CP#47-15 – Chief Executive Officer Evaluation

Approved: 02/25/15 | **Revised:** 12/05/25

1.0 Purpose of Council Policy: This policy establishes the procedures for developing performance criteria and evaluation of the ICC Chief Executive Officer (CEO), including the creation of a CEO Evaluation Committee and clarifying the roles of the Board of Directors and the Committee in the evaluation process.

2.0 Statutory Authority: The Board of Directors is authorized to appoint a CEO in accordance with the ICC Bylaws Article VIII, Section 8.1, who shall serve at the pleasure of the Board and shall manage the affairs of the Council within the policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board. The Board of Directors is also authorized to establish committees in accordance with Article XI, Section 11.1, of the ICC Bylaws and is authorized to adopt policies and procedures in accordance with Article V, Section 5.7.

3.0 Objectives:

3.1 The objectives of this policy are to:

3.1.1 Define and assign the responsibilities of all involved parties.

3.1.2 Establish a clear understanding for all involved parties of the purpose, goals and objectives of the CEO evaluation process.

3.1.3 Establish an objective, standard, fact and performance-based approach to evaluate the CEO.

In general, the objective of this Policy is to outline a methodology and process that will guide the ICC toward the desired results. The process is expected to be a collaborative effort between the CEO Evaluation Committee, the Board of Directors, and the CEO.

3.2 The objectives of the evaluation process are to:

3.2.1 Focus the CEO's activities on the organization's mission and strategic plan.

3.2.2 Encourage the CEO to pursue professional and personal development opportunities.

3.2.3 Communicate and gain concurrence of the Board expectations of the CEO.

3.2.4 Provide a mechanism to assess how effectively the CEO has implemented Board policies and decisions.

3.2.5 Provide a basis for future CEO performance expectations.

3.2.6 Facilitate coordination and teamwork among the organization's leadership.

3.2.7 Establish parameters for CEO performance that enable the Board to provide constructive feedback regarding CEO's leadership and actions in line with the organization's values performance.

3.2.8 There should be no explicit or warranted implication that compensation is related to performance. It is sufficiently understood and is listed under bullet point #4 below. Recognize accomplishment of goals during the review period.

The ICC is a complex association whose stakeholders are diverse in their needs and their level of engagement with the association. Accordingly, the CEO evaluation process and criteria must be balanced between the competing perspectives of the stakeholders. The perspectives include financial, membership, technical, customer, employee and community. The evaluation process should satisfy the following goals:

- Link executive performance to the organization's mission, values and goals.
- CEO growth and development
- Strengthening Board/CEO relationship and foster collaboration and communication
- Appropriate assessment and reward of CEO performance

4.0 Rules and Procedures:

4.1 The CEO Evaluation Committee will be appointed by the newly-elected President within one week of the end of the Annual Business Meeting (ABM). The Committee will review the current year's CEO performance appraisal process and develop proposed changes, a timeline and evaluation tool recommendations to be presented to the Board for approval at its Winter Board Meeting. (The CEO, at the Committee's discretion, may be asked to draft and present proposed goals, objectives and evaluation criteria.)

4.2 The Committee will present its process, time-line and evaluation tool recommendations to the Board of Directors for approval.

4.3 The CEO and Board of Directors will discuss the goals and objectives for the coming year to determine a final plan. The Board of Directors will then approve a final CEO evaluation plan.

4.4 The Committee and Board of Directors will utilize the evaluation tools approved to complete the CEO performance appraisal during the year.

4.5 The CEO will complete any requirements of the evaluation process and submit the results to the Committee or a designated Committee member. (This may include periodic reports on progress toward achieving the goals as set forth by the Board of Directors.)

4.6 Prior to the final Board meeting of the current Board, the Committee will meet and review all information submitted along with any other relevant documentation and will compare documentation of organization results or data to the CEO's goals and objectives.

