



COMMITTEE PROCESSES AND GUIDELINES

The purpose of this document is to set forth processes and procedures for the administration and conduct of the Operations and Maintenance and Repair Committees and any related Task Forces.

I. BACKGROUND

Following are the provisions of IANA's bylaws that address the Association's Standing Committees.

ARTICLE VI – Committees

Section 2. Standing Committees (title revised 1/1/07)

The Association shall establish the following standing, cross-functional committees: Intermodal Interchange Executive Committee; Maintenance and Repair Committee; Public Relations Committee; and, Operations Committee. Except for the Intermodal Interchange Executive Committee, the Board may, at its sole discretion, eliminate any standing committee or create additional committees. **(revised 1/1/07, 7/8/14, 8/21/15)**

Subsection 2.1 – Membership (title adopted 1/1/07)

Except for the Intermodal Interchange Executive, the consist of which is determined by the Board of Directors, membership on these standing committees shall consist of representatives of any member of the Association. **(revised 8/2/94, 2/20/96, 1/1/07, 8/21/15)**

Subsection 2.2 – Selection of Intermodal Interchange Executive Committee Members (title adopted 8/21/15)

Membership of the Intermodal Interchange Executive Committee is limited to companies who are signatories to the Uniform Intermodal Interchange Agreement. Committee members and alternates shall be appointed annually by the Board of Directors. An alternate shall participate in Committee meetings and shall serve as the voting member in the absence of the principal representative. **(adopted 8/21/15)**

Subsection 2.3 – Chairmanships/Vice Chairmanships (title revised 1/1/07)

Except for the Intermodal Interchange Executive Committee, the consist of which is determined by the Board of Directors, Chairs and Vice Chairs of the committees in Section 2 of this Article shall be appointed annually by the Chairman of the Board of Directors. Each committee Chair, in consultation with his Vice Chair(s), shall nominate an appropriate roster of committee members to the Association Chairman who shall then appoint committee members. Committee rosters will be reviewed annually by the Chair and Vice Chair of the committee, who will make recommendations on modifications to that roster for consideration by the Chairman of the Board of Directors. Each committee chair shall be responsible for coordinating the committee's activities with the Association's staff liaison, appointed by the President of the Association. **(revised 9/16/92, 7/2/99, 2/1/10, 8/21/15)**

Subsection 2.4 – Board Liaisons (title revised 8/21/15)

The Chairman of the Board of Directors will appoint a member of the Board to serve as a liaison of the Board to each standing committee. Board liaisons will attend all meetings of the committee and report upon the activities of the committee to the Board at least once annually. **(adopted 1/1/07)**

Subsection 2.5 – Committee Task Forces (title revised 8/21/15)

Chairs of the committees in Section 2 of this Article may create task forces as they determine are necessary and may delegate to any such task force the duties considered appropriate. Any such task force shall have a charter that describes the specific charge assigned to the task force, by the committee, and the approximate duration of the task force's work. **(revised 1/1/07)**

Subsection 2.6 – Meetings of Committees (title revised 8/21/15)

Regular meetings of the committees in Section 2 of this Article may be convened throughout the year, as necessary. A quorum for any meeting of a committee shall be a simple majority of the current membership of the committee. **(adopted 1/1/07)**

Subsection 2.7 – Committee Actions (title revised 8/21/15)

During any meeting of the committees in Section 2 of this Article at which a quorum is present, an affirmative vote of two thirds (2/3) of those members attending shall suffice to take any action or transact any business there at. Committee voting is limited to one vote per Association member. **(revised 2/1/10)**

At no time shall a committee engage in activities that are in opposition of the mission of the Association and/or established policies in support of that mission. Any committee activities deemed to adversely impact the property, business and affairs of the Association, will be referred to the Board of Directors, through the Board Liaison to the committee, for subsequent Board action. **(adopted 1/1/07)**

II. COMMITTEE SELECTION PROCESSES – Leadership & Membership

A. Committee Participation

Any employee of an IANA member may participate on a committee. There is no limit on the number of committee members or on the number of participants per IANA member company. However, each IANA member company may only have one voting representative on the committee. If a member has multiple participants on a committee, it must designate a primary member for voting purposes. Turnover has been minimal over the last several years and additions to committee rosters are usually based on a request by the individual. Such requests are reviewed by committee leadership (chairs and vice chairs) and presented to the IANA Chairman for approval, prior to adding the individual to the committee roster, to ensure a balance in intermodal stakeholder representation on a committee.

