



ICC Global Anti-corruption and Corporate Responsibility Commission Meeting Executive Summary

11 October 2022

Hybrid Virtual/in-person at ICC Secretariat

1. Welcome and Introductory Remarks

- **Viviane Schiavi**, Global Policy Lead – Anti-corruption and Corporate Responsibility, welcomed participants to the meeting and saluted the strong participation of over 130 participants from 28 countries.
- Ms Schiavi introduced the fully new leadership of the ICC Global Commission on Anti-corruption and Corporate Responsibility, following a full rotation of the commission Chair and Vice-Chairs, in line with the ICC Executive Board Governance Principles. Warm recognition was conveyed, on behalf of ICC, for the strong contribution from the immediate past leadership of the Commission.
- ICC is honoured and pleased by the expertise, level, geographical diversity and gender balance represented by the new commission leadership.
- Incoming Commission Chair, **Gonzalo Guzman** (UK), has a wide experience of ICC and its global network. As Chief Counsel - Ethics and Compliance with Unilever, Mr. Guzman is responsible for global programmes internally and for the external engagement strategy. Previously, he served as GSK's Anti-Corruption Director, as Head of Legal Projects at the International Bar Association, as member of the WEF's Global Futures Council Global Future Council on Transparency and Anti-Corruption and as a lawyer, practicing in the public sector and private sectors in Colombia.
- Incoming Vice-Chair **Karen Griffin** (US) is Executive Vice-President and Chief Compliance Officer at Mastercard, leading the global Ethics and Compliance system encompassing a broad set of integrated programs including Business Conduct and Ethics, Anti-Corruption, Anti-Money Laundering and Economic Sanctions.

- Incoming Vice-Chair **Hema Lehocky** (Sweden) is Chief Ethics and Compliance Officer at AFRY; Ms. Lehocky played a key role as Co-Chair of the ICC Working Group on Whistleblowing Guidelines to oversee the development and issuance of the just-launched ICC tool.
- Incoming Vice-Chair **Helena Prata Ferreira** (Angola) is a Partner with Angola Legal Circle law firm, that addresses the needs of clients worldwide particularly in Portuguese-speaking countries, and an active member of the ICC Global Commission on Anti-corruption and Corporate Responsibility and of the Commission on Commercial Law and Practice.
- Incoming Vice-Chair **Daniel Rodriguez** (Colombia) is a Partner with CMS Rodriguez-Azuero, where he oversees a number of practice areas including Compliance, Corporate Criminal Law and Public Procurement practice; has led a number of initiatives for integrity and anti-corruption for ICC.
- Incoming Vice-Chair **Louise Vytopil** (The Netherlands) is Senior Manager for Human Rights with KPMG, with over 10 years of experience in the field. An active member of ICC's Working Group on Business and Human Rights, she applies her experience to develop sustainable and practical systems and processes for clients to meet their corporate responsibility to respect human rights.

2. Updated Commission program and strategy

[*Message to the ICC Network on Strengthening the work of the ICC Global Commission on Anti-corruption and Corporate Responsibility*](#)

- **Viviane Schiavi** and **Gonzalo Guzman** underscored the main lines of the strengthened work plan and strategy produced following the appointment of the new commission leadership, and in support of ICC's strategic objective of promoting access to justice, integrity and respect for the rule of law.
 1. **Refresh of ICC Rules on Combating Corruption followed by an Update of the ICC Anti-corruption Clause.**
The ICC Anti-corruption Clause and ICC Rules against Corruption have proven to be among the most widely used and downloaded ICC Integrity tools. Mr Guzman informed members of the plan to create a Working Group to update these ten years on from their last revision, in line and in response to strong interest conveyed from the ICC network and the market at large.
 2. **ICC Guidance on Responsible Business Exit, Continuance and Return in the Context of Geopolitical Shifts**
Develop and deploy a framework to support responsible engagement with "sensitive" markets and industry sectors. This project will not be specific to any geography. Still in scoping phase, the framework will help companies make principled decisions in response to geopolitical shifts. An initial set of interviews with companies will be organized in collaboration with an advisory firm, with the aim of releasing a beta framework in 2023.

