

**FOURTH QUARTER 2019
IFTA, INC. BOARD OF TRUSTEES MEETING
OCTOBER 23 – 24**

Board Members:

Stephen Nutter, President	Virginia Department of Motor Vehicles
Scott Bryer, First Vice-President	New Hampshire Department of Safety
Trent Knoles	Illinois Department of Revenue
Craig Lyon	Saskatchewan Ministry of Finance
David Nicholson	Oklahoma Corporation Commission
Rodney Richard	Arkansas Department of Finance
L. Michael Romeo	Connecticut Department of Revenue Services
Helen Varcoe	Montana Department of Transportation

IFTA, Inc. Personnel:

Carmen Martorana	Executive Director
Monica Halstead	Business Supervisor
Jason DeGraf	Information Services Director
Maria Coronado	Membership Services Officer
Tom King	Webmaster
Debora Meise	Senior Director
Tammy Trinker	Office and Events Administrator

Others in Attendance:

Richard Wagner	Nevada Department of Motor Vehicles
Robert Pitcher	American Trucking Associations, Inc.
Tim Adams	IRP, Inc. CEO

Presenters:

Kathy Queen	IFTA, Inc. Accountant, CPA
Josh Waitz	Chase Investments

- 1) **Call to Order** – *Mr. Stephen Nutter, IFTA, Inc. Board of Trustees (Board) President*
 - a) Mr. Nutter called the meeting to order
 - b) Eight of the current Board members were in attendance. Ms. Antoinette Tannous (QC), Second Vice-President, was unable to attend the meeting
 - c) Board member-elect, Mr. Richard Wagner (NV), Mr. Tim Adams, CEO of IRP, Inc., and Mr. Robert Pitcher, Consultant to ATA, also attended this meeting

- d) Mr. Nutter recognized and introduced the new IFTA, Inc. Executive Director, Mr. Carmen Martorana

2) **Approval of the Minutes** – *Mr. Nutter*

Motion: Mr. Scott Bryer (NH), First Vice-President, moved to discuss and approve the Second Quarter 2019 IFTA, Inc. Board of Trustees meeting minutes. Mr. David Nicholson (OK) seconded the motion.

Call for Approval: With no amendments to the minutes, the motion was approved unanimously.

Motion: Mr. Bryer moved to approve the actions taken via email from April 1 to September 30, 2019. Mr. L. Michael Romeo (CT) seconded the motion. The motion passed.

3) **Consent Agenda** – *Mr. Nutter*

- a) The Consent Agenda included reports from the Audit Committee (AC), Agreement Procedures Committee (APC), Law Enforcement Committee (LEC), and Dispute Resolution Committee (DRC)

Motion: Mr. Bryer moved to approve the Consent Agenda as presented. Mr. Trent Knoles (IL) seconded the motion. The motion passed.

4) **Clearinghouse Data Use** – *Ms. Monica Halstead, IFTA, Inc. Business Supervisor*

- a) Dr. Denvil Duncan, University of Indiana School of Public and Environmental Affairs (SPEA) submitted a proposal to utilize IFTA Clearinghouse data for a study
- b) The scope of this proposal is for access to the quarterly motor-carrier level data currently hosted by IFTA Inc. for the period 2009 to 2019 and would include data for the following:
 - (1) Number of accounts held by each motor-carrier;
 - (2) Quarterly fuel tax rates;
 - (3) Quarterly mileage and fuel consumption by fuel type; and
 - (4) Annual audit rates
- c) The Board determined that Dr. Duncan could not be provided access to the clearinghouse data due to confidentiality issues and taxpayer data. The Board will draft a response for Dr. Duncan following the Board meeting
- d) During the clearinghouse breakout held at the Annual IFTA Business Meeting, jurisdiction members stressed an interest in adding a vehicle mileage tax line to their IFTA returns. However, as the Access Agreement outlines fuel use tax only, jurisdictions looking for this information are currently collecting this data outside of the IFTA tax return

