



MINUTES/AGENDA REPORT
for the meeting of the
ICC BOARD OF DIRECTORS
January 22, 2003
Aladdin Hotel, Las Vegas, NV

1.0 CALL TO ORDER:

ATTENDANCE AT MEETING:

Board Members: 1st Vice-Chairman Fred Herman; Ed Berkel ; Wally Bailey; William Bryant; Jud Collins; Fred Cullum; William Duck.; Roger Evans; Frank Hodge; Dan Nickle; Ron Nienaber; Tim Ryan; Steven Shapiro; Anne vonWeller; Tim Ward. Members absent – Rod Blane, Nick D’Andrea.

Board Members Elect: Paul Myers; Terrence Cobb; William Dupler; Gerald George; Henry Green; Dorothy “Dottie” Harris; Greg Johnson; H.H. “Bubba” Roberts; Jim Tidwell.

Board Members from BOCA, ICBO and SBCCI

MCO/ICC Staff: Tom Frost; Terry Leppellere; Paul Heilstedt; Bob Heinrich; Cheryl Melendez; Les Moran; John Nosse; C.P. Ramani; Dominic Sims; Brad Ware.

2.0 DISPOSITION OF MINUTES AND CONSENT AGENDA ITEMS:

2.1 - Disposition of Minutes:

Exhibit 2.1 contains a copy of the minutes of the last board meeting. All board minutes will be printed on blue paper. All agenda reports will be printed on green paper.

RECOMMENDATION: Approval of board minutes from the last board meeting.

Financial Impact: *As noted in minutes.*

Discussion: Discussion occurred regarding who the actual voting members should be at this meeting. According to the bylaws that were approved previously in the statutory meeting, the incoming Board will be the official voting members, but all members, whether MCO or outgoing who would like to speak are invited to do so.

After some discussion the Board determined that, under the previous motion regarding alternates for the Board, it was requested that instead of an alternate appointment, we follow the bylaws and the Board can seat a replacement Board member at meetings.

Henry Green requested staff to draft a change for the bylaws regarding any necessary temporary departure of a Board member. Staff will develop the proposed change to be

brought back at next meeting.

The Board would like staff to review the current Bylaws and see if the issue regarding our current Board member could be rectified with an editorial change in Section 5.2, 10th line, "Should a Director-at-Large resign from the Board of Directors or become ineligible for any reason, such position may be filled by a person named by the President with the approval of the Board of Directors, at until the conclusion of the next Annual Business Meeting, at which time such position shall be filled by regular election for the remainder of the term.

In Section 5.7 under authority of directors, they appointed Tim Ward to fill Bubba Roberts' Board seat when Roberts is not able to attend meetings due to military service.

ACTION: Minutes were approved as revised. Revised minutes are attached.

2.2 - Consent Agenda Items:

All consent agenda items are marked with an "*" and are included as non-discussion items. These items will only be discussed if a member of the Board of Directors desires to do so and asks to remove it from the consent agenda. A member of the Board may propose to add items to the consent agenda that are not currently marked as a consent agenda item. The consent agenda items are issues that do not require Board action, require Board action without further discussion or are verbal status reports. The consent agenda items proposed are outlines below:

RECOMMENDATION: Approval of consent agenda.

Financial Impact: *None reported at this time.*

Discussion: There were no consent agenda items at this time.

ACTION: No Board action needed at this time.

3.0 ACCEPTANCE OF AGENDA:

RECOMMENDATION: Approval of Board agenda with any modifications as noted or discussed.

Financial Impact: *As noted under impact for each item on the agenda.*

ACTION: Acceptance of agenda with additional items added by the Board. Additional items have been incorporated into the agenda.

