



February 12, 2007

Members of the Governance Review Ad Hoc Committee (GRC)

Dear Members:

On our January 30<sup>th</sup> conference call we discussed the report from the notes of the August 31, 2006 teleconference call, the Members Forum, in Orlando, Florida and email received. There was a consensus by our committee that we faced a challenge in moving forward with a regional board model due to the impact on the size of the board. After discussion we decided to take a two track approach to our work:

1. Fast track GRC recommendations 2, and 3 (voting reform) since there was overwhelming support for these changes.
2. Recommend fast tracking recommendation 5 creation of a new International Council.
3. Schedule a face to face to continue discussions on regional board representation.

To move forward with track one, attached is a summary of the recommendations and the applicable changes in council policy. Also attached is a ballot for you consideration in forwarding these recommendations to the board.

Please continue to encourage the membership and stakeholders to provide their feedback concerning ICC's governance structure through our website [www.iccsafe.org/membership/governance](http://www.iccsafe.org/membership/governance) or by contact me at 479-784-2216 or [wbailey@iccsafe.org](mailto:wbailey@iccsafe.org)

Sincerely,

A handwritten signature in black ink that reads 'Wally Bailey'.

Wally Bailey, Vice President  
Chairman  
ICC Governance Review Ad Hoc Committee



# Second Interim Report of the ICC Governance Review Ad-Hoc Committee

August 15, 2006

## Background

In response to member feedback about issues concerning the International Code Council governance structure, the Board of Directors approved the formation of the Governance Review Ad Hoc Committee (GRC). This broad-based committee is charged with reviewing ICC's form of governance. The committee was asked to look at governance models and approaches from similar organizations. The committee will provide a final report to the members and the Board of Directors for action. The report will include a recommendation to either amend or retain the current governance structure.

The GRC is chaired by Wally Bailey, Vice President of the ICC. Membership of the committee consists of the Vice President, two board members, two past presiding officers and 11 representatives from either established regions or based on recommendations from the various chapters within each region not yet established. In forming the committee, a letter was sent to the resident chairman of officially recognized regional chapters and the president of all other chapters in regions not yet established. The purpose of the letter was to solicit the name of an ICC member from each region/chapter to serve on the ad-hoc committee. Appendix A contains a complete list of GRC committee members.

## Summary of Committee Fast Track Recommendations

**Voting Reforms** – The GRC in their deliberations has concluded that despite the structure of the ICC Board, the following changes to the election and voting process should be implemented through changes in Code Council policy:

**R1. Conduct of Elections** – election for at-large seats should be conducted in a pool, with the candidate receiving the highest number of votes winning the seats. In the case where there are multiple seats, the candidate receiving the most votes would receive the longest term.

**R2. Nominating Process** – The committee recommends the following modifications to the nominating process:

- ICC should create a candidate web page
- Candidates should be given the opportunity to pre-file information to be made available to the membership and Nominating Committee
- Nominating Committee Report should be made available prior to ABM
- The Nominating Committee should include regional representation
- A candidate forum at the annual meeting before the election should be considered

Proposed changes to Code Council Policies are provided as part of this report for consideration by the ICC board of Directors.

**International Council** – The GRC in their deliberations has concluded that despite the structure of the ICC Board, greater International involvement is a strategically important to the long term success of the organization. Therefore the committee recommends the ICC;

**R3. International Council** - ICC should create a new Council (similar to the Major Jurisdictions Council) for international activities. Membership would be targeted at people outside the U.S.

## Work of the Committee

The committee was formed in January and held an initial conference call to plan its first face-to-face meeting in February. At the February meeting, there was extensive discussion and a consensus that the GRC wanted to “do it right”. To achieve success the committee agreed to the following principles that would be used to guide the rest of the committee’s work:

- “Do it right” (obtain and carefully consider broad input from the membership)
- Get feedback from non-members and affiliated organizations

The Committee through their work plan has initiated the following activities in an effort to gauge how the members and stakeholders of ICC feel about this issue.