3. ICC Integrity Advocacy Toolkit

In line with the view of the new commission leadership that Ethics and Compliance programmes need to be impactful both internally and externally, and in response to market demand, a new ICC Integrity Advocacy Toolkit will be developed. This instrument will enable companies worldwide and of all sizes to advocate consistently no matter where their interactions are. The Toolkit will include messaging with regards to the UN, the OECD, G20, and will cover issues of business and human rights and supply chain responsibility.

- Strategic objectives for the commission include:
 - Growing the commission membership;
 - Bolster synergies with other ICC work including synergies with the ICC Task Force on “Addressing Issues of Corruption in Arbitration”, that sits under the ICC Arbitration Commission;
 - Scale up coordination and collective action with organizations and initiatives with similar aims, such as the World Economic Forum, Transparency international , the UN Global Compact;
 - Scaling up integrity for integrity for SMEs, via tools;
 - Addressing integrity in public sector/’the demand side;
 - Addressing risk of fraud in connection with meeting ESG expectations.

3. Role of Whistleblowing Programs upholding the Rule of Law

- Launch of [The ICC 2022 Whistleblowing Guidelines – a new standard for business](#) [ICC 2022 Whistleblowing Guidelines in Spanish](#)

Viviane Schiavi recapped that the ICC 2022 Whistleblowing Guidelines were launched in February 2022 and presented to participants the work done by the 65 members from 25 countries of the ICC Working Group set up for the purpose of updating these ICC Guidelines. The superb leadership and hard work of the Working Group Co-chairs **Hema Lehocky** and **Manuel Castelo Branco** (Portugal) was saluted in overseeing the revision from beginning to end within the very efficient timeline of one year.

Providing practical guidance to help enterprises establish and implement a Whistleblowing Management System, the 2022 guidelines update the earlier ICC Guidelines on Whistleblowing published in 2008, incorporating current experience and practice of ICC member enterprises across a wide range of sectors and jurisdictions worldwide. The 2022 edition also aligns with key international legal instruments as well as global standards and best practice such as the 2021 ISO 37002 Guidelines on Whistleblowing Management Systems and the 2019 European Directive on Whistleblower Protection, which is now being implemented by governments across Europe.

- **Hema Lehocky** noted that the 2008 edition of the guidelines provided a good basis to work from. Expectations in the area of whistleblowing programs have indeed evolved significantly since then; the work of the WG to update these guidelines has focused on including these developments. Ms. Lehocky further underscored the key role of whistleblowing programs for building trust in companies. One point brought forward

within the Working Group was the importance of training and communications to raise awareness on the role whistleblowing management system and the “dos” and “don’ts.” Ms Lehocky therefore urged members and all in the ICC network to work to help raise awareness of the 2022 edition of the ICC Whistleblowing Guidelines

- **Manuel Castelo Branco** emphasized the important number of contributions from members of the WG from around the world which allowed for an enriching discussion about different ways to approach whistleblowing. Against this background, Mr Castelo Branco explained that the guidelines are recommendations rather than prescriptions. He further flagged that the guidelines are not “one-size fits all” solutions, and rather need to be adapted to local realities. The end goal for the guidelines is for them to be practical and to become an essential part of the cultural and governance environment of the enterprise.
- **Commission Chair Gonzalo Guzman** commended the Working Group Co-Chairs for their excellent work, and pointed to ICC’s lead in regularly delivering refreshed business integrity tools for companies at large.

- **Perspective from the US and LatAm**

Mr. Guzman introduced **Diego Duran de la Vega** (Mexico), saluting his expertise and hard work in overseeing the translation of the ICC 2022 Whistleblowing Guidelines into Spanish and thereby helping with their implementation in Mexico and the wider LatAm.

- Diego Duran de la Vega conveyed ICC Mexico’s ongoing support for the work, products and strategic objectives of ICC Anti-Corruption and Corporate Responsibility Commission.
- Mr Duran de la Vega briefed participants on a survey he carried out on perspectives in Latin America on the ICC 2022 Whistleblowing Guidelines:
 - Awareness about the 2022 edition of the ICC Guidelines was still in the process of growing. The guidelines are still very recent and the ICC network outreach on implementation is still very much underway
 - Important cultural issues need to be considered – the concept of “whistleblowing” can be perceived with a negative connotation in some countries in Latin America; this linked with at times insufficient incentives and a poor legal framework to protect whistleblowers can detract from implementation of whistleblowing programs and guidance in LatAm.
 - As a result, Mr Duran de la Vega explained that it will take time for these guidelines to get fully adapted and implemented in certain jurisdictions. He recommended to have discussions with governments as well as with private companies to help “normalize” whistleblowing. Nevertheless, Mr Duran de la Vega recognized that ICC was showing the way with the right path and that countries like Mexico are also moving towards regulating whistleblowing – adopting a system close to ICC on this area – which is very encouraging.