4.0 EXECUTIVE SESSION: All items to be on the Executive Session agenda have a (E) appearing before the item number.

5.0 ADMINISTRATIVE ISSUES AND ACTIVITIES:

5.1 – Board Meeting Minutes:

Staff reviewed several sources, from the legal spectrum to the association spectrum, for guidelines in recording minutes of board meetings. The conclusion of this research is that there is not a single way to record minutes of a meeting. Several sources suggest the following:

- Minutes should record in general terms the matters considered at the meeting and be a record of what was considered by the Board. Minutes should not be a record of each statement that was made by those attending;
- Previous meeting minutes should be distributed prior to the next Board meeting and approved early on during that subsequent meeting;
- Minutes should follow a standard format for numbering and paragraphs;
- Minutes should describe each motion and note action taken including whether the motion passed or failed;
- The ultimate legal importance of association meeting minutes can be substantial if antitrust, tax or other legal issues regarding discussions or resolutions are raised in litigation or some other context;
- If a question as to the propriety of an association matter is raised at a meeting, the minutes should reflect counsel's presence and that the Board participated in a privileged discussion on the subject matter with counsel;
- To help avoid later complications, it is routine to ask legal counsel to review meeting minutes;
- Copies of the meeting minutes should be retained in the Association's Minute Book.

RECOMMENDATION: The Board minutes will reflect the suggested guidelines as addressed above. If other information is preferred as well, the Board needs to provide further direction as to changes they would like to see reflected in the minutes.

Financial Impact: *No impact anticipated.*

Discussion: Steve Shapiro stated that in keeping with the materials provided on association minutes, he would like motion parties be named in the in the minutes. Bob Heinrich explained that in the ASAE materials that he received they actually captured less information than is currently being provided in the ICC minutes.

ACTION: The Board accepted the recommendation and concurred with the recommendation of the staff without change.

ACTION: Motion to replace EVP with CEO in Council Policies. Motion passed. Staff to put policies on CD and send out to board.

ACTION: It was also requested that council policies appear on ICC website in PDF form.

(E) 5.2 - Financial Issues and Activities:

(E) 5.2.2 – Budget and Strategic Planning Committee Report:

(E) 5.2.3 – Contracts with Consolidation Vendors:

(E) 5.3 – Litigation

(E) 5.3.1 Veeck Case:

(E) 5.3.2 NFPA vs ICC copyright complaint:

(E) 5.4 - Staffing Issues - Update on Hire of Director of Fire Service Activities:

5.5 - Chapter Issues and Activities:

There are several items included in **Exhibit 5.5**. The first list contains a list of chapters seeking approval as an ICC Chapter. After this four page list, you will find 2 letters that have been sent out to the chapters. These letters outline the actions that a chapter needs to take to become an ICC Chapter. The last list was included to provide you with current information on chapter status.

Recommendation: Approval of chapter requesting ICC Status as submitted.

Financial Impact: *Impact will be determined according to the chapter policy.*

Discussion: Board/chapter liaisons and like issues will be discussed at the next Board meeting. This issue does need to be dealt with as soon as possible. Sims provided a handout showing a tracking spreadsheet. Staff is being assigned to each chapter. Regional issues need to be resolved. For now, have any chapter submit in writing their request for Board representatives to attend a meeting send request to the CEO. There will not be chapter numbers.

ACTION: Approval of chapters submitting application for ICC Status. Full discussion and report from the staff will be provided at the next Board meeting for action by the Board.

5.6 – ICC Membership Rates: (Sims)

Because of the consolidation of the MCOs, it is necessary to set the new membership fees. Attached as **Exhibit 5.5** are the proposed ICC membership fees. The Budget and Strategic Planning Committee has reviewed this proposal and recommends approval.

Recommendation: Approval of the proposed membership fees.

Financial Impact: The proposed rates are anticipated to generate \$6,967,475 should base assumptions hold.

Discussion: This item was discussed under agenda item 5.2.2. William Dupler and Wayne Jewell brought forward issues and concerns regarding proposed membership rates. Myers postponed discussions on 5.6.1 until the next meeting. The Board requested that staff review the rates and see if there are options to include some of the following items:

- Multi year memberships
- Phasing in increases
- Bulk rates for multiple memberships

ACTION: An ad hoc Committee was formed to address this issue and a report brought forward at the next meeting.

(E) 5.7 - Consolidation Issues: *(Heinrich)*

5.8 Awards –

The Awards Committee met and provided a verbal report. They shared their concern about developing more individual awards. Committee felt no need to create more awards at this time.

Recommendation:

Action: Motion to approve the policy failed. The policy will be brought back at next meeting as a written report for Board action.

