

ICC Board of Directors Recommendation and Reason Statement

Proposed Bylaw Amendment 2025-2

Pursuant to Section 18.1 of the ICC Bylaws, the ICC Board of Directors has received and considered the duly submitted Bylaw Amendment 2025-2 from the ICC Voting Members. In its deliberations, the Board recognized the merit of the proposal and concurred with its underlying objective.

It is increasingly common for Governmental Members to designate employees of third-party providers as Governmental Member Voting Representatives, rendering such individuals eligible to serve on the ICC Board of Directors. This amendment provides that no more than three Directors can be employed by the same entity or its affiliates. The Board recognizes this member-led effort to mitigate the risk of undue influence by a single commercial interest.

The Board identified refinements that could have strengthened the clarity and operation of the amendment. In deference to the member-driven process, however, the proposal is being presented to the Voting Members in its original form, with the possibility that the Board may, in the future, consider adjustments to further support its intent.

After consideration, the Board hereby recommends the Voting Members approve proposed Amendment 2025-2.