



Meeting Minutes

ICC Board of Directors Videoconference Meeting

07/12/2024 | 10:00 AM Central Time

Microsoft Teams Meeting

Call to Order – President Tom

President Tom called the meeting to order.

Roll Call – Secretary-Treasurer Boso

Secretary-Treasurer Boso called the roll. A quorum was established with all but one director present:

Stuart Tom, PE, CBO, FIAE, President
David Spencer, CBO, CBCO, Vice President
Mike Boso, Secretary-Treasurer
Michael Wich, CBO, Immediate Past President
Jack Applegate, CBO, CPI, CHI
Ben Breadmore
Kris Bridges, MCP, CBO
Ron Clements
Shirley Ellis, CBO
Ron Hampton, MCP, CBO
Andre Jaen, MCP, CBO, CSP
Steve McDaniel, CPCA
Randy Metz, MPA, EFO, CFO, FM
José Roig, CBO, CCEA
Michael Savage, MCP, CBO, CFPS, CEI-M
Jim Sayers
Blake Steiner, CBO – absent
Angie Wiese, PE, CBO

ICC staff present on the call included CEO Dominic Sims, COO/CFO John Belcik, Executive Vice President of Customer Engagement Whitney Doll, General Counsel Jordana Rubel, Deputy General Counsel Will Coffman, Senior Vice President of Technical Services Russ

Manning, Senior Vice President of Government Relations Gabe Maser, and Director of Energy Programs Kris Stenger.

Review and Approval of Agenda – President Tom

Motion made and seconded to approve the Agenda as presented. Motion passed unanimously.

Consent Agenda (C)

C1.0 Draft Meeting Minutes:

C1.1 May 24, 2024 Teleconference Meeting

C1.2 May 31, 2024 Teleconference Meeting

C2.0 Proposed PDC Appointments

C3.0 Proposed ICC 815 Committee Appointment

Motion made and seconded to approve the Consent Agenda. Motion passed unanimously.

Regular Session (R)

R1.0 President's Update (15)

President Tom discussed the Board's appointment of JC Hudgison to the vacancy effective July 21, 2024.

President Tom discussed his conversations with members regarding a Member Resolution to be potentially proposed at the 2024 ABM regarding the creation of a task group to evaluate the make-up of the ICC Board.

President Tom discussed code adoption updates within the State of California. Director Metz elaborated on this matter.

R2.0 CEO Update (10)

CEO Sims elaborated on the hard work that went into the aforesaid California code adoptions.

CEO Sims discussed the upcoming new member forums.

R3.0 Bylaws Committee Recommendations (20)

President Tom introduced Director Metz, Chairman of the Bylaws Committee, who provided background on the Bylaws Committee's proposed amendments. This proposal includes two minor adjustments from that which was presented at the June 19 board meeting:

1. Increased the supermajority voting requirement within Article EIGHT of the Certificate of Incorporation from two-thirds to five-sixths.
2. Added language within Section 5.3 of the ICC Bylaws stating that any removal of a director by the Board shall be subject to notice and an opportunity to be heard.

A discussion ensued regarding the Committee's reasoning behind increasing the voting threshold from 2/3 to 5/6.

Standing motion to recommend membership approval of the proposed amendments to the ICC Bylaws and Certificate of Incorporation seconded. Standing motion passed unanimously.

R4.0 Proposed Revisions to CP-19 and CP-20 (20)

President Tom introduced Director Wiese, who provided background information on her proposed revisions to CP-19 and CP-20 that expand the Nominating Committee's responsibilities and its role in recruitment.

A discussion ensued regarding specifying COO instead of CFO in the proposed revisions.

A discussion ensued regarding removing the alternative proposed language in section 3.2.

A discussion ensued regarding publishing the Committee's candidate scores/matrices.

Motion made and seconded for these proposed revisions to be remanded back to the CP Review Committee to address the issues discussed today and bring it back to the Board for its consideration no later than its October 19, 2024 meeting.

Motion passed with Director Roig voting against the motion.

R5.0 Proposed Revisions to CP-28 (10)

CEO Sims introduced SVP of Tech Services Manning, who provided background information on the proposed revisions to CP-28 – Code Development to clarify the CAH#2 procedures and ensure consistency of terminology.

Motion made and seconded to approve the proposed revisions to CP-28. Motion passed unanimously.

Motion made and seconded to enter Executive Session. Motion passed unanimously.

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Adjournment

Motion made and seconded to adjourn. Meeting adjourned at 11:48am CST.