(E) 5.9 NEW – Board Legal Counsel

(E) 5.10 -- CP #14 CEO Signatory Authority Policy

6.0 LEGISLATIVE ISSUES AND ACTIVITIES

(E) 6.1 – Public Policy Committee:

7.0 PRODUCTS, SERVICES AND SUPPORT ACTIVITIES

7.1 – REPORT FROM BIPS:

Per Council Policy and national Q/C Standards, it is necessary that the ICC Board review and act on the recommendations of BIPS.

Attached is a copy of the BIPS meeting minutes for the December 4, 2002 meeting.

In addition, formal action by the ICC Board to appoint the 2003 BIPS members is also requested, for term of service of 1/1/03 through 12/31/03. The 2002 members of BIPS have kindly agreed to continue their service into 2003, at the pleasure of the Board. Per CP #8, BIPS will have a minimum of 6 members + one member appointed from the ICC BOD (min. of 7).

Current members are:

Terry Williams- Chair, TX
John Gibson, MD
Robert James, MN
Wayne Jewell, MI
Brice Miller, CO
Doug Murdock, FL

The IFCC has recommended the following appointment:
Robert Stahl, Jr., PA

Board appointee: (at the discretion of the Board)

RECOMMENDATION: There are several recommendations that need action:

1. Acceptance of the report from BIPS.
2. Approval of current members of the committee for an additional year of service.
3. Approval of Robert Stahl as the IFCC representative.
4. Advancement of a name and approval of the Board appointee to the committee.

Financial Impact: *Committee expenses have already been budgeted.*

Discussion: Sims provided verbal report. Ryan raised issue in 7.1 – 5 regarding CCO vs CBO designation. Jewell provided further details on discussions that occurred at the BIPS meeting.

ACTIONS:

1. The Board accepted the report from BIPS Committee.
2. The Board approved the current members remain for an additional year.
3. The Board approved Robert Stahl's appointment.
4. Myers will appoint the Board representative to the committee.

7.2 - Spanish Translation Issue

Discussion: George placed this item on the agenda and spoke in favor of ICC translating the International Codes into Spanish. He believes that the budget should be amended to approve up to \$400,000 to start work on this translation. He felt that we should still apply for grants and investigate funding from other sources as well. Roger Evans would like to have an RFP to investigate costs for just the IRC translation.

Sims reported on various meetings in which these items were discussed. ACI is one of the groups we are discussing participation in a coalition partnership.

Johnson requested staff to provide more information on this issue at the next meeting. Suggestion was made to start with the IRC and IBC. Shapiro asked to see a break down of costs per document.

The Board would like response by April meeting.

Heinrich reported that ICC already has translation proposals and he cautions the use of translation firms. Prior experience has shown very poor results unless a firm is chosen that has the necessary experience and expertise with technical documents such as the I-Codes.

ACTIONS: Staff is to bring a report on the estimated costs of translation for each code document individually so that the Board can prioritize the translation activities.

7.3 – Branding Issues

Verbal report provided by Les Moran. The contract has ended, the video that was shown during the annual conference was provided to all members at this meeting, and as of now there are no additional changes on the logo issue.

ACTION: The Board accepted the report.

7.4 – Analysis of Revisions

Dan Nickle raised this item for Board attention. He would like a document or product that shows the revisions noted from the 2000 to 2003 editions of the International Codes. Mike Pfeiffer reported that this project is under way. Staff is currently discussing the format of the product.

ACTION: No action required.

8.0 TECHNICAL SERVICES ACTIVITIES

8.1 – NFPA Appeal of ICC Bleacher Standard:

ICC conducted the appeal on December 19, 2002, via conference call. The Appeals Panel was comprised of three members of the ICC Standards Council: Steve Landrith, Steve Regoli and Tom Thompson. NFPA, represented by Robert Solomon, approved the panel. Thompson presided as Chair.

The Appeals Panel voted 3-0 to deny the request that ICC should withdraw the development of ICC 300-02 using the ANSI approved procedures. The full discussion of the appeal is found in **Exhibit 8.1**.

NFPA was notified that they had until February 10, 2003 to appeal the decision of the Appeals Panel to the ICC Board. The last level of appeal would be to ANSI.

RECOMMENDATION: This is a follow up report for informational purposes only.

Financial Impact: *Delay in publication/sales of standard.*

Discussion: As indicated in agenda, NFPA is going through the process. Staff anticipates they will file an appeal and continue going through the process.

