



Building a Strong Foundation,
Leading a Resilient Future

MEETING MINUTES

INTERNATIONAL CODE COUNCIL, INC.

BOARD OF DIRECTORS MEETING

JUNE 11, 2022

PALMETTO BLUFF, SC

8:30 AM EST

MEETING AGENDA

1.0 CALL TO ORDER – President Davis

President Davis called the meeting to order. President Davis assigned chair responsibilities to Vice President Wich for the remainder of the meeting.

2.0 ROLL CALL ESTABLISHMENT OF A QUORUM – Secretary/Treasurer Tom

Secretary-Treasurer Tom called the roll. A quorum was established with all but one director present. President Davis and directors Wiese and Spencer attended the meeting via videoconference. ICC staff members present included CEO Dominic Sims, COO/CFO John Belcik, Executive Vice President & Director of Business Development Mark Johnson, Chief Knowledge Officer Joan O’Neil, Executive Vice President of Communications and Strategic Initiatives Whitney Doll, Senior Vice President of Tech Services Mike Pfeiffer, General Counsel Mel Oncu, Assistant General Counsel Will Coffman, Vice President of Innovation and Executive Director of Alliance for National & Community Resilience (ANCR) Ryan Colker, and Events and Operations Manager Jessica Franklin. Vice President of Global Services Judy Zakreski attended via videoconference.

| | Present | Absent |
|--|---------|--------|
| Cindy Davis, CBO, President | X | |
| Michael Wich, CBO, Vice President | X | |
| Stuart Tom, PE, CBO, FIAE, Secretary-Treasurer | X | |
| Greg Wheeler, CBO, Immediate Past President | X | |
| Michael Boso | X | |
| Alan Boswell, MCP, CBO | X | |
| Ben Breadmore | X | |
| Kris Bridges, MCP, CBO | X | |
| Jim Brown, CBO, CFPS | | X |
| Shirley Ellis, CBO | X | |
| Ron Hampton, MCP, CBO | X | |

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|---------------------------------------|---|--|
| Steve McDaniel, CPCA | X | |
| Randy Metz, MPA, EFO, CFO, FM | X | |
| Tom Peterson, CBO | X | |
| Michael Savage, MCP, CBO, CFPS, CEI-M | X | |
| Jim Sayers | X | |
| David Spencer, CBO, CBCO | X | |
| Angie Wiese, PE, CBO | X | |

3.0 REVIEW AND APPROVE AGENDA – President Davis

The following amendments to the agenda were proposed:

Split Item C6.0 by carving out the proposed recommendations for Honorary Membership (prongs 12 to14) and making them Item E3.0 while moving existing Item E3.0 to Item E4.0.

Move Item R5.0 to Item C9.0.

Move Item I4.0 to Item R11.0.

Move Item R6.2 to Item E5.0.

Add an agenda item to E5.0, listed as discussion of updating CP-25 – Board of Directors Expenses. Motion made and seconded that the proposed addition of E5.0 is out of order. A discussion ensued. Motion passed with Director Boswell voting against the motion.

CEO Sims stated that with respect to Item C4.0, the staff recommendation has been revised to replace Lori McKee with Johnny Goetz and to recommend Rich Truitt as chair.

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

Vice President Wich provided an opportunity for the meeting’s guests to introduce themselves.

CONSENT AGENDA (C)

C1.0 APPROVAL OF MEETING MINUTES:

C1.1 MARCH 26, 2022 MEETING MINUTES

C1.2 APRIL 29, 2022 TELECONFERENCE MEETING MINUTES

C2.0 PROPOSED CHAPTER APPLICATIONS:

C2.1 PLUMBING INSPECTORS ASSOCIATION OF MICHIGAN

C2.2 UTAH ASSOCIATION OF BUILDING OFFICIALS

C3.0 PROPOSED MEMBERSHIP COUNCIL CHARTER REVISIONS:

- C3.1 EMERGING LEADERS MEMBERSHIP COUNCIL**
- C3.2 BUILDING MEMBERSHIP COUNCIL**
- C4.0 PROPOSED PROFESSIONAL DEVELOPMENT COUNCIL (PDC) APPOINTMENTS**
- C5.0 PROPOSED REVISIONS TO CP-1 – APPEALS**
- C6.0 AWARDS AND HONORARY MEMBERS COMMITTEE RECOMMENDATIONS (PRONGS 1 TO 11)**
- C7.0 2022 NOMINATING COMMITTEE APPOINTMENTS**
- C8.0 2022 DEI AD HOC COMMITTEE APPOINTMENTS**
- C9.0 2021 VALIDATION COMMITTEE REPORT (MOVED FROM R5.0)**

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

REGULAR SESSION (R)

R1.0 PRESIDENT’S UPDATE (15)

President Davis relayed her apologies for not being physically present at this weekend’s meeting and thanked all staff and board members for their continued support.

