# ICC INTERNATIONAL CODE COUNCIL®

# SERVING OTHERS, PROMOTING SAFETY

## GUIDELINES FOR SERVICE ON THE ICC BOARD OF DIRECTORS

www.iccsafe.org

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# I. INTERNATIONAL CODE COUNCIL OVERVIEW

## THE CODE COUNCIL ORGANIZATION

The International Code Council was established in 1994 as a nonprofit organization, with the goal of developing a single set of national model construction codes. It brought together three different organizations that had developed three separate sets of model codes throughout the U.S.: Building Officials and Code Administrators International, Inc. (BOCA), International Conference of Building Officials (ICBO) and Southern Building Code Congress International, Inc. (SBCCI). The Code Council is now the leading global source of model codes and standards and building safety solutions that include product evaluation, accreditation, technology, training, and certification. The Code Council's codes, standards, and solutions are used to ensure safe, affordable, and sustainable communities and buildings worldwide.

The Code Council is a member-focused association. It is dedicated to developing model codes and standards used in the design, build and compliance process to construct safe, sustainable, affordable and resilient structures. Most U.S. communities and many global markets choose the International Codes, published by the Code Council, to provide minimum safeguards for people at home, at school and in the workplace. The I-Codes are a complete set of comprehensive, coordinated building safety and fire prevention codes. Building codes benefit public safety and support the industry's need for one set of codes without regional limitations.

Fifty states and the District of Columbia have adopted the I-Codes at the state or jurisdictional level. Federal agencies including the Architect of the Capitol, General Services Administration, National Park Service, Department of State, U.S. Forest Service and the Veterans Administration also enforce the I-Codes. The Department of Defense references the *International Building Code*® for constructing military facilities, including those that house U.S. troops around the world and at home. Amtrak uses the *International Green Construction Code*® for new and extensively renovated sites and structures. Puerto Rico and the U.S. Virgin Islands enforce one or more of the I-Codes.

## ICC BOARD OF DIRECTORS

The ICC Board of Directors is composed of leaders from the governmental sector who are dedicated to the organization's vision, "Creating safe, affordable, and sustainable buildings and communities." In addition, the Code Council's mission continues to be, "To provide the information, tools, and resources that members rely on, building safety professionals turn to, and the public trusts."

Serving on the ICC Board of Directors is an extraordinary opportunity for an individual who is passionate about strengthening leadership and governance in the organization and who has a track record of Code Council participation and demonstrated leadership qualities.

An important role for board members is to champion the Code Council. A strong and effective board is necessary to fully realize the potential of the organization. In addition to its standard roles and responsibilities, the ICC Board of Directors is an active ambassador of the organization and fully engaged in identifying financial resources, partnerships and advocates necessary to advance the Code Council's mission.

## II. VISION, MISSION AND VALUES

**Vision:**

Creating safe, affordable, and sustainable buildings and communities. Mission: To provide the information, tools, and resources that members rely on, building safety professionals turn to, and the public trusts.

**Values:**

- Customer Value
- Integrity and Trust
- Member Focus
- Professionalism
- Public Service
- Quality

The board of directors is responsible for creating and maintaining a statement of mission and purpose of the Code Council that articulates the organization's goals, means, and primary constituents served and ensuring that all actions taken are related to and adhere to that mission. The board can change the mission, but should do so only after careful deliberation.

**THE NONPROFIT ORGANIZATION YOU WILL GOVERN:**

Nonprofits play a very important role in our lives, both socially and economically. They are part of a tradition established for solving business and social problems—a tradition that has no counterpart anywhere else in the world. The organization you serve is not the typical type of business to which people are accustomed. The Code Council belongs to the "third sector," which means it is an organization that exists solely to provide a service to the public and its members.

Because of Code Council's tax-exempt status, it must operate in the public interest. No matter what else the Code Council's mission statement says, the bottom line is service to members and people. If the Code Council focuses on anything other than serving the public interest, it will be in jeopardy of losing its tax-exempt status. "Nonprofit," however, doesn't mean that the Code Council can't make money. It does mean that any profit it makes must be used to provide additional services in support of the public purpose and the Code Council's mission. Unlike for-profit businesses, the Code Council cannot pay dividends or interest to its members. This philosophy is reinforced in the Code Council's Strategic Plan.

As a board member, from time to time you should take a few minutes to reflect on the Code Council: its history, how it came into existence and how it developed and grew over time. Reflecting on this will help you clearly focus on your role as a board member. You also need to think about the role the board plays in the continued success of the Code Council— because it's a considerable one! By law, the Code Council must be governed by a board of directors. The board, however, goes beyond simply a legal requirement—it's the vital link that connects the Code Council to its members and the industry that it serves. Remember that a nonprofit exists to serve. As a board member, your skills, connections, leadership and willingness to give of your time are the keys that make the Code Council successful.

