

Updates to ICSC Bylaws and Governance

In January 2015, the Board of Trustees voted to approve an update to the ICSC Bylaws. The updated Bylaws, called “Restated” Bylaws, benefit ICSC and its members by strengthening the relevance of the organization and making it more responsive to members’ needs, by increasing transparency of governance and management and by improving its system of checks and balances of power.

Board of Trustees

Under the new structure, the Board of Trustees (“BOT”) will perform a high-level advisory role, while a subset of the BOT known as the Executive Board (“EB”) takes on responsibility for all policy and governance. This is a change from the old structure in which the larger BOT held all governing authority. This reduction of members with ultimate decision making authority was made to give more focus to business meetings and create greater responsiveness for policy and governance actions.

The BOT will have control over the Executive Board and will be responsible for the (i) annual election of the Executive Board members (and has the power to remove members); (ii) annual election of the ICSC Chairman and Vice Chairman; and (iii) approval of all changes to the Bylaws. The BOT will continue to meet two to three times each year to engage in industry discussions and idea exchange. The BOT consists of 52-57 members elected by a majority of Regular Company Members at the Annual Meeting of Members. Members of the BOT serve a three-year term with a maximum of two consecutive terms.

Executive Board and Officers

The EB is the subset of the BOT that has been vested with all policy and governing authority for ICSC. The EB is comprised of 12-15 current Trustees elected to the EB by the BOT to represent the diverse makeup of ICSC in terms of geography, participation of volunteers, and type of company. Voting members of the EB serve a three-year term with a maximum of two consecutive terms. This is a change from the old Executive Committee structure, which had more limited powers and included 21 Executive Committee members appointed by the ICSC Chairman (with only the officers elected by the Board).

There are three voting officers of the EB (Chairman, Vice Chairman, and Past Chairman) who each serve a one-year term. The Chairman will chair both the EB and the BOT and is responsible for appointing (with EB approval) Standing Committee chairs; Ad Hoc Committee members and chairs; and the Divisional Vice Presidents. The Vice Chair is a newly created position. He or she will perform the duties of Chairman when the Chairman is unavailable. The CEO/President, Treasurer/CFO and Secretary/General Counsel of ICSC will now serve as non-voting *ex-officio* officers of the EB.

Divisional Vice Presidents

The new governance structure retains the six Divisional Vice Presidents representing Central U.S., Eastern U.S., Southern U.S., Western U.S., Canada and Europe, who are appointed by the ICSC Chairman with EB approval and serve on the newly created North American Leadership Committee or European Leadership Committee. DVPs serve a one-year term with a maximum of three (3) consecutive terms. DVPs must be current or past Trustees at time of appointment.

Committees

Under the new structure, all committees report to the EB. This is a change from the old structure in which Standing Committees reported to the BOT and the Executive Committee (which was itself a Standing Committee) but were instruments of the BOT. Standing Committee members will now be appointed by the new Nominating and Governance Committee with EB approval. Chairs of Standing Committees are appointed by the ICSC Chairman with EB approval. This is a change from the old structure in which Standing Committee chairs were appointed by the ICSC Chairman and Standing Committee members were appointed by their respective chairs. Standing Committee members serve a one-year term with a maximum of three consecutive terms. This is a change from the old structure in which Standing Committee members had a three-year term with a maximum of two consecutive terms.

The new structure also provides for Ad Hoc committees and task forces, which were not specifically contemplated in the old Bylaws. Ad Hoc committees and task forces may be created by the EB to address any project or business of ICSC as the need arises. Ad Hoc committee members and chairs are appointed by the ICSC Chairman with EB approval. Ad Hoc Committees will be reviewed annually to assess continued need for the committee’s work and membership changes. Committee members shall serve until a new slate of committee members is appointed or the committee is dissolved by the EB.