## Committee Activities:

- Launched web page for the GRC <http://www.iccsafe.org/membership/governance.html>
- Open GRC meeting February 26-27, 2006 in San Antonio
- Issued First Interim Report, March 13, 2006  
[http://www.iccsafe.org/membership/governance/Interim\\_Report031306.pdf](http://www.iccsafe.org/membership/governance/Interim_Report031306.pdf)
- Members Forum, March 2006
- Member teleconference June 14, 2006
- Open GRC meeting, June 27-28 in Dallas
- Articles published in:
  - ICC eNews
    - February 2006 ([http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews\\_0206.html](http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews_0206.html))
    - May 2006 ([http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews\\_0506.html](http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews_0506.html))
    - June 2006 ([http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews\\_0606.html](http://www.iccsafe.org/news/ePeriodicals/eNews/archive/ICCeNews_0606.html))
  - Chapter eNewsletter
    - January 2006  
([http://www.iccsafe.org/news/ePeriodicals/Chapter\\_eNewsletter/January2006.html](http://www.iccsafe.org/news/ePeriodicals/Chapter_eNewsletter/January2006.html))
    - April 2006 ([http://www.iccsafe.org/news/ePeriodicals/Chapter\\_eNewsletter/0406/index.html](http://www.iccsafe.org/news/ePeriodicals/Chapter_eNewsletter/0406/index.html))
    - July 2006  
([http://www.iccsafe.org/news/ePeriodicals/Chapter\\_eNewsletter/0706/](http://www.iccsafe.org/news/ePeriodicals/Chapter_eNewsletter/0706/))
  - CEO/COO eUpdate
    - February 3, 2006
  - Building Safety Journal
    - December 2005 edition (discussed in Presidents Message)
    - June 2006 edition

**Appendix A**  
**ICC Governance Committee Roster**  
Revised June 28, 2006

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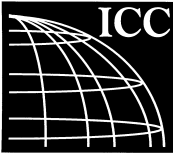
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INTERNATIONAL  
CODE COUNCIL

## CP #19-03 Governing the Conduct of Elections

Approved: 1/17/04  
Revised: 3/17/2006

This policy outlines the procedures for the conduct of elections at the ICC Annual Business Meeting.

**1.0 Nominating Committee Report:** When the agenda item concerning nominations for elections has been reached, the President shall call upon the Chair of the Nominating Committee for a report. The report of the Nominations Committee shall consist of one nominee for each vacant seat. The Chair of the Nominating Committee shall read the entire list of nominations.

**2.0 Election & Floor Nominations:** The President shall then proceed to conduct the elections.

**2.1 Officers:** ~~Officers will be nominated~~ by calling to the floor the election of each individual seat being vacated, ~~with the corresponding Nominating Committee nomination and then call for nominations from the floor.~~ Floor nominations shall only be made by member's in good standing eligible to vote in the election. Floor nominations shall be seconded by a member in good standing eligible to vote in the election. The President shall request nominations from the floor three times for the position under consideration until there are no more floor nominations. At this point, the nominations for that position shall be closed and the election shall proceed to the voting for that seat. On completion of the election for that seat, the President shall proceed with the nominations for the following seat.

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**2.2 Directors-at-Large:** ~~Directors-at-Large will be nominated by calling to the floor the election of all open seats, naming the corresponding Nominating Committee's nominations, announcing any open seats that may have become vacant due to the prior elections and then call for nominations from the floor. Floor nominations shall only be made by member's in good standing eligible to vote in the election. Floor nominations shall be seconded by a member in good standing eligible to vote in the election. The President shall request nominations from the floor three times until there are no more floor nominations. At this point, the nominations shall be closed and the election shall proceed to voting for all open seats in aggregate.~~

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**3.0 Voice Vote:** If no nominations for an ~~officer position is~~ made from the floor, the President shall call for a voice vote for the seat under consideration. The President shall determine and declare the result of the election. When there is more than one nominee for a vacant seat, the election shall be by ballot vote.

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**4.0 Tally Judges:** ~~Where there is~~ more than one nominee ~~per open seat~~, a paper ballot ~~or electronic vote~~ is required. The President shall appoint Tally Judges in such a number as the President considers necessary, but shall in no case be less than

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three, to distribute, collect, ~~count~~ the ballots ~~or distribute and collect electronic voting devices~~. Any nominee for a contested seat may request an observer to be present during the counting of the ballots ~~or to monitor the electronic process~~.

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**5.0 Ballot:** The Secretary/Treasurer shall provide paper ballots in sufficient number to accommodate all voting members present. Alternatively, a sufficient number of electronic voting devices shall be provided to accommodate all voting members. In the event, the electronic devices are inoperable, the Secretary/Treasurer shall provide paper ballots as provided above. Each person qualifying as an eligible voting Governmental Member Representative or Honorary Members in accordance with the Bylaws shall be entitled to a single ballot and one vote ~~per open seat~~, regardless of the number of Governmental Members a person represents. The Board shall establish procedures for the use of electronic devices to assure the security of the voting process.