## III. BOARD MEMBER PHILOSOPHY

1.  The primary role of the board of directors is to (1) understand, support and ensure fidelity to the Code Council's vision and mission and (2) carry out the functions of the position of board member and/or officer as stated in the bylaws.

2.  The board focuses on the development of the broad policies (e.g., long-term vision, overall financial philosophy, etc.) that govern the implementation of the organization's plans and approves the corporate strategy. It tests the business model of the organization and identifies key performance objectives and measures to be achieved. The board identifies risk areas and applies principles of risk management to the business model.

3.  The board places a high priority on cultivating good working relationships amongst themselves, including the chief executive officer (CEO), who is integral to the success of the association. Consequently, mutual respect and consideration are highly valued.

4.  The board is a trustee of the organization and does its best to ensure that it is well-maintained, financially secure, growing and always operating in the best interest of those the organization serves: our members.

5.  The board has a philosophy of minimal involvement in administrative and operational matters and works at the policy/values/guiding principle and strategic level, through the CEO.

6.  The board ensures a broad input of a wide variety of expertise via various standing committees, ad hoc committees, councils and advisory groups.

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**THE BOARD OF DIRECTORS HAS A DUAL MANDATE:**

1.  **Advisory:** Consult with management regarding strategic and operational direction of the organization.

2.  **Oversight:** Monitor company performance and direction. The board of directors does not participate in day-to-day decision making; instead, it sets overall policy, based on the corporate mission and vision, and exercises an oversight function, reviewing the actions of corporate officers and executives.

Effective boards satisfy both functions. The responsibilities of the board are separate and distinct from those of management. The board does not manage the company.

Your primary contact with Code Council staff is the CEO. All matters regarding business activities should be directed to the CEO, or other executive staff (COO/CFO and general counsel) and senior managers. The CEO is in charge of staff and responsible for the allocation of staff resources in accomplishing the organizational objectives set by the board. Your direct feedback to the CEO and executive senior management is a vital element in this effort.

# IV. PREFERRED QUALITIES FOR BOARD MEMBERS

As a high-performing leader of the International Code Council, you will commit to:

## RESPECT
- Showing high esteem for others, no matter their role
- Understanding that each person brings personal qualities and abilities to achieve
- Caring for others as well as self

## TRUST
- Trusting fellow leaders and, in turn, being trustworthy through actions
- Being truthful at all times
- Being self-aware of actions and their effect on others
- Being predictable in words and actions

## INTEGRITY
- Doing what we say we will do
- Being honest in all dealings with others
- Leaving behind egos and personal agendas
- Working for the common good
- Acting unselfishly in all choices
- Being transparent in intent and action

## COLLABORATION
- Working well together
- Staying cohesive in the face of difficult challenges
- Limiting self-promotion and being cooperative
- Committing to unity after consensus—executing as one
- Building teams and being a strong team member
- Participating in resolving the Code Council's challenges
- Being open to another's way
- Building camaraderie and working well with others
- Maintaining a positive attitude and sense of humor in all circumstances

## COMMUNICATION
- Listening to and sharing clear messages with others
- Actively listening to what others are saying
- Engaging in two-way communication
- Being constructive
- Distilling information to reach consensus
- Delegating to others when needed
- Providing clear feedback to others
- Committing to keeping others informed
- Being open about personal agendas

## COMPROMISE
- Searching for solutions that meet all stakeholders' interests
- Listening to others' interests in balance with advocating our own
- Reciprocating among all parties with a stake in the future
- Understanding the hierarchy of needs by others
- Finding ways in which all can be successful

## VISION
- Anticipating the future
- Building consensus toward common goals
- Empowering others to become everything they can be
- Sharing information about the future in good and bad times
- Building alignment on a common cause and achievable goals
- Executing a common vision

## ADAPTABILITY
- Being flexible during changing times
- Accepting new ideas about the business
- Having foresight to see future trends and being resilient enough to accept them
- Adjusting thinking and actions based on new information
- Adapting to new times and circumstances
- Being willing to learn new ways

## FAIRNESS
- Being firm but fair in all actions
- Having the tenacity for success
- Being ethical, always

## LOYALTY
- Committing allegiance to the Code Council and to fellow leaders
- Staying committed to the Code Council's mission even during challenging times
- Having the foresight to see future trends
- Supporting others
- Being faithful and dependable
- Remaining humble in light of a bigger cause

## COMMITMENT
- A deep sense of personal accountability to the Code Council's success
- Demonstrating passion and intent through actions
- Fully supporting team decisions
- Showing reliability through the consistent support of others
- Sacrificing personal gain through dedication to the greater good
- Being motivated even in difficult times
- Staying focused on the organization's priorities
- Willing to take risks and try new ways
- Inspiring others through personal commitment

