paragraph 2 Core Membership Expectations

- (a) Participants are required to:
 - 1. Submit Annual Reports consistent with the Participation and Accountability Criteria and the Reporting Guidelines set forth in [Appendices 2](#) and [5](#);
 - 2. For members of the Government and Corporate Pillars, pay annual expected contributions, as set forth in Article 7 of the Articles of Association of the Voluntary Principles Association, as applicable;
 - 3. Attend the Annual Plenary Meeting or assign proxy and, as appropriate and commensurate with resource constraints, other sanctioned extraordinary and in-country meetings;

4. Carry out the responsibilities set out in the applicable provisions of the Participation and Accountability Criteria and the applicable Framework for Admission
5. Subject to legal, confidentiality, and operational concerns, respond in a timely manner to reasonable requests for information from other Participants with the aim of facilitating understanding of issues related to the implementation of the Voluntary Principles; and
6. Participate in direct dialogue with other Voluntary Principles Participants, as requested.

Paragraph 3 Notification of Non-Adherence

- (a) At any time, the Secretariat and/or a Participant may notify the Steering Committee that a Participant is allegedly not adhering to the core expectations set forth in Section XI, Paragraphs 1 and 2.
- (b) Upon receipt of such notification, the Steering Committee shall conduct a review of the Participant's adherence. If the Committee believes that the Participant is non-adherent, the Steering Committee is to notify the Participant and will request that the non-adherence be remedied within a period of time determined by the Steering Committee pursuant to section (c) of this paragraph. This notification is to be done in writing in the form of a letter from the Steering Committee to the Participant.
- (c) The Steering Committee has discretion to set specific time periods within which Participants will be expected to remedy non-adherence, with the general expectation that such time periods may range between 6-24 months depending on the nature of, and reasons for, the non-adherence.

Paragraph 4 Dispute Resolution Process

Any concerns related to a Participant's sustained lack of efforts in implementing the Voluntary Principles may be raised pursuant to the dispute resolution process set forth in the Participation and Accountability Criteria, [Appendix 2](#).

Paragraph 5 Inactive Status

- (a) If a Participant has not remedied its non-adherence within the period of time set by the Steering Committee, and no other accommodation has been reached, the Steering Committee may recommend to the Plenary that the Participant be declared an "Inactive Participant."
- (b) Decisions to declare a Participant to be an Inactive Participant are made by the Plenary pursuant to Section III, Paragraph 3(a).

- (c) Once declared an Inactive Participant, such Participant is not eligible to:
 1. Exercise voting rights within the Voluntary Principles Initiative;
 2. Participate in Pillar meetings;
 3. Participate in Annual Plenary Meetings; and/or
 4. Participate in Working Groups.
- (d) An Inactive Participant that wishes to return to being a Participant may submit a letter to the Steering Committee setting forth the basis of its request. The Steering Committee is to distribute the request to the Plenary for a determination pursuant to Section III, Paragraph 3(a).
- (e) If a Participant remains an Inactive Participant for a period of two years and has not made reasonable efforts to remedy its non- adherence, the Steering Committee may recommend to the Plenary that the Participant be expelled.

Paragraph 6 Expulsion

- (a) The final decision to expel a Participant is made by the Plenary. A Participant that is expelled from membership in the Voluntary Principles Association is to be expelled from the Voluntary Principles Initiative.
- (b) If the Plenary decides to expel a Participant, the Participant may reapply for membership in the Voluntary Principles Initiative after twelve (12) months, pursuant to the process through which new Participants are admitted. A Participant that is expelled is to be removed from the Voluntary Principles Initiative website.

Section XII DISSOLUTION

Paragraph 1 The Voluntary Principles Initiative may be dissolved by the Plenary.

Paragraph 2 Such dissolution is to be affirmatively approved by at least seventy-five percent (75%) of each Pillar.

Section XIII APPENDICES

- (1) The Voluntary Principles on Security and Human Rights
- (2) Participation and Accountability Criteria
- (3) Entry Frameworks for Participants
 1. Framework for the Admission of New Companies
 2. Framework for the Admission and Participation of New Governments
 3. Framework for the Admission of New NGOs
- (4) The Voluntary Principles Initiative Framework for the Admission & Continuing Membership of Observers

APPENDIX 1 – THE VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS

THE VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS

Introduction

Governments of the United States, the United Kingdom, the Netherlands and Norway, companies in the extractive and energy sectors (“companies”), and non-governmental organizations (“NGOs”), all with an interest in human rights and corporate social responsibility, have engaged in a dialogue on security and human rights.

The Participants recognize the importance of the promotion and protection of human rights throughout the world and the constructive role business and civil society — including non-governmental organizations, labor/trade unions, and local communities — can play in advancing these goals. Through this dialogue, the Participants have developed the following set of voluntary principles to guide companies in maintaining the safety and security of their operations within an operating framework that ensures respect for human rights and fundamental freedoms. Mindful of these goals, the Participants agree to the importance of continuing this dialogue and keeping under review these principles to ensure their continuing relevance and efficacy.

Acknowledging that security is a fundamental need, shared by individuals, communities, businesses, and governments alike, and acknowledging the difficult security issues faced by companies operating globally, we recognize that security and respect for human rights can and should be consistent;

Understanding that governments have the primary responsibility to promote and protect human rights and that all parties to a conflict are obliged to observe applicable international humanitarian law, we recognize that we share the common goal of promoting respect for human rights, particularly those set forth in the Universal Declaration of Human Rights, and international humanitarian law;

Emphasizing the importance of safeguarding the integrity of company personnel and property, companies recognize a commitment to act in a manner consistent with the laws of the countries within which they are present, to be mindful of the highest applicable international standards, and to promote the observance of applicable international law enforcement principles (e.g., the UN Code of Conduct for Law Enforcement Officials and the UN Basic Principles on the Use of Force and Firearms by Law Enforcement Officials), particularly with regard to the use of force;

Taking note of the effect that companies' activities may have on local communities, we recognize the value of engaging with civil society and host and home governments to contribute to the welfare of the local community while mitigating any potential for conflict where possible;

Understanding that useful, credible information is a vital component of security and human

rights, we recognize the importance of sharing and understanding our respective experiences regarding, inter alia, best security practices and procedures, country human rights situations, and public and private security, subject to confidentiality constraints;

Acknowledging that home governments and multilateral institutions may, on occasion, assist host governments with security sector reform, developing institutional capacities and strengthening the rule of law, we recognize the important role companies and civil society can play in supporting these efforts;

We hereby express our support for the following voluntary principles regarding security and human rights in the extractive sector, which fall into three categories, risk assessment, relations with public security, and relations with private security:

Risk Assessment

The ability to assess accurately risks present in a company's operating environment is critical to the security of personnel, local communities and assets; the success of the company's short and long-term operations; and to the promotion and protection of human rights. In some circumstances, this is relatively simple; in others, it is important to obtain extensive background information from different sources; monitoring and adapting to changing, complex political, economic, law enforcement, military and social situations; and maintaining productive relations with local communities and government officials.

The quality of complicated risk assessments is largely dependent on the assembling of regularly updated, credible information from a broad range of perspectives — local and national governments, security firms, other companies, home governments, multilateral institutions, and civil society knowledgeable about local conditions. This information may be most effective when shared to the fullest extent possible (bearing in mind confidentiality considerations) between companies, concerned civil society, and governments.

Bearing in mind these general principles, we recognize that accurate, effective risk assessments should consider the following factors:

- *Identification of security risks.* Security risks can result from political, economic, civil or social factors. Moreover, certain personnel and assets may be at greater risk than others. Identification of security risks allows a company to take measures to minimize risk and to assess whether company actions may heighten risk.
- *Potential for violence.* Depending on the environment, violence can be widespread or limited to particular regions, and it can develop with little or no warning. Civil society, home and host government representatives, and other sources should be consulted to identify risks presented by the potential for violence. Risk assessments should examine patterns of violence in areas of company operations for educational, predictive, and preventative purposes.
- *Human rights records.* Risk assessments should consider the available human rights records of

public security forces, paramilitaries, local and national law enforcement, as well as the reputation of private security. Awareness of past abuses and allegations can help companies to avoid recurrences as well as to promote accountability. Also, identification of the capability of the above entities to respond to situations of violence in a lawful manner (i.e., consistent with applicable international standards) allows companies to develop appropriate measures in operating environments.

- *Rule of law.* Risk assessments should consider the local prosecuting authority and judiciary's capacity to hold accountable those responsible for human rights abuses and for those responsible for violations of international humanitarian law in a manner that respects the rights of the accused.
- *Conflict analysis.* Identification of and understanding the root causes and nature of local conflicts, as well as the level of adherence to human rights and international humanitarian law standards by key actors, can be instructive for the development of strategies for managing relations between the company, local communities, company employees and their unions, and host governments. Risk assessments should also consider the potential for future conflicts.
- *Equipment transfers.* Where companies provide equipment (including lethal and non-lethal equipment) to public or private security, they should consider the risk of such transfers, any relevant export licensing requirements, and the feasibility of measures to mitigate foreseeable negative consequences, including adequate controls to prevent misappropriation or diversion of equipment which may lead to human rights abuses. In making risk assessments, companies should consider any relevant past incidents involving previous equipment transfers.

Interactions Between Companies and Public Security

Although governments have the primary role of maintaining law and order, security and respect for human rights, companies have an interest in ensuring that actions taken by governments, particularly the actions of public security providers, are consistent with the protection and promotion of human rights. In cases where there is a need to supplement security provided by host governments, companies may be required or expected to contribute to, or otherwise reimburse, the costs of protecting company facilities and personnel borne by public security.

While public security is expected to act in a manner consistent with local and national laws as well as with human rights standards and international humanitarian law, within this context abuses may nevertheless occur.

In an effort to reduce the risk of such abuses and to promote respect for human rights generally, we have identified the following voluntary principles to guide relationships between companies and public security regarding security provided to companies:

- *Security Arrangements*
 - Companies should consult regularly with host governments and local communities about the impact of their security arrangements on those communities.

- Companies should communicate their policies regarding ethical conduct and human rights to public security providers, and express their desire that security be provided in a manner consistent with those policies by personnel with adequate and effective training.
- Companies should encourage host governments to permit making security arrangements transparent and accessible to the public, subject to any overriding safety and security concerns.
- *Deployment and Conduct*
 - The primary role of public security should be to maintain the rule of law, including safeguarding human rights and deterring acts that threaten company personnel and facilities. The type and number of public security forces deployed should be competent, appropriate and proportional to the threat.
 - Equipment imports and exports should comply with all applicable law and regulations. Companies that provide equipment to public security should take all appropriate and lawful measures to mitigate any foreseeable negative consequences, including human rights abuses and violations of international humanitarian law.
 - Companies should use their influence to promote the following principles with public security: (a) individuals credibly implicated in human rights abuses should not provide security services for companies; (b) force should be used only when strictly necessary and to an extent proportional to the threat; and (c) the rights of individuals should not be violated while exercising the right to exercise freedom of association and peaceful assembly, the right to engage in collective bargaining, or other related rights of company employees as recognized by the Universal Declaration of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work.
 - In cases where physical force is used by public security, such incidents should be reported to the appropriate authorities and to the company. Where force is used, medical aid should be provided to injured persons, including to offenders.
- *Consultation and Advice*
 - Companies should hold structured meetings with public security on a regular basis to discuss security, human rights and related work-place safety issues. Companies should also consult regularly with other companies, host and home governments, and civil society to discuss security and human rights. Where companies operating in the same region have common concerns, they should consider collectively raising those concerns with the host and home governments.
 - In their consultations with host governments, companies should take all appropriate measures to promote observance of applicable international law enforcement

principles, particularly those reflected in the UN Code of Conduct for Law Enforcement Officials and the UN Basic Principles on the Use of Force and Firearms.

- Companies should support efforts by governments, civil society and multilateral institutions to provide human rights training and education for public security as well as their efforts to strengthen state institutions to ensure accountability and respect for human rights.
- *Responses to Human Rights Abuses*
 - Companies should record and report any credible allegations of human rights abuses by public security in their areas of operation to appropriate host government authorities. Where appropriate, companies should urge investigation and that action be taken to prevent any recurrence.
 - Companies should actively monitor the status of investigations and press for their proper resolution.
 - Companies should, to the extent reasonable, monitor the use of equipment provided by the company and to investigate properly situations in which such equipment is used in an inappropriate manner.
 - Every effort should be made to ensure that information used as the basis for allegations of human rights abuses is credible and based on reliable evidence. The security and safety of sources should be protected. Additional or more accurate information that may alter previous allegations should be made available as appropriate to concerned parties.