ACTION: The Board accepted the report.

8.2 – Industry Advisory Committee:

ICC has received a request for appointment to the Industry Advisory Committee:

Robert Elliott, representing the American Plastics Council

RECOMMENDATION: Approval of the appointment of Robert Elliott.

Financial Impact: *No impact anticipated.*

Discussion: No discussion needed.

ACTION: Elliott's appointment was approved.

8.3 – ICC Council Appointments:

The Boards of the three statutory members of ICC nominate the following for appointment to the respective ICC Councils. The nominations indicated are re-appointments from last year except as noted by “new”. In accordance with revised Council Policy #9 (December 2002 BOD meeting), the terms for new appointments are to be three years/staggered. Each Council will assess the re-appointments for determination of the requisite stagger and terms to insure continuity between appointments.

Building Code Council

BOCA:	ICBO:	SBCCI:
Ronald Estep, NJ	Stan Beeler, OH	David Standford, TX
Bill Bryant, MD	Ron Piester, NY	(see note)
William Dupler, VA	Greg Wheeler, CO	(see note)

Fire Code Council

BOCA:	ICBO:	SBCCI:
Ed Berkel, MO	Lee Wheeler, WA	Jackie Gibbs, GA

IAFC:

Paul Beaulieu, Victoria British Columbia
Tom Lariviere, MS
Darrel Founier, NE Division of IAFC (new)
Mike Merwick, NE
Wayne Senter, WA
Robert Stahl, PA
Jim Tidwell, TX
Robert Weitzel, OH

NASFM:

Dwayne Garriss, GA
Robert Garrison, OR
Mark Gates, LA
Irving Owens, RI

Mechanical/Plumbing Code Council

BOCA:	ICBO:	SBCCI:
Shahriar Amiri, MD (new)	Dennis Daniels, NV	Tony Price, GA
Jud Collins, OK	Leon McNeil, CA (new)	<u>Jimmy Brothers</u> (see note)
Richard Witt, VA	Jody Hilton, UT	<u>Carol Maclemore</u> (see note)

Standards Council

BOCA:	ICBO:	SBCCI:
Steve Regoli, OH	Tom Thompson, CO	Charles Danger, FL
Sophie Zager, VA	John Darnall, WA	Iby George, NC
Medard Kopczynski, NH	Robert Guenther, CA	Steve Landrith, SC

SBCCI note: Nominations will be brought forward at the meeting.

RECOMMENDATION: Approval of the appointments.

Financial Impact: *No additional financial impact. Positions have been budgeted.*

Discussion: SBCCI brought forward names to fill in the blanks. Curtis Mann has concerns about the ICC support of some of the NASFM members. Tidwell knows the representatives brought forward and suggested that it may be wise for ICC to expose these committee members to the ICC process.

ACTION: The Board approved a motion to table item until next meeting. At the next meeting the Board also would like to discuss the issue of Board members serving on councils.

(E) 8.4 – International Fire Code Council: (Sims)

(E) 8.4.1 – Fire Service Deployment Standard

8.5 – Creation of an Ad Hoc Committee:

Board Member Jud Collins requested that the Board discuss the creation of an ad hoc committee to address water temperature controls. A packet of information (**Exhibit 8.5**) will be provided for the Board at the meeting.

RECOMMENDATION: Review of the materials and discussion by the Board.

Financial Impact: *Dependent upon the actions of the Board.*

Discussion: Collins provided a verbal report as a follow up to the handout he provided at the meeting as Exhibit 8.5.

ACTION: The Board approved the motion to create an ad hoc committee on water temperature control and water temperature. Plumbing Code council would appoint the committee. ICC would pay for the code official expenses on the committee.

8.6 – Change in ICC Evaluation Services:

The ICC Chairman was advised that Collins has resigned his service on the Board of Directors of the ICC Evaluation Services. Collins was serving as a representative of BOCA. Accordingly, BOCA President Shapiro has asked that Steve Regoli be considered for this service as Collins' replacement. This issue requires the ICC Board to approve this change.

RECOMMENDATION: Approval of Regoli to serve on the ICC Evaluation Services Board of Directors.

Financial Impact: *Dependent upon the actions of the Board.*

Discussion: No discussion was needed on this item.

