



Building a Strong Foundation,
Leading a Resilient Future

MEETING MINUTES

INTERNATIONAL CODE COUNCIL, INC.

BOARD OF DIRECTORS TELECONFERENCE MEETING

MARCH 3, 2021

11:00 AM CST

MEETING AGENDA

1.0 CALL TO ORDER – President Wheeler

President Wheeler called the meeting to order.

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

Secretary-Treasurer Wich called the roll. A quorum was established with all directors present.

	Present	Absent
Greg Wheeler, CBO, President	X	
Cindy Davis, Vice President	X	
Michael Wich, CBO, Secretary-Treasurer	X	
Bill Bryant, MCP, CBO, Immediate Past President	X	
Michael Boso	X	
Alan Boswell, MCP, CBO	X	
Kris Bridges, MCP, CBO	X	
Jim Brown, CBO, CFPS	X	
Shirley Ellis, CBO	X	
Ron Hampton, MCP, CBO	X	
Steve McDaniel, CPCA	X	
Tom Peterson	X	
Donny Phipps, CBO, CFM	X	
Michael Savage, MCP, CBO, CFPS, CEI-M	X	
Jim Sayers	X	
David Spencer, CBO, CBCO	X	
Stuart Tom, PE, CBO, FIAE	X	
Angie Wiese, PE, CBO	X	

ICC staff members present for the meeting included CEO Dominic Sims, COO/CFO John Belcik, General Counsel Mel Oncu, Executive Vice President and Director of Business Development Mark Johnson, Chief Knowledge Officer Joan O'Neil, Counsel – Corporate

Affairs & Governance Will Coffman, Senior Vice President of Communications and Marketing Whitney Doll, Senior Vice President of Technical Services Mike Pfeiffer, Chief Executive Partner Ashley Roy, Senior Vice President of Government Relations Sara Yerkes, Vice President of Innovation Ryan Colker, Vice President of Government Relations and National Strategy Gabe Maser, Vice President of Global Services Judy Zakreski, and Desktop Support Technicians Sunil Selvanayagam, Jason Cabrera, and Lynne Molda.

3.0 REVIEW AND APPROVE AGENDA – President Wheeler

Motion made and seconded to summarize the discussion and reiterate the board actions within Agenda Item E2.0 within Regular Session. Motion passed unanimously.

Motion made and seconded to move Agenda Item E4.0 in its entirety to Agenda Item R4.0. Motion passed unanimously.

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

CONSENT ITEMS (C)

C1.0 BOARD RATIFICATION OF EXECUTIVE COMMITTEE ACTION APPOINTING TRUSTEE TO ICC 457(b) AND 457(f) COMPENSATION PLANS

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

REGULAR SESSION (R)

R1.0 PRESIDENT’S UPDATE (10)

President Wheeler stated that he is working from home indefinitely.

President Wheeler encouraged the Board to attend as many virtual chapter meetings as possible. President Wheeler further discussed in-person chapter visits in light of the COVID-19 pandemic.

R2.0 CEO UPDATE (10)

CEO Sims discussed the weekly updates he provides to the Board. A discussion ensued regarding the use of this information in planning future Board meetings and events.

CEO Sims thanked the ICC staff for its hard work and devotion to the IECC issue.

President Wheeler reminded the Board to keep their microphones on mute when not speaking and to use the Webex chatbox.

R3.0 2021 VIRTUAL COMMITTEE ACTION HEARING PROTOCOLS (15)

President Wheeler introduced CEO Sims, who in turn introduced SVP of Tech Services Mike Pfeiffer, who discussed the included Virtual Committee Action Hearing protocols. SVP of Tech Services Pfeiffer stated that the staff, moderators and committee members will be stationed in the ICC Country Club Hills, IL office during the hearings, notwithstanding a few individuals who cannot attend in person due to COVID-19 restrictions. He further discussed the travel restrictions imposed by the City of Chicago on individuals traveling into the City. He further elaborated on the virtual hearing demo that has taken place, the online registration that went live on February 22nd, and the number of current registrants.