Interactions Between Companies and Private Security

Where host governments are unable or unwilling to provide adequate security to protect a company's personnel or assets, it may be necessary to engage private security providers as a complement to public security. In this context, private security may have to coordinate with state forces, (law enforcement, in particular) to carry weapons and to consider the defensive local use of force. Given the risks associated with such activities, we recognize the following voluntary principles to guide private security conduct:

- Private security should observe the policies of the contracting company regarding ethical conduct and human rights; the law and professional standards of the country in which they operate; emerging best practices developed by industry, civil society, and governments; and promote the observance of international humanitarian law.
- Private security should maintain high levels of technical and professional proficiency, particularly with regard to the local use of force and firearms.
- Private security should act in a lawful manner. They should exercise restraint and

caution in a manner consistent with applicable international guidelines regarding the local use of force, including the UN Principles on the Use of Force and Firearms by Law Enforcement Officials and the UN Code of Conduct for Law Enforcement Officials, as well as with emerging best practices developed by companies, civil society, and governments.

- Private security should have policies regarding appropriate conduct and the local use of force (e.g., rules of engagement). Practice under these policies should be capable of being monitored by companies or, where appropriate, by independent third parties.
- Such monitoring should encompass detailed investigations into allegations of abusive or unlawful acts; the availability of disciplinary measures sufficient to prevent and deter; and procedures for reporting allegations to relevant local law enforcement authorities when appropriate.
- All allegations of human rights abuses by private security should be recorded. Credible allegations should be properly investigated. In those cases where allegations against private security providers are forwarded to the relevant law enforcement authorities, companies should actively monitor the status of investigations and press for their proper resolution.
- Consistent with their function, private security should provide only preventative and defensive services and should not engage in activities exclusively the responsibility of state military or law enforcement authorities. Companies should designate services, technology and equipment capable of offensive and defensive purposes as being for defensive use only.
- Private security should (a) not employ individuals credibly implicated in human rights abuses to provide security services; (b) use force only when strictly necessary and to an extent proportional to the threat; and (c) not violate the rights of individuals while exercising the right to exercise freedom of association and peaceful assembly, to engage in collective bargaining, or other related rights of company employees as recognized by the Universal Declaration of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work.
- In cases where physical force is used, private security should properly investigate and report the incident to the company. Private security should refer the matter to local authorities and/or take disciplinary action where appropriate. Where force is used, medical aid should be provided to injured persons, including to offenders.
- Private security should maintain the confidentiality of information obtained as a result of its position as security provider, except where to do so would jeopardize the principles contained herein.
- To minimize the risk that private security exceed their authority as providers of security, and to promote respect for human rights generally, we have developed the

following additional voluntary principles and guidelines:

- Where appropriate, companies should include the principles outlined above as contractual provisions in agreements with private security providers and ensure that private security personnel are adequately trained to respect the rights of employees and the local community. To the extent practicable, agreements between companies and private security should require investigation of unlawful or abusive behavior and appropriate disciplinary action. Agreements should also permit termination of the relationship by companies where there is credible evidence of unlawful or abusive behavior by private security personnel.
- Companies should consult and monitor private security providers to ensure they fulfill their obligation to provide security in a manner consistent with the principles outlined above. Where appropriate, companies should seek to employ private security providers that are representative of the local population.
- Companies should review the background of private security they intend to employ, particularly with regard to the use of excessive force. Such reviews should include an assessment of previous services provided to the host government and whether these services raise concern about the private security firm's dual role as a private security provider and government contractor.
- Companies should consult with other companies, home country officials, host country officials, and civil society regarding experiences with private security. Where appropriate and lawful, companies should facilitate the exchange of information about unlawful activity and abuses committed by private security providers

APPENDIX 2 – PARTICIPATION AND ACCOUNTABILITY CRITERIA

INITIATIVE OF THE VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS

PARTICIPATION AND ACCOUNTABILITY CRITERIA

SECTION 1:	OVERVIEW
SECTION 2:	CORPORATE PILLAR REPORTING GUIDELINES
SECTION 3:	GOVERNMENT PILLAR REPORTING GUIDELINES
SECTION 4:	NGO PILLAR REPORTING GUIDELINES
SECTION 5:	GUIDANCE ON MAKING A VOLUNTARY PRINCIPLES VERFICIATION PRESENTATION

SECTION 1: OVERVIEW

Participants

- Governments
- Companies
- Non-Governmental Organizations

Overview

At the 2007 Annual Plenary Meeting in Washington DC, the Participation Criteria were formally adopted. The document, now the Participation and Accountability Criteria, articulate the responsibilities of current and future members of the Voluntary Principles Initiative; it is anticipated that the Participation and Accountability Criteria will further strengthen implementation and accountability, increase the number of Voluntary Principles Initiative Participants, and encourage more robust and constructive dialogue among Participants.

Some of the key features of the Participation and Accountability Criteria include: minimum requirements for participation; a dispute resolution process to raise concerns about the performance of a Participant; accountability mechanisms that include the possibility of expulsion; and more transparent procedures for accepting new members.

Additionally, the criteria enshrine a commitment by Participants to report publicly on their implementation of, and/or their assistance in the implementation of the Voluntary Principles.

Voluntary Principles Participation and Accountability Criteria

Participants confirm that the core objective of the Voluntary Principles is to “guide companies in maintaining the safety and security of their operations within an operating framework that ensures respect for Human Rights and fundamental freedoms.” Participants acknowledge that engagement and dialogue among the Participants are central to reaching this objective.

To facilitate the goals of the Voluntary Principles and encourage full and open dialogue, Participants confirm that all proceedings of the Voluntary Principles process are on a nonattribution and non-quotation basis and no distribution of documents to non-Participants is permitted except as required by valid legal process or otherwise required by law.¹

All Participants are expected to meet the following criteria:

1. Publicly promote the Voluntary Principles;
2. Proactively implement or assist in the implementation of the Voluntary Principles;
3. Attend the Annual Plenary Meeting or assign proxy and, as appropriate and commensurate with resource constraints, other sanctioned extraordinary and in-country meetings;
4. Communicate publicly, at least annually, on efforts to implement or assist in the implementation of the Voluntary Principles;
5. Prepare and submit to the Secretariat, by April 30 (unless otherwise determined by the Steering Committee), an Annual Report on efforts to implement or assist in the implementation of the Voluntary Principles according to criteria set out in Sections 2, 3, or 4 hereof, as applicable;
6. Prepare and present a Verification Presentation regarding a member's operations, successes and challenges in implementation of the Voluntary Principles in accordance with the criteria set out in Section 5 hereof.
7. Participate in dialogue with other Voluntary Principles Participants;
8. Subject to legal, confidentiality, safety, and operational concerns, provide timely responses to reasonable requests for information from other Participants with the aim of facilitating comprehensive understanding of the issues related to implementation or assistance in implementation of the Voluntary Principles.

¹ As stated in Appendix 4, Observers are required to sign a statement acknowledging the confidentiality expectations that all Participants in the Voluntary Principles Initiative are expected to follow, as set forth in the Participation and Accountability Criteria

SECTION 2: CORPORATE PILLAR REPORTING GUIDELINES

I. INTRODUCTION

Each Participant in the Voluntary Principles Initiative is required to report annually to the Plenary on its efforts to implement, and/or assist in the implementation of, the Voluntary Principles. Such report is submitted to the Secretariat to be posted on the password-protected portion of the Voluntary Principles website, and, if the Participant so chooses, on the public Voluntary Principles website.

The reports are not intended to grade implementation by one Participant against another. Participants are expected to describe their efforts to implement the Voluntary Principles each year recognizing any and all security and legal considerations, as well as practical issues related to the collection of required information.

The reporting guidelines set forth below shall be followed by each member of the Corporate Pillar for each report it submits.

Corporate Participants have the option of submitting a copy of their annual report to be posted on the Voluntary Principles public website. The version submitted for public release may be modified from the version submitted to the Voluntary Principles Initiative in advance of the Annual Plenary Meeting. Corporate Participants may use a consistent framework for their public reports.

The Secretariat will include in the annual summary public report, on a no-name basis, a description of key issues raised in the annual reports. This report will be posted on the Voluntary Principles website. Prior to publication, the draft public report will be distributed to all Participants for agreement and sign-off.

II. CORPORATE PILLAR REPORTING GUIDELINES

The Corporate Pillar Reporting Guidelines are divided into five sections:

- (A) Commitment to the Voluntary Principles;
- (B) Policies, Procedures and Related Activities;
- (C) Country Implementation;
- (D) Lessons and Issues; and
- (E) Engaged Company Progress on Implementation

Sections A-C set forth expected reporting commitments and Section D is optional. Section E is applicable solely to Engaged Companies.

Note that some of the reporting guidelines call for a description of company processes, while others call for examples, often of the processes in practice. In addition, some of the reporting guidelines may call for overlapping or related material, which may appropriately be combined by companies in their reports. Further, for some of the reporting guidelines, there are detailed Guidance Notes, which align with or are otherwise related to the Guidance on Certain Roles and Responsibilities of Companies; while these Guidance Notes are optional, robust and fulsome annual reports will take due consideration of them, and seek to incorporate them where applicable and appropriate. The Reporting Guidelines also contain cross-references to relevant UN Guiding Principles on Business and Human Rights, which may

further inform the substance or manner in which information is reported.

III. REPORTING CONTENT

Your submission should address in detail the matters set forth in the table below.

A. Commitment to the Voluntary Principles

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
1	Public Statement of commitment or endorsement of the Voluntary Principles, engagement in the Voluntary Principles Initiative, and transparency. ²	<p>Public Statement of Commitment or Endorsement of the Voluntary Principles:</p> <ul style="list-style-type: none"> □ Describe senior management’s understanding of and commitment to the Voluntary Principles □ Describe (or provide publicly available link to) company policy statement on the Voluntary Principles □ Describe how public commitment was developed, human rights are addressed in commitment, and dissemination of the commitment (including in location of operations). <p>Engagement in the VPI:</p> <ul style="list-style-type: none"> □ Describe company efforts to abide by the Governance Rules □ Identify participation at Annual and Extraordinary Plenary Meetings □ Describe participation in Pillar Meetings, Working Groups, in-country meetings, and dialogue with other Participants □ Describe promotion of cross-pillar implementation to support implementation of the Voluntary Principles □ Describe work undertaken to maintain the Voluntary Principles as a leading multi-stakeholder initiative, aligned with international norms and best practice in the field of business and human rights □ Confirm commitment to provide timely responses to reasonable requests for information from other Participants in order to facilitate greater understanding of issues related to the implementation of the Voluntary Principles and include examples of collaboration. <p>Transparency:</p> <ul style="list-style-type: none"> □ Describe public communication efforts to implement or assist in the implementation of the Voluntary Principles and mechanism for communicating statement of commitment publicly. □ Describe publication of Voluntary Principles reports

² Cross-Reference to Roles & Responsibilities documents, Verification Frameworks, and U.N. Guiding Principles: Commitment to the guidelines of the VPI, and Engagement in the VPI; UNGP 16(a), 21

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
2	Examples of promoting awareness of the Voluntary Principles throughout the organization or government, including within the value chain. ³	<ul style="list-style-type: none"> □ Describe processes or efforts to promote the Voluntary Principles with contractors and sub-contractors. □ Describe efforts to promote the Voluntary Principles with host governments and authorities (national, state and local).
3	Examples of promoting and advancing implementation of the Voluntary Principles internationally. ⁴	<ul style="list-style-type: none"> □ Describes efforts to work with civil society organizations, local NGOs and partners to promote and understand the Voluntary Principles. □ Describes efforts to engage with local communities to promote and understand the Voluntary Principles. □ Describes participation in dialogue with fellow Participants and external stakeholders around the VPI, implementation and experience.

³ Outreach to Internal Stakeholders; UNGP 16(d)

⁴ Outreach to External Stakeholders

B. Policies, Procedures, and Related Activities

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
4	Relevant policies, procedures, and/or guidelines (or any changes thereto from the previous reporting year) to implement the Voluntary Principles.	<p>At a Corporate level:</p> <ul style="list-style-type: none"> □ Describe how the Voluntary Principles are incorporated into company policy framework and business practices. □ Describes processes or efforts to maximize employee awareness of the Voluntary Principles and their capacity to implement them, including through training workshops, the provision of guidance, and sharing best practices. □ Describes the substantive content of trainings, including, if appropriate, examples of trainings. <p>At Local level:</p> <ul style="list-style-type: none"> □ Describe process for informing General Manager and local security lead employees on the corporate policy on the Voluntary Principles. <p>Describe supporting implementation and guidance documents/tools for on-the-ground operations that have been developed.</p>
Risk Assessment		
5	Company procedure to conduct security and human rights risk assessments, and integrate findings.	<ul style="list-style-type: none"> □ Describe the risk assessment process used, according to the criteria in the Voluntary Principles, and how the findings are integrated into management systems. The criteria in the Voluntary Principles are: risk identification, the potential for violence, human rights record for private and/or public security providers, a rule of law analysis, conflict analysis, and equipment transfer. □ Describe who has reviewed the risk assessment in the company (e.g., General Manger, Local Security Manager, Community Relations Manager, etc.). □ Mindful of legitimate and evident company concerns (such as confidentiality, safety, legal, or political concerns, or local community impacts), consider including outcomes on the result of assessment activities (at individual sites or aggregated).