**SUCCESSION PLANNING**

- Identifying and developing the Code Council's future leaders
- Finding leaders with an ability to deal with change
- Filling roles and training ahead of need
- Anticipating the needs of the future
- Planning for smooth transitions when people move into new positions
- Being prepared for the unexpected and acting proactively rather than reactively
- Balancing a diversity of talent with experience
- Investing in the development of others at all levels

# V. EXPECTATIONS FOR BOARD MEMBERS

The time and energy you will devote to your term on the board can be one of the most satisfying experiences of your professional life. To ensure a rewarding experience as an ICC Board Member, you need to be prepared to meet the expectations of the Code Council officers, the other board members, the Code Council members who elected you and the ICC staff who depend on you for leadership. The board expectations can be summarized as:

1. Be mindful that you represent the Code Council membership at large, not just a particular region, state or chapter.

2. Remember that your only agenda is the Code Council agenda. Never bring a personal agenda to the board.

3. Be well prepared for board, committee and other meetings. This means preparing in advance for the items to be discussed. Feel free to consult with your board colleagues, officers or the CEO if you feel you need additional information.

4. Be familiar with organizational fundamentals such as the bylaws and the ICC Council Policies (CPs) available on the Code Council website. These documents will provide guidance to you throughout your term.

5. Be aware or cognizant that many materials, communications and conversations that you receive and witness are confidential to the board members. If there is any question as to confidentiality on any issue, contact the president or the CEO.

6. Be cooperative, open-minded and absent of self-service.

7. The CEO and the staff are to carry out the management and operational aspects of the Code Council.

8. Give input to the CEO as part of the strategic planning process and review and give feedback regarding the CEO's Strategic Plan. The CEO is responsible for the implementation of the plan and achieving its goals.

9. Be committed to fulfilling the mission and vision of the council.

10. Support decisions made in board meetings with a unified voice once a decision is made.

## PERSONAL CHARACTERISTICS AND QUALITIES OF BOARD MEMBERS

- Ability to listen, analyze, think clearly and creatively and work well with people individually and in a group.
- Ability to multitask and juggle multiple assignments, provide analytical thinking, effectively manage time, and communicate other perspectives, concerns or thought processes for the betterment of the discussion of the topic at hand.
- Willing to prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, open doors in the community, and practice self-evaluation.
- Develop or increase certain skills, such as cultivating and recruiting potential board members and other volunteers, and reading and understanding financial statements.
- Possess honesty; sensitivity to and tolerance of differing views; a friendly, responsive, and patient approach to others; community-building skills; personal integrity; a developed sense of values; concern for the Code Council's development; and a sense of humor.
- Desire to mentor and assist new board members in order to develop a stronger board and provide them with historic information for understanding the issues being discussed.

The individuals who are selected to be on the board of directors of a corporation have overall responsibility for the activities of the corporation. The ICC Board acts on behalf of the organization to make overall policy decisions and provide oversight. A corporate board has a great responsibility. Specific duties of the board of directors and of individual board members, committees, and officers are set by the corporate bylaws. Directors are elected to 3-year terms, with one-fourth of the board standing for election each year.

## WHAT ARE THE BASIC RESPONSIBILITIES OF NONPROFIT BOARDS?

1. Determine mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means and primary constituents served.

2. Select the chief executive. Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.

3. Support and evaluate the chief executive. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.

4. Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.

5. Monitor and strengthen programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their continued effectiveness.

6. Ensure adequate financial resources. One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.

7. Protect assets and provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.

8. Build a competent board. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically comprehensively evaluate their own performance.

9. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.

10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

# VI. LEGAL RESPONSIBILITIES OF BOARD MEMBERS

Under well-established principles of nonprofit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

## DUTY OF CARE

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization. To ensure that you are exercising the duty of care as a board member, you should:

- Be reasonably informed and exercise independent judgment;
- Attend and participate in board meetings;
- Analyze information, consider alternatives and request additional information when necessary; and
- Fulfill these obligations honestly, in good faith and with the exercise of reasonable care.

## DUTY OF LOYALTY

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization. Duty of loyalty requires that a director exercise his or her powers in the interest of the corporation and not in his or her own interest or the interest of another entity or person. This duty prohibits a board member from self-dealing or furthering his or her own interests at the expense of the corporation. One should be mindful and avoid conflicts of interest. When you have an interest in a transaction, you should disclose it in advance and abstain from participating in the decision. A board member must provide undivided allegiance to the corporation. One should be sensitive to any interest one may have in any decision made by the board. The existence of occasional conflicts of interest is not a problem, but conflicts need to be properly handled.

## DUTY OF OBEDIENCE

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage funds to fulfill the organization's mission.