A discussion ensued regarding two hearing registrations versus one hearing registration.

SVP of Tech Services Pfeiffer further discussed the IT infrastructure and the amount of time these virtual hearings will take.

SVP of Tech Services Pfeiffer further discussed participant queuing and how business will be conducted during the hearings.

SVP of Tech Services Pfeiffer further discussed the use of video cameras for individuals testifying.

SVP of Tech Services Pfeiffer continued to reiterate that the goal is to make sure all actions that can be taken in person will be able to be taken virtually.

SVP of Tech Services Pfeiffer discussed support services that will be provided for cdpACCESS.

A discussion ensued regarding testing audio or visual during participant registration.

A discussion ensued clarifying what happens in the event of an abstention.

R4.0 RECOMMENDATIONS FROM THE ICC BYLAWS COMMITTEE:

President Wheeler introduced the proposed bylaw amendments. Bylaws Committee Chairman Jim Brown recognized the members of the Bylaws Committee.

A discussion ensued regarding ensuring council policies conform with any new language in the bylaws.

A discussion ensued regarding the work conducted by the committee thus far and currently.

R4.1 BLA 1-2021 - PROPOSED EDITORIAL BYLAW AMENDMENTS (15)

Bylaws Committee Chairman Brown introduced the proposed editorial revisions to the bylaws.

A discussion ensued regarding the order of the elections within council policy versus the bylaws.

Motion made and seconded to approve of the Bylaws Committee's proposed editorial amendments to the ICC Bylaws, to be recommended for approval by the ICC voting membership at the next Annual Business Meeting.

Motion made and seconded to modify the editorial amendments to consolidate the Election of Officers, Election of Sectional Directors and Election of At Large Directors into "Elections" within Section 9.1.1 – Order of Business Meeting. Motion to modify passed unanimously.

Motion made and seconded to approve the modified motion. Modified motion passed unanimously.

A discussion ensued confirming that these modified amendments will be brought before the Bylaws Committee during its next meeting for its use going forward.

R4.2 PROPOSED CP-49 – EMERGENCY ACTIONS (15)

Motion made and seconded to approve CP-49 – Emergency Actions.

A discussion ensued regarding the Board's authority to call a virtual annual business meeting irrespective of an Emergency, as defined by Delaware corporate law.

A discussion ensued regarding council policies reflecting the ability to host virtual member meetings.

A discussion ensued regarding the Board's authority under Delaware law irrespective of this Council Policy.

A discussion ensued regarding striking the last sentence of Section 2.0.

Motion made and seconded to modify the motion on the table to strike the last sentence of Section 2.0. A discussion ensued regarding the necessity of keeping this language – which notes that a virtual meeting could be called irrespective of an emergency – in the policy.

A discussion ensued regarding extreme circumstances without any electronic means and the emergency actions allowable under Delaware law.

Motion to modify failed.

A discussion ensued regarding changing the majority requirement to a supermajority requirement for emergency bylaws within Section 4.0.

A discussion ensued regarding Bylaws committee and CP review committee review and approval of this proposed policy.

A discussion ensued regarding the authority of Delaware Law as compared to the authority of council policy.

Motion made and seconded to table this item. Motion passed with Vice President Davis, Immediate Past President Bryant, and Directors Boswell, Bridges, Brown, and Ellis voting against the motion, and Director Savage abstaining from the vote.

R4.3 BLA 2-2021 - PROPOSED BYLAW AMENDMENT REMOVING GMVR REQUIREMENT FOR IMMEDIATE PAST PRESIDENT (5)

President Wheeler provided background information on this proposal to remove the GMVR requirement for the ICC Immediate Past President.

Motion made and seconded to approve the proposed amendment to the ICC Bylaws eliminating the GMVR requirement for the Immediate Past President, to be recommended for approval by the ICC voting membership at the next Annual Business Meeting.

Bylaws Committee Chairman Brown stated that this item was approved unanimously by the Bylaws Committee with the exception of Immediate Past President Bryant's abstention.