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
Engagements with Security Forces		
6	Company procedure or mechanism to report security-related incidents with human rights implications by public/private security forces relating to the company’s activities	<ul style="list-style-type: none"> □ Describe the company process for recording and reporting credible allegations of security-related incidents with human rights implications by public security forces (in areas of operation related to company activities) to appropriate host government authorities and, where appropriate, urging investigation and that actions be taken to prevent recurrence. □ Describe the company process for actively monitoring the status of public security investigation status, including pressing for their proper resolution □ Describe the process for supporting efforts by states and civil society organizations to strengthen state institutions to ensure accountability and respect for human rights □ Mindful of legitimate and evident company concerns (such as confidentiality, safety, legal, or political concerns, or local community impacts),, describe relevant outcomes of security-related incidents with human rights implications reported to authorities, the monitoring and resolution of reported concerns (in individual instances, at individual sites, or on an aggregated basis).
7	Company procedure to consider the Voluntary Principles in entering into relations with private security providers	<ul style="list-style-type: none"> □ Describe the process for vetting, managing sourcing, contracting, service delivery, and other interactions with private security providers, so that they are conducted in accordance with the Voluntary Principles. □ Describe international guidance consulted or referenced (e.g., ICoC) in entering into relations with private security providers. □ Describe training for private security providers.

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
8	Company procedure or mechanism to investigate and remediate security related incidents with human rights implications by public/private security forces relating to the company’s activities	<ul style="list-style-type: none"> □ Describe the company’s grievance process for responding to and remediating adverse impacts. □ Describe existing company process designed to cooperate through legitimate processes in responding to and remediating adverse impacts which have been identified as being caused by or contributed to by the company's actions. □ Mindful of legitimate and evident company concerns (such as confidentiality, safety, legal, or political concerns, or local community impacts),, consider reporting specific examples or aggregated descriptions of outcomes on how human rights incidents that have been addressed.

C. Country Implementation

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
9	Overview of country operations selected for reporting.	<ul style="list-style-type: none"> □ For more fulsome and robust reports, select different sites than in the prior reporting year, where applicable. Include any notable changes from the previous reporting year if, however, the same country is being reported this year. □ Consider whether it is appropriate to provide a report on those countries included within the assessment, and as contained in the Guidance Notes for Reporting Guideline 13.
10	Engagements with stakeholders on country implementation ⁵	<ul style="list-style-type: none"> □ Describe efforts to identify local stakeholders. □ Describe efforts to consult and encourage engagement with host governments, including public security agencies, and local communities about company security arrangements. □ If appropriate, consider including the substance of those engagements.

⁵ Accountability; UNGP 18

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
11	Voluntary Principles considerations in the selection of private security providers and formulation of contractual agreement with private security providers, as well as arrangement with public security forces ⁶	<p>In addition to including outcomes of efforts and procedures to include the Voluntary Principles in engaging with private security and public security, consider content that:</p> <ul style="list-style-type: none"> □ Describes processes and efforts to manage interactions with public security providers in accordance with the Voluntary Principles and, when feasible, include references to the Voluntary Principles in agreements for the provision of public security. □ Describes efforts or processes to avoid the use of individuals who are credibly implicated in human rights abuses to provide public security services. □ Describes efforts or processes to take appropriate measures to encourage use of force only when strictly necessary and to an extent proportional to the threat, and that the rights of individuals are not violated □ Mindful of confidentiality, safety, and other considerations, reflect outcomes on the results of any efforts undertaken; these may include, for example, MOUs that have been entered with public security, instances where individuals credibly implicated in human rights abuses have been excluded, and analyses on proportional use of force by public security.
12	Examples of supporting outreach, education, and/or training of (i) relevant personnel, (ii) private security, (iii) public security, and/or (iv) civil society (e.g. local NGOs, community groups)	<ul style="list-style-type: none"> □ Describe awareness raising activities with local civil society and public and private security. □ If appropriate, include or attach any substantive materials related to those outreach, education, or training efforts, including training materials, white papers, or presentations.

⁶ Public Security Engagement; UNGP 13 Commentary

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
13	Company procedure to review progress on implementing the Voluntary Principles at local facilities ⁷	<ul style="list-style-type: none"> □ Describe indicators and relevant processes that have been developed to assess and address the company's implementation of the Voluntary Principles at relevant locations (e.g., facility, country, regional, etc.). □ The sites included for assessment should include a reasonably representative sample, which may involve the inclusion of a proportional number of problem locations and lower risk ones. Mindful of legitimate and evident company concerns (such as confidentiality, safety, legal, or political concerns, or local community impacts), outcomes on the result of the assessment may be appropriate to include.

D. Lessons and Issues

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
14	Lessons or issues from this reporting year, as well as plans or opportunities to advance the Voluntary Principles for the organization.	<ul style="list-style-type: none"> □ Describe lessons learned, action plans to implement the Voluntary Principles in the upcoming year, and/or new initiatives or programs related to the Voluntary Principles in the upcoming year.

⁷ Corporate Pillar Verification Framework; UNGP 17, 20 Commentary. Reporting Guideline 13 is a logical location to include the mandatory content from the Corporate Pillar Verification Framework, and the Guidance Notes reflect that fact.

E. Engaged Company Progress on Implementation

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
15	Engaged Company’s progress report on the Roles and Responsibilities of Companies	<ul style="list-style-type: none"> □ Describe the Engaged Company’s progress on meeting the requirements of the Roles and Responsibilities of Companies document. If applicable, such progress report shall include a discussion of why certain requirements of the Roles & Responsibilities of Companies document have not been implemented and a timeline by which they will be implemented. To the extent an Engaged Company believes it cannot implement a requirement in the Roles & Responsibilities of Companies document, it shall explain such belief.
16	Engaged Company’s use of Voluntary Principles tools	<ul style="list-style-type: none"> □ Provide a high-level report on its adoption and use of various Voluntary Principles tools (set out in Annex C hereof), including, if applicable, an explanation of those that are not suitable for the Engaged Company’s needs. The tools include, without limitation: <ul style="list-style-type: none"> • Statement by Voluntary Principles Participants on Memoranda of Understanding Between Companies and State Security Forces • Model Clauses for Agreements Between Government Security Forces and Companies With Respect to Security and Human rights • Implementation of the Voluntary Principles - Information for Companies • Voluntary Principles on Security and Human Rights Training Course

SECTION 3: GOVERNMENT PILLAR REPORTING GUIDELINES

I. INTRODUCTION

Each Participant in the Voluntary Principles Initiative is required to report annually to the Plenary on its efforts to implement, and/or assist in the implementation of, the Voluntary Principles. Such report is submitted to the Secretariat to be posted on the password-protected portion of the Voluntary Principles website, and, if the Participant so chooses, on the public Voluntary Principles website.

The reports are not intended to grade implementation by one Participant against another. Participants are expected to describe their efforts to implement the Voluntary Principles each year recognizing any and all security and legal considerations, as well as practical issues related to the collection of required information.

The reporting guidelines set forth below shall be followed by each member of the Government Pillar for the each report it submits.

Government Participants have the option of submitting a copy of their annual report to be posted on the Voluntary Principles public website. The version submitted for public release may be modified from the version submitted to the Voluntary Principles Initiative in advance of the Annual Plenary Meeting. Government Participants may use a consistent framework for their public reports. Government Participants also make national plans public on the Voluntary Principles website.

The Secretariat will include in the annual summary public report, on a no-name basis, a description of key issues raised in the annual reports. This report will be posted on the Voluntary Principles website. Prior to publication, the draft public report will be distributed to all Participants for agreement and sign-off.

II. GOVERNMENT PILLAR REPORTING GUIDELINES

The Government Pillar reporting guidelines are divided into four sections: (A) Commitment to the Voluntary Principles; (B) Domestic Policies, Laws, and Regulations; (C) Promotion and Implementation and; (D) Lessons Learned. Sections A-C set forth expected reporting commitments and Section D is optional.

Note that, for some of the reporting guidelines, there are detailed Guidance Notes, which align with or are otherwise related to the Roles and Responsibilities of Governments documents; while these Guidance Notes are optional, robust and fulsome annual reports will take due consideration of them, and seek to incorporate them where applicable and appropriate.

Your submission should address in detail the matters set forth in the table below.

A. Commitment to the Voluntary Principles

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
1	Statement of commitment or endorsement of the Voluntary Principles.	
2	Statement of commitment to implement National Plan(s) (where applicable) and progress on its implementation.	<input type="checkbox"/> Describe progress on the execution of National Voluntary Principles Action Plan

B. Domestic Policies, Laws, and Regulations

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
3	As related to the Voluntary Principles, describe relevant policies, legislation, procedures, and/or guidelines relevant to promoting and protecting human rights, consistent with international human rights obligations.	This section could include a description of: <ul style="list-style-type: none"> <input type="checkbox"/> how the government abides by its obligation under international human rights law and international humanitarian law, as related to the Voluntary Principles
4	Within the context of the Voluntary Principles and in accordance with national and international law, describe how the government takes appropriate steps to prevent, investigate, punish and redress human rights abuses within its territory and/or jurisdiction by third parties, including extractive companies and public and private security providers.	This section could include a description of: <ul style="list-style-type: none"> <input type="checkbox"/> policies, legislation, regulations, and adjudication; <input type="checkbox"/> security sector reform <input type="checkbox"/> The provision of adequate and effective training for local prosecuting authority and the judiciary; and

C. Promotion and Implementation

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
Promotion of the VPI		
5	Describe how the government publicly communicates its commitment to the Voluntary Principles (e.g., speeches, statements, publicly available reports, conferences, presentations and statements made in multilateral and bilateral forums).	
6	Describe how the government conducts outreach to, and awareness-raising activities with, NGOs, extractive companies, and governments (e.g., build understanding and support for the Voluntary Principles such as through in-country stakeholder meetings) to encourage them to implement the Voluntary Principles and/or join the Voluntary Principles Initiative. Suggest including country specific examples.	<ul style="list-style-type: none"> □ This can include country-specific examples involving the work of embassies
7	Describe how the government promotes the Voluntary Principles within its own government (coordination within and among different government agencies and ministries, as well as with Embassies, etc).	
Implementation of the VPs - General		
8	Describe government engagement in the VPI, including when the government last did a verification presentation, points raised during the peer review about the government, and how the government has responded	<p>This section could also include:</p> <ul style="list-style-type: none"> □ A description of engagement through meetings, open discussions, working groups, dialogue with participants, as well as project-level and plenary-level sharing of information.

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
9	Describe how the government works with companies, communities, and civil society organizations on Voluntary Principles implementation.	<p>This section could also include:</p> <ul style="list-style-type: none"> □ A description of VPs-related project work undertaken by or funded by the government, including how that project work has helped to advance the implementation and use of the VPs. □ How the government promotes local stakeholder engagement and helps to identify risks for violence, including sexual violence □ How the government promotes and enables VPI implementation tools (ex. vetting of private and public security; training; risk assessment; and off-shore drilling) and VPI- affiliated implementation tools (ex. Implementation Guidance Training; DCAF/ICRC knowledge hub; auditing tools; IFC Good Practice Handbook; Child Rights and Security Checklist)
Implementation of the VPs – Risk Assessments		
10	Describe how the Government engages with companies on issues related to company risk assessment.	<p>This section could include a description of how the government:</p> <ul style="list-style-type: none"> □ Engages with companies to help them identify, prevent, and mitigate the human rights risks of their security arrangements; □ Shares security risk information with □ companies, other governments, and civil society

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
Implementation of the VPs – Public and Private Security		
11	Describe how the Government engages with companies around engagement with public and private security forces.	<p>This section could include a description of:</p> <ul style="list-style-type: none"> □ How the government promotes and allows for adequate and effective training for public security providers and/or private security providers, including on international human rights law, international humanitarian law, local, and national laws, and international law enforcement principles. □ How the government cooperates, as appropriate, with companies in developing a human rights record of their private and/or public security providers and their employees. □ How the government has included Voluntary Principles language in agreements between companies and public security providers, if applicable.

D. Lessons and Issues

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
12	To help determine what best practices and lessons learned can be leveraged going forward, provide a summary of issues from this reporting year, as well as plans or opportunities to advance the Voluntary Principles for the government.	<ul style="list-style-type: none"> □ Successful/unsuccessful efforts towards engagement and implementation □ from lessons learnt any changes to future priorities; plans for continued or emerging opportunities

SECTION 4: NGO PILLAR REPORTING GUIDELINES

I. INTRODUCTION

Each Participant in the Voluntary Principles Initiative is required to report annually to the Plenary on its efforts to implement, and/or assist in the implementation of, the Voluntary Principles. Such report is submitted to the Secretariat to be posted on the password-protected portion of the Voluntary Principles website, and, if the Participant so chooses, on the public Voluntary Principles website.

The reports are not intended to grade implementation by one Participant against another. Participants are expected to describe their efforts to implement the Voluntary Principles each year recognizing any and all security and legal considerations, as well as practical issues related to the collection of required information.