- e) Ms. Halstead previously contacted the inquiring jurisdictions regarding the vehicle mileage tax and explained how other jurisdictions are addressing this concern
- f) During the clearinghouse breakout membership also inquired about verifying heavy vehicle use tax reporting through the clearinghouse
- g) The Board determined that, if the jurisdiction is the taxing authority within their state that there is no issue with them connecting to the clearinghouse to verify heavy vehicle use taxes. It was the Board's position that they could not deny access to a member jurisdiction that can already access the clearinghouse data to cross reference the data
- h) Mr. Martorana will contact the inquiring jurisdiction regarding the heavy vehicle use tax reporting and inform them of the Board's discussion

5) **Investments** – *Mr. Josh Waitz, Chase Investments*

- a) Mr. Waitz provided an in-depth review of the investment portfolio of IFTA, Inc.
- b) IFTA, Inc.'s investments are financially sound and have shown a profit of 4.5% between 2011 and 2018
- c) The investment portfolio includes 40% of the assets in the stock market and 60% is invested in non-stock market related areas. This diversification has permitted a cushion during both the depression and inflation periods
- d) The Board was assured that changes to the portfolio could be done at any time and that if the Board would like to withdraw funds for the purpose of the Strategic Plan and funding projects that planning for this expenditure should begin immediately
- e) The Board will be presented with documents permitting Mr. Waitz to work directly with Mr. Martorana

6) **Accountant** – *Ms. Kathy Queen, IFTA, Inc. Accountant, CPA*

- a) Ms. Queen reviewed the organization's financial statements in-depth
- b) The total organizational assets are more than three million
- c) The total operating revenue is over one million

7) **Consensus Board Interpretation** – *Mr. Nutter*

- a) The Industry Advisory Committee (IAC) submitted Consensus Board Interpretation (CBI) 01-2019 for the Board's consideration
- b) CBI 01-2019 requests that the Board examine the issue regarding un-receipted fuel and untaxed fuel. The points of this CBI asks:
 - (1) Does the direct language in the Agreement require the inclusion of un-receipted fuel and untaxed fuel;
 - (2) Does the direct language in the Agreement require member jurisdictions to provide a field or space which licensees can use to report all fuel placed into the supply tank of a qualified motor vehicle, regardless of whether a receipt was retained or whether the fuel was taxed or not; and

- (3) How should carriers report the correct tax liability to the base and all affected member jurisdictions when the base jurisdiction does not provide properly formatted tax returns per the Agreement

- c) During discussions, the Board felt that the Agreement does require all fuel placed in the supply tank of a qualified motor vehicle as taxable on the IFTA return. However, the cited article does not indicate for tax paid gallons
 - d) Furthermore, during the Board's review, it was determined that there was no requirement within the Agreement that the total gallons must match the tax paid gallons. The directive states that the IFTA tax return must contain taxable gallons and tax paid gallons
 - e) Concluding their discussions, the Board determined that, for those jurisdictions that are found out of compliance with article P720, it may not be possible for a carrier to report the correct and full tax liability
 - f) It was further noted that, currently, no jurisdiction is out of compliance regarding P720. Any errors found would be the result of a jurisdiction's calculations and not the form contents
 - g) The Board organized a subcommittee to further review the issues outlined in the IAC CBI. Members of this subcommittee include Mr. Nicholson, Mr. Wagner, and Ms. Helen Varcoe (MT). The subcommittee will finalize the CBI and the Board's position for presentation at the 2020 Annual IFTA Business Meeting

- 8) **Eastern Transportation Coalition (I-95 Corridor)** – *Mr. Nutter*
 - a) Following a special presentation by Ms. Patricia G. Hendren, the Executive Director of the I-95 Corridor, the Board drafted a letter stating IFTA, Inc.'s commitment to lending support to the Coalition in its quest to determine the viability of a mileage-based user fee (MBUF) system. This support would be offered by testing and demonstrating if the IFTA Clearinghouse could serve as a foundation for an MBUF Clearinghouse
 - b) A small pilot project was incorporated in 2019 which included twenty to fifty vehicles
 - c) The Coalition is preparing for another pilot project in 2020 to include two hundred vehicles
 - d) EROAD will be the vendor collecting data from the upcoming pilot project. Data would be forwarded to IFTA, Inc. so that it could be run through a clearinghouse model to display the results. This project will be funded by grant money
 - e) It was advised that IFTA, Inc. could create a clone of the IFTA funds netting for the Coalition. This clone would be maintained on a separate server and isolated from any actual IFTA data