President Davis discussed her recent activities, including attending the Congressional Fire Service Institute (CFSI) conference, the Tennessee Building Officials Association meeting, the Building Officials Association of South Carolina meeting, and a number of stops during her Canadian tour.

President Davis discussed the decision to not cover the additional costs associated with companion attendance for this board meeting and noted that the policy addressing companion attendance at board meetings and the annual conference is currently addressed by CP 25 – Board of Directors Expenses and IRS rules.

President Davis introduced Vice President Wich, who discussed his attendance at the National Council of Architectural Registration Boards (NCARB) meeting.

R2.0 CEO UPDATE (10)

CEO Sims discussed the financial well-being of the organization.

CEO Sims welcomed the two individuals from the International Associate of Electrical Inspectors (IAEI) in attendance – Rudy Garza, CEO/President, and Dave Williams, Chairman – and Neil Burning of NAHB.

CEO Sims thanked Directors Boso and Savage for their exceptional efforts in engaging with the members.

CEO Sims discussed the Florida legislature's adoption of the Surfside, FL bill that applies to condominiums, and ICC is engaging with the state to advance some solutions for building officials and the engineering community.

CEO Sims discussed the announcement from the Federal Emergency Management Agency (FEMA) regarding modernizing building codes and thanked staff for their efforts.

CEO Sims discussed his attendance at the National Fire Protection Agency's (NFPA) 100th anniversary celebration and meeting.

CEO Sims mentioned the development of ICC's digital products, and introduced CKO Joan O'Neil, who provided a more in-depth overview of ICC's digital strategy and product development.

CEO Sims stated that staff will be reassessing ICC's facility needs.

CEO Sims reiterated President Davis' sentiments on the Canadian tour and discussed further potential opportunities in Canada.

The board said the pledge of allegiance.

The board commended the efforts of CKO O'Neil.

R3.0 PRESENTATION FROM INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS (IAEI) (15)

Vice President Wich introduced Rudy Garza and Dave Williams of IAEI, who provided a presentation to the Board on IAEI's history and current activities.

A discussion ensued regarding potential collaborative efforts with IAEI and the future of ICC's alliance with them.

The board recessed for five minutes.

R4.0 RECOMMENDATION ON PROPOSED ICC PERFORMANCE CODE DEVELOPMENT (20)

Vice President Wich introduced CEO Sims, who provided background information on this item and introduced SVP of Tech Services Mike Pfeiffer, Vice President of Global Services Judy Zakreski, and Brian Meacham, Managing Principal at Meacham Associates, who discussed the staff assessment conducted on the ICC Performance Code (ICCPC) and presented a proposal on the future development of the ICCPC.

A discussion ensued regarding surveying the membership on this proposal.

Motion made and seconded to approve the following staff recommendations:

1. Initiate a multi-year project to update the ICCPC. For the remainder of 2022, focus on planning, partnership development, and committee development; the main standards development work will begin in earnest in 2023.
2. Use the International Code Council standards development process to update the ICCPC.
3. Consider a limited number of co-developers to support the project.
4. Provide an updated budget estimate for the 2023 budget.

A discussion ensued regarding a revenue estimate for this venture.

A discussion ensued regarding the timeline of this venture.

Motion passed unanimously.

R7.0 AUDIT COMMITTEE RECOMMENDATIONS (SECRETARY-TREASURER TOM):

R7.1 PROPOSED REVISIONS TO CP-34 (5)

R7.2 PROPOSED REVISIONS TO ICC CODE OF ETHICS (10)

Vice President Wich introduced Secretary-Treasurer Tom, Chairman of the Audit Committee, who provided background on the Audit Committee's scope of work and its proposed amendments to CP-34 – Audit Committee and the ICC Code of Ethics.

Standing motion from the Audit Committee seconded to approve the proposed revision to CP-34 – Audit Committee, allowing the annual meeting with the external auditor to take place virtually. Motion passed unanimously.