The reporting guidelines set forth below shall be followed by each member of the NGO Pillar for each report it submits.

NGO Participants have the option of submitting a copy of their annual report to be posted on the Voluntary Principles public website. The version submitted for public release may be modified from the version submitted to the Voluntary Principles Initiative in advance of the Annual Plenary Meeting. NGO Participants may use a consistent framework for their public reports.

The Secretariat will include in the annual summary public report, on a no-name basis, a description of key issues raised in the annual reports. This report will be posted on the Voluntary Principles website. Prior to publication, the draft public report will be distributed to all Participants for agreement and sign-off.

II. NGO PILLAR REPORTING GUIDELINES

The NGO Pillar reporting guidelines are divided into five sections:

- (A) Commitment to the Voluntary Principles;
- (B) Procedures;
- (C) Promotion of the Voluntary Principles;
- (D) Country Implementation; and
- (E) Lessons and Issues.

Sections A-E set forth expected reporting commitments and Section E is optional.

Note that, for some of the reporting guidelines, there are detailed Guidance Notes. While these Guidance Notes are optional, robust and fulsome annual reports will take due consideration of them, and seek to incorporate them where applicable and appropriate.

III. REPORTING CONTENT

Your submission should address in detail the matters set forth in the table below.

A. Commitment to the Voluntary Principles

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
1	Describe how you have engaged in the Voluntary Principles Initiative over the past year.	<u>Examples:</u> Participate in Pillar calls, working groups, Steering Committee, etc.
2	Describe efforts to increase transparency, both internally and externally, regarding your efforts to implement or support implementation of the Voluntary Principles.	<u>Examples:</u> Internal and external public reports, promoting greater transparency of the Voluntary Principles Initiative as a whole, information on your website, etc.
3	Describe any efforts to engage in dialogue with other participants of the Voluntary Principles Initiative.	<u>Examples:</u> Bilateral dialogue between members, hosting ad hoc calls to discuss specific issues, bringing together stakeholders

B. Procedures

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
4	Provide a summary of the findings of the verification process	<p>This section could include a description of:</p> <ul style="list-style-type: none"> □ how the NGO updates Participants on implementation support via annual reports and periodic presentations, including how the NGO participates in open discussions and peer review of implementation; and □ any progress on points raised during peer review at the Annual Plenary Meeting or during a call/meeting held by the Verification Working Group.

C. Promotion of the Voluntary Principles

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
5	Describe your efforts to raise awareness of and promote understanding of the Voluntary Principles with both internal and external stakeholders.	<ul style="list-style-type: none"> □ Describe examples of successful engagement.
6	Describe efforts to engage and facilitate participation of non-member CSOs, affected communities, and other relevant stakeholders in the Annual Plenary Meeting or workshops.	
7	Describe your efforts to promote the adoption of the Voluntary Principles into relevant government or corporate policies, as well as international standards and/or guidelines.	

D. Country Implementation

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
8	Describe efforts to strengthen the rule of law in the countries where you work.	
9	Describe efforts to conduct and monitor risk assessments for potential human rights violations in the areas where you work.	
10	Describe your efforts to strengthen policies, procedures and guidelines related to the implementation of the Voluntary Principles.	
11	Describe your efforts to engage with or support engagement with the public security sectors and/or private security sectors in the countries where you work.	
12	Describe efforts to hold Voluntary Principles participants accountable for upholding their roles and responsibilities as members of the Voluntary Principles Initiative.	

E. Lessons and Issues

	<u>Reporting Guidelines</u>	<u>Guidance Notes</u>
13	Lessons or issues from this reporting year, as well as plans or opportunities to advance the Voluntary Principles for the organization	

SECTION 5: Guidance on Making a Voluntary Principles Verification Presentation

Overview

Pursuant to a motion adopted at the 2015 Annual Plenary Meeting in London, all Participants in all three Pillars are required to make a presentation that provides verification of a Participant's efforts to implement the Voluntary Principles.

Participants provide their presentations in accordance with the schedule developed by the Secretariat and approved by the Steering Committee.

Generally speaking, the verification presentations give focus to how a Participant's protocols, procedures, and policies reflect efforts to implement the Voluntary Principles. The verification presentations also offer Participants with an opportunity to provide the Plenary with a closer window into specific regions and operations that can highlight successes and/or challenges with implementation of the Voluntary Principles. The verification presentations allow Participants to exchange information, identify best practices, and potentially coordinate to improve implementation efforts at specific extractives locations and to strengthen adherence to the Voluntary Principles writ large.

Content

Many of the Participants that have presented to date have chosen to focus on a specific aspect of their implementation efforts, either by exploring their human rights- and security-related policies and procedures as implementing globally or by looking at their policies and approach to human rights and security at a specific location in a specific region.

In some instances, a Participant's presentation provides a comparison of two or three operations spread across one or several regions, and use that cross-comparison to contextualize the Participant's broader implementation efforts and challenges that have arisen from implementation across several settings.

Overall, the verification presentations were originally designed to provide Participants with flexibility regarding the substance of their presentations.

Some suggested topics include:

- Experiences implementing the VPs at organizational and operational levels, including challenges and successes
- Experiences with measuring performance and sustainment of VP processes (including KPIs, risk assessments, etc.)
- Examples of stakeholder, community, and host government engagement
- Experiences with implementation of the Roles and Responsibilities documents
- Experiences with internal/external reporting and the challenges and successes in driving

performance

- Case studies of assurance processes specific to particular operational sites
- Case studies of implementation of assurance processes at an organizational level
- Challenges or successes in implementing the Voluntary Principles
- Engagement with public and private security forces to implement the Voluntary Principles
- Efforts to use the Voluntary Principles to positively address issues with forced labor, modern slavery, child labor and children's rights, and gender-based violence in the context of extractives operations.

Presenters are requested to keep introductory remarks that provide background on the Participant, its history, and its business to a minimum except to the extent such remarks are directly relevant to the issues that will be discussed in the presentation.

While the presentations are a great opportunity for knowledge sharing and discussion of best practices, they are, at the core, an accountability mechanism. As such, they must provide an opportunity for VPI members to assess the presenter's ongoing compliance with the Voluntary Principles.

Format

Each presenter should share its presentation with the Secretariat no later than fourteen (14) business days prior to the presentation date. The Secretariat shall review and share comments and suggestions for improvement, which the presenter may choose to incorporate at its discretion.

Presentations should be 45-60 minutes in total, consisting of a 15-20 minute presentation, followed by 10-15 minutes of responses to peer-review input from two reviewers, and up to 30 minutes of open Q&A (with priority given to peer reviewers for follow-up comments/questions).

A Participant's Verification presentation is followed by a "peer review" session conducted by two other Participants, who can ask clarifying questions and provide additional comments on the content of the presentation. Participant's answers to these questions and comments should also inform the Participant's future Voluntary Principles annual reports.

Peer review will be conducted by at least two volunteer Participants, at least one of which must be from another Pillar. Peer reviewers will be given an advance version of the presentation at least seven (7) days prior to the presentation date. This will provide the reviewers and opportunity to prepare questions, comments, and suggestions during the presentation.

Thus far, most Participants have selected to provide this information as a set of PowerPoint slides and to provide further detail in their oral presentation of the slides. An ideal verification presentation is about 10-15 slides and provides clear and concise information on a specific operation(s) and general policies that serve as examples for the steps the Participant has taken to advance the implementation of the Voluntary Principles (see above for suggested topics).

The best presentations tend to use the slides only as way to guide the discussion provided by the

presenter. Presentations where the presenter essentially reads from the slides are considered less effective and engaging.

Additionally, the password-protected section of the Voluntary Principles website contains all the verification presentations that presenting Participants have agreed to share, under the “View Documents” tab. Presenting Participants are also encouraged to review the Guidance on Making a Voluntary Principles Verification Presentation for their respective Pillar to procure further guidance and background.

The Secretariat will create a standard form that will incorporate the questions from reviewers and other participants that could not be asked during the session. The presenter will have 14 days from receipt of the questions to provide the answers. The Secretariat will then consolidate the questions and responses and post the resulting document. The resulting document will be subject to the same confidentiality terms as the presentation itself.

If applicable, the Secretariat will collect any recommendations received from participants and provide them to the presenter no later than one month after the Verification Presentation.

SECTION 6: DISPUTE RESOLUTION PROCESS

Dispute Resolution Process:

- Pursuant to their participation in the Voluntary Principles Initiative, Participants may raise concerns in good faith regarding another Participant’s sustained lack of efforts to implement or assist in implementing the Voluntary Principles.⁸
- Before raising concerns to the Steering Committee, Participants should seek first to resolve any concerns through dialogue conducted directly and in good faith with another Participant.
- In raising concerns with regard to another Participant’s activities, the ultimate goal should be to strengthen, through constructive engagement, individual and collective efforts to implement or assist in implementing the Voluntary Principles and to ensure the integrity of the Voluntary Principles Initiative.

⁸ Guidance on the expectations for Participants may be found in each Pillar’s Roles and Responsibilities document.

Submitting a Grievance to the Steering Committee

- The process for considering and resolving such grievances is as follows:
 - If dialogue conducted directly and in good faith between Participants fails to result in an acceptable resolution, a Participant may submit its concerns to the Steering Committee. A written statement of the concerns should be submitted to the Steering Committee through the Secretariat.
 - The Steering Committee is to immediately notify the Participant(s) about whom concerns have been raised in the written submission that a grievance has been formally submitted. The Participant(s) are to be given the option of providing a written response within thirty (30) days. This response should be submitted to the Steering Committee or the Secretariat. A copy is to then be provided to the Participant who filed the grievance.
 - Documents submitted and prepared as part of the grievance process are to be maintained by the Secretariat. Any Participant in the Voluntary Principles Initiative may request to review these documents, subject to the provision that all documents are subject to the requirement of confidentiality set forth in this document.
 - At its discretion, the Steering Committee may choose to invite representatives of the Participants involved in the grievance process to participate in a Steering Committee meeting for the purposes of clarifying Participants' concerns and/or ensuring that those concerns are based on reliable information and raised in good faith. The Participants are not to otherwise participate in decisions by the Steering Committee regarding appropriate actions under this grievance process.
 - If a grievance is raised by, or about, a Participant that is a member of the Steering Committee, that Participant is not to participate in discussion of, or decision-making regarding, the grievance except as detailed above.

If determined by the Steering Committee that the concerns raised by a Participant are based on reliable information and that the Voluntary Principles Initiative would be strengthened by further consultations, the matter is to be referred to the Secretariat within sixty (60) days of its submission to the Steering Committee. In the event concerns are raised about more than one Participant, the decisions with respect to each Participant are to be reached separately.

Formal Consultations by the Secretariat

- Upon referral by the Steering Committee, the Secretariat is to facilitate formal consultations between the Participants directly involved in a specific grievance, subject to the requirement of confidentiality set forth in this document and any other conditions as established by the Steering Committee or as agreed upon by the involved Participants.
 - If one or more Participants in the grievance process have reason to believe that a party other than the Secretariat should facilitate the consultation, they should raise that concern with the Steering Committee. The Steering Committee should either recommend steps to mitigate the expressed concern or direct the Participants to work to identify and agree on a third party facilitator. If the Participants cannot agree on a facilitator, the Steering Committee is to identify an appropriate third party, in consultation with the parties.
- These formal consultations are expected to take no longer than six (6) months, absent agreement by the Participants directly involved.
- The Secretariat is to work with the Participants to develop a written consultation plan which may include: the specific issues to be addressed during the consultations; a schedule for meetings (by phone or in person); the identities of the representatives of each Participant who are to participate in the meetings; mutual expectations on the duration of the consultation; and an understanding regarding whether individuals or organizations that are not parties to the grievance are to be allowed to participate in the consultation process.
 - If the involved Participants are unable to agree on any aspect of a consultation plan, the matter may be referred back to the Steering Committee for its recommendation on how to proceed.
- A copy of the consultation plan is to be provided to the Steering Committee and the Secretariat is to provide regular updates to the Steering Committee on the consultation process. If requested by the Steering Committee, and as appropriate, the Secretariat is to also produce a final report summarizing the consultation process and its outcomes.
- If the Participants are able to reach a resolution, a document regarding that resolution is to be drafted and presented to the Steering Committee in a timely manner. The Steering Committee is to maintain a copy of the document and check in periodically in an effort to ensure that the Participants are following through with any commitments that they have made.
- Unless one of the Participant involved in the consultation objects, the Corporate and/or Government Pillar members directly involved in the grievance process are expected to pay for the Secretariat and/or third-party facilitator services required. If a Participant objects, the Steering Committee will work with the Participants to identify appropriate sources of funding.