- 9) **Committee Action Items** – *Mr. Martorana and Ms. Debora Meise, IFTA, Inc. Senior Director*
 - a) With the newest changes to the Program Compliance Reviews (PCR), the Program Compliance Review Committee (PCRC) has been in charge of the actual reviews. As a

result, Ms. Meise has stepped back to allow Ms. Maria Coronado, IFTA, Inc. Membership Services Officer, to take lead with the committee and the review schedules and process

- b) The PCRC is requesting a face-to-face meeting in early 2020 that would allow the review team members to meet and review the new process and concept for the PCRs. Each review member has agreed to a two-year commitment

Motion: Mr. Nicholson moved to allow for a face-to-face meeting of the PCRC in January 2020 at the Crowne Plaza San Marcos to be funded by the Board and not to exceed the proposed budget of \$25,000. Ms. Varcoe seconded the motion. The motion passed.

- c) The Board was apprised of an issue wherein the PCRC has requested that the number of reviewers be increased from twelve to fourteen. This change would be to add two additional reviewers with an audit background

Motion: Mr. Bryer moved to discuss the Program Compliance Review Committee charter for approval. Mr. Romeo seconded the motion. The motion passed.

- d) The Board was presented with an updated version of the committee's charter
- e) It was explained that, while the charter stated a minimum of five persons for the committee roster, no maximum number was outlined in the charter. Therefore, the committee could increase its representation as necessary

10) **CAC Best Practices Guide** – *Mr. Rodney Richard (AR) and Mr. Craig Lyon (SK)*

- a) The Clearinghouse Advisory Committee (CAC) created a Best Practices Transmittal Guide to be published on the IFTA, Inc. website.

Motion: Mr. Bryer moved to approve the Best Practices Transmittal Guide from the Clearinghouse Advisory Committee. Ms. Varcoe seconded the motion.

- b) The CAC further presented a Transmittal Definitions Best Practices Guide as well as a Transmittal Summary Total Best Practices Guide.

Motion: Mr. Bryer amended his original motion to include the approval of the Best Practices Transmittal Guide, the Transmittal Summary Total Best Practices Guide, and the Transmittal Definitions Best Practices Guide. Ms. Varcoe seconded the amended motion. The motion passed.

11) **Team Updates** – *IFTA, Inc. Team Members*

- a) *Mr. Carmen Martorana - Executive Director*
 - (1) New titles were presented for the IFTA, Inc. Team members. The proposed new titles include:
 - i. Carmen Martorana – Executive Director / CEO

- ii. Monica Halstead – Project Manager
 - iii. Debora Meise – Communications and Training Director
 - iv. Jason DeGraf – IT Manager
 - v. Tom King – Technical Development and Support
 - vi. Tammy Trinker – Events Administrator
 - vii. Maria Coronado – Program Compliance Review Facilitator
- (2) Mr. Martorana informed the Board that there would be a need in the near future for additional administrative and IT support
 - (3) A cost benefit analysis will be drafted that includes implementing a college intern program, utilizing temporary employment agencies when necessary, or hiring a part or full time administrative support employee
 - (4) The IFTA Team has also been cross training on critical task assignments wherein a primary contact and alternate were identified to assure that more than one person could fulfill the task
 - (5) The Board will review Mr. Martorana’s recommendations during their closed session of the Board meeting

b) *Ms. Monica Halstead – Business Supervisor*

- (1) The Clearinghouse funds netting was reviewed for the fiscal year
- (2) Reviewing the four transmittal periods it was noted that there were two late receipts in July and one late receipt in both August and October
- (3) The IFTA, Inc. Sweep account has grossed more than \$58,000 to date
- (4) 2019 Event budgets were reviewed for the quarterly Board meetings, the Annual IFTA Business Meeting, and the IRP/IFTA Managers’ and Law Enforcement Workshop
- (5) To date, two member jurisdictions have not submitted their annual membership dues. One had previously submitted a partial payment of the total dues owed
- (6) Ms. Halstead reviewed the changes incorporated in to the Clearinghouse Access Agreement. These changes were housekeeping changes that referenced the following:
 - i. The removal of Section A690 from the IFTA Audit Manual;
 - ii. Location of the Clearinghouse servers relocated to a secure co-location; and
 - iii. Effective date changed to accommodate a jurisdiction’s approval process
- (7) Ms. Halstead explained that, while both IFTA and IRP are interested in the learning management systems (LMS), there are some concerns with collaboration. Grants and industry-paid training are areas to investigate for funding sources
- (8) Considerations for an LMS include the following:
 - i. Member experience;
 - ii. Communication;
 - iii. Multi-modal availability;
 - iv. East of administration;