Motion passed unanimously with Immediate Past President Bryant, President Wheeler and Director Savage abstaining from the vote.

The Board recessed for 15 minutes.

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

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E2.0 PROPOSED PATH FORWARD ON ENERGY & SUSTAINABILITY - BOARD DISCUSSION ON DEVELOPMENT PROCESS FOR THE IECC, CONTINUED IN REGULAR SESSION

The Board recessed for 10 minutes.

President Wheeler made the following statement:

The Code Council Board of Directors just finished a lengthy discussion about the future of the IECC. Thank you to everyone who has provided commentary on this issue. We greatly appreciate the time and effort that our members, partners, and stakeholders have put in to sharing their feedback. Today the board has voted on the following:

1. To approve updating the IECC through the ICC Consensus Procedures and revised the intent & scope for the 2024 edition of the code that contains commitments for increasing energy efficiency each edition and commits to the use of ASHRAE 90.1.
2. To adopt the Enhanced Energy & Carbon Reduction strategy.
3. To establish an Energy Efficiency and Carbon Advisory Council.

Now we need to discuss how we make this bold policy a success and that starts with awareness and education of our members and stakeholders. With that lets hear from staff their thoughts on the awareness and participation goals outlined in the plan.

These items are outlined in greater detail in the Path Forward on Energy and Sustainability to Confront a Changing Climate report, which will be released publicly in the next week.

President Wheeler then introduced SVP of Marketing & Communications Whitney Doll, who provided a presentation on the Media & Education Campaign relative to the IECC update. This presentation addressed media campaign goals, which will include the following:

- Combat – Combat negative publicity and rebuild trust in the organization by generating positive sentiments around the Code Council.
- Educate – Educate key stakeholders on the decision made by the Code Council.
- Rally – Rally support for the Code Council from additional stakeholders and constituents.

SVP of Marketing & Communications Doll further stated within her presentation that the Media Campaign will target three main groups – the federal government and policy audience, the building safety community, and state and local government leaders.

SVP of Marketing & Communications Doll further discussed within her presentation the launch and post-launch media tactics that ICC will use to communicate the Path Forward on Energy and Sustainability to Confront a Changing Climate report.

SVP of Marketing & Communications Doll continued her presentation, displayed and discussed a comprehensive infographic outlining ICC’s energy framework, and provided information on the proposed IECC Education Campaign, which would include articles & emails, videos, online presence, and chapter outreach.

A discussion ensued regarding where the IECC page will be housed within the ICC website.

Motion made and seconded to approve the awareness and participation goals as outlined in the Path Forward on Energy and Sustainability to Confront a Changing Climate report. Motion passed with Directors McDaniel and Hampton voting against the motion.

A discussion ensued regarding the costs of this marketing and communications campaign and how these costs might affect the ICC budget.

The Board reiterated the motions relative to this item that were dispensed with during Executive Session:

Motion made and seconded to approve updating the IECC through the ICC Consensus Procedures and revise the scope and intent for the 2024 edition of the code, as outlined in the Path Forward on Energy and Sustainability to Confront a Changing Climate report. Motion passed with Directors Boso, Hampton and McDaniel voting against the motion.

Motion made and seconded to adopt the Enhanced Energy & Carbon Reduction strategy, as outlined in the Path Forward on Energy and Sustainability to Confront a Changing Climate report. Motion passed unanimously.

Motion made and seconded for the Code Council to establish an Energy Efficiency and Carbon Advisory Council, as outlined in the Path Forward on

Energy and Sustainability to Confront a Changing Climate report. Motion passed unanimously.

Motion made and seconded to approve the elements of the agreement with ASHRAE. Motion passed unanimously.

Motion made and seconded to request staff take necessary steps to update Council policies and procedures to implement the previous three motions and bring back any required actions for the board's consideration. Motion passed unanimously.

A point was made that a considerable amount of effort needs to go into making the Education Campaign a reality.

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

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