## FIDUCIARY RESPONSIBILITY

Board members have a fiduciary responsibility to safeguard the finances and legal requirements of the corporation. They must act in good faith and with a reasonable degree of care, and they must not have any conflicts of interest. That is, the interests of the company must take precedence over the personal interests of individual board members. When exercising ordinary diligence and care, no personal liability should arise, even when actions and decisions are made in poor judgment, or cause damage or injury. Good faith is the principal test of ordinary diligence and care. The board makes decisions "in good faith." "Good faith" requires the board to act without conflicts of interest and not turn a blind eye to issues for which it is responsible. The basic fiduciary duties are:

- Obligation to represent the membership and organization fairly and evenly
- Duty to not waste corporate assets
- Obligation to maintain confidentiality

## VII. ARE YOU READY TO BE A BOARD MEMBER?

While board service can be an extremely rewarding experience and can greatly impact the organization, it may not be the right fit for you at this time of your life. To determine whether board service is right for you, you should consider answering the following questions with a simple "yes" or "no."

1. I am interested in advancing a cause that I feel passionate about.
2. I am curious about issues facing my community and the world.
3. I am interested in experiencing a new environment to further develop myself as a leader.
4. I am interested in meeting people outside of my usual professional and social circles.
5. I understand the roles and responsibilities of being a board member.
6. I am comfortable making a personal contribution to the organization.
7. I have enough autonomy in my work schedule to accommodate both board and committee meetings.
8. I am patient and collegial when working in a team.
9. I can commit the time necessary to be an exceptional board member.

If you answered "no" to more than two questions, then you may want to consider other ways to get involved with an organization prior to joining the board.

### a. Before Running for the ICC Board of Directors

Serving as a board member is one of the most challenging and rewarding of volunteer assignments in the Code Council. While election to the board is an honor, board members have important legal and fiduciary responsibilities that require a commitment of time, skill and resources. Prospective board members can better serve themselves and demonstrate their commitment by asking some basic questions before running for the board. The answers to these questions can be sought from current and former board members, the CEO or written materials. Long-time board members might also benefit from an organization review while answering these questions.

### b. Questions to Ponder

Questions about the International Code Council's programs:

- What is the Code Council's mission?
- How do current programs relate to its mission?
- Can I visit a board meeting to observe firsthand?
- Does the organization have a strategic plan that is reviewed and evaluated on a regular basis?

Questions about the organization's financial status:

- Is the financial condition of the organization sound?
- Does the board discuss and approve the annual budget?
- How often do board members receive financial reports?

Questions about the organization's members, strategic partners or outside organizations:

- Whom does the organization serve?
- Are members and strategic partners satisfied with the organization?

Questions about the structure of the board:

- Who are the board members?
- How is the board structured?
- Are there descriptions of the responsibilities of the board as a whole and of individual board members?
- Are there descriptions of board committee functions and responsibilities?

Questions about individual board members' responsibilities:

- What are the ways that I think I can contribute as a board member?
- How much of my time will be required for meetings and special events?
- How are committee assignments made?
- What orientation will I receive regarding the responsibilities of board service?
- Does the Code Council provide opportunities for board development and education?

Questions about the board's relationship to the staff:

- Is the board satisfied with the performance of the executive staff?
- How do board members and senior staff typically interact?

## c. Interest in Serving on the ICC Board of Directors

Once you are satisfied with the information you have received, it is time to evaluate your own interest in serving on the board. Ask yourself the following questions:

- Am I committed to the mission of the Code Council?
- Can I contribute the time necessary to be an effective board member while fulfilling my own professional commitments and personal priorities?
- Can I place the organization's purposes and interests above my own professional and personal interests when making decisions as a board member?

Individuals deciding to run for the board of directors should carefully evaluate their past leadership experience, biography and the jurisdictional support in conjunction with their availability to serve.

## d. Overview of the International Code Council

### Background Materials

Selected background information can provide a useful overview of the Code Council, the board's work and the responsibilities of board members. Helpful materials include:

- The organization's ePeriodicals, brochures or other publications
- Newspaper or magazine articles about the organization
- The long-range strategic plan
- The organization's annual report
- A brief biography of the CEO
- A list of current board members, titles and all affiliations
- A description of board members' responsibilities

## VIII. STRUCTURE OF THE ICC BOARD OF DIRECTORS

The International Code Council's Board of Directors is composed of 18 members with nationwide representation to accomplish the organization's mission as established in its bylaws. Keep in mind, if a board is too small, its members may be overworked and unproductive; if a board is too large, every member may not have the opportunity to actively participate.

## IX. LENGTH OF BOARD MEMBERS' SERVICE

There are no hard and fast rules for determining board members' tenure. However, it can be detrimental to a board if the terms are not fulfilled to their limits, thereby disrupting continuity of the board structure.

- President: 1-year term
- Vice President: 1-year term
- Secretary/Treasurer: 1-year term
- Immediate Past President: 1-year term
- Directors at Large: Two consecutive (3-year terms)
- Sectional Directors: Two consecutive (3-year terms)

The Code Council staggers terms of service with no more than one-third of the board being elected every year for terms of 1 to 3 years. Such policy encourages institutional renewal because the organization's board can profit from the experience of veteran board members while welcoming the fresh perspective of new members.