- v. User engagement and interactivity; and
- vi. Support for Team and Members

- (9) Regarding the joint working group process, Ms. Halstead noted that the IRP, Inc. Board of Directors will review the paper which had been shared to the Board's message board and vote on the issue in January 2020
- (10) Reporting on the I-95 Corridor Coalition, Ms. Halstead informed the Board that the coalition name was changed to Eastern Transportation Coalition
- (11) The coalition met in September and it was clarified that industry is pro-fuel tax and the coalition is not pro-MBUF
- (12) IFTA, Inc. had submitted a letter of support to the coalition and has agreed to support the MBUF study by providing a netting function for the next pilot phase

c) *Jason DeGraf – Information Services Director*

- (1) Report pages on both the transmittal and demographic web sites have been updated to now include a preview picture of what the data will look like in Excel
- (2) A visual representation is now available to help the user decide if that report will be useful
- (3) Charts are now available as well as a way to view the changes and see when the changes occurred. These charts can be included with the reports
- (4) IFTA, Inc. has run monthly scans in the system and these reports are available upon request. These scans are available for both the Clearinghouse and LAN servers
- (5) The SOC II Audit findings and fixes were reviewed by the Board. A listing of these issues is available upon request

d) *Tammy Trinker – Office and Events Administrator*

- (1) 126 persons attended the 2019 Annual IFTA Business Meeting. This figure is representative of 51 jurisdictions and 25 companies and included 10 sponsors
- (2) The Board received a draft of the meeting minutes for review
- (3) 45 responses were received from the survey and all responses were presented to the Board
- (4) The 2020 IFTA/IRP Audit Workshop will be held at the Marriott Mission Valley hotel in San Diego, CA
- (5) Registration fees for the upcoming Audit Workshop have been set at \$530 for members and \$595 for industry
- (6) The 2020 Annual IFTA Business Meeting will be at the Mission Palms hotel in Tempe, AZ, August 12 – 13
- (7) The 1Q 2020 Board meeting has been scheduled in conjunction with the 2020 IFTA/IRP Audit Workshop
- (8) IFTA, Inc. will research a location in the Valley for the 2Q and 4Q 2020 Board meetings

- (9) The 2021 Board meetings will also be scheduled. The 1Q 2021 Board meeting will be contracted in conjunction with the 2021 IFTA/IRP Audit Workshop and the 2Q and 4Q 2021 Board meetings will be held locally, in Arizona. IFTA, Inc. must still secure these contracts
- (10) The 2021 Annual IFTA Business Meeting will be held at the Marriott Mission Valley hotel in San Diego, CA, August 18 – 19
- (11) IFTA, Inc. will research Canadian provinces to host the 2022 Annual IFTA Business Meeting. The last Annual IFTA Business Meeting in Canada was in 2010 at the Sheraton Centre Toronto in Ontario, Canada

e) *Maria Coronado – Program Compliance Review Facilitator*

- (1) The 2019 reviews for Massachusetts, New Jersey, and New York are all underway
- (2) Delaware and Maine reviews are under review by the IFTA Team
- (3) Maryland and New Hampshire are under review by the Program Compliance Review Committee leads
- (4) Pennsylvania, Rhode Island, and Vermont reviews have been scheduled
- (5) Connecticut’s review has been closed

f) *Debora Meise – Communications and Training Director*

- (1) Ms. Meise continues to monitor the Program Compliance Review program
- (2) IFTA Full Track Preliminary Ballot Proposal (FTPBP) #01-2019 is currently out for the second comment period. FTPBP #01-2019 intends to update the annual report and clarify language on two existing annual report questions, as well as streamline all jurisdictional reports and informational databases into one cohesive report
- (3) Sponsorships for 2020 continue to be secured. FAST Enterprises has signed to host the award luncheon during the Annual IFTA Business Meeting
- (4) The annual report database is being prepared for release for the 2020 Annual Reports
- (5) The first auditor roundtable was held in mid-October. Calls have already been scheduled throughout 2019 and 2020 and webinar formats will be utilized beginning in 2020