**6.0 Ballot Voting:** The President shall announce, prior to the distribution of the ballots how the ballots should be marked including instructions on how members can write in their additional choice for the seat ~~s~~ under consideration. A ballot shall contain only one vote for each seat vacant if it is to be counted.

Prior to voting, all candidates nominated by the Nominating Committee or from the floor will be given the opportunity to speak and/or have others speak on their behalf.

~~**7.0 Ballot Distribution:** When the President has completed the instructions to the voting members, the Secretary/Treasurer shall give the ballots to the Tally Judges for distribution to the voting members. The President then will ask the voting members to record their votes on the ballots.~~

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**8.0 Ballot Collection:** After a reasonable time, the President will instruct the Tally Judges to collect the ballots from the voting members.

**9.0 Ballot Counting:** When the ballots have been collected, the President will instruct the Tally Judges to retire to a convenient place to count and record the ballots. One observer selected by each nominee may observe the Tally Judges during the counting of the ballots and the preparation of the return. An observer shall not, however, interfere with the Tally Judges in the performance of their duties. Any alleged irregularities in the ballot counting shall be brought to the attention of the President prior to the report of the Tally Judges being delivered to the President.

The Tally Judges shall count each ballot and shall prepare a report for the President which states the number of votes cast for each person. At the conclusion of the ABM, the Tally Judges shall deliver the ballots to the Chief Executive Officer, who shall preserve the same for a period of six months after the date of the election. After the expiration of such six month period, the Chief Executive Officer shall destroy the ballots.

**10.0 Ballot Results:** Upon receipt of the report of results from Tally Judges, the President shall read the same and declare the results to the members. In the event of a tie vote, the President shall call for further voting by the voting members present with respect to the tied candidates. Such further voting may be by a show of hands or, at the request of any voting member, by written ballot. In the event that such further voting is done by written ballot, the procedure set forth above shall be followed. Upon the determination of the results of such further voting, the President shall declare the results thereof.

**11.0 Required Majority:** In accordance with Section 5.4 of the ICC Bylaws, all Directors

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must be elected by a majority of the voting members present and voting. Accordingly, to be elected a candidate must receive a majority vote (50% + 1) of the voting members present and voting. The candidate receiving the majority vote shall be awarded the seat.

11.1 **Officers:** If the number of candidates does not exceed the number of open seats, the election shall be conducted in accordance with section 3.0 of this policy and the candidates shall be deemed to have received a majority vote.

11.2 **Directors-at-Large:** The candidate receiving the most votes will receive the longest term and the remainder of the seats will be awarded in descending order. In the case where individual candidates do not receive a majority vote (50% +1), they shall stand for a run-off election until a majority is achieved. The run-off election shall be between the candidates who failed to receive a majority of the votes in the prior ballot.

**13.0 Advertising:** The ICC shall not publish campaign material for the Board of Directors in the Building Safety Journal.

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CP # 20-03 THE NOMINATING COMMITTEE

Approved: 1/17/04
Revised: 9/30/04

This policy establishes the role, purpose and procedures for the ICC Nominating Committee.

- 1.0 Chairperson: The Chairperson of the Nominating Committee shall be the Immediate Past President of the ICC Board of Directors.
1.2 Nominating Committee: The Nominating Committee, excluding the Chairperson, shall have no more than one representative from any one state, province, or territory...
3.0 Candidates: To be considered by the Nominating Committee, all candidates for the Board of Directors...
3.1 Incumbents: An incumbent on the ICC Board of Directors shall submit a letter to the Chairperson...
4.0 Selection Process: In their selection process, the Nominating Committee shall take into consideration previous service on ICC and Industry Committees...
4.1 Closed Meetings: All meetings of the Nominations Committee are closed meetings and no others persons are permitted to attend...

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**5.0 Report of the Committee:** The report of the Nominating Committee shall be available [TBD] days prior to the Annual Business Meeting and also be delivered to the Members at the Annual Business Meeting of the Members by the Chairperson or a member of the Committee designated by the Chairperson. The report shall contain an overview of the selection process and a brief description of the information taken into consideration by the Nominating Committee in making their recommendation The Report shall contain one nominee for each position of the Board of Directors which is subject to election due to either a vacancy or expired term.

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**6.0 The International Code Council shall provide:**

- a. A candidate web page where candidates may pre-file information to be made available to the membership and the Nominating Committee in formatted content and where the Nominating Committee report will be posted after nominees are determined.
- b. A candidate forum at the Annual Business Meeting to be held prior to the elections. Forum procedures are to be determined by the Board of Directors.

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