



# CP#14-03 – Delegations of Board Duties to Chief Executive Officer

Approved: 01/17/04 | Revised: 04/26/25

**1.0 Purpose of Council Policy:** The International Code Council is a non-profit corporation that supports ICC's membership association. The elected leaders of ICC are the President, Vice President, Secretary-Treasurer and Board of Directors. This policy establishes the delegation of certain duties and responsibilities of the corporation from the Board of Directors and Officers to the Chief Executive Officer (CEO).

## **2.0 Rules and Procedures:**

**2.1 Delegation of the Board's Duties:** In accordance with Article VII of the bylaws of the corporation, the following duties of the Board of Directors have been delegated to the CEO.

**2.1.1 Overall Duties and Purpose:** To lead and manage the ICC staff members, programs, projects, finances, and all other administrative aspects so that ICC's ongoing mission, vision, and strategies are fulfilled within the context of ICC's values as approved by the Board of Directors and membership. The CEO shall have responsibility and authority over all areas of the corporation including all the subsidiaries.

**2.1.2 Contracts and Leases:** To enter into a contract, lease, or execute and deliver an instrument in the name of and on behalf of the corporation as authorized through approved budgets and/or resolutions by the Board of Directors and in line with the signature and contract approval levels policy, CP #15-03 – Signatory and Contracting Authority. The ICC Legal Department shall maintain records of all contracts, leases and legal instruments of ICC and/or its affiliates.

**2.2 Delegation of the Secretary/Treasurer's Duties:** The following duties of the Secretary/Treasurer have been delegated to the CEO, in accordance with Article VI, Section 6.4, of the bylaws of this corporation.

**2.2.1 Financial Supervision:** The preparation of proposed budgets for consideration of the Budget Committee, and ensuring that the ICC and its affiliates operate within budgets approved by the Board of Directors.

**2.2.2 Receipt of Funds:** The receipt and deposit of funds in a bank designated by the Board of Directors as the official repository. This delegated responsibility includes endorsement of checks for deposit, maintenance of records of receipts and accounts receivable, and billing.

**2.2.3 Disbursement of Funds:** The disbursement of funds within the budgeted amounts approved by the Board of Directors and within the signature approval levels policy.

**2.2.4 Financial Records:** The keeping of records of all revenue and expenses and the preparation of monthly and periodic statements in regard thereto including the records of membership dues, payments, and invoicing.

**2.2.5 Business Records:** The keeping of all minutes and records of meetings and correspondence pertinent thereto.

**2.3 Investment of Surplus Funds:** The President, Secretary/Treasurer, and CEO, as a body, are authorized to invest surplus funds as defined and limited by the investment policy.