Presentation to, and Determination by, the Plenary

- To the extent desired by one or more of the Participants directly involved in a grievance process, and irrespective of the outcome of the consultation process, Participant(s) may present the matter to the Plenary at the following Annual or Extraordinary Plenary Meeting.
 - A Participant may present the matter to the Plenary without the express approval of the other Participant(s) involved in the grievance process. Whether or not approval is provided, the Participant presenting the matter to the Plenary should endeavor to provide the other Participant(s) involved in the process with a copy of the presentation to be made at least two weeks before the presentation.
- The Plenary is to decide what, if any, further action is appropriate to strengthen and/or support implementation of the Voluntary Principles, and protect the integrity of the Voluntary Principles Initiative. In the event concerns are raised about more than one Participant, the decisions with respect to each Participant are to be reached separately.
 - Plenary decision-making is to be made pursuant to Section III, Paragraph 3(a)2.
 - Plenary determinations on further action(s) to be taken by Participants, and the expected time frames within which such actions should be taken, are to be memorialized in writing. The Secretariat is to prepare and provide appropriate documentation of the Plenary's determination for the Participants and the Steering Committee within two weeks after the determination has been made.
- While the Plenary has wide discretion to consider appropriate actions, among those the Plenary may consider are whether a Participant should be declared inactive or expelled from the Initiative.
 - A decision to declare a Participant inactive will have an effect consistent with Section XII(c).
- If the Plenary decides to expel a Participant, the Participant may reapply for membership in the Voluntary Principles Initiative after twelve (12) months, pursuant to the process through which new Participants are admitted. A Participant that is expelled is to be removed from the Voluntary Principles Initiative website.

Status Review following Plenary Decision

- Following a Plenary decision, one or more of the interested Participants may request that the Steering Committee conduct a status review of a Participant's efforts to implement the Plenary's identified actions.
 - If the Steering Committee determines that a Participant has materially failed to implement the identified actions over a reasonable time period, the Plenary may declare the Participant inactive at an Annual or Extraordinary Plenary Meeting.
- A Participant declared inactive by the Plenary may request a review to determine whether some or all of the actions identified by the Plenary have been fulfilled or completed. The Steering Committee, at its own discretion, may also initiate this review. The Steering Committee is to report back to the Plenary on its conclusions regarding any review that is undertaken, for further decisions by the Plenary as appropriate.
- If a Participant has been inactive for a period of twenty-four (24) months, the Plenary may conduct a status review to determine whether a decision should be made to expel the Participant or whether any alternative action should be taken.

Note on Disputes

- To facilitate the goals of the Voluntary Principles and to encourage full and open dialogue, Participants acknowledge that implementation of the Principles is continuously evolving and affirm that the Voluntary Principles do not create legally binding standards and participation in, communications concerning, and alleged failures to abide by the Voluntary Principles are not to be used to support a claim in any legal or administrative proceeding against a Participant. This does not preclude any Participant from criticizing the conduct of any other Participant, publicly or privately, subject to the requirement of confidentiality set forth in this document.

APPENDIX 3.1 – FRAMEWORK FOR THE ADMISSION OF NEW COMPANIES

THE VOLUNTARY PRINCIPLES INITIATIVE AND THE VOLUNTARY PRINCIPLES ASSOCIATION FRAMEWORK FOR ADMISSION OF NEW COMPANIES

Governments, companies in the industries of extracting, harvesting, or developing natural resources or energy, and non-government organizations (“NGOs”), all with an interest in human rights and corporate social responsibility, have engaged in a dialogue on security and human rights. Participants in the Initiative of the Voluntary Principles on Security and Human Rights (the “Voluntary Principles Initiative” or “VPI”) recognize the importance of the promotion and protection of human rights throughout the world and the constructive role business and civil society – NGOs, labor/trade unions and local communities – can play in advancing these goals.

This document sets forth the process by which companies may apply to become Participants in the VPI. It also provides information as to the expectations for Applicant Companies and Participant Companies in the VPI.

1. Admissions Process

Initial Application⁹

- 1.1 Any company in the industries of extracting, harvesting, or developing natural resources or energy (hereinafter referred to as “Applicant Company”) may formally request admission to the Voluntary Principles Initiative (“VPI”) and the Voluntary Principles Association (“VPA”) as an Engaged Company.¹⁰
- 1.2 The request for application is to be made in writing to the Secretariat using Annex A: Company Application Guidance.¹¹
- 1.3 Upon receipt of an application, the Secretariat shall review and provide feedback to the applicant, and will subsequently transmit the application to the Steering Committee of the VPI for its review, in consultation with the Plenary.

⁹ Prior to submitting an application, or while an application is pending, any company is welcome to request an invitation to attend the Voluntary Principles Annual Plenary Meeting as an Invited Guest of the Steering Committee. Requests should be submitted to info@voluntaryprinciples.org

¹⁰ The VPA is an entity based in The Netherlands that addresses the administrative and financial needs of the VPI. The activities of the VPA are governed by its Articles of Association (available upon request). Formally, the General Meeting of the VPA decides on the admission to membership in the Association. The General Meeting is the same body as the Plenary of the VPI and Applicant Companies are informally admitted to the VPA once they are admitted to the VPI as Participant Companies in accordance with the procedures described in this document. Formal admission takes place at the next Annual General Meeting of the VPA, held at the same time as the Annual Plenary Meeting of the VPI.

¹¹ Materials may be electronically submitted to applications@voluntaryprinciples.org.

Consideration of Application

- 1.4 The Steering Committee, in consultation with the Plenary, will make every effort to review applications in an expeditious manner. Applicant Companies should be aware that the review process typically takes several months to complete. At any point during the review period, the Applicant Company may contact the Secretariat to check on the status of an application.
- 1.5 The Steering Committee's review of an application will include: a review of the company's Application Form; consideration of publicly available information regarding the company's activities; and an assessment of the company's capacity to operate in a manner consistent with responsibilities described in the Entry Criteria set forth below.
- 1.6 During its review of an application, the Steering Committee may direct the Secretariat to convey specific additional questions to an Applicant Company and/or to set up a call or meeting to discuss particular aspects of the application. These questions and/or discussions will be limited to and focused on an evaluation of the considerations identified in the Entry Criteria. Members of the Steering Committee agree to complete the application review in as efficient a manner as practicable.
- 1.7 An Applicant Company shall, to the extent practicable, refrain from entering into new commercial relationships with a Participant immediately before submission or during the review of the Applicant Company's application to join the Voluntary Principles Initiative; provided that if the Applicant Company enters into a commercial relationship described in the previous clause, it shall promptly submit an amended Application or Action Plan clearly disclosing such commercial relationship.

Approval or Rejection of Application

- 1.8 The approval or rejection of the application is communicated to the Secretariat by the Steering Committee, and the Secretariat will advise the Applicant Company of the decision.

Potential Reconsideration

- 1.9 If an application has been rejected, the Applicant Company may request reconsideration. This request should be submitted in writing to the Secretariat which will transmit the request to the Steering Committee for its review, in consultation with the Plenary.
- 1.10 During its review of a request for reconsideration, the Steering Committee may choose to enter into dialogue with an Applicant Company, taking into consideration arguments brought forward by the Applicant. The Secretariat will contact the Applicant Company to initiate such discussions at the Steering Committee's request.
- 1.11 An Applicant Company that is not admitted under the terms set forth in Sections 1.8-1.9 may at any time submit a renewed request for admission.

2. Entry Criteria

- 2.1 Applicant Company commits to proactively implement and/or assist in the implementation of the Voluntary Principles and to operating consistently with the documents and requirements listed in Annex B.
- 2.2 Applicant Company recognizes a responsibility to maintain the safety and security of its operations within an operating framework that ensures respect for human rights and fundamental freedoms and to act in a manner consistent with the laws of the countries within which they are present, to be mindful of the highest applicable international standards (e.g. the U.N. Guiding Principles on Business and Human Rights), and to promote the observance of applicable international law enforcement principles (e.g. the U.N. Code of Conduct for Law Enforcement Officials and the U.N Basic Principles on the Use of Force and Firearms by Law Enforcement Officials), particularly with regard to the use of force, and as it relates to security and companies engaged in the industries of extracting, harvesting, or developing natural resources or energy.

3. Engaged Companies

Status

- 3.1 An Applicant Company is initially admitted to the VPI as an Engaged Company member. This member category cannot exercise voting rights within the VPI.
- 3.2 An Engaged Company may inter alia:
 - a) Participate in meetings of the Corporate Pillar, unless such meetings, or a portion thereof, are specifically restricted to Participant members,¹²
 - b) Attend and contribute to events organized by the VPI, including appropriate sessions at the Voluntary Principles Annual Plenary Meeting,¹³
 - c) Seek advice and support from the Secretariat for Voluntary Principles recognized activities, and
 - d) Contribute to discussions regarding implementation of the Voluntary Principles, including sharing of experiences and best practices.

¹² Where attendance at a meeting or a portion thereof is restricted, the Secretariat or a member designed by the Corporate Pillar shall provide advance writing noticed to the Engaged Companies.

¹³ When votes are taken at such VPI meetings, the meeting/event Chair shall be obligated to remind attendees that votes may only be cast by Participants.

Expectation

3.3 An Engaged Company is expected to:

- a) pay a percentage equal to one half of the costs attributed to a similarly-situated Participant Company during its period of Engaged Company status; provided however that upon becoming a Participant Company pursuant to Section 4 hereof, such Company shall, if requested by Steering Committee, pay its pro rata share of any costs (e.g. membership fees) for which it has not paid in full.
- b) produce an Annual Report consistent with the Voluntary Principles Initiative Reporting Guidelines; provided, however, that Annual Reports prepared by Engaged Companies shall also contain sections discussing progress on items 1(a) (i.e., Roles and Responsibilities of Companies) and 1(b) (i.e., use of Voluntary Principles tools) of the Company Implementation Action Plan. For the avoidance of doubt, an Engaged Company must submit Full Reports for each year it is an Engaged Company and is not permitted to submit an Update Report.
- c) deliver a verification presentation that conforms with the requirements of such presentations set out in the Guidance on Making a Voluntary Principles Verification Presentations;
- c) actively engage with other VPI Participants on all aspects of the Engaged Company's application such as implementation actions taken and pending, due diligence risk management systems and tools used and the integration of such into management systems, and their effectiveness;
- d) actively contribute to and uphold the reputation of the VPI.
- f) engage openly, in good faith, and comprehensively with other Participants including, in particular, honoring to the extent practicable requests from Participants for additional information, as well as direct and good faith engagement on issues pertinent to the implementation of the Voluntary Principles.
- g) develop with the approval of the Steering Committee and implement a plan consistent with the Company Implementation Action Plan requirements.
- h) update the Steering Committee no less than quarterly (or such greater frequency as the Steering Committee shall require) on the progress in the drafting and implementation of the Company Implementation Action Plan.

3.4 Engaged Companies are Members of the VPA and are allowed to participate in VPA meetings and events, however this member category cannot exercise voting rights within the VPA.

4. Requesting Status as Participant Company

- 4.1 Engaged Companies may upon compliance with all elements of section 3.3 of this Appendix, which shall take place in a period spanning no less than one and no more than two Annual Plenary Meetings, request status as a Participant Company within the VPI and VPA. An Engaged Company may make a special request to the Steering Committee to retain its Engaged Company status for a period that exceeds the limit set forth in the previous sentence. Such a request must be made in writing to the Steering Committee and should provide justification for why the Engaged Company has not requested status as a Participant Company. The Steering Committee shall be authorized to extend the deadline for the request by a period no to exceed twelve (12) months.

Review of Engaged Company Compliance

- 4.2 For a period of one (1) month following submission of the Engaged Company's request to become a Participant Company, the Steering Committee should review the Engaged Company's compliance with section 3.3 hereof and work to clarify any issues related to the Company Implementation Action Plan. If ongoing collaborative work between the Steering Committee and the Engaged Company is needed, the Steering Committee should inform the Engaged Company, set a new timeline subject to section 4.1 hereof and work with the Engaged Company to address outstanding issues in a timely fashion.
- 4.3 In the event that the Steering Committee has material questions regarding the Engaged Company's Company Implementation Action Plan, the Engaged Company shall be required to participate in a closed-door session with members of the Steering Committee, subject to acceptance by the parties of reasonable confidentiality terms which (i) prohibit the members of the Steering Committee from discussing with any party not on the Steering Committee the detailed Engaged Company information disclosed to them, and (ii) prohibit the Engaged Company from discussing with any party not on the Steering Committee the specifics of the deliberations. At such session, the Engaged Company's Company Implementation Action Plan (in particular its underlying risk assessments and conflict analyses) shall be discussed in detail and to the satisfaction of the Steering Committee. For the avoidance of doubt, the members of the Steering Committee shall be permitted to discuss the content of such a session with any party not a member of the Steering Committee only to the extent (i) permitted by the confidentiality terms agreed to by the parties; and (ii) strictly necessary to inform the Participants about the Engaged Company's implementation efforts.
- 4.4 At any time, an Engaged Company shall be permitted to extend an invitation to the Steering Committee to conduct a review of the Engaged Company's practices, challenges, and implementation progress using methods agreed upon by the parties (including, without limitation, site or facility visits).
- 4.5 The Steering Committee shall be authorized to conduct, at any time prior to admission of an Engaged Company as a Participant Company, its own independent review of, and fact-gathering regarding, such Engaged Company's compliance with section 3.3 hereof, using a process to be agreed upon by the Members.