The IANA staff liaison to the committee reviews the committee membership on an annual basis and removes any member that has not attended a meeting within the last 12 months. Notice of such removal

will be provided to the individual. In the event that a member requests additional time to participate on a committee, that individual's committee membership will be extended for six (6) months. The staff liaison will also send a notice to all committee members asking if they would like to continue to serve on the committee for that calendar year.

Committee leadership will review the updated committee membership at the beginning of a calendar year and make recommendations to the IANA Chairman on additions and removals by February 1 of any given year. The IANA Chairman will advise committee leadership of his/her decision by the end of February, after which the IANA staff liaison will provide a notice to all involved parties.

Committee members are required to be active participants in the activities of the committees and task forces. Active participation includes attendance of at least one meeting per year, and participation in conference calls and other committee-sponsored activities, as well as task forces. Such participation will be a factor in committee membership recommendations that are made by the committee leadership to the Association Chairman.

B. Selection Process Timeline

- January**
- IANA Chairman appoints Committee Chairs / Vice Chairs
 - IANA staff updates committee rosters for the committee leadership
 - Notice sent to committee membership "removals" with opportunity for 6-month extension
 - Notice sent to existing committee members to validate interest in continued committee participation
- February**
- Committee leadership recommendation (2/1) to IANA Chairman on additions/removals to the rosters
 - IANA Chairman decision on committee membership recommendations
- March**
- IANA staff sends notice to all involved in committee membership changes

C. Applicable Bylaw Provisions

ARTICLE VI – Committees, Section 2.

Subsection 2.1 – Membership

Subsection 2.3 – Chairmanships/Vice Chairmanships

III. ROLES AND RESPONSIBILITIES

A. Committee Leadership

Chair responsibilities:

- Accepts and supports the committee's charge.
- Exercises leadership.
- Attends all meetings and conference calls.
- Develops a work plan (in consultation with the Vice Chairs and staff) that will allow the committee to effectively and efficiently discharge its responsibilities for the year and is in keeping with the purpose and objectives of the Association.
- Develops meeting agendas (in consultation with the Vice Chairs and staff) and conducts committee meetings.
- Responsible for the timely handling and disposition of committee and task force issues.
- Approves reports of committee and task force meetings before their distribution.
- Maintains records (in coordination with the Vice Chairs and staff) and relevant information on committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
- Works with Vice Chairs and staff to ensure that the work of the committee is carried out between meetings.
- Where appropriate, guides the committee in proposing products, services, education and recommended practices that will further the goals and objectives of the Association.
- Provides recommendations and input (in consultation with the Vice Chairs) to the educational offerings of the Association.
- Moves members toward participation and decision making.
- Evaluates committee efforts and communicates accomplishments to the committee and to Association leadership.
- Helps to recruit members to serve on the committee or task forces.
- Serves as liaison on task force(s) and attends its meetings/conference calls.
- Mentors vice-chairs and task force leaders.
- Ensures the IANA Board Committee Liaison is kept apprised of the progress of the committee activities.

Vice-Chair responsibilities:

- Consistent with the committee purpose and objectives, the committee vice chairs support the chair in guiding the committee and task forces in their work.
- In the event the Chair is unavailable to perform his/her duties, a vice chair presides over all activities of the committee.
- Serves as liaison on task force(s) and attends its meetings/conference calls.
- Mentors task force leaders.
- Recruits members to serve on the committee or task forces.
- Identifies issues for committee consideration that are consistent with its purpose and objectives.

- Where appropriate, guides the committee in proposing products, services, education and recommended practices that will further the goals and objectives of the Association.
- Assist in providing an orientation for new committee members.

