



INTERNATIONAL CODE COUNCIL, INC.

**BOARD OF DIRECTORS MEETING MINUTES
FEBRUARY 15-16, 2008
PALM SPRINGS, CA USA**

A meeting of the Board of Directors (the “Board”) of the International Code Council, Inc. (“ICC”) was held on the above date at 888 Tahquitz Canyon Way, Palm Springs, California.

1.0 CALL TO ORDER –

President Shapiro called the meeting to order at 8:30 a.m. Pacific Standard Time. President Shapiro then welcomed meeting attendees.

2.0 ROLL CALL ESTABLISHMENT OF A QUORUM –

Secretary/Treasurer Lynn conducted a roll call and announced that a quorum of the members of the Board was present.

	Present	Absent
Steve Shapiro, President	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Adolf Zubia, Vice President	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ron Lynn, Secretary/Treasurer	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Wally Bailey, Immediate Past President	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Gregori Anderson, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jimmy Brothers, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Terry Cobb, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
John Darnall, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
William Dupler	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Gerry George, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Greg Johnson	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Steve Jones, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Barbara Koffron	<input checked="" type="checkbox"/>	<input type="checkbox"/>
John LaTorra	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Doug Murdock, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ron Piester, AIA	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Tim Ryan, CBO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jeff Whitney	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Quorum Present	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

REVIEW AND APPROVE AGENDA – President Shapiro reviewed meeting agenda. Various directors suggested the following changes to the agenda:

Add R12.0 Confidentiality Statement

Add E9.0 Raising the Profile Awards

Move C2.0 Proposed Major Jurisdiction Council Policy to R13.0

Move E5.0 to tomorrow's agenda (2/16/08) – E1.0-E4.0 and E6.0-E9.0 on today's agenda (2/15/08).

Motion made and seconded to approve agenda as amended. Motion passed unanimously.

2.0 APPROVAL OF MINUTES – Secretary/Treasurer Lynn noted that the previous meeting minutes were approved electronically, and that there were no minutes for approval at this time.

FRIDAY, FEBRUARY 15, 2008

CONSENT ITEMS (C)

C1.0 CHAPTER APPLICATIONS

C2.0 PROPOSED MAJOR JURISDICTION COUNCIL POLICY (moved to R.12)

Motion made and seconded to accept consent items. Motion passed unanimously.

EXECUTIVE SESSION (E)

E1.0 CEO & FINANCIAL UPDATE

E2.0 PROPOSED CAPITAL BUDGET & FACILITIES MASTER PLAN

E3.0 BIPS APPOINTMENT

E4.0 SEXUAL HARASSMENT TRAINING

E5.0 FOUNDATION/FLASH DISCUSSION

E6.0 REPORT ON SUBSIDIARIES

E7.0 INVESTMENT COMMITTEE UPDATE

E8.0 TRB VACANCIES

E9.0 RAISING THE PROFILE AWARDS

REGULAR ITEMS (R)

R1.0 EXPENSE POLICY

David deCourcy reviewed the Committee's proposed changes to the Expense Policy CP25. Ron Piester then presented further proposed changes.

Motion made and seconded to approve the Committee's recommendation.

Motion made and seconded to amend 1.3.1 where it says, "...and two chapter liaisons visits" to instead say, "...and two other board member functions such as chapter liaisons visits." Motion passed unanimously.

Motion made and seconded to amend 1.1. to say: 1.1 Travel by the Board President: The President of the Board and his or her spouse/companion are authorized to travel at ICC's expense to attend meetings of the ICC Board of Directors and Committees of the ICC Board, ICC Code Development Hearings, and the ICC Annual Conference, and otherwise represent ICC.

Motion withdrawn.

Motion made and seconded to divide the main motion. Motion passed.

Motion made and seconded to accept changes to 1.3.1 including amendment as shown below. Motion passed unanimously.

1.3.1 ICC will reimburse Board members for the reasonable travel expenses of spouses/companions for attendance at the ICC Annual Conference, Building Safety Week activities, the annual Board workshop and two other board member functions such as chapter liaisons visits. The Board President may authorize reimbursement for other spouse/companion travel under exceptional circumstances.