Approval of the Company as a Participant Company

- 4.6 If the Steering Committee determines, in consultation with the Plenary, that the Engaged Company has complied to the Steering Committee's satisfaction with the requirements of section 3.3 hereof, the Secretariat will inform the Engaged Company that it has gained status as a Participant Company.
- 4.7 If the Steering Committee determines, in consultation with the Plenary, that the Engaged Company has failed to comply to the Steering Committee's satisfaction with the requirements of section 3.3 hereof, every effort will be made to work with the Engaged Company in order to enhance its compliance with goal that it will ultimately be approved.

5. Corporate Pillar Participants

- 5.1 Participant Companies are inter alia:
- a) Eligible to participate fully in all aspects of the Voluntary Principles Initiative and the Voluntary Principles Association, including governance and other decision-making forums; and
 - b) Expected to fulfil the roles and responsibilities described in the Participation and Accountability Criteria and the Roles and Responsibilities of Companies document.
 - c) Expected to implement the Guidance on Making a Voluntary Principles Verification Presentation and expected to report to the Annual Plenary Meeting, or other event scheduled by the Steering Committee for such purpose, no less than once every three years on their implementation progress.

ANNEX A: COMPANY APPLICATION GUIDANCE

This Annex provides guidance for preparing an application. It is not intended to be used as a form. A narrative version on company letterhead should be prepared.

General information

1. Name of company
2. Please provide the name(s), department, job title and contact information for the primary contact person(s) within your organization.
3. Please provide the address for your organization's main headquarters (or that of your parent company).
4. What sector(s) does your organization involve? Please briefly list your company's activities (e.g. exploration, mining, oil & gas, renewables, processing, transportation, agriculture, trading, etc) and in which countries those activities take place.
5. How many people does your company employ globally (employees, not contractors)?
6. Provide a brief description of security operations. Are public security providers present on any of your concessions or operations? If so, which countries? Do you have MOUs with public security?

Participation in a Multi-Stakeholder Initiative

7. Discuss the company's decision to apply to the join the VPI. What is the company's motivation for applying to join the Initiative? Why is now the right time for the company to join? What factors lead to the decision to apply (for example, efforts to improve ESG practices, new security-related challenges, expanding into conflict affected areas, recent audit showed deficiencies, etc.)? What does the company hope to gain from participation in the Initiative?

Existing Implementation of Security and Human Rights Commitments

Please provide examples of how the company already implements, or supports implementation of the Voluntary Principles.

8. Describe company policies, codes of conduct, grievance mechanisms, and other processes and procedures that you have in place, or plan to put in place, with regard to security and human rights. If available, provide concrete examples of how your company currently implements security and human rights principles and/or practices in your operations.
9. Describe how the company currently assesses its performance with regard to security and human rights, including the use of internal and independent assurance processes (if any).
10. Describe the company's public reporting processes (e.g. sustainability reporting) currently in place.
11. Provide information on how the company already cooperates with existing Voluntary Principles Participants on security and human rights issues. Specify which countries and which companies, governments, or NGOs the company cooperates with.
12. Discuss the company's response to current and previous security and human rights challenges, if

any. What lessons did the company learn and apply? Please provide concrete examples where possible. Examples of challenges can include operating in conflict-affected areas, engagement with local communities, conflict with small scale miners, organized crime activity around sites, etc.

13. List the countries in which implementation of the Voluntary Principles is of particular interest or relevance to the company. Explain what type of presence (e.g. operating company, joint venture, minority investor, etc.) the company has in the countries identified.
14. Explain how the company would contribute to implementation / support of implementation and advancement of the Voluntary Principles if it became a Participant. Please indicate whether your response relates to company, country, and/or global levels, and also include an indicative timeframe.
15. Explain how the Voluntary Principles will enhance or assist the current efforts of the company and/or future plans.

Additional Questions: Ownership and Control

16. Is your organization publicly traded or privately owned?
17. If publicly traded, please provide exchange and ticker symbol.
18. If privately owned, please provide the names of all entities and individuals which are shareholders of your corporation, at a threshold of 5% or greater voting shares, and include the percentage of shares held for each.
19. Please provide the names of all Directors of your corporation, along with their institutional affiliations and titles.
20. Please provide the names and titles of your corporation's officers (executive team level).
21. Are there any other persons or institutions which exert control or provide direction to the corporation which are not already provided in questions 8-10?
22. Does any person listed in response to questions 8-11 meet the definition of Public Office Holder or Relative below? If yes, please provide details with respect to each person below.
23. If the applicant is a state-owned enterprise, please indicate any relevant changes to the Security and Human Rights policies after the corporation was acquired by a state or state-owned enterprise (if applicable). For example, changes to policies and procedures, how teams are trained, reporting structures, grievance mechanisms, community relations and reporting on human rights issues.

For the purposes of this document, a **Public Office-Holder or Relative** is a person who holds or has held within the past five (5) years one of the following offices or positions in or on behalf of a state or a subnational jurisdiction:

- head of state or head of government;
- member of the executive council of government or member of a legislature;
- deputy minister or equivalent rank;

- ambassador, or attaché or counsellor of an ambassador;
- military officer with a rank of general or above;
- president of a state-owned company or a state-owned bank;
- head of a government agency;
- judge of a supreme court, constitutional court or other court of last resort;
- leader or president of a political party represented in a legislature;
- Senior Government official, Director level or higher; or
- A family member of any of the above (husband, wife, parent, grandparent, sibling, son, daughter, step-parent, stepson, stepdaughter, grandchild, cousin, aunt, uncle, niece or nephew).

ANNEX B: KEY DOCUMENT LIST

Governance Documents

Governance Rules of the Voluntary Principles Initiative
Roles and Responsibilities of Companies
Participation and Accountability Criteria

These documents can all be found in the Membership Documents section of The Initiative webpage (<https://www.voluntaryprinciples.org/the-initiative/>)

Tools

Statement by Voluntary Principles Participants on Memoranda of Understanding Between Companies and State Security Forces
Model Clauses for Agreements Between Government Security Forces and Companies with Respect to Security and Human Rights
Implementation of the Voluntary Principles – Information for Companies
Voluntary Principles on Security and Human Rights Training Course

These tools can all be found in the Implementation Resources Tab of the Useful Resources for Implementers section of the Implementation webpage (<https://www.voluntaryprinciples.org/implementation/>)

APPENDIX 3.2 – FRAMEWORK FOR THE ADMISSION OF NEW GOVERNMENTS

Governments, companies in the industries of extracting, harvesting, or developing natural resources or energy, and non-government organizations (“NGOs”), all with an interest in human rights and corporate social responsibility, have engaged in a dialogue on security and human rights. Participants in the Initiative of the Voluntary Principles on Security and Human Rights (the “Voluntary Principles Initiative” or “VPI”) recognize the importance of the promotion and protection of human rights throughout the world and the constructive role business and civil society – NGOs, labor/trade unions and local communities – can play in advancing these goals.

This document sets forth the process by which Governments may apply to become Participants in the VPI. It also provides information as to the expectations for Applicant Governments and Government Participants in the VPI.

1. Admissions Process

Initial Application¹⁴

- 1.1 Any Government (hereinafter referred to as “Applicant Government”) may formally request admission to the VPI and the Voluntary Principles Association (“VPA”)¹⁵ as an Engaged Government.
- 1.2 This request is to be made through the submission of a Letter of Intent (as outlined in Annex A) to the Secretariat and should include a statement of the Applicant Government’s commitment to the Voluntary Principles.¹⁶
- 1.3 Upon receipt of an application, the Secretariat will transmit the application to the Steering Committee of the VPI for its review, in consultation with the Plenary.

¹⁴ Prior to submitting an application, or while an application is pending, any Government is welcome to request an invitation to attend the Voluntary Principles Annual Plenary Meeting as an Invited Guest of the Steering Committee. Requests should be submitted to info@voluntaryprinciples.org.

¹⁵ The VPA is an entity based in The Netherlands that addresses the administrative and financial needs of the VPI. The activities of and applications for membership in the VPA are governed by the Articles of Association of the VPA (available upon request). Formally, the General Meeting of the VPA decides on the admission to membership in the Association. The General Meeting is the same body as the Plenary of the VPI and Applicant Governments are informally admitted to the VPA once they are admitted to the VPI as Participant Governments in accordance with the procedures described in this document. Formal admission takes place at the next Annual General Meeting of the VPA, held at the same time as the Annual Plenary Meeting of the VPI.

¹⁶ Materials may be electronically submitted to applications@voluntaryprinciples.org.

Consideration of Application

- 1.4 The Steering Committee, in consultation with the Plenary, will make every effort to review applications in an expeditious manner. Applicant Governments should be aware that the review process typically takes several months to complete. At any point during the review period, the Applicant Government may contact the Secretariat to check on the status of an application.
- 1.5 The Steering Committee's review of an application will include an assessment of the Government's capacity to operate in a manner consistent with responsibilities described in the Entry Criteria set forth below.
- 1.6 During its review of an application, the Steering Committee may direct the Secretariat to convey specific additional questions to an Applicant Government and/or to set up a call or meeting to discuss particular aspects of the application. These questions and/or discussions will be limited to and focused on an evaluation of the considerations identified in the Entry Criteria. Members of the Steering Committee agree to complete the application review in as efficient a manner as practicable.
- 1.7 An Applicant Government shall, to the extent practicable, refrain entering into new commercial relationships with a Participant immediately before submission or during the review of the Applicant Government's application to join the Voluntary Principles Initiative; provided that if the Applicant Government enters into a commercial relationship described in the previous clause, it shall promptly submit an amended Letter of Intent clearly disclosing such commercial relationship.

Approval or Rejection of Application

- 1.8 The approval or rejection of the application is communicated to the Secretariat through the Steering Committee, and the Secretariat will advise the Applicant Government of the decision.

Potential Reconsideration

- 1.9 If an application has been rejected, the Applicant Government may request reconsideration. This request should be submitted in writing to the Secretariat which will transmit the request to the Steering Committee for its review, in consultation with the Plenary.
- 1.10 During its review of a request for reconsideration, the Steering Committee may choose to enter into dialogue with an Applicant Government, taking into consideration arguments brought forward by the Applicant. The Secretariat will contact the Applicant Government to initiate such discussions at the Steering Committee's request.
- 1.11 An Applicant Government that is not admitted under the terms set forth in Sections 1.9-1.10 may at any time submit a renewed request for admission.

2. Entry Criteria

- 2.1 An Applicant Government commits to proactively implement and/or assist in the implementation of the Voluntary Principles and to operating consistently with the documents and requirements listed in Annex C.

3. Engaged Governments

Status

- 3.1 Applicant Governments are initially admitted to the VPI as Engaged Governments.¹⁷
- 3.2 Engaged Governments may inter alia:
- a) Participate in meetings of the Government Pillar, unless such meetings, or any portions thereof, are specifically restricted to Participant Governments;¹⁸
 - b) Attend and contribute to events organized by the VPI, including appropriate sessions at the Voluntary Principles Annual Plenary Meeting,¹⁹
 - c) Seek advice and support from the Secretariat for Voluntary Principles- recognized activities,
 - d) Contribute to discussions regarding implementation of the Voluntary Principles, including sharing of experiences and best practices.
- 3.3 Engaged Governments are expected to:
- d) pay a percentage equal to one half of the costs attributed to a Participant during their first year of Engaged Government status. The Government is expected to share in the costs as a Participant thereafter. A Government's inability to share in any of the costs would be addressed on a case by case basis.
 - e) produce an Annual Report consistent with the Voluntary Principles Initiative Reporting Guidelines.
 - f) engage openly, in good faith, and comprehensively with other Participants including, in particular, honoring to the extent practicable requests from Participants for additional information, as well as direct and good faith engagement on issues pertinent to the implementation of the Voluntary Principles.

¹⁷ The status of "Engaged Government" applies irrespective of whether the Government is home or host to companies in the industries of extracting, harvesting, or developing natural resources or energy, a combination of such or is a Government without such affiliations.

¹⁸ Where attendance at a meeting or a portion thereof is restricted, the Secretariat or a member designed by the Government Pillar shall provide advance writing noticed to the Engaged Governments.

¹⁹ When votes are taken at such VPI meetings, the meeting/event Chair shall be obligated to remind attendees that votes may only be cast by Participants.

- 3.4 An Engaged Government's status may be reviewed on a case-by-case basis and the application process terminated by the Steering Committee, in consultation with the Plenary, if the Engaged Government is not abiding by the commitments it made upon joining the Voluntary Principles Initiative.
- a) An Engaged Government excluded under the terms set forth in Section 3.4 may at any time submit a renewed request for admission.
- 3.5 Engaged Governments are not Members of the VPA, but are allowed to participate in VPA meetings and events, unless participation is specifically restricted to VPA Members.