4.7 The Committee will prepare a final CEO performance evaluation report, including a cover memo for Board review and action, to be presented at the regularly scheduled Board Meeting held in conjunction with the Annual Business Meeting. The Committee memo will summarize strengths and weaknesses, goals, improvement and development plans, and a recommendation on the overall performance status.

4.8 The CEO will be provided the opportunity to respond to the Committee's assessment before it is presented to the Board for approval.

4.9 The final Committee report and CEO response will be presented to the Board of Directors and the Board will finalize and approve the CEO evaluation. The meeting minutes will reflect actions taken and will be filed in the permanent record.

4.10 The President shall meet with the CEO to discuss the results of the appraisal process and the resulting Board decision.

4.10.1 At the President's discretion the Committee and/or the Board of Directors will then meet with the CEO.

5.0 CEO Evaluation Committee: The Board of Directors shall have oversight responsibilities as set forth in this Policy; provided, however, that a CEO Evaluation Committee ("the Committee"), made up of one Executive Committee member of the Board and a minimum of three (3) members of the Board, appointed by the incoming President, has the authority to act in accordance with the provisions of this policy and the Committee shall advise and update the Board on these matters.

6.0 Committee Responsibilities: The Committee shall maintain absolute confidentiality around its deliberations and evaluation results. The Committee shall establish an evaluation process that is intended to promote collaboration between the Committee, the Board of Directors and the CEO. The Committee shall direct all data requests to the CFO to assist in completion of their evaluation process.

The Committee's primary responsibilities are to:

6.1 Review the CEO's job description annually to ensure it supports the mission, value and goals of the association and obtain Board approval of the CEO's job description.

6.2 Design the CEO performance appraisal process, including selection of the evaluation tools.

6.3 Establish a timeline for the each step in the current year's CEO evaluation process and development of the upcoming year's goals, objectives and evaluation criteria.

6.4 Recommend the CEO's goals, objectives and evaluation criteria for the upcoming year to the Board.

6.5 Present the recommended process to the Board for discussion and action.

6.6 Prepare the final CEO performance appraisal which is initiated according to the Board approved CEO performance appraisal process.

6.7 Review performance appraisal process, tools, policy and recommend needed revisions to the Board for subsequent year.

6.8 Implement all Board approved actions.

7.0 Board Responsibilities:

7.1 Formally approve the CEO job description, CEO evaluation process, process time-line and evaluation tools.

7.2 Approve the proposed CEO goals and objectives and evaluation criteria for upcoming year.

7.3 Individually, complete a CEO performance appraisal using the tool provided by the Committee.

7.4 The board collectively should have the opportunity to evaluate the CEO based on the approved process that was prepared by the evaluation committee.

Addendum 1 – *Timeline Example.*

This example illustrates the CEO evaluation process beginning and ending at the Annual Business Meeting (ABM). The Committee is free to amend this example from year to year consistent with this framework.