12) **GPS Standardization Working Group Charge** – *Mr. Nicholson*

- a) The Board was presented with the working group charges outlined by the IRP Board of Directors for consideration
- b) The charges for this working group were outlined as follows:
 - (1) Survey membership on level of experience with various GPS or other electronic auditing and how they engage in such audits, including any issues encountered conducting GPS audits, types of GPS systems audited, and the mileage software used to conduct the audit;
 - (2) Survey the IAC to gain a better understanding of the obstacles faced to comply with the Plan and difficulties found in the audit process;

- (3) Review the format for the electronic data and provide recommendations for a standard format;
- (4) Analyze the electronic recordkeeping requirements in both the Plan and the Agreement with the results from the survey and make recommendations; and
- (5) Provide progress updates at upcoming Board meetings and a report to both Boards with a final recommendation by the Fourth Quarter 2020

Motion: Mr. Bryer moved to approve the charges outlined for the Working Group. Ms. Varcoe seconded the motion. The motion passed unanimously.

- c) Mr. Nicholson volunteered as the IFTA Board liaison for this Working Group. Mr. Kevin Davis (ID) is the IRP Board liaison for this Working Group
- d) Mr. Nicholson will forward the Working Group charges, as approved by the IFTA Board, to Mr. Davis following the conclusion of the Board meeting

13) **Joint Working Group Process** – Ms. Halstead

- a) Collaboration between IFTA, Inc. and IRP, Inc. is a vital component of service to membership
- b) Ms. Halstead and Ms. Claudia Trapp, IRP, Inc., have proposed a process to establish joint working groups that would address topics of importance to both organizations as needed
- c) A general outline was presented to the Board and will be posted on the Board's message board for their review and comments
- d) This outline will also be presented to the IRP Board for their review and comments

14) **IRP, Inc. Update** – Tim Adams, CEO

- a) The IRP Board has two open positions: a rotating position and a Canadian position
- b) The IRP Board is considering a ballot to change the rotating position to an at-large position
- c) Mr. Jeff Hood (IN) and Ms. Tammi Popp (PA) have been elected as Chair and Vice Chair of the 2020 Executive leadership for the IRP Board
- d) The IRP Clearinghouse netting also uses a Sweep account that facilitates revenue for future projects
- e) The IRP Clearinghouse has netted over 800 million dollars in revenue
- f) A Request for Proposal is planned for release in late Spring 2020 for the IRP Clearinghouse modernization and data repository
- g) IRP continues to look for ways to better engage the community and will be researching social media options
- h) IRP, Inc. is researching options for additional staff to ensure existing member benefits are not lost while incorporating new benefits for its members
- i) The IRP Finance Working Group met in August and is reviewing succession plans, staffing needs, and modifying the IRP dues structure

- j) IRP is reviewing the annual awards and considering rebranding or restructuring them
- k) The IRP Board has asked the IFTA Board to consider the possibility of combining the IFTA/IRP Audit Workshop with the IRP/IFTA Managers' and Law Enforcement Workshop into a single event

15) **Jurisdictions and IFTA** – *Robert Pitcher, ATA Consultant*

- a) Mr. Pitcher presented some of the issues and concerns that had been brought to the attention of the IAC. These issues included the following:
 - (1) Barriers to IFTA licensing;
 - (2) Requirements for vehicle specific data;
 - (3) Barriers to accurate IFTA reporting; and
 - (4) Split rate issues
- b) It was the opined that this document represents a starting point for bringing tax payer issues to member jurisdictions
- c) Mr. Pitcher will continue to monitor these concerns and keep the Board apprised of the status of these issues

Following the open discussions, the Board considered a closed session to further review the IFTA, Inc. Update presented by Mr. Martorana.

Motion: Mr. Bryer moved the Board be in closed session. Mr. Nicholson seconded the motion. The motion was approved.