Motion made and seconded to change 2.1 Clothing Apparel to "Clothing Apparel and Accessories" as follows:

2.1.1 ~~Wearing~~ Displaying the ICC logo publicly evidences support of the ICC mission. Accordingly, the Board President and CEO are authorized to purchase and distribute to Board members clothing apparel and accessories that display ~~has~~ the ICC logo. Motion passed unanimously.

Second part of the divided question to amend 1.1. to say: 1.1 Travel by the Board President: The President of the Board and his or her spouse/companion are authorized to travel at ICC's expense to attend meetings of the ICC Board of Directors and Committees of the ICC Board, ICC Code Development Hearings, and the ICC Annual Conference, and otherwise represent ICC. Motion passed. Two abstain (Ron Lynn and Adolf Zubia)

R2.0 PROPOSED CP 13 REVISIONS

Michael Armstrong, Senior Vice-President of Member Services, provided background on the purpose of the proposed revisions to CP13.

There was much discussion on the membership category changes and benefits to the member.

Motion made and seconded to revisit the changes to the Membership Categories CP 13-07, present it to the Membership Advisory Committee and bring it back to the Board at the May 2008 meeting. The motion passed unanimously.

R3.0 PROPOSED CP 26 REVISIONS

Motion made and seconded to accept the proposed CP 26 amendment, but change the number of nominations from three to five. Motion passed unanimously.

Motion made and seconded to reconsider. Motion failed.

The Board then directed staff to review Section 2.0 of CP 26 to create criteria to be an Honorary Committee and to work with the HM Committee.

R4.0 PROPOSED CP 5 REVISIONS

Motion made and seconded to adopt the recommendation related to CP5 (4.3). The motion failed.

R5.0 INTERNATIONAL UPDATE

Rick Weiland introduced Drew Azzara, Vice President of International Services. Mr. Azzara then proceeded to present ICC's Strategic Plan for International Services.

SATURDAY, FEBRUARY 16, 2008

REGULAR ITEMS (R)

R6.0 COMMITTEE APPOINTMENT PROCESS

Tim Ryan reported on concerns related to the current process of committee appointments and confusion between the duties of the councils and the Board. A discussion ensued.

R7.0 COMMITTEE REPORTS

R7.1 AIA/ICC AD HOC COMMITTEE

Gregori Anderson gave a brief report.

R7.2 APPOINTMENT AD HOC COMMITTEE – No report.

R7.3 CHAPTER AD HOC COMMITTEE

No report provided. Membership make-up for a chapter will be reviewed by Chapter Ad-Hoc Committee.

R7.4 DISASTER RESPONSE COMMITTEE

Tim Ryan and Mike Armstrong gave a report on working with EMAC.

R7.5 EDUCATION COMMITTEE

Greg Johnson reported that the Education Committee would meet on March 17th & 18th.

R7.6 HONORARY MEMBERS COMMITTEE - No report

R7.7 INVESTMENT COMMITTEE- No report

R7.8 MEMBERSHIP COMMITTEE- No report

R7.9 RESOLUTIONS COMMITTEE- No report

R7.10 TASK FORCE ON HEARINGS

John LaTorra provided a brief report and informed everyone that information of meetings is on the web site

(<http://www.iccsafe.org/cs/cc/hearings/hearings2.html#notices>) .

R8.0 SARBANES-OXLEY ISSUES

Dominic Sims introduced Charlie Tate, of Tate & Tyron. Mr. Sims explained that Tate & Tyron was engaged to review ICC's accounting policies, and suggest a plan for ICC's voluntary compliance with the Sarbanes-Oxley Act. Mr. Tate presented recommendations for ICC's voluntary compliance with the Sarbanes-Oxley Act.

Motion made and seconded to support and move forward with the recommendations as presented by Mr. Tate with one caveat - to amend third bullet to state "The Audit Committee ~~may~~shall be required to hire an outside "expert" to fulfill this requirement."

Amend motion to substitute Board of Directors for Audit Committee. Motion passed unanimously.

3rd bullet: "The Board of Directors shall be required to hire an outside "expert" to fulfill this requirement."

8th bullet: Propose amendment to Bylaws, Article 13.2 to read "There shall be an audit of the activities and financial affairs of the Council at the end of each fiscal year by an independent auditor recommended by the Audit Committee and selected by the Board of Directors."~~selected by the Audit Committee.~~"

Motion passed unanimously.