1. **Immediately Following the Annual Business Meeting:**
    a. CEO Evaluation Committee is appointed by the newly-elected President.
    b. The CEO Evaluation Committee Chair meets with the CEO to discuss and initiate the development of goals and objectives for the upcoming CEO Evaluation Cycle.
    c. CEO Evaluation Committee creates evaluation process documents and reviews with CEO prior to Winter Board Meeting.
2. **Winter Board meeting:**
    a. A full comprehensive draft of the Evaluation Plan is submitted to the BOD.
    b. CEO and BOD shall discuss Goals and Objectives for the coming year to determine a final Evaluation Plan.
    c. The BOD shall approve the final Evaluation Plan.
3. **15 days after Winter Board Meeting:** the final Evaluation Plan, including a full set of written goals, objectives and expectations, is sent to the CEO and each member of the BOD in report form.
4. **Ongoing Evaluation Process:**
    a. BOD may use the report form to track progress and to submit evaluation comments to the Evaluation Committee during the year.
    b. The CEO periodically reports to the BOD progress towards goals in the Evaluation Plan.
5. **Spring Board Mid-Year Meeting**
    a. CEO submits a completed mid-year self-evaluation to the Evaluation Committee. Report may include the use of special evaluation tools.
    b. CEO reports progress towards goals as noted in the Evaluation Plan.
6. **1 month prior to Board Meeting in Conjunction with ABM:**
    a. CEO submits completed Self Evaluation to the BOD.
    b. BOD submits completed annual Evaluation review forms to the Evaluation Committee Chair, who compiles the responses.
    c. Evaluation Committee prepares a final Evaluation Report based on input from the BOD and CEO.
7. **Board meeting in Conjunction with ABM:**
    a. Evaluation Committee Chair presents final Evaluation Committee Report to the BOD.
    b. CEO presents response to the report.
    c. BOD reviews and discusses the Evaluation Report and the CEO response in order to determine the level of compliance with the Evaluation Plan.
    d. BOD finalizes the Evaluation Report and presents final evaluation to CEO and then to Compensation Committee.

Addendum 2 – Annual Goals Example

Goal	Description	2025 oneICC Reference	Comments
1			
2			
3			
4			
5			

Addendum 3 – Evaluation Report Example

CEO EVALUATION REPORT
International Code Council

Name

Rate the CEO by circling the block with the description that most nearly expresses your judgment on each performance area.

PERFORMANCE AREA	**INADEQUATE**		**WEAK**		**FAIR**		**GOOD**		**OUTSTANDING**	
1) Leading Change This core qualification involves the ability to bring about strategic change, both internal and external to the organization, while meeting organizational goals. This qualification will require the ability to establish an organizational vision and to implement it in a continuously changing environment.	1	2	3	4	5	6	7	8	9	10
	Comments:									
2) Leading People This core qualification involves the ability to lead people toward meeting the organization's vision, mission, and goals. This qualification will require the ability to provide an inclusive workplace that fosters the development of others, facilitates cooperation and teamwork, and supports constructive resolution of conflicts both within and outside the organization.	**INADEQUATE**		**WEAK**		**FAIR**		**GOOD**		**OUTSTANDING**	
	1	2	3	4	5	6	7	8	9	10
	Comments:									
3) Results Driven This core qualification involves the ability to meet organizational goals and stakeholder expectations. This qualification will require the ability to make decisions that produce high-quality results by applying knowledge of the membership needs, analyzing problems, and calculating risks.	**INADEQUATE**		**WEAK**		**FAIR**		**GOOD**		**OUTSTANDING**	
	1	2	3	4	5	6	7	8	9	10
	Comments:									
4) Business Acumen This core qualification requires the ability to manage human, financial, and information resources strategically.	**INADEQUATE**		**WEAK**		**FAIR**		**GOOD**		**OUTSTANDING**	
	1	2	3	4	5	6	7	8	9	10
	Comments:									
5) Building Coalitions This core qualification requires the ability to build coalitions internally and externally, membership or industry, private or public to achieve mutual and common goals.	**INADEQUATE**		**WEAK**		**FAIR**		**GOOD**		**OUTSTANDING**	
	1	2	3	4	5	6	7	8	9	10
	Comments:									

ICC INTERNATIONAL CODE COUNCIL®
Planning for a New Generation

CEO EVALUATION REPORT
Event Assessment

1. Is the CEO satisfactorily performing his job? Which events and/or occurrence particularly reflect his performance?

2. What actions should be taken to help the CEO become more effective?

3. Comments and areas for attention:

PERFORMANCE AREA	REQUIRES IMPROVEMENT		REQUIRES ATTENTION		AVERAGE		HIGHER THAN AVERAGE		OUTSTANDING	
How is the CEO performing relative to your expectations and knowledge of those in comparable positions?	1	2	3	4	5	6	7	8	9	10
	Comments:									
Completed by:	Date:									