

**1Q2020 IFTA, Inc.
Board of Trustees Meeting
February 2020**

Board Members

Scott Bryer	New Hampshire
Christie Chewning	North Carolina
Dany Couillard	New Brunswick
David Nicholson	Oklahoma
Rodney Richard	Arkansas
L. Michael Romeo	Connecticut
Antoinette Tannous	Quebec
Helen Varcoe	Montana
Richard Wagner	Nevada

IFTA Team

Carmen Martorana	Executive Director
Monica Halstead	Business Supervisor
Debora Meise	Communications & Training Director
Tammy Trinker	Events Administrator

Guest Speakers

Tim Adams	IRP, Inc. CEO
Jeff Hood	IRP, Inc.
Robert Pitcher	American Trucking Association
Dennis Vanderslice	Automotive Rental

Additional Guests

Rick LaRose	ProMiles
Gary Markham	ProMiles
Kevin Davis	Idaho
Renee Kyser	Alabama
Heidi Crawford	Nebraska
Marsha Douglas-Roy	Quebec

- 1) **Call to Order** – *Mr. Scott Bryer (NH), IFTA, Inc. Board of Trustees*
 - a) Mr. Bryer called the meeting to order
 - b) Introductions of the new Board members were presented and included
 - Ms. Christie Chewning (NC)
 - Mr. Dany Couillard (NB)
 - Mr. Richard Wagner (NV)

- c) All current Board members were in attendance
- d) Guest speakers were introduced and included
 - Mr. Tim Adams, IRP, Inc. CEO
 - Mr. Jeff Hood (IN), IRP, Inc. Board of Directors Chair
 - Mr. Robert Pitcher, American Trucking Associations Consultant
 - Mr. Dennis Vanderslice, ARI Fleet and Industry Advisory Committee (IAC) Chair

2) **Closed Session** – *IFTA, Inc. Board of Trustees*

- a. The Board went into a closed session for the purpose of electing the 2020 Executive Committee
- b. The Executive Committee for 2020 were elected as follows
 - Ms. Helen Varcoe (MT), Second Vice President
 - Ms. Antoinette Tannous (QC), First Vice President
 - Mr. Scott Bryer (NH), President

3) **Approval of the 4Q 2019 Minutes** – *Mr. Bryer*

Motion: Mr. David Nicholson (OK) moved to approve the minutes from the Fourth Quarter 2019 IFTA, Inc. Board of Trustees meeting. Mr. Rodney Richard (AR) seconded the motion. With no corrections or amendments to the minutes, the Board passed the motion with seven in favor and two abstentions.

4) **Board Actions via Email and Conference Call** – *Mr. Bryer*

Motion: Mr. L. Michael Romeo (CT) moved to approve the conference call minutes and Board Actions by Email. Ms. Tannous seconded the motion. With no corrections or amendments, the Board passed the motion with six in favor and three abstentions.

5) **Consent Agenda** – *Mr. Bryer*

- a. The Board acknowledged the committee reports presented with no action items required

6) **Appointment of Board Liaisons to Committees and Jurisdictions** – *Mr. Bryer*

- a. IFTA Standing Committee liaison appointments were reviewed and appointed as follows
 - Agreement Procedures Committee (APC) – Ms. Varcoe as Lead and Mr. Wagner
 - Audit Committee (AC) – Mr. Romeo as Lead and Mr. Nicholson
 - Clearinghouse Advisory Committee (CAC) – Mr. Richard as Lead and Mr. Couillard
 - Dispute Resolution Committee (DRC) – Mr. Nicholson as Lead and Mr. Richard
 - Industry Advisory Committee (IAC) – Mr. Romeo as Lead and Ms. Tannous
 - Law Enforcement Committee (LEC) – Mr. Bryer as Lead with Ms. Chewing and Mr. Wagner
 - Program Compliance Review Committee (PCRC) – Mr. Bryer as Lead with Mr. Couillard and Ms. Chewing
 - IFTA/IRP Board Subcommittee – Mr. Bryer, Ms. Tannous, and Ms. Varcoe