4. Responsible Business Conduct in connection with the WTO investment facilitation for development negotiations

Sofia Boza, Chile Ambassador to the WTO, presented on developments in the WTO investment facilitation for development negotiations, with a particular focus on particular possible provisions on Responsible Business Conduct.

[WTO news article](#)

- Gonzalo Guzman underscored both the challenge and importance of creating levers for anti-corruption and responsible business conduct in high growth areas.
- **Ambassador Boza** thanked the Commission and commended the importance of such a conversation with the companies represented by ICC as the WTO can sometimes struggle to reach the private sector. The Ambassador noted that she was open to extra questions via email.
- Ambassador Boza noted that:
 - The Joint Statement Initiative was launched by a group of developing countries with the aim to facilitate investment flows between members and notably to foster transparency, credibility, and most importantly sustainable development. She explained that members recognize the link between anti-corruption and achieving sustainable development in host countries of investment.
 - Currently 2/3 of members of the WTO participate in these negotiations. Among them there are 77 developing countries, including twenty LDCs.
 - The negotiations are based on a single negotiation document, the so-called “Easter text”, which comprises 7 sections that are regularly revised. Those sections include:
 - Section 2 on transparency of investment measures, which notably requires to make publicly available measures and information and important of importance to investors, including through online means. Section 3 concerns streamlining and speeding up administrative procedures. Section 4, which focuses on focal points for assisting investors, domestic regulatory coherence and cross-border cooperation, and Section 5 on special and differential treatment, including support for technical assistance and capacity building.
 - The draft agreement, which is being negotiated in a “bottom-up” member driven approach, aims at facilitating investment in all sectors goods as well as services and across the whole investment lifecycle.
 - It proceeds from a “whole of government” approach and is meant to be applicable to all levels of government, central, regional and local. The Ambassador flagged that Section 6 of the Agreement on Sustainable Development covers in particular responsible business conduct and measures against corruption.
 - In addition, she noted that beyond these 2 key elements, implementing investment facilitation not only improves the business climate for investors but also reduces the risk of corruption.

5. Impact of Geopolitical shifts on Responsible Business Conduct

Commission Chair **Gonzalo Guzman** introduced this item, noting that the war in Ukraine – and the associated escalation of sanctions on Russia – have exposed the lack of a reliable framework on which business can rely to make/justify decisions to remain, disengage or re-engage in the “sensitive” jurisdictions. Mr. Guzman referred to plans to scope the development of a possible ICC industry guidance to support companies in this regard. Mr. Guzman invited a member of the consultant advisory firm that is supporting ICC on developing this possible guidance, Elizabeth Armstrong, Principal, Ithaca Impact, to speak.

Dr. Elizabeth Armstrong offered an overview of the approach to gathering information to help inform this guidance. The consultant group will support the ICC Secretariat in carrying out interviews in the coming weeks to inform a guidance that ICC is exploring developing. There can be high value in issuing an ICC framework that could help companies in making tough decisions as regards their international operations in the face of geopolitical pressures.

All interviews conducted as part of this exploratory phase will be informal, anonymized and off the record – with insights feeding into the development of a future framework. The interviews will be conducted by consultants contracted by ICC together with relevant ICC staff members.

6. ICC Working Group Business and Human Rights

Crispin Conroy, ICC Representative Director, Geneva, updated members on the activities of the ICC Working UN Working Group Business and Human Rights that he oversees. Mr. Conroy referred to contributing views on the EU legislation on mandatory due diligence and to informal discussions on a possible mandatory treaty on Business and Human Rights [EU Proposal for a Directive on corporate sustainability due diligence](#)

7. Other Business

Max Burger-Scheidlin, Executive Director of ICC Austria, suggested a focus on extremely corrupt countries and discussing with them how to help them out of these practices. Mr. Guzman suggested we give Mr Burger-Scheidlin an opportunity to share more about this with the commission.

8. **Next meeting - Hybrid or fully virtual** Q2 2023 - Date/place to be announced.