R9.0 AF&PA CONCERN

Sam Francis, a representative from AFPA, read a letter addressed to the Board from Kenneth E. Bland concerning the co-branding of materials that lack a basis in either code content or consensus, or otherwise discriminate against the use of materials recognized by the codes.

R10.0 CHAPTER ONE I-CODES

Motion made and seconded to support the following recommendation with the exception not to include the IRC (as indicated below).

Disband the ad hoc effort at the end of the current 2007/2008 cycle. Starting with the 2009/2010 cycle, add a 15th code committee specifically charged with maintaining the administrative provisions for all the I - Codes except the IRC. The expertise of this committee should be well rounded with multi-discipline experience in order to comprehensively address the family of I-Codes.

~~IRC issues: A single committee to address all I-codes would require the current ICC/NAHB agreement to be revised as it states:~~

~~*“IA. ICC agrees that the International Residential Code (IRC) shall be maintained as a stand-alone building code for the residential dwellings and accessory structures that fall under its current scope, and the provisions of any other International Codes shall govern only when specifically referenced by the IRC.*~~

~~*“IB. Except as precluded by prior agreements with the American Gas Association and the National Fire Protection Association regarding the fuel gas and electrical provisions, the IRC code development committees shall hear all proposed changes to the provisions of the IRC, and no proposed change to the IRC shall be assigned to another code development committee for action.”*~~

The following is the number of code changes that have been submitted to Chapter 1 of the IRC over the past few cycles:

2003/2004 cycle:	16 code changes	
2004/2005 cycle:	11 code changes	
2006/2007 cycle:	23 code changes	(13 ad hoc changes)
2007/2008 cycle:	10 code changes	(2 ad hoc changes)

Motion passed. Terry Cobb abstained.

A recommendation was made by John Darnall to include representation by Permit Technicians on the newly created committee. There was no objection raised by other members of the Board.

R11.0 UPDATE ON PUBLIC/PRIVATE FIRE SAFETY COUNCIL

President Shapiro told the Board that he will come forth with a nominee for the public/private fire safety council to be balloted by the Board.

R12.0 CONFIDENTIALITY/CONFLICT OF INTEREST POLICY

Wally Bailey reviewed his concerns with the Confidentiality/Conflict of Interest Policy that the Board approved at the December 2007 meeting. Mr. Bailey submitted recommended changes to the policy, which changes were reviewed by Mr. deCourcy.

Motion made and seconded to accept the changes as submitted. Motion passed unanimously.

R13.0 (C2.0) PROPOSED MAJOR JURISDICTION COUNCIL POLICY

Motion made and seconded to accept the Major Jurisdiction Policy with the following changes:

2.5 To improve interdepartmental relationships among building, fire, zoning, housing and other departments which ~~effect~~affect code enforcement.

~~2.6 To recommend, encourage and promote adoption by the ICC of appropriate procedures and practices to enhance the development and maintenance of the International Codes. Such activities may include assisting the Government Relations Department or the Government Relations Advisory Committee.~~

~~2.9 To work with ICC staff to develop an annual work plan to accomplish these objectives.~~

3.1 **Membership:** Membership on the committee is limited to representatives of code enforcement agencies of states, the capital cities of each state, the two largest jurisdictions by population in each state (in addition to the capital city) and jurisdictions with a population of one million or more. Call for members shall be continuously open.

3.3 **Meetings:** The MJC shall meet at the ICC Annual Conference, the ~~Winter Codes~~ICC Forum and as called by the Chairperson with approval of the President.

4.0 **Expenses:** Travel, lodging and meal expenses shall be paid for Steering Committee members attending the Annual Conference and Codes Forum committee meetings.

Motion passed, with one opposition, Jimmy Brothers.

RESUME MEETING AGENDA

3.0 OTHER BUSINESS

4.0 ADJOURNMENT

President Shapiro adjourned the meeting at 4:35pm.

INFORMATIONAL ITEMS

I1.0 2008 BYLAW BALLOT RESULTS

I2.0 RESPONSE TO INQUIRY RE TESTING INFORMATION

I3.0 MOUs ON PLUMBING RELATED ACTIVITIES

I4.0 SMARTCODES UPDATE