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

- a) The Board charged Mr. Martorana with researching a new attorney and auditor support for IFTA, Inc.
- b) The auditing firm formerly utilized by IFTA, Inc., Lumbard & Associates, was acquired by a new firm
- c) Mr. Martorana is currently researching new auditor firms with the anticipation of beginning a SOC I audit in 2020 and presenting this report during the Annual IFTA Business Meeting in August 2020
- d) The Board directed IFTA, Inc. to secure three proposals for comparison in relation to the new auditing firm
- e) The Board clarified that it would appreciate having an attorney present during specific Board meetings in the future when circumstances require such attendance, such as reviewing the Bylaws and Conflict of Interest policies

17) **EVOC Statement** – *Mr. Nutter*

- a) Recently, IRP, Inc. received funding for EVOC and IRP, Inc. is working on development of the IRP Clearinghouse operation

- b) Mr. Adams stated that the IRP EVOC will upload data daily that can be stored and provided to outside sources
- c) The IRP EVOC data will not include financial data
- d) IRP, Inc. estimates availability to this feature in a couple of years
- e) The IFTA Board has not disbanded the EVOC task force as it could become active again in the future

18) **Managers' and Law Enforcement Workshop** – *Mr. Knoles*

- a) The 2019 IRP/IFTA Managers' and Law Enforcement Workshop was held in September in Orlando, FL
- b) During the workshop, Mr. Chuck Ulm (MD) was presented with the 2019 Charles M. Mills Award of Excellence
- c) Following the workshop, the Law Enforcement Committee was in favor of hosting an awards dinner to keep the award separate from the actual workshop and provide the proper forum for the recipient
- d) The Agreement Procedures and Law Enforcement committees both acknowledged and thanked the IFTA Board for their support of the workshop

19) **ABM Survey Review** – *Mr. Nutter*

- a) The Board reviewed the results from the Annual IFTA Business Meeting survey in depth. Forty-five (45) persons responded to this survey
- b) Addressing the Town Hall, discussion was had regarding the length and scheduling of the Town Hall. It was suggested that a breakout session be permitted to allow for Town Hall type presentations that could then be presented during the general session

20) **Attorneys' Steering Section Committee Discussion** – *Mr. Nutter and Ms. Halstead*

- a) Ms. Halstead shared feedback received from membership regarding the Board's decision to disband the Attorneys' Section Steering Committee (ASSC)
- b) The Board supported the previous decision to disband the committee
- c) The IFTA, Inc. Bylaws indicates how committees are handled and the Board does not believe the Bylaws permits a ballot to create or initiate organizational supported committees
- d) Should membership seek the reinstatement of the ASSC, an amendment to the Bylaws would need to be presented to the Board for consideration prior to the Annual IFTA Business Meeting. If the presented amendment receives a proper motion to accept the amendment it would then be presented to membership during the next Annual IFTA Business Meeting

21) **Bylaws** – *Mr. Lyon*

- a) The Board reviewed and discussed the Bylaws amendments presented during the Annual IFTA Business Meeting as well as the recommendations offered during the business meeting

- b) It was recommended that the Audit Committee (AC) and Industry Advisory Committee (IAC) hold quarterly conference calls or schedule time for both committees to meet during the IFTA/IRP Audit Workshop to address auditing issues
- c) It was clarified that volunteers from the IAC could participate on the AC conference calls for the primary reason of discussing auditing issues

Motion: Mr. Bryer moved that, once a quarter at the committees' discretion, the Industry Advisory Committee can participate on the Audit Committee conference calls. Mr. Lyon seconded the motion. The motion passed unanimously.

- d) The proposed Bylaws allow the IFTA, Inc. Board to include five on the Executive Committee with nine full members
- e) Voting officers of the IFTA, Inc. Board of Trustees would include the President, Vice President, Secretary, and Treasurer
- f) Non-voting officers would include the Past President and Executive Director of IFTA, Inc.
- g) The Board considered that the Bylaws should include a reference to a Conflict of Interest statement, but that this statement is maintained separately for the Board to sign
- h) Amendments to the Bylaws need to be distributed to membership at least forty-five (45) days prior to the Annual IFTA Business Meeting
- i) The Board will review and update the Bylaws accordingly and present to membership for a comment period as soon as possible

22) **Action Items** – *The Board*

Motion: Mr. Bryer moved to create a subcommittee that would review the right-to-know confidentiality issues for the Board. Mr. Richard seconded the motion.