### IS THE CHIEF EXECUTIVE OFFICER (CEO) A MEMBER OF THE BOARD?

The CEO is not a member of the board but regularly communicates with the board and actively participates in board meetings. This strengthens the working partnership between the CEO and the board. The CEO's insights into the daily operations of the organization are essential to decision making by the board.

# X. ICC BOARD OF DIRECTORS' JOB DESCRIPTIONS

**LEADERSHIP ROLE**

Your role as a member of ICC's Board is usually defined as "policy maker." Just what does being a policy maker involve? A policy is a direction or course of action for the organization determined by the board.

The board establishes policies that outline how the Code Council will operate to accomplish its mission. The CEO and staff function within the parameters of this outline. The board acts as observer, interpreter and evaluator of how well the CEO is carrying out policy and accomplishing the mission of the organization.

There are three primary activities that the board uses to set policy and direction for the Code Council:

1.  The Code Council's Strategic Plan: This plan sets forth the vision, mission and goals for the Code Council. The plan is based on a three-year planning horizon and is updated each year.
2.  The Code Council Annual Fiscal Year Budget. The budget is considered each year by the board and allocates the resources of the organization in support of the LTBP as outlined by staff annual operation work plans.
3.  The annual review and appraisal of the performance of the CEO.

Board members must be visionaries for the Code Council — this means they need to take the lead in long-range planning. The CEO is responsible for developing a short-range plan to carry out the board's longrange goals.

Finance is one of the most complex items you will monitor. On the other hand, it doesn't have to be an overwhelming task because the Code Council staff will help you.

The budget is one of the most important tools the board has. The budget is the board's financial plan for the organization and deserves plenty of attention. The CEO and staff will prepare the budget, which will then be presented to the strategic planning committee for a recommendation before being sent to the board for approval.

You will also receive financial reports and a quarterly budget update. You should regard these as indicators of how well the board's budget is doing. If you don't understand something in the reports, ask the CFO for clarification.

## a. Board Member

- Required to attend all board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, policies and programs
- Review the agenda and supporting materials prior to board and committee meetings
- Serve on committees or task forces and offer to take on special assignments
- Make informed contributions to the organization
- Inform others about the organization
- Remain current with developments in the organization's field
- Adhere to conflict-of-interest and confidentiality policies
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

## b. Executive Committee Service—Role of Executive Officers

Code Council bylaws require executive officers, each with specified duties, within the board. The following positions are considered to make up the executive committee:

- President
- Vice President
- Secretary/Treasurer
- Immediate Past President

The most demanding task lies on the shoulders of the president. The president is the chief volunteer officer and role model for the board, responsible for developing the board as a cohesive and effective team.

The vice president fills in when the president is unable to carry out his or her duties.

The secretary/treasurer keeps the board apprised of the organization's finances, as well as keeping the minutes and the board records. This position is held by one person and the tasks of this position are supported by a staff person.

## c. President

- Develop an annual schedule of meetings in advance
- Oversee board and executive committee meetings
- Work in partnership with the CEO to ensure that board resolutions are carried out
- Call special meetings (as necessary)
- Appoint all committee chairs and recommend who will serve on committees
- Make board member and work assignments according to the background, expertise, and schedule of each member to serve on board committees as deemed appropriate
- Distribute tasks among members so that everyone participates equally
- Prepare written statements of committee and task force responsibilities, guidelines and goals
- Monitor committee members' work and ensure that tasks are completed on schedule
- Coordinate actions of committees
- Assist CEO in preparing agenda for board meetings
- Ensure that meetings are brief and focused
- Stimulate the broadest possible participation by members
- Coordinate the CEO's annual performance evaluation
- Oversee searches for a new CEO (when appropriate)
- Act as an alternate spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance
- Attend all board meetings and functions, such as special events and committee meetings, when possible
- Be informed about the organization's mission, services, policies and programs
- Make informed contributions to the organization
- Inform others about the organization
- Remain current with developments in the organization's field
- Adhere to conflict-of-interest and confidentiality policies
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

## d. Vice President

- Serve on the executive committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board president and be able to perform these duties in the president's absence
- Participate as a vital part of the board leadership
- Attend all board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, policies, and programs
- Review agenda and supporting materials prior to board and committee meetings
- Serve on committees or task forces and offer to take on special assignments
- Make informed contributions to the organization
- Inform others about the organization
- Remain current with developments in the organization's field
- Adhere to conflict-of-interest and confidentiality policies
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