4. Requesting Status as a Participant Government

Development of a National Plan

- 4.1 Engaged Governments may at any time request the Steering Committee to initiate a process enabling them to gain status as Participant Governments within the VPI and the VPA.
- 4.2 Such a process would require that the Engaged Government develops and implements a National Plan (hereinafter: "the Plan") consistent with the framework set out in Annex B. The Plan is to focus on steps to promote security and human rights in the industries of extracting, harvesting, or developing natural resources or energy in the Engaged Government's country and should incorporate consideration of the roles and responsibilities outlined in the Roles and Responsibilities of Governments document.
- 4.3 Engaged Governments shall, on a quarterly basis, update the Steering Committee on progress of their drafting of the Plan.
- 4.4 Engaged Governments should make every effort to submit the Plan within 18 months of becoming an Engaged Government. However, some flexibility may be required in this transition period as governments will be required to provide a large amount of information in the Plan. If a Plan is not submitted within 18 months, the Steering Committee and Secretariat should work with the Engaged Government to ensure that a Plan is submitted within 6 months after the end of the 18-month period.

Review of the Plan

- 4.5 For a period of one (1) month following submission of the Plan, the Steering Committee should review the Plan and work to clarify issues related to the Plan with the Engaged Government. If ongoing collaborative work (between the Steering Committee and the Engaged Government) is needed, the Steering Committee should inform the Engaged Government, set a new timeline and work with the Government to address outstanding issues in a timely fashion.

Approval of National Action Plan

- 4.6 If an Engaged Government's National Action Plan is approved by the Steering Committee,

in consultation with the Plenary, the Secretariat will inform the Engaged Government that it has gained status as a Participant Government.²⁰

- 4.7 If an Engaged Government's National Action Plan is not approved by the Steering Committee, the Steering Committee will give recommendations to the Engaged Government on how best to improve its National Action Plan. Every effort will be made to work with the Engaged Government in order to enhance its National Action Plan with goal that it will ultimately be approved.
- 4.8 The Steering Committee is to indicate a time-frame for the Government's reporting to the Steering Committee on progress in implementing the Plan. As necessary, the Steering Committee may recommend assessments in order to determine the level of progress by the Government. This may include organizing an in-country review mission consisting of a group of Voluntary Principles Participants.

5. Participant Governments

- 5.1 Participant Governments are inter alia:
- (a) Eligible to participate fully in all aspects of the Voluntary Principles Initiative and the Voluntary Principles Association, including governance and other decision-making forums; and
 - (b) Expected to operate consistently with Governance Rules for the Voluntary Principles Initiative, including, but not limited to the Participation and Accountability Criteria and the Roles and Responsibilities of Governments document.

²⁰ The status of "Participant Government" applies irrespective of whether the Government is home or host to companies in the industries of extracting, harvesting, or developing natural resources or energy, a combination of such or is a Government without such affiliations.

VOLUNTARY PRINCIPLES INITIATIVE: Becoming an Engaged Government

Annex A – The Letter of Intent

The Letter of Intent may include (but is not limited to) incorporating the following elements:

Express interest in joining the Voluntary Principles Initiative:

- Describe your commitment to adhering to the Voluntary Principles.
- Identify what ministry will manage the Voluntary Principles, as well as any other ministries and/or bureaus which may contribute and/or have a stake in implementing the Voluntary Principles.
- Discuss the Government's decision to apply to the join the VPI. What factors lead to the decision to apply? What does the Government hope to gain from participation in the Initiative?

Describe and identify experience with companies in the industries of extracting, harvesting, or developing natural resources or energy:

- Include information outlining the number of transnational and/or national companies in the industries of extracting, harvesting, or developing natural resources or energy operating in your country.
- Identify the size of related components in terms of numbers of companies (both home and transnational for which your country is host), size(s) of companies, and estimated fiduciary investments.
- Cite national and/or transnational companies with operations in the country that work efficiently and effectively as well as those who have faced or are facing challenges.
- Identify experience(s) with transnational and/or national companies operating in areas of armed conflict and/or areas where significant security operations pose risks of human rights abuse.
- Identify what Government entities (at the federal, state/department, and local/municipal levels) have responsibilities for providing security for the operations of companies in the industries of extracting, harvesting, or developing natural resources or energy.
- Explain how the Government regulates private security companies (if at all).

Describe how the Voluntary Principles may be of Assistance to Your Country's Efforts:

- Distinguish ways in which your country could both contribute to and learn from the Voluntary Principles and participate in the multi-stakeholder approach of the VPI.
- Explain how the VPI multi-stakeholder forum could help identify practical guidelines and build upon best practices for your Government.
- Explain how the Government can contribute to the knowledge-base on issues related to the intersection of security and human rights and provide its own unique perspective. Cite examples when possible.

Highlight what your government is currently doing that relates to the Voluntary Principles:

- Cite specific interest in, or current experience your country has undertaken that involves the Voluntary Principles.
- Identify past and existing efforts to train, vet, and oversee public and/or private security forces domestically.
- Identify and cite examples of what your Government is doing on its own, with businesses, and with members of civil society to collaborate and work on multi-stakeholder initiatives to discuss issues of human rights. (Examples are holding monthly multi-stakeholder roundtables, administering training, developing national legislation etc...)
- Explain how current or future initiatives may be forming the beginning of an in-country action plan for addressing security and human rights in the context of the operations of companies in the industries of extracting, harvesting, or developing natural resources or energy.
- Describe how participating in, or being members of, other initiatives (such as the Extractive Industry Transparency Initiative, the Association for the International Code of Conduct for Private Security Service Providers, etc.) may work in tandem with your Government's participation in the VPI.

Commitment to business & human rights initiatives:

- Share how your Government will raise international awareness and standards for the Voluntary Principles and contribute to improving human rights.
- Describe your commitment to the Voluntary Principles to help reduce the risk of human rights abuses in connection with the operations of companies in the industries of extracting, harvesting, or developing natural resources or energy, specifically in volatile zones.
- Explain why the Voluntary Principles are beneficial to the interests of your Government and the national and transnational companies within your country.
- Share ideas for future initiatives to implement the Voluntary Principles in your country.
- Indicate your initial thoughts and/or examples on what may be included in your national action plan.
- Identify companies in your country that are already Voluntary Principles members, and describe how you can work with them to promote the Voluntary Principles.
- Share regional dynamics and issues around security and human rights and identify ways in which joining the Voluntary Principles can help alleviate or proactively address these issues.
- Share how your Government seeks to implement the UN Guiding Principles on Business and Human Rights in the context of the operations of companies in the industries of extracting, harvesting, or developing natural resources or energy.
- Share how the Voluntary Principles relates to your Government's National Action Plan on Business and Human Rights, as applicable.

Please identify the department where the Voluntary Principles will be managed and the points of contact.

VOLUNTARY PRINCIPLES INITIATIVE: Becoming a Participant Government

Annex B – National Plan

Elements of the Plan

The Plan should outline the steps the government plans to take to promote and implement the Voluntary Principles. The Plan should include a road map that sets out clear objectives, a plan of activities and a timetable for promotion and implementation. The Plan should be developed by the Engaged Government in consultation with, and drawing on input, from relevant government agencies (e.g. commerce, defense, justice, energy, and economic issues). The Government should also consult with local companies, civil society, and embassies and missions of VPI Participant Governments. Consultations should continue on promoting and implementing the Voluntary Principles even when a country achieves Participant Government status.

The Plan should include details of how the Engaged Government intends to:

- a. demonstrate commitment to and implement the Voluntary Principles on Security and Human Rights both domestically and overseas;
- b. promote the Voluntary Principles and encourage companies, NGOs and other governments to join the Voluntary Principles Initiative and implement the Voluntary Principles;

Examples of potential activities designed to promote and implement the Voluntary Principles include regular multi-stakeholder roundtables; establishing interdepartmental Voluntary Principles promotion strategies; demarches; administering training; developing national legislation; joint Government-Corporate-NGO outreach; presentations at international fora.

The Plan might also include:

details of appropriate laws, regulations, policies, and/or procedures which are designed to ensure that actions of public or private security providers are consistent with applicable international law and humanitarian law, or provide details of what steps will be taken to enact such laws, regulations and policies. This could include human rights training and education for security providers;

details on how the Government intends to promote the observance of applicable international law enforcement principles, particularly with regard to the use of force;

an explanation of the Government's efforts to ensure accountability and respect for human rights and to mitigate human rights abuses. The Government could also detail how it holds perpetrators accountable by taking actions including investigating, prosecuting, and/or other measures that effectively address human rights abuses or prevent them.

Annex C – Key Document List

The Initiative of the Voluntary Principles on Security and Human Rights Governance Rules
The Roles and Responsibilities of Governments
Participation and Accountability Criteria

These documents can all be found in the Membership Documents section of The Initiative webpage
(<https://www.voluntaryprinciples.org/the-initiative/>)

APPENDIX 3.3 – FRAMEWORK FOR THE ADMISSION OF NEW NGOS

THE VOLUNTARY PRINCIPLES INITIATIVE AND THE VOLUNTARY PRINCIPLES ASSOCIATION FRAMEWORK FOR ADMISSION OF NEW NGOS

Governments, companies in the industries of extracting, harvesting, or developing natural resources or energy, and non-government organizations (“NGOs”), all with an interest in human rights and corporate social responsibility, have engaged in a dialogue on security and human rights. Participants in the Voluntary Principles Initiative (“VPI”) recognize the importance of the promotion and protection of human rights throughout the world and the constructive role business and civil society – NGOs, labor/trade unions and local communities – can play in advancing these goals.

This document sets forth the process by which NGOs may apply to become Participants in the VPI. It also provides information as to the expectations for Applicant NGOs and NGO Participants in the VPI.

Admissions Process

Initial Application²¹

Any NGO (hereinafter referred to as “Applicant NGO”) may formally request admission to the VPI and the Voluntary Principles Association (“VPA”)²² as an Engaged NGO.

The request is made in writing at any time to the Secretariat and is to include a statement of the Applicant NGO’s commitment to the Voluntary Principles and describe the activities they undertake or plan to undertake relevant to the Voluntary Principles.²³

NGO applicants are asked to provide the following documents and information with their letter of application:

1. Copy of Incorporation/registration document(s), as registered with home Government.
2. Articles of Incorporation or Association (or similar constitutional document)
3. Stated mission or registered not-for-profit purposes
4. Latest Annual Report (financial and programs)
5. List of principal sources of funding, with names of past/present donor organizations
6. A stated commitment of history and commitment to strengthen security and human rights

²¹ Prior to submitting an application, or while an application is pending, any NGO is welcome to request an invitation to attend the Voluntary Principles Annual Plenary Meeting as an Invited Guest of the Steering Committee. Requests should be submitted to info@voluntaryprinciples.org

²² The VPA is an entity based in The Netherlands that addresses the administrative and financial needs of the VPI. The activities of and applications for membership in the VPA are governed by the Articles of Association of the VPA (available upon request). Formally, the General Meeting of the VPA decides on the admission to membership in the Association. The General Meeting is the same body as the Plenary of the VPI and Applicant NGOs are informally admitted to the VPA once they are admitted to the VPI as Participant NGOs in accordance with the procedures described in this document. Formal admission takes place at the next Annual General Meeting of the VPA, held at the same time as the Annual Plenary Meeting of the VPI.

²³ Materials may be electronically submitted to applications@voluntaryprinciples.org.

- norms globally (i.e. rooted in, but going beyond, work in specific).
7. Does your organization have relevant experience and expertise that can inform those working on the Voluntary Principles in other countries? If so, please describe some relevant activities.
 8. Does your organization have the capacity and interest to participate fully in Initiative activities such as pillar meetings, attending the annual Plenary, reviewing applications, providing a verification presentation to update the members on current activities, acting as a reviewer for verification presentations, providing annual reports, etc.? Even when these activities are not related to your area or country of operations?
 9. Names of Board Members and Key Staff, with short biographies
 10. Answers the following questions regarding the Board of Directors and Key Staff:
 - a. Are there any other persons or institutions which exert control or provide direction to the organization, who were not already on the list of Board Members and Key Staff provided?
 - b. Does any person on the list of Board Members and Key Staff provided meet the definition of Public Office Holder or Relative (see definition provided below)? If yes, please provide details with respect to each person.

For the purposes of applying for VPI membership, a Public Office-Holder or Relative is a person who holds or has held within the past five (5) years one of the following offices or positions in or on behalf of a State or a subnational jurisdiction:

- head of state or head of government;
- member of the executive council of government or member of a legislature;
- deputy minister or equivalent rank;
- ambassador, or attaché or counsellor of an ambassador;
- military officer with a rank of general or above;
- president of a state-owned company or a state-owned bank;
- head of a government agency;
- judge of a supreme court, constitutional court or other court of last resort;
- leader or president of a political party represented in a legislature;
- Senior Government official, Director level or higher; or
- A family member of any of the above (husband, wife, parent, grandparent, sibling, son, daughter, step-parent, stepson, stepdaughter, grandchild, cousin, aunt, uncle, niece or nephew).