- a) This subcommittee will include Mr. Bryer, Mr. Nicholson, and Ms. Varcoe
- b) The subcommittee will develop a Board policy about how to conduct meetings in addition to their primary focus

Vote on Motion: Following discussions, the Board voted on and approved the motion to create a subcommittee.

- c) A Code of Conduct was presented to the Board for approval

Motion: Ms. Varcoe moved to approve the Code of Conduct as submitted by IFTA, Inc. Mr. Knoles seconded the motion. The motion passed unanimously.

- d) The Audit Committee is requesting the Board to consider a keynote speaker for the upcoming IFTA/IRP Audit Workshop

- e) The Board Liaisons will communicate with the committee to research the expense and present it to the Board for consideration

Motion: Ms. Varcoe moved to allow the IFTA Audit Committee, at the advice of the Board Liaisons, to seek out a keynote speaker for the 2020 IFTA/IRP Audit Workshop and present a proposal to the Board identifying the speaker and topic along with a full cost breakdown. This proposal must be submitted by November 7, 2019. Mr. Romeo seconded the motion.

Amended Motion: Ms. Varcoe moved to amend the motion to address the request to the IFTA/IRP Audit Planning Committee for the 2020 IFTA/IRP Audit Workshop. Mr. Bryer seconded the motion.

Vote on Motions: Following discussions, the Board voted on both the motion and the amended motion. Both motions were approved.

23) **Strategic Plan** – *Mr. Martorana and The Board*

- a) The global objectives of the Strategic Plan was reviewed and include:
 - (1) Why IFTA, Inc. exists;
 - (2) What member jurisdictions care about; and
 - (3) How IFTA, Inc. can support membership

- b) The specific objectives of the Strategic Plan include:
 - (1) Ensure the continuity of funds netting;
 - (2) Improve communications with stakeholders and collaborative partners;
 - (3) Improve technology;
 - (4) Provide better training, technical assistance, and continuing education to the IFTA community;
 - (5) Strengthen governance procedures; and
 - (6) Prepare for growth of alternative fuels

24) **Electrical Vehicle Board Charge** – *Mr. Nutter*

Motion: Mr. Bryer moved to develop a Board charge to create a study committee to assess the implications of alternative fuels. Mr. Lyon seconded.

Amended Motion: Mr. Bryer moved to add Mr. Robert Pitcher (ATA Consultant) and Mr. Gary Bennion (XPO Logistics) on the study committee.

- a) The Board felt that establishing this study committee would be maintained for a twenty-four (24) month period and that quarterly reports would be provided to the Board
- b) Ms. Varcoe volunteered to be on the study committee
- c) Mr. Stephen Wisyanski (PA) has also asked to serve on the study committee

d) Mr. Bryer withdrew his amended motion and original motion

Motion: Mr. Bryer moved to create a charge for the special committee to assess the implications for IFTA of alternative fuels and to report quarterly to the Board; the tentative life of this committee will be twenty-four months as charged by the Board. Mr. Lyon seconded this motion. The motion passed.

25) **New Business** – *The Board*

Motion: Ms. Varcoe moved to discuss the joint meetings between the IFTA and IRP organizations. Mr. Lyon seconded the motion.

- a) Discussion was had regarding the possibility of combining the IFTA/IRP Audit Workshop and IRP/IFTA Managers' and Law Enforcement Workshop
- b) Concern was expressed for sending multiple attendees from a jurisdiction to multiple events throughout the year
- c) Concern was also expressed for ensuring meeting quality
- d) Presenter qualities were also discussed
- e) It was noted that both IFTA and IRP have had successful partnerships with the two large organizational events, IFTA/IRP Audit Workshop and IRP/IFTA Managers' and Law Enforcement Workshop
- f) The Executive Committees of both the IFTA and IRP Boards will continue to discuss the pros and cons of joining these two events

26) **Adjournment**

Motion: Mr. Bryer moved to adjourn the Fourth Quarter 2019 IFTA, Inc. Board of Trustees meeting. Ms. Varcoe seconded. The motion passed.