## e. Secretary/Treasurer

- Serve on the executive committee
- Attend all board and committee meetings and functions, such as special events
- Ensure the safety and accuracy of all board records
- Maintain complete and accurate minutes of all meetings
- Review board minutes before distribution to the board for approval
- Assume responsibilities of the chair in the absence of the board president and vice president
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of, and action related to, the board's financial responsibilities
- Work with the CEO and the CFO to ensure that appropriate financial reports are made available to the board on a timely basis
- Assist in the presentation of the annual budget to the board for approval
- Be informed about the organization's mission, services, policies and programs
- Review agenda and supporting materials prior to board and committee meetings
- Serve on committees or task forces and offer to take on special assignments
- Make informed contributions to the organization
- Inform others about the organization
- Remain current with developments in the organization's field
- Adhere to conflict-of-interest and confidentiality policies
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

## f. Immediate Past President

- Serve on the executive committee
- Attend all board and committee meetings and functions, such as special events
- Be informed about the organization's mission, services, policies and programs
- Review agenda and supporting materials prior to board and committee meetings
- Serve on committees or task forces and offer to take on special assignments
- Make informed contributions to the organization
- Inform others about the organization
- Remain current with developments in the organization's field
- Adhere to conflict-of-interest and confidentiality policies
- Assist the board in carrying out

# XI. RECRUITMENT, CAMPAIGN AND ELECTION

New board members are elected by current governmental members and honorary members of the Code Council at the Annual Business Meeting (ABM) through an election process by their peers.

Sitting board members can be re-elected by their colleagues (as mentioned above) for a maximum of two full 3-year terms. Board members are elected based on the membership's perception of the organization's needs, taking into consideration the profile of the present board. The profile can stress group dynamics as well as missing skills as the key focal points in the search for new candidates. It can stress the need for diversity among board members. This process clearly provides an opportunity to bring together a group of committed people who have had a chance to define their mutual goals.

Prospective candidates should articulate the kinds of qualities, characteristics, skills, expertise, backgrounds and various perspectives that they possess and believe will make a better and stronger board.

## SHOULD WE RECRUIT NEW BOARD MEMBERS?

Serious cultivation and information sharing is necessary before inviting a person to serve on ICC's board.

Gather information on the interests, background and skills of a prospective board member with whom members of the organization have already communicated and expressed an interest in. If an interested party contacts the members and asks how to run for the board, this is an excellent moment to start serious communication. Willing bodies do not always make good board members, but genuine interest should not be ignored. Ultimately, if the candidate and the board find themselves on the same wavelength, it is time to extend encouragement.

## WHAT QUESTIONS SHOULD WE ASK OUR POTENTIAL BOARD MEMBERS?

The objective of board recruitment is to find willing, able and committed board members. How do you know if a candidate is going to be the right person for ICC's Board? You can never be entirely certain, but if you ask direct questions you can get pretty close. Here are some examples:

- What areas interest you within the Code Council?
- Why are you interested in serving on a board?
- Do you have any previous board service, leadership or volunteer experience?
- Are you presently serving on any boards?
- What kinds of skills or expertise can you offer?
- How will the organization benefit from your participation?
- How do you think we could best utilize your areas of expertise?
- What do you expect to experience as a board member?
- What kind of time commitment will you be able to make?
- Are you willing to serve on committees and task forces?
- Can we expect you to come to board meetings regularly?

## WHAT INFORMATION SHOULD WE COLLECT FROM PRESENT AND POTENTIAL BOARD MEMBERS?

To effectively evaluate current and potential board members, forms may be distributed to collect the following information:

- Name, address, contact information
- Professional background
- Level of education
- Other professional affiliations
- Other board service
- Special interests or hobbies
- Special skills or expertise in fundraising, human resources, finances, business, public relations, technology, legal, industry or in something more mission specific

## WHAT ARE THE BENEFITS OF SERVING ON THE BOARD?

Most individuals who serve on the board need no outside justification for being a board member; they know perfectly well what they are doing and why they want to continue doing it. However, there are others who are too shy to join a board or who need someone else to tell them why it makes sense. Here are some reasons why people should serve on the board:

- They know their skills are needed.
- The organization wants to grow and improve and will benefit from their contributions.
- There is a possibility to effect change in an organization.
- They will feel good by doing well.
- They enjoy collaborating with interesting people who have the same interests and values.
- They want to learn new skills.
- They enjoy recognizing others for their efforts.
- They want to give back to the organization.
- They want to have an impact.
- It can be fun.

## HOW DO WE KEEP BOARD MEMBERS INFORMED?

Good governance depends on enlightened decision making. Board members in turn need to be knowledgeable about the Code Council's status and needs if they are to make sound decisions that advance its mission. But boards often say that the information they receive hinders rather than facilitates good governance and strong leadership. They protest that they are overwhelmed with large quantities of irrelevant information, that they don't get enough information, or that they receive material too late to devote serious attention to it. An effective board information system should focus on decision making, stimulate participation, and support an appropriate balance of responsibility between board and staff.