- b. Jurisdiction liaisons were also reviewed by the Board and assigned as follows
 - Scott Bryer: DE, MD, **NH**, NJ, PA
 - Antoinette Tannous: NL, NS, ON, PE, **QC**
 - Helen Varcoe: AZ, CA, CO, **MT**, OR, WY
 - Michael L. Romeo: **CT**, MA, ME, NY, RI, VT
 - Rodney Richard: AL, **AR**, FL, GA, KY, LA
 - David Nicholson: IA, IL, IN, KS, MI, MN, MO, ND, NE, OH, **OK**, SD, WI
 - Dany Couillard: AB, BC, MB, **NB**, SK
 - Richard Wagner: ID, NM, **NV**, TX, UT, WA
 - Christie Chewing: MS, **NC**, SC, TN, VA, WV

7) **IFTA, Inc. Update** – *Mr. Carmen Martorana, IFTA, Inc. Executive Director*

- a. An IFTA, Inc. organizational chart, which included the new Team member titles, was presented to the Board
- b. The new Team titles include
 - Executive Director – Carmen Martorana
 - Business Supervisor – Monica Halstead
 - Communications and Training Director – Debora Meise
 - IT Manager – Jason DeGraf
 - Technical Development and Support – Tom King
 - Events Administrator – Tammy Trinker
 - Program Compliance Review Facilitator – Maria Coronado

Motion: Mr. Romeo moved to approve the IFTA, Inc. Organizational Chart. Mr. Richard seconded the motion. The motion was approved unanimously.

- c. Policy memorandums created to strengthen the internal IFTA, Inc. controls were then presented to the Board
 - Travel Pre-Authorization
 1. All team members forward their requests to the Executive Director for approval
 2. The Executive Director will continue to inform the Board and submit this request to the Business Supervisor or the Communications and Training Director for approval
 3. For purchases over the Executive Director's threshold the Board will be presented with this request
 - Credit Card and Non-Travel Related Purchases
 1. All team members will complete a form outlining all monthly credit card purchases for reconciliation
 2. Purchases exceeding the threshold must first be presented to the Executive Director for authorization
 3. All team members forward this form to the Business Supervisor for reconciliation
 4. The Business Supervisor will forward this form to the Executive Director for reconciliation
 5. The Executive Director will forward this form to the Business Supervisor for reconciliation

- The Board will review and approve these new policy memorandums as a part of the financial procedures
- d. IFTA, Inc. continues to work towards improving internal processes by integrating the clearinghouse and netting processes to reduce errors and multiple spreadsheets
- e. A new automated Help Desk with email tracking has been implemented into the website
- f. IFTA, Inc. continues to be fiscally responsible
 - Reviewing subscriptions for website training resources
 - Investigating the purchase of audio-visual equipment to determine a cost savings from renting specific items from hotel venues for the IFTA related events
 1. The Board requested additional research for purchasing audio-visual equipment and procuring key backup equipment as well
 - Requested proposals to move the LAN servers to a cloud-based server
 1. Several servers are maintained at the co-location and include the clearinghouse servers, website servers, and the IFTA, Inc. LAN servers which is used internally for email and file sharing and saving)
 2. All current IFTA servers are two years old and have a life span of five years maximum
 3. The co-location expense is \$1,200 per shelf per month and a single shelf could be released without penalty
 4. A lead proposal for the cloud-based server was presented to the Board
 5. It was estimated that this move could be completed in approximately two weeks once approved by the Board

Motion: Ms. Tannous moved to authorize the Executive Director to spend up to \$7,500 to move the IFTA, Inc. LAN server to a cloud-based server. Mr. Wagner seconded the motion.

6. Once approved by the Board, IFTA, Inc. would contact the company immediately and request a deadline of March 31 to incorporate the change

Amended Motion: Mr. Nicholson moved to have a completion date of March 31, 2020. Ms. Varcoe seconded the motion. The amended motion passed 9 to 0.

Vote on Original Motion: Mr. Bryer called for a vote on the original motion. It was passed 9 to 0.

7. Discussion was held of where the funds for this move should be pulled from

Motion: Mr. Couillard moved to allow \$5,000 be pulled out of the investment account with the ongoing expenses to be pulled from the operational expenses. Mr. Richard seconded this motion. The motion passed 9 to 0.