Upon receipt of an application, the Secretariat will transmit the application to the Steering Committee of the VPI for its review, in consultation with the Plenary.

Consideration of Application

The Steering Committee, in consultation with the Plenary, will make every effort to review applications in an expeditious manner. Applicant NGOs should be aware that the review process typically takes several months to complete. At any point during the review period, the Applicant NGO may contact the Secretariat to check on the status of an application.

The Steering Committee's review of an application will include an assessment of the NGO's capacity to operate in a manner consistent with responsibilities described in the Entry Criteria set forth below. During its review of an application, the Steering Committee may direct the Secretariat to convey specific additional questions to an Applicant NGO and/or to set up a call or meeting to discuss particular aspects of the application. These questions and/or discussions will be limited to and focused on an evaluation of the considerations identified in the Entry Criteria. Members of the Steering Committee agree to complete the application review in as efficient a manner as practicable.

An Applicant NGO shall, to the extent practicable, refrain from entering into new commercial relationships with a Participant immediately before submission or during the review of the Applicant NGO's application to join the Voluntary Principles Initiative; provided that if the Applicant NGO enters into a commercial relationship described in the previous clause, it shall promptly submit an amended Letter of Intent clearly disclosing such commercial relationship

Approval or Rejection of Application

The approval or rejection of the application is communicated to the Secretariat by the Steering Committee, and the Secretariat will advise the Applicant NGO of the decision.

Potential Reconsideration

If an application has been rejected, the Applicant NGO may request reconsideration. This request should be submitted in writing to the Secretariat which will transmit the request to the Steering Committee for its review, in consultation with the Plenary.

During its review of a request for reconsideration, the Steering Committee may choose to enter into dialogue with an Applicant NGO, taking into consideration arguments brought forward by the Applicant. The Secretariat will contact the Applicant Company to initiate such discussions at the Steering Committee's request.

An Applicant NGO that is not admitted under the terms set forth in Sections 1.8-1.9 may at any time submit a renewed request for admission.

Entry Criteria

An Applicant NGO commits to proactively implement and/or assist in the implementation of the Voluntary Principles and to operating consistently with the documents and requirements listed in Annex A.

An Applicant NGO should:

- Have an established record and reputation for the promotion of respect for human rights and/or promotion of human security/peace.
- Demonstrate formal commitment to sustained and public promotion of the Voluntary Principles.
- Be willing and capable to contribute to the international Voluntary Principles process; if based in a

host country, willing and capable to contribute to national in-country process.

- Be independent and should not be compromised in its ability to defend the rights and interests of victims of violence and human rights violations and to contribute to holding accountable Corporate and Government Participants because of financial or other relationships with VPI Participants or otherwise. The structure and governing rules of the organization should guarantee the not-for-profit nature of the NGO and its ability to act independently.

Engaged NGOs

Status

Applicant NGOs are first admitted to the VPI as Engaged NGOs.²⁴

Expectations

Engaged NGOs may inter alia:

- Participate in meetings of the NGO Pillar, unless such meetings, or any portions thereof, are specifically restricted to Participant NGOs;²⁵
- Attend and contribute to events organized by the VPI, including Annual and Extraordinary Plenary Meetings, except in instances when such meetings are specifically restricted to Participants;²⁶
- Participate in Working Groups of the VPI;
- Seek advice and support from the Secretariat for activities recognized by the VPI; and
- Contribute to discussions regarding implementation of the Voluntary Principles, including sharing of experiences and best practices.

Engaged NGOs may not:

- Exercise voting rights within the VPI; and
- Participate in meetings of the NGO Pillar, where such meetings are specifically restricted to full NGO Participants.
- Engaged NGOs are required to engage openly, in good faith, and comprehensively with other Participants including, in particular, honoring to the extent practicable requests from Participants for additional information, as well as direct and good faith engagement on issues pertinent to the implementation of the Voluntary Principles.

Engaged NGOs are not expected to submit Annual Reports to the Plenary.

Engaged NGOs are not Members of the VPA but are allowed to participate in VPA meetings and events, unless participation is specifically restricted to VPA Members.

Requesting Status as a NGO Participant

After a period of one year, an Engaged NGO may request status as a NGO Participant within the VPI and VPA. The status of “NGO Participant” applies irrespective of whether the NGO is an international- or

²⁴ The status of “Engaged NGO” applies irrespective of whether the NGO is an international- or national-level NGO.

²⁵ Where attendance at a meeting or a portion thereof is restricted, the Secretariat or a member designed by the NGO Pillar shall provide advance writing noticed to the Engaged NGOs.

²⁶ When votes are taken at such VPI meetings, the meeting/event Chair shall be obligated to remind attendees that votes may only be cast by Participants.

national-level NGO.

In exceptional circumstances, an Engaged NGO may make a special request to the Steering Committee to become an NGO Participant prior to end of the one-year term. Such a request must be made in writing to the Steering Committee and should provide justification for why the Engaged NGO wishes to convert its current status before the end of the one-year requirement.

If an Engaged NGO has not requested full NGO Participant status after three years of participation in the VPI, its membership in the VPI will not be renewed except by special request and at the discretion of the Steering Committee.

An Engaged NGO may make a special request to the Steering Committee to retain its Engaged NGO status for a period that exceeds the three year limit. Such a request must be made in writing to the Steering Committee and should provide justification for why the Engaged NGO wishes to retain its status and not seek to become a NGO Participant.

To request status as an NGO Participant, an Engaged NGO must submit a letter to the Steering Committee setting forth:

The NGO's reasons for requesting a change in status;

- An explanation of why a change in status would allow the organization to better contribute to the VPI;
- An outline of how the NGO would contribute to the VPI, including its commitments to participate in the committees and Working Groups of the VPI, and/or to assisting with outreach and implementation programs related to the Voluntary Principles;
- A demonstration of the NGO's recent history of commitment to promote and/or assist in the implementation of the Voluntary Principles and/or disseminate the Voluntary Principles among relevant stakeholder groups.

An Engaged NGO's request to become a NGO Participant within the VPI will be reviewed by the Steering Committee in accordance with the procedure set forth in Sections 1.4-1.9.²⁷

NGO Participants

NGO Participants are inter alia:

- Eligible to participate fully in all aspects of the Voluntary Principles Initiative and the Voluntary Principles Association, including governance and other decision-making forums; and
- Expected to operate consistently with Governance Rules for the Voluntary Principles Initiative, including, but not limited to the Participation and Accountability Criteria and the Roles and Responsibilities of NGOs document.
- Required to recuse themselves from any voting in regard to a fellow Participant that they have a financial or material relationship with that is relevant to the Voluntary Principles; and
- Required to disclose all sources and amounts of income, with details on the purpose of funds for those from other Participants in the VPI.

²⁷ Formally, the General Meeting of the VPA decides on the admission to membership in the Association. The General Meeting is the same body as the Plenary of the VPI and Applicant NGOs are informally admitted to the VPA once they are admitted to the VPI as NGO Participants. Formal admission takes place at the next Annual General Meeting of the VPA, held at the same time as the Annual Plenary Meeting of the VPI.

Annex A – Key Document List

The Initiative of the Voluntary Principles on Security and Human Rights Governance Rules
The Roles and Responsibilities of NGOs
Participation and Accountability Criteria

These documents can all be found in the Membership Documents section of The Initiative webpage
(<https://www.voluntaryprinciples.org/the-initiative/>)

APPENDIX 4 - FRAMEWORK FOR ADMISSION & CONTINUING MEMBERSHIP OF OBSERVERS

VOLUNTARY PRINCIPLES INITIATIVE FRAMEWORK FOR ADMISSION AND CONTINUING MEMBERSHIP OF OBSERVERS

The criteria below outline the entry process and expectations for new Observers of the Voluntary Principles Initiative. It is not intended to apply to the International Committee of the Red Cross (ICRC), the International Council on Mining & Metals (ICMM), or the International Petroleum Industry Environmental Conservation Association (IPECA), each of which have been granted status as a permanent Observer.

Admission Process

At any time, an organization (hereinafter referred to as “Applicant Observer”) may formally request to attend proceedings of the Voluntary Principles Initiative as an Observer.

The request is made in writing to the Secretariat. The request should describe the organization and its interest in becoming an Observer. The request should include a statement describing the activities the Applicant Observer undertakes, or plans to undertake, that are supportive of the objectives of the Voluntary Principles Initiative. The request should also reflect the Applicant Observer’s relevant expertise, for example in human rights and/or with companies in the industries of extracting, harvesting, or developing natural resources or energy, and should demonstrate that the Applicant Observer is willing, and has the capacity to, contribute to the Voluntary Principles Initiative.

When making an application, Applicant Observers should clearly demonstrate that their relationship with the VPI will be mutually beneficial. The value offered by the Observer Applicant to the VPI can include, without limitation, such applicant’s substantive expertise which enriches the VPI in a domain relevant to the Voluntary Principles, (e.g. security and human rights, business and human rights, professional standards in the security sector, or in-country implementation) or the applicant’s convening or project funding power.

Applicants for Observer status should include evidence such as published standards in membership-based organizations consistent with the VPs, project reports or research reports, studies, or discussion papers in relevant topics intended to advance the policy discussion around security and human rights, lists of relevant projects they have funded, or relevant meetings they have convened.

An Applicant Observer should clearly specify which of its core competencies and activities will be most relevant to the VPI. Finally, the request should identify any legal, regulatory, or administrative actions that the Applicant Observer has pursued, or intends to pursue, against any Voluntary Principles Participant.

An Applicant Observer’s request is to be delivered to the Steering Committee for its consideration, in consultation with the Plenary.

An Applicant Observer is approved to attend Voluntary Principles Initiative proceedings if its request is approved by the Plenary, as represented by the Steering Committee. As noted in Paragraph 3.2, an Observer may participate in meetings of specific Working Groups only upon invitation by the Steering Committee. The approval or disapproval of an Applicant Observer’s request is to be communicated to the Applicant Observer by the Secretariat.

Upon approval, an Observer is required to sign a statement acknowledging the confidentiality provisions which all Participants in the Voluntary Principles Initiative are expected to follow, as set forth in the Participation and Accountability Criteria.

If approved, an Observer is able to attend proceedings of the Voluntary Principles Initiative for a one-year term, with an option to extend at the discretion of the Plenary.

An Observer's term is to officially begin on the date that its request is approved.

Each year, in advance of the Annual Plenary Meeting, the Steering Committee should request that the Secretariat determine whether current Observers wish to seek extension of their terms for an additional year.

The Secretariat is to provide the Steering Committee with a list of all Observers who wish to extend their terms for an additional year.

The Steering Committee makes a recommendation to the Plenary regarding the extension of each Observer's term for an additional year. The Steering Committee shall base its recommendation regarding the renewal of an Observer's term on such Observer's compliance over time with the obligations of an Observer set out herein.

At the Annual Plenary Meeting, the Plenary reviews and votes on the proposed extensions. This review shall also be applicable to existing Observers.

The VPI Plenary, guided by the Steering Committee, shall determine periodically whether to make any Observer a 'Permanent Observer'. The criteria that shall guide this decision shall include, without limitation, the length of the Observer's relationship with the VPI, the contributions it has made, and the anticipated contributions it will make in the future. The Plenary shall be permitted to consider any reasonable criteria it deems appropriate to make this determination.

Entry Criteria

An Applicant Observer may not, because of its functions, role, or mandate, be qualified to be a member of one of the three Voluntary Principles Pillars.

An Applicant Observer should be an industry association, an international institution, or a national institution.

Trade or industry associations seeking Observer status should, where applicable, align their standards with the Voluntary Principles and encourage their members to apply for VPI membership. Such associations shall also encourage their members to provide short annual reports on Voluntary Principles implementation.

Role of Observers

An Observer is eligible to attend all Plenary meetings, other than proceedings from which it has specifically been excluded by decision of the Steering Committee, pursuant to Paragraph 3.

Upon invitation by the Steering Committee, an Observer may participate in meetings of specific Working Groups.

At any time, a member of the Steering Committee, the Plenary, or a Working Group may ask that the Steering Committee exclude an Observer from specific proceedings.

An Observer is not eligible to vote.

Observers shall be required to make an annual contribution to the work of the VPI in one of the following ways, which the Observer may select at its discretion:

- Financial contribution
- In-kind contribution to the work of the VPI
- Delivering a training or webinar on a topic decided jointly by the VPI and the Observer, in which they share their expertise on matters that benefit the VPI membership.

Secretariat shall contact each Observer no less frequently than once a year to discuss their contributions and compliance.

The Secretariat shall submit a report on contributions and compliance of Observers to the VPI Annual Plenary.

The Annual Plenary Meeting shall consider the Secretariat's report when determining whether to renew the Observer's status as Observer. This review shall also be applicable to existing Observers, except with respect to the Permanent Observers (i.e. ICRC, ICMM, and IPIECA).