## TYPES OF INFORMATION RECEIVED FOR A BOARD MEETING

There are three types of information received for board meetings:

- Decision-making information, such as establishing selection criteria for the CEO. It looks to the future and is not designed to measure performance.
- Monitoring information enables the board to assess whether its policy directions are being met. It looks to the past and provides a specific survey of performance against established benchmarks. An example is an annual review of an organization's strategic plan.
- Incidental information is for the general information of the board and not related to board action. Committee reports frequently fall into this category.

## BASIC INFORMATION RECEIVED FOR A BOARD MEETING

Every board must decide for itself exactly what information it needs. For most board meetings, however, the following is what you will receive:

- Agenda
- Information about issues for discussion, when appropriate
- Financial information
- Committee reports
- Annual budget updates
- Audit report (when necessary)
- Strategic plan updates

After each board meeting, the following should be received:

- Minutes from the most recent meeting
- Notice of the next meeting

## OTHER INFORMATION RECEIVED BY THE BOARD

Daily/weekly and monthly:

- Significant published articles about the organization
- Financial reports
- Advance copies of publications, brochures or promotional material

Regularly, when appropriate:

- E-mails from the CEO summarizing current activities, accomplishments and needs

# XII. COMMITTEES OF THE ICC BOARD OF DIRECTORS

## Committees as an Extension of Board Meetings

The number and complexity of the many issues facing the Code Council means that they can't always be dealt with efficiently in regular board meetings. Often these issues are best handled by Code Council committees that study them and then make recommendations to the full board.

Much of the work that a board does is accomplished through its committees and ad hoc committees. With the exception of the executive committee, which acts on the board's behalf, committees make recommendations to the full board for discussion and action. The Code Council has a few standing committees — the rest of the work is accomplished by ad hoc committees created for a specific purpose.

Every board member should serve on at least one, but preferably more than one committee, to balance the workload. Members are appointed by the president in consultation with the CEO and the executive committee members. Committee size depends on the needs of the board and the organization and a common-sense assessment of workload. Committee assignments are based on the experience, skills, interests, and available time of board members. Each member must make a serious commitment to participate actively in the work of the assigned committee.

An ad hoc committee of board members is a good place for you to offer your special expertise, but serving on these bodies should not be limited to "experts" in specific subject areas. Committee work is an excellent way for any board member to learn more about the Code Council.

Whatever the purpose of a committee, its only role is to further the work of the entire board. Committees are not autonomous groups, but extensions of the board, and are always accountable to it.

During a meeting, board members may ask questions or get clarification from the committee chairman, but they should remember the committee was set up in the first place to save the board time. When board members replay the work of a committee at meetings, they are defeating their own purpose.

## COMMITTEES AND BOARD ASSIGNMENTS

### ICC Board Standing Committees include:

- Appeals
- Audit
- Awards & Honorary Members
- Budget
- Bylaws
- CEO-Evaluation
- Council Policy Review Committee
- Investment, Mergers & Acquisitions
- Nominating
- Resolutions

**ICC Board Ad Hoc Committees include:**
- ABM Business & Elections
- Board Task Force on Pandemics
- DEI Committee
- Disaster Mitigation
- M&A
- School Safety & Security

To further the board's engagement in the organization, board members are assigned as liaisons to various areas of the organization or to strategic partners or supporters.

**ICC Board Liaisons include:**
- AIA (National American Institute of Architects)
- BMC (Building Membership Council)
- BOMA (Building Owners and Managers Association)
- Coalition for Current Codes
- CSC (Codes and Standards Council)
- ELMC (Emerging Leaders Membership Council)
- ES®
- FSMC (Fire Service Membership Council)
- Global MC (Membership Council)
- IAC
- IAEI
- IAS®
- MJC (Major Jurisdiction Committee)
- NAHB (National Association of Home Builders)
- PMG MC (Plumbing Mechanical and Fuel Gas Membership Council)
- Professional Development Council (PDC) comprised of (EDC) and (PCC)
- Regional Chapters
- State Chapters
- Sustainability MC (Membership Council)
- Technology & Digitization
- Diversity, Equity & Inclusion

## XIII. OTHER CONSIDERATIONS

Since the long-term business plan is the board's blueprint for the future, it is vitally important that you make sure progress is being made toward the outlined goals. Board business should focus on the direction set by the plan.

The CEO is charged with implementing the board's plan—but it is your job to monitor how well he/she is meeting designated goals.

### a. Being an Advocate

Because you serve as a volunteer leader on a board, you're in a unique position to act as an advocate for the Code Council within the industry. Here's why!

The relationship of paid staff to the Code Council could be described as "enlightened self-interest"—their livelihood depends on the organization's success. But as a volunteer board member, you have a higher motive—service to the members. And because you give freely of your time and effort, you have enhanced credibility—a prime quality for an advocate.

Besides taking the Code Council's message and spreading it to members of your industry, you are also in a unique position to learn what others are saying about the Code Council and to bring these ideas back to your CEO. This sort of information can be a great asset during planning and budgeting, and can help the Code Council improve the programs and services it provides.