- In conjunction with the title changes, new website, and achieving the strategic goals, a graphics designer was hired to assist in creating a new IFTA logo that was presented to the Board for approval

Motion: Ms. Tannous moved to approve the new IFTA logo. Mr. Couillard seconded the motion. The motion was approved unanimously 9 to 0.

1. Discussion was held regarding purchasing a patent, copy righting and registering, or trademarking the new logo

Motion: Mr. Nicholson moved to require that IFTA, Inc. research and obtain copywriting, registering, or trademarking the new IFTA logo. Ms. Varcoe seconded the motion. The motion passed with eight in favor and one abstention.

2. IFTA, Inc. will research the options available for either copywriting or trademarking the new IFTA logo
- g. IFTA, Inc. issued a survey regarding updating the website
 - The top four reasons people access the website included manuals, events, tax rates, and ballot information
 - The graphic designer was also hired to assist with an overview and color scheme while the IFTA, Inc. continues to work on the new website design itself
 - It is anticipated that the new website will be implemented by the 2020 Annual IFTA Business Meeting
- h. Performance evaluations are currently underway for the IFTA, Inc. Team

8) **Strategic Plan** – *Mr. Martorana*

- a. Priority action items and their statuses were reviewed by the Board. Some of these priorities included
 - Cross training of all IFTA, Inc. team members
 - Creating and distributing an electronic quarterly newsletter
 - Creating a list serve where jurisdictions can ask and answer questions
 - Improving communications between jurisdictions and the IFTA Board
 - Researching allowing industry representatives on key committees
 - Hosting meetings between the IFTA and IRP leadership
 - Creating a working group to investigate the implications of electronic logging devices (ELD), GPS, and other technological changes
 - Creating a working group to investigate and assess implications of alternate fuels
 - Increasing IFTA's social media footprint
 - Adopting a learning management system (LMS)
 - Developing and hosting learning opportunities for membership on key issues
 - Researching additional capacity for technical assistance for current programmers
 - Investigating modernizing the IFTA balloting procedures

9) **Board Member Guide (Combined and Updated)** – *Ms. Monica Halstead, IFTA, Inc. Business Supervisor*

- a. The Board was presented with the newly updated Board Member Guide for their review
- b. A list of IFTA policies will also be incorporated into this document
- c. The Guide will include an appendix documenting historical votes from Board meetings, the Board's message board, and the Annual IFTA Business Meeting
- d. The Board Member Guide is accessible through the IFTA, Inc. website

10) **Industry Advisory Committee Update** – *Mr. Vanderslice*

- a. The IAC is currently addressing various issues which include, but are not limited to:
 - Ongoing refusal to allow multiple IFTA accounts
 - Requirement that applicants for licenses be incorporated in state
 - States requiring in-state address to match the address for EIN
- b. The IAC Steering Committee is working to resolve these outstanding issues in a timely manner
- c. It was observed that there were communication concerns between industry and membership that need to be addressed which includes, as an example, multiple IFTA accounts and un-receipted fuel

11) **IRP, Inc. Update** – *Mr. Adams*

- a. IRP, Inc. Board of Directors officer elections were held in the Fall, 2019, and became effective January 1, 2020
 - Mr. Jeff Hood (IN), Chair
 - Ms. Tammi Popp (PA), Vice-Chair
 - Mr. Kevin Davis (ID), Treasurer
- b. The IRP Board met in January 2020 and included presentations from partner organizations including the Unified Carrier Registration (UCR) Plan
- c. IRP, Inc. continues to develop a strategic path and address ways to enhance motor carrier service community engagement and volunteerism
- d. IRP, Inc. continues to pursue innovative technologies and enhance services to membership
- e. IRP, Inc. will be researching applying for grants for federal funding to assist in completing some of their strategic goals and major initiatives such as modernizing the IRP Clearinghouse, a new data repository, electronic verification of operating credentials (EVOC), education and training through an LMS, and synergies with IFTA
- f. A high priority grant was received from the FMCSA to begin work on the IRP Clearinghouse modernization as well as the EVOC process
- g. A Request for Proposal is being drafted by the IRP Clearinghouse Working Group and plans to have a vendor selected by July 2020
- h. An IRP Finance Working Group is reviewing and evaluating operational costs to enhance services for membership which could lead to requiring additional revenue, staff, and resources
- i. An IRP Communications Working Group was established and tasked with exploring the communications of IRP, Inc.
- j. The IRP, Inc. website now works on various electronic devices such as laptops, iPads, and mobile devices
- k. The IRP Annual Meeting will be May 5 -7 in St. Paul, MN
 - Committee meetings will be held May 5
 - The IRP Board of Directors meeting will be held May 8