ACTION: The Board approved the recommendation.

8.7 – Changes in IAS Board:

ACTION: The Board approved the replacement of John Park with John Neff.

9.0 INDUSTRY ACTIVITIES

9.1 – NAHB:

Meetings will be occurring during this series of meetings taking place in Las Vegas. A verbal report will be provided at the meeting if necessary.

RECOMMENDATION: Acceptance of the report and any action items that need to be addressed.

***Financial Impact:** Dependent upon the actions of the Board.*

Discussion: Sims provided a verbal reported on meetings between code officials and NAHB representatives. Heinrich and Sims reported on meetings between ICC staff and NAHB staff. Tom Frost also provided a report specifically on the mechanical and plumbing issues raised in these meetings.

ACTION: The Board accepted the report.

9.2 – ACI:

A meeting recently occurred between ICC staff and staff members of the American Concrete Institute (ACI). A verbal report will be provided at the meeting.

RECOMMENDATION: Acceptance of the report and action on any items that need to be addressed.

***Financial Impact:** Dependent upon the actions of the Board.*

Discussion: Frost reported on an item specifically related to copyright agreements between the two groups including indemnification of the standards writing policy. Other issues were also brought to the table at this meeting. Result of meeting was ACI would create an action item list. ICC did not receive that list in time for this meeting. The list will be brought forward as soon as possible.

ACTION: The Board accepted the report.

10.0 NATIONAL ISSUES AND ACTIVITIES:

10.1 – ICC Building A Safer World Foundation:

The Foundation Board of Governors held their meeting on January 18, 19, 2003. A verbal report will be provided by either Chairman of the Board Heinrich or one of the Foundation Board of Governors.

RECOMMENDATION: Acceptance of the report and action on any items that need to be addressed.

Financial Impact: *Dependent upon the actions of the Board.*

Discussion: Foundation Board Members Ron Estapp and Dave Saunders reported on the recent meeting. These two members provided both a verbal and written report as (Exhibit 10.1) of this meeting.

Board of Governors recommend new contract be negotiated with CCS.

Concern was expressed regarding how the board of governors will be appointed.

The Board of Governors also recommended that AIA and NAHB have a seat on the ICC foundation's Board of Governors.

ACTION: The Board approved a motion to table this issue until next meeting.

The Board then approved a motion to reconsider and revisit this item.

Heinrich discussed his conversation with CCS executives. Right now, we are very close to bringing funds into the foundation. Foundation Board Member Cindy Davis spoke on the urgency of making decisions on the foundation. One of those issues is to get staff in place, even if it is on a part time or temporary basis.

There was some interest from one of the donors to contribute towards the Spanish translation project.

The Board approved several individual motions:

1. Approval of the partner appointments of AIA and the NAHB.
2. Approval of the incentive guidelines for donors making commitments/gifts.
3. Direction to get reciprocal board seats from NAHB and AIA.

10.4 – ANSI

Shapiro placed this issue on the agenda. Sims provided verbal report that there will be a follow up meeting with ANSI, but a date has not been set.

ACTION: No action was needed by the Board.

11.0 INTERNATIONAL ORGANIZATIONS

12.0 OTHER BUSINESS

12.1 – International Alliance of Interoperability: (Green)

Green provided a verbal report on this activity that is associated with homeland security issues. Green recommends that ICC does become a member of the IAI. There is another group that is leading the charge on this activity. Green believes that it is vital that ICC be a part of this activity. Develop resources to put toward this. ENR President is the chairman of this council.

ACTION: The Board approved and directed staff to apply for membership in this Alliance and commit resources needed for this activity.

13.0 FUTURE MEETING SCHEDULE

13.1 - Tentative: Tentative Meetings scheduled for February 19-23, 2003 in San Diego, CA and April 4-5, 2003, in Overland Park, KS. Further information on these meetings will be provided in the near future.

RECOMMENDATION: Agreement to meet

***Financial Impact:** These meetings have been included in the ICC Budget.*

Discussion: San Antonio is a possible location. We will provide information on this meeting as soon as possible.

ACTION: Report accepted and no action needed at this time.

14.0 ADJOURNMENT

ACTION: Meeting adjourned at 6:20 pm.