If you have a special competency, be sure to bring it to the attention of the CEO and your fellow board members. But remember, when you offer personal expertise, it is considered like those of any other outside employee or consultant: your services, views and recommendations can be accepted or rejected by the organization.

Decisions of the board are made by the whole board. The exception is when the full board delegates a specific task to a specific board member or board group/committee. Every director should support decisions made by the whole board.

### SHORTER, MORE PRODUCTIVE MEETINGS

Meetings are where most of the ICC Board's work is done. It shouldn't come as any surprise that what goes on in meetings usually makes the difference between an effective or an ineffective organization.

Poor meetings can alienate staff by failing to address pressing policy or funding issues, can destroy the CEO/board spirit of teamwork, waste your time and the time of fellow board members and, in general, cause turmoil and wreak havoc at a nonprofit organization.

The key to a successful meeting is to keep things running smoothly so that the board can make decisions that are in the best interest of the nonprofit. The primary responsibility for this task falls on the Code Council President, who chairs meetings of the board of directors. Individual board members also have a number of duties to perform if meetings are to be as productive as possible.

The agenda for a board meeting is developed about 60 days prior to the meeting. Ideas for agenda items should be communicated to the president for consideration.

**GOOD MEETINGS BEGIN BEFORE THEY EVEN CONVENE**

Sound preparation is the most important thing an ICC Board Member can do to make meetings more effective. If each member does his/her homework ahead of time, meetings will be short and productive.

Several days before the meeting, you will receive an agenda packet. Read it and all related materials carefully. If there is something you don't understand about an issue, call the CEO before the board meeting for clarification. Now is the time to get this out of the way, so you will be better able to make an informed decision at the meeting.

In addition to preparing for and attending meetings, there is another important responsibility board members share: under no circumstances should board members announce prior to a meeting how they plan to vote on an issue.

If you make a decision on how to vote before the formal meeting, or urge others to do so, you are basically "stacking the deck" before a complete discussion can take place. It's every board member's responsibility to seriously consider all sides of an issue before making a decision. You need to hear varying opinions in order to do so. Plus, new information may be presented at the meeting that may impact how you vote.

## b.  Board Meetings

Always do your part to make sure board meetings begin at the scheduled time. Beginning late can easily create a tone of indifference that could carry over into the business of the meeting.

Besides creating an atmosphere of indifference, starting a meeting late can create legal issues. If too many board members are late or absent, a quorum may not be present and the board cannot conduct business. Any action by a board that does not have a quorum can be invalid legally and is certainly not in the best interest of the organization.

**STICK TO THE AGENDA**

Your board meeting will run according to an agenda put together by the Code Council President and CEO. The purpose of the agenda is to lock in a clear plan of business for the meeting. You will receive detailed agenda materials in your premeeting packet.

**MINUTES OF THE MEETING**

At each meeting, you will be asked to approve the minutes of the previous board meeting.

This seemingly routine portion of the meeting should not be taken lightly. Minutes, when approved by a formal vote of the board, are the official and legal record of what happened at the board meeting. They must be brief and accurate.

**REPORTS TO THE BOARD**

During the meeting, board members will likely consider reports from committees, the CEO and Code Council staff. These provide background information and important details to help the board deal with specific issues on the meeting agenda.

In most cases, these reports should be included in your agenda packet and you should read them before the meeting. This eliminates the need for time-consuming reports to be read in their entirety before the full board. The individual giving the report should be present only to clarify information and answer questions.

Often a report concludes with a recommendation for board action. If board members have read the report beforehand, they should come prepared to discuss and vote on the issue.

## MAKING MOTIONS

The proper way for board members to bring business before the board at a meeting is by making a motion. This is a formal request or proposal for action made before an issue is discussed.

To make a motion, address the board president and state, "I move that . . ." and give the action you wish the board to take. Most motions require that another board member support the request for action by seconding the motion. To do this, the board member simply says, "I second the motion." Once seconded and restated by the president, the motion is discussed by the board.

By requiring a motion on an issue, the board discusses only those items on the agenda and stays on track. During discussion, the president can insist board members limit their comments to the motion on the table.

Recommendations that often lead to motions usually come from two major sources—committee reports and the CEO. Board members may make motions at any time during a meeting.

## VOTING

Once the motion has been discussed thoroughly, the president will call for board members to vote on the motion, either vocally or by a show of hands.

Your vote is important. Occasionally, some board members may abstain rather than vote "yes" or "no" on a motion simply because they want to avoid a difficult vote or are afraid to offend another board member by voting in opposition.

Not voting is usually appropriate only when there is a conflict of interest involved. You serve on the board to make decisions on issues affecting the Code Council, and not voting is shirking this responsibility.

Once the vote is taken, the president will declare that the motion passes or fails and move on to the next item on the agenda.

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