12) **CBI – Reporting of Un-Receipted and Untaxed Fuel** – *Mr. Nicholson*

- a. The Board reviewed and clarified the language of the CBI to be presented to membership at the 2020 Annual IFTA Business Meeting
- b. This CBI addresses an issue advised to the IAC by carriers and service providers that some IFTA member jurisdictions have either failed to validate tax returns or do not provide a return that enables a licensee to report all fuel placed into the supply tank of a qualified

motor vehicle. Licensees are attempting to report either un-receipted fuel (purchases were made for which no receipt was retained) or untaxed fuel (e.g., fuel bought ex-tax on a Native American reservation)

- c. During discussions it was explained that the Board could advise jurisdictions on how to collect the taxes for this issue but that the Board could not require the collection in a specific manner
- d. The Board agreed upon the following resolution in response to the CBID request:
 - The Board has determined that the Articles of Agreement and Procedures Manual require that all fuel placed in the fuel tanks of qualified vehicles, whether receipted or not, and whether taxed or not, must be reported to calculate the MPG and appropriate fuel taxes
 - Jurisdictions are required to provide tax returns that allow for the calculation of the correct MPG/KPL and appropriate fuel taxes. Per the language of the Articles of Agreement and the Procedures Manual, licensees are required to report all taxable gallons or liters. In order to accomplish this, jurisdictions must provide the ability for the licensee to report all fuel placed in qualified motor vehicles

Motion: Ms. Varcoe moved to approve the language for CBI 01-2019. Mr. Wagner seconded the motion. The motion passed 9 to 0.

13) IFTA, Inc. Updated Whistleblower and Financial Policies – Ms. Halstead

Motion: Mr. Nicholson moved to approve the amended IFTA, Inc. Whistleblower Policy. Mr. Richard seconded the motion. The motion passed 9 to 0.

- a. The financial policy had been significantly changed from its previous version
- b. The financial policy includes memorandums relating to in-house IFTA, Inc. procedures such as
 - Travel Pre-Authorization Form
 - Team Reimbursement Form
 - IFTA, Inc. Issued Credit Card and Non-Travel Related Purchases
- c. The Board also discussed late payments and interest fees relative to membership dues
- d. The financial policy was updated by IFTA, Inc. pursuant to the Board's recommendations and redistributed to the Board for consideration and a vote is pending through the Board's message board

14) IFTA, Inc. Quarterly Financial Statements and Budget – Ms. Halstead

- a. The Board reviewed the quarterly financial statements and budget in depth
- b. In reviewing the Clearinghouse funds netting statements it was noted that one late receipt was received in both November 2019 and January 2020
- c. Dividends from the liquidity investments, earned from investing Clearinghouse Netting Funds, total more than \$93,000, as of January 31, 2020
- d. The financial statements reviewed by the Board showed the total operating revenues are in good standing based upon the projected budget approved by the Board
- e. Reviewing the expenses against the revenue to date, it was shown that IFTA, Inc. remains financially sound with a net surplus of the budget

- f. IFTA, Inc. will review the current investment policy and work towards redrafting this policy and presenting it to the Board at the 2Q 2020 Board meeting for consideration and vote

15) **Clearinghouse Update** – *Ms. Halstead*

- a. Over the course of a three-year period, from 2017 to 2019, a 6% increase in transmittal records has been posted to the Clearinghouse
- b. Significant increase was recorded for the demographic data as well
- c. Users have begun utilizing web services to access the clearinghouse and the feedback has been positive
- d. A clearinghouse survey asked users about web services and if users are interested in learning more about them
- e. Both Oklahoma and Manitoba added law enforcement personnel to access the demographic data in the clearinghouse
- f. The Board reviewed and amended a Board charge to the CAC which includes
 - Researching the validity platforms under consideration for the clearinghouse modernization project and providing a preliminary report to the Board, detailing the benefits and risks of the proposed options
 - Researching ways in which jurisdictions can be encouraged to validate data prior to uploading it to the IFTA, Inc. Clearinghouse
 - Coordinating with IFTA, Inc. Team Members to inform membership about the use of Web Services
 - Developing a strategy for making Clearinghouse data more useful to membership
- g. The CAC Board charge will be finalized by IFTA, Inc. and presented to the Board for vote through the Board message board following the conclusion of the Board meeting