Secretary-Treasurer Tom discussed the Audit Committee-proposed revisions to the Code of Ethics and presented a friendly amendment to those recommendations to add the term "Professional Conduct" to the third bullet of the Code of Ethics. Friendly amendment seconded. Amended motion passed unanimously.

R9.0 PROPOSED TWO-DAY EXTENSION OF BOARD SHADOW PROGRAM (DIRECTOR BREADMORE) (10)

Vice President Wich introduced Director Breadmore, who presented the proposal to extend the Board Shadow program by two days to allow the shadows to attend the code hearings.

Motion made and seconded to increase the upcoming budget to include two additional days for the ICC Board Shadows to attend a portion of the Code Hearings in conjunction with the Annual Business Meeting.

A discussion ensued regarding the imposition this extension may have on board member schedules.

A discussion ensued regarding chapters' responsibilities with respect to the shadows' experience with and exposure to the code development process.

A discussion ensued regarding the benefits to the shadows this would bring.

A discussion ensued regarding how this proposal complements the Annual Conference audit's listed recommendations.

A discussion ensued regarding the shadows' applying for the Code of Honor scholarship in lieu of this extension.

A discussion ensued regarding availing shadow participation in the spring hearings versus the annual conference public comment hearings.

Motion made and seconded to make a friendly amendment to the motion to expressly state that it is not mandatory for the shadows to take advantage of this extension.

A discussion ensued regarding whether the shadows should be attending other events of the conference.

Motion made and seconded to table the motion until the September board meeting. Motion passed with directors McDaniel, Hampton, Breadmore, Sayers, Savage and Peterson voting against the motion.

R10.0 ICC INSPECTOR MEMORIAL REQUEST (VICE PRESIDENT WICH) (10)

Vice President Wich provided background information on the proposal from the Building Officials Association of Louisiana for ICC to create a memorial for code officials and code enforcement officers killed in the line of duty.

Motion made and seconded to create a webpage memorial for those fallen during the line of duty and to present a resolution of the members at the ABM to the same effect.

A discussion ensued regarding partnering with a safety training organization.

A discussion ensued regarding what would constitute the "line of duty".

Motion passed unanimously.

R8.0 PRESENTATION ON ANNUAL CONFERENCE AUDIT (TIME CERTAIN: 11:00 AM EST) (60)

Vice President Wich introduced Executive Vice President of Communications and Strategic Initiatives Whitney Doll, who provided background information on the ICC

Annual Conference audit and introduced the presenting consultant Kristine Metter, who provided an overview of the audit's top-level findings and recommendations.

A discussion ensued regarding global engagement.

A discussion ensued regarding expanding growth and opportunities for the Expo.

A discussion ensued regarding what will come of these recommendations.

Motion made and seconded to take no action on this report and not rely on its content for major decisions in the future.

A discussion ensued regarding the use of this report in future decisions.

Motion made and seconded to make a friendly amendment to "accept the report to be used to inform future decisions by the Board regarding the annual conference." Friendly amendment not accepted.

Motion made and seconded to make a friendly amendment to add "without coming back to the Board" to the end of the motion. Friendly amendment not accepted.

Motion made and seconded to make a friendly amendment to add "solely" to the motion. Friendly amendment not accepted.

Motion made and seconded to make a friendly amendment to add "without acting upon the report" to the motion. Friendly amendment not accepted.

Motion failed.

Motion made and seconded to take no action on this report and not rely on its content for major decisions in the future without coming back to the Board for its approval. Motion passed unanimously.

The board recessed for lunch.

R11.0 UPDATE ON LTCDP DISCUSSION ON OGCV VOTING OPTIONS (MOVED FROM I4.0)

Motion made and seconded to table this item until the December meeting. Motion passed unanimously.

R6.0 REPORT FROM SUSTAINABILITY, RESILIENCY AND INNOVATION CENTER OF FOCUS: R6.1 UPDATE ON OFF-SITE CONSTRUCTION ACTIVITIES (10)

Vice President Wich introduced VP of Innovation Ryan Colker, who provided an update on off-site construction activities. A discussion ensued regarding ICC's involvement in this space.

R6.3 ICC ENERGY AND CARBON ADVISORY COUNCIL STRUCTURE (10)

Vice President of Innovation discussed the creation of the Energy and Carbon Advisory Council. A discussion ensued regarding the process for applying to serve on the Council.

A discussion ensued regarding the Council's scope of work.

Motion made and seconded to enter Executive Session.

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5.0 OTHER BUSINESS

6.0 ADJOURNMENT

The meeting adjourned at 6:30 PM EST.