16) **Review of Bylaws Change** – *Mr. Martorana*

- a. The Board reviewed the amended Bylaws at length

Motion: Ms. Varcoe moved to have the Communications Director and Events Administrator review the Bylaws for errors and edit the document accordingly. Once completed the Bylaws would then be posted to the Board’s message board for a two-week period for review by the Board wherein a two-week voting booth would be open. Mr. Nicholson seconded the motion. The motion passed 9 to 0.

- b. Following the IFTA, Inc. Team review of the Bylaws, the document will be posted to the Board’s message board for a thorough review prior to voting to approve the document
- c. Once the Bylaws have been approved by the Board, the document will be presented to membership at the Annual IFTA Business Meeting for ratification

17) **Joint IRP and IFTA Executive Committee** – *Mr. Bryer, Mr. Martorana, Mr. Adams, Mr. Hood*

- a. Both the IFTA and IRP Boards have been discussing how to better enhance membership events to increase participation and attendance
- b. It was recommended that the Board and Board Liaisons to the respective hosting committees have more involvement in the preparation of the organizational events
- c. Other items that the organizations have been discussing include an LMS and the future progression of organizational events

- d. It was discussed that the hosting of future events should be considered and reviewed for any negative financial impact on either, or both, the IFTA and IRP organizations
- e. The IRP Board of Directors will be meeting in May 2020 and have asked for a direction and plan that could be implemented to assist membership in these areas
- f. The Board discussed having the Executive Committees of both the IRP Board of Directors and IFTA, Inc. Board of Trustees meet to review these concerns and other related issues

Motion: Ms. Varcoe moved that the IFTA, Inc. Board of Trustees Executive Committee meet with the IRP Board of Directors Executive Committee schedule a meeting to review agenda items discussed by the IFTA Board to see how these issues could be resolved for the best output for both communities. Ms. Chewing seconded the motion. The motion passed 9 to 0.

18) **Committee Charges** – *Mr. Martorana*

Motion: Mr. Romeo moved to approve the Board charge to the Agreement Procedures Committee as presented. Ms. Tannous seconded the motion.

Motion: Ms. Varcoe moved to discuss the Board charge to the Dispute Resolution Committee. Mr. Nicholson seconded the motion.

- a. The Board amended the charge to the Dispute Resolution Committee and added a time line to the charge

Motion: Ms. Varcoe moved to approve the amended Board charge to the Dispute Resolution Committee. Mr. Wagner seconded the motion. The motion passed 9 to 0.

- b. The Board reviewed the Clearinghouse Advisory Committee Board charge
- c. It was decided that the charge should be separated and that the Law Enforcement Committee and Clearinghouse Advisory Committee be charged individually, with separate Board charges
- d. The Board reviewed the timeline for each of the outlined items in the charge and set due dates accordingly

Motion: Ms. Varcoe moved to approve the Board charge to the Clearinghouse Advisory Committee as amended by the Board. Ms. Tannous seconded the motion. The motion passed 9 to 0.

Motion: Ms. Varcoe moved to approve the joint charge to the Law Enforcement Committee and Clearinghouse Advisory Committee as directed by the Board. Mr. Nicholson seconded the motion. The motion passed 9 to 0.

- e. IFTA, Inc. will finalize these Board charges prior to release following the conclusion of the Board meeting

19) **Revenue Raisers** – *Mr. Martorana*

- a. IFTA, Inc. has been reviewing ways in which to raise revenue for the organization
- b. Some of the recommendations included

- Subscriber Fees to be assessed to non-member users for access to a separate message board, limited website contact information, meeting and training materials, survey results, webinars, semi-annual conference calls hosted by IFTA, Inc., the quarterly newsletter, and a 10% discount on registration fees for one attendee to one IFTA hosted event
- Sponsorship Levels reclassified as Friends, Supporters, Associates, and Event Partners

Motion: Ms. Varcoe moved to proceed with approval for the IFTA revenue raisers as outlined. Mr. Romeo seconded the motion.

- c. It was clarified that the Subscriber and Sponsorship revenue would be different
- d. It was further clarified that a Sponsor would be offered a Subscriber membership benefits for one calendar year

Vote on Motion: Mr. Bryer called for a vote on the motion. It was passed 9 to 0.

20) **LMS Research, Joint IRP Collaboration, Potential Costs** – *Mr. Martorana*

- a. Pursuant to the Strategic Plan, IFTA, Inc. has been charged with creating a platform where membership can complete training online and receive a certification confirming the training
- b. IFTA, Inc. reviewed different Learning Management Systems (LMS) and varying implementation and annual fees
- c. Discussions with IRP, Inc. will be held to determine if joint purchasing of an LMS would be valuable to both organizations
- d. Further research will be necessary to determine if “off the shelf” platforms or custom LMS platforms were more viable
- e. Areas of content for the LMS were considered and included
 - IFTA 101 and IRP 101
 - Auditor training
 - Carrier training
 - Clearinghouse training
 - Website training
 - New committee members training
 - New Board members training
- f. The cost of maintaining the system, as well as actual training, should be considered in selecting an LMS
- g. The Board determined that it could not appropriate funds until a more definite direction was established for the system

21) **Review of Plus One Person Funding and IFTA Travel Policy** – *Mr. Martorana*

- a. IFTA, Inc. presented a new memorandum for the Board’s consideration regarding the Plus One Person (POP) funded traveler program
- b. IFTA, Inc. also presented an updated IFTA Travel Policy for the Board’s consideration

Motion: Mr. Wagner moved to approve the IFTA Travel Policy and Plus One Person Funded Traveler Memorandum. Mr. Nicholson seconded the motion. The motion passed 9 to 0.

22) **IFTA, Inc. Auditor and Attorney Update** – *Mr. Martorana*

- a. Because IFTA, Inc. has not been audited in three years, the Team has been reviewing five different auditing firms in order to make a recommendation to the Board
- b. Ball & McGraw, P.C., Certified Public Accountants, was recommended and specializes in non-profit auditing
- c. Ball & McGraw can conduct a SOC I audit; an auditing firm will still need to be identified for a SOC II audit
- d. The auditing firm has agreed to conduct audits for the periods ending June 30, 2018, 2019, and 2020
- e. Upon the completion of these audits the Board can review the commitment for future audits

Motion: Ms. Varcoe moved to approve Ball & McGraw, P.C., to conduct the annual financial audits for 2018, 2019, and 2020. Ms. Tannous seconded the motion. The motion passed 9 to 0.

- f. The Board had asked IFTA, Inc. to research attorneys for the organization
- g. Caritas Law Firm was recommended and specializes in non-profit and corporate law
- h. It was further recommended that, upon the Board's review of the corporation Bylaws, Employee Handbook, and Articles of Incorporation, the Board issue a retainer to Caritas Law Firm and permit the firm to review the documents

Motion: Ms. Varcoe moved for approval of the law group, Caritas Law Firm, to be the associations attorney. Ms. Chewning seconded the motion. The motion passed 9 to 0.

- i. The Board requested that the attorney be available for introductions during the Second Quarter 2020 IFTA, Inc. Board of Trustees meeting

23) **IFTA, Inc. Building Lease** – *Mr. Martorana*

- a. IFTA, Inc. can terminate the building lease for B-6 as of August 31, 2020
- b. It was recommended that the lease termination process begin immediately to ensure there will be no issues and that the landlord will have time to confirm the termination
- c. Advising the landlord immediately also allows the Team ample time to begin relocating to a shared office space location

Motion: Mr. Nicholson moved that IFTA, Inc. issue the cancellation letter immediately. Ms. Tannous seconded the motion. The motion passed 9 to 0.

- d. IFTA, Inc. has researched co-location workplaces to occupy as the shared office space once the lease has been terminated at B-6
- e. The Forum Cowork is in Chandler, AZ that requires monthly commitments which can be cancelled at any time
- f. IFTA, Inc. recommended membership at The Forum to begin March 1 in order to allow the Team time to reserve rooms in advance and begin the initial moving out procedures, including researching and securing storage facilities

Motion: Mr. Couillard moved to approve the co-location space, The Forum, as of March 1, 2020, in order to begin the IFTA, Inc. moving process. Ms. Tannous seconded this motion. The motion passed 9 to 0.

24) **Employee Handbook Update** – *Mr. Martorana*

- a. The Board reviewed and amended the IFTA, Inc. Employee Handbook
- b. IFTA, Inc. will make amendments to the handbook as recommended by the Board
- c. Following the revision, IFTA, Inc. will present the handbook to the attorney, including the sections relating to a work illness or injury, for a more formal review

Motion: Mr. Richard moved to approve the IFTA, Inc. Employee Handbook, subject to the attorney's review. Mr. Nicholson seconded the motion. The motion passed 9 to 0.

25) **Board Meeting Right to Know – Confidentiality** – *Mr. Bryer*

- a. The IFTA, Inc. Board of Trustees Meetings Policy was reviewed by the Board
- b. This policy allowed for openness and transparency during all IFTA related events
- c. It is the intent of the Board to have transparency with respect to actions, discussions, and records of the Board and their accountability to the organization's stakeholders as a whole
- d. One area reviewed in-depth included the minutes and records of all events
 - It was the Board's opinion to request a first draft of all minutes within thirty (30) days following the conclusion of an event with an approval of no later than fifteen (15) days for posting to the IFTA, Inc. website for the public
- e. Amendments were made to this document by the Board
- f. The policy will be posted to the Board's message board for further review and commentary following the Board meeting

Motion: Ms. Varcoe moved to add the IFTA, Inc. Board of Trustees – Meetings Policy to the Board's message board for vote following a thirty (30) day review period. Mr. Nicholson seconded the motion. The motion passed 9 to 0.

26) **ABM Topics** – *Mr. Martorana*

- a. The theme for the 2020 Annual IFTA Business Meeting will be the Evolution of IFTA, Inc.
- b. The Board reviewed several topics that are timely such as
 - Alternative Fuels Study Group
 - GPS Working Group
 - Follow up of the 2019 Annual IFTA Business Meeting breakout topics
 - Cyber Security
 - American Transportation Research Institute (ATRI)
 - Breakout Sessions that include
 1. Clearinghouse for jurisdictional representatives only
 2. Challenges of highway funding
 3. Interpreting the IFTA manuals
 - Regional Breakouts for each of the five IFTA regions

27) **Committee Reports** – *Board Liaisons*

- a. No committee reports were presented with action items
- b. The Alternative Fuels Working Group was developed during the 4Q 2019 Board meeting

- Members of this committee include the following
 1. Mr. Nicholson
 2. Mr. Wagner
 3. Ms. Varcoe
 4. Mr. Couillard
 5. Mr. Stephen Wisyanski (PA)
 6. Mr. Pitcher
 7. Mr. Gary Bennion (XPO Logistics)
- The working group was assessed a Board charge which was previously approved and includes
 1. Researching and assessing how the development of alternatively fueled vehicles may reasonably be expected to affect IFTA
 2. Providing specific guidance to member administrators and industry faced with legislative proposals on alternative fuels
 3. Providing specific guidance to members on what IFTA's role is with respect to the taxation of alternatively fueled vehicles
- The working group will provide a report to the Board during the 2Q 2020 Board meeting as well as a report to membership during the Annual IFTA Business Meeting
- c. The GPS Standardization Working Group held a conference call in mid-January
 - The working group distributed a survey to both member jurisdictions and industry representatives
 - Survey responses are currently being reviewed by the working group
 - The working group will request a two-day face-to-face meeting in conjunction with the IRP Annual Meeting in early May
 - Funded travel for IFTA representatives to attend the face-to-face meeting of the working group was discussed by the Board

Motion: Ms. Varcoe moved to fund two representatives as defined to attend the IRP Annual Meeting to attend the GPS Standardization Working Group face-to-face meeting. Mr. Romeo seconded the motion.

- It was clarified that funding would be just for the GPS Standardization Working Group meeting and not the entire IRP Annual Meeting
- Attendees would fly in on Sunday, May 3, meet on Monday – Tuesday, May 4 – 5, and fly out on Wednesday, May 6

Vote on Motion: Mr. Bryer called for a vote on the motion. It passed 9 to 0.

28) **Clearinghouse Access Agreement** – *Mr. Martorana*

- a. The Clearinghouse Access Agreement was updated for the Board's review and approval
- b. IFTA, Inc. would like to issue the updated agreement to membership immediately to begin the 120-day process for signing and returning to IFTA, Inc.
- c. This document would be distributed to all IFTA Commissioners and would require the signature of the agency representative

Motion: Mr. Wagner moved to approve the updated IFTA Clearinghouse Access Agreement. Ms. Varcoe seconded the motion. The motion passed 9 to 0.

29) **Establish Election Committee** – *Mr. Bryer*

Motion: Mr. Nicholson moved to establish the 2020 Election Committee. Ms. Varcoe seconded. The motion passed 9 to 0.

- a. The Board members that are currently up for re-election include
 - Mr. Nicholson
 - Mr. Romeo
 - Ms. Tannous
 - Ms. Varcoe
- b. The Board members that constitute the Election Committee include
 - Mr. Bryer
 - Ms. Chewning
 - Mr. Couillard
 - Mr. Richard
 - Mr. Wagner
- c. The Election Committee nominated Mr. Richard as Chair

30) **Program Compliance Updates** – *Ms. Meise*

- a. The Program Compliance Review Committee (PCRC) met in January for a face-to-face reviewer training meeting
- b. During this two-day meeting the members completed the Iowa Program Compliance Review and began the Illinois review
- c. Weekly statuses are issued regarding the current reviews by IFTA, Inc.

31) **Regional Board Calls** – *Mr. Bryer*

- a. The Board established the first quarter regional Board calls
 - Northeast – March 5th
 - Southeast – March 19th
 - Midwest – March 11th
 - Western – March 9th
 - Canada – March 12th

32) **New Business** – *Mr. Bryer*

- a. Organizational events for the future were reviewed
 - Locations for the 2021 IFTA/IRP Audit Workshop being considered include
 1. Savannah, GA
 2. Tampa/St. Petersburg, FL
 3. Austin, TX
 4. New Orleans, LA
 - Joint hosting of the organizational events was discussed

- It was expressed that conference calls should be scheduled between the IFTA and IRP Executive Committees to better discuss the hosting of the IFTA/IRP Audit Workshop and IRP/IFTA Managers' and Law Enforcement Workshop
 - IFTA, Inc. will provide a list of possible dates for conference calls to IRP, Inc.
- b. The Joint Working Group Process was also reviewed
- During the 4Q 2019 Board meeting the Board was made aware of a collaborative effort between IFTA, Inc. and IRP, Inc. that would address topics of concern to both organizations
 - A general outline had been presented to the IRP Board of Directors for consideration and was recently amended and approved
 - This amended process was presented to the IFTA, Inc. Board of Trustees for consideration and approval
 - The amendment indicates that the process will be effective on a trial basis for one year and will be evaluated in February 2021

Motion: Ms. Varcoe moved to approve the amended Joint Working Group Process. Ms. Tannous seconded the motion. The motion passed 9 to 0.

- c. The Board was apprised of a request from the Audit Committee for a keynote speaker during the 2021 Audit Workshop to present a topic regarding communicating technical topics to non-technical audiences

Motion: Ms. Varcoe moved to identify a keynote speaker that will not exceed \$7,500 at the 2021 IFTA/IRP Audit Workshop. Ms. Tannous seconded the motion. The motion passed 9 to 0.

- d. The Law Enforcement Committee has also asked that the 2020 IRP/IFTA Managers' and Law Enforcement Workshop include a reception for the presentation of the Charles M. Mills Award of Excellence
- IFTA, Inc. will work with the committee to research this request and possible funding for this event
- e. Mr. Bryer recognized Mr. Adams, Mr. Jeff Hood (IN), and Mr. Kevin Davis (ID) as representatives on behalf of IRP, Inc. and thanked them for attending the First Quarter 2020 IFTA, Inc. Board of Trustees meeting

33) **Closed Session** – *Mr. Bryer*

- a. The Board then went into a closed session
- b. The First Quarter 2020 IFTA, Inc. Board of Trustees meeting was adjourned following the conclusion of the closed session