B. IANA Staff

- Provides orientation for each new member of committee leadership, and assists the leadership in providing orientation for new and continuing committee members each year.
- Works with the leadership to develop a work plan that will allow the committee to effectively and efficiently discharge its mandate and responsibilities.
- Works with the leadership to develop agendas and conduct effective meetings of the committee.
- Provides administrative support for planning and execution of all committee meetings and conference calls.
- Works with the committee leadership, other committee members and association staff to ensure that the work of the committee is carried forth between committee meetings.
- Facilitates maintenance and communication of committee activities, including committee rosters, records of committee activities, web site updates, distribution of committee reports to members.
- Where appropriate, assists the committee in proposing products, services, education and recommended practices that will further the goals and objectives of the Association.

IV. COMMITTEE MANAGEMENT PROCESSES

Identification and Management of Key Industry Issues & Meeting Agendas

A. Committee Meetings

Active standing committees will meet at least twice per year in conjunction with IANA's Intermodal Operations and Maintenance Business Meeting and Intermodal EXPO. Committee leadership may hold additional meetings at their discretion, providing that adequate notice of such meetings are provided. Notice of a meeting will be sent to committee members at least two months prior to the date of the meeting. Solicitation for items to be placed on the agenda will be made at that time.

The IANA staff liaison will draft an agenda for the meeting based on input from committee leadership and members and any items that have been carried over from the previous meeting. The committee leadership will review the proposed agenda and, following approval, the agenda will be distributed to committee members, approximately one month prior to the date of the meeting.

All presentations and other materials necessary to conduct committee meetings are required to be submitted to the IANA staff liaison no later than 2 weeks prior to any meeting. There is a prohibition on any solicitations for business during committee and task force meetings, to include educational sessions or other activities. The committee meetings are a place for the Association members to deliberate on issues, provide education and discuss recommended practices.

The committee meeting agendas will follow this format:

- Attendee Conduct (reminder to turn off cell phones, no side-bar discussions, etc.)
- Safety Briefing
- Roll Call/Acknowledgement of New Committee Members
- Approval of prior meeting Minutes
- Task Force Reports including Issues Update
- Educational Presentation (Could include concurrent educ. sessions, workshops or roundtables)
- New Business (Leadership recommendations re: new issues / task forces)

Minutes of the meeting and any presentations/other materials are sent via an e-mail link to all committee members approximately 30 days following the meeting. They also are posted to the appropriate committee page on the IANA web site.

B. Committee Issue Management

The committee leadership will solicit committee members prior to a scheduled meeting for potential issues for consideration and will review any submissions, as well as discuss among themselves, issues to address. They will also consider issues brought forth by the IANA Board of Directors, as well as items received from Intermodal.org submissions.

As a part of the agenda development process, the committee leadership will prepare “new business” recommendations including identification of key industry issues, as well as suggested supporting task forces for the committee to consider. The committee leadership will determine whether the Operations or M & R committee or a joint effort of both committees should address the proposed issue.

Issues to be considered should meet the following criteria:

- Involve intermodal safety, service, and productivity;
- Involve multiple intermodal stakeholders and not the proprietary interests of one industry segment;
- Not involve any commercial interests;
- Must be agreed upon by the majority of the committee;
- Any work products/deliverables must also be agreed upon by the majority of the committee along with a consensus to adopt/implement once completed; and
- Be able to be addressed within a reasonable timeframe (i.e. 12 – 18 months).

Committee members will be presented with all ideas received, either via an e-mail poll or at the next scheduled meeting, and will determine which issues are most appropriate for committee action. If the committee has consensus on the issues to pursue and to implement the resulting products/deliverables, a task force will be established. The Committee Chair will immediately identify a task force leader and request volunteers for task force membership. As one of its responsibilities, the task force will develop a strategy to measure and report on products/deliverables implementation and success.

The Committee Board Liaison will attend all meetings of the committee and report upon the activities of the committee to the Board at least once annually.

C. Applicable Bylaw Provisions:

ARTICLE VI – Committees, Section 2.

Subsection 2.4 – Board Liaisons

Subsection 2.6 – Meetings of Committees

Subsection 2.7 – Committee Actions

D. IANA Education Program Development

In order to best identify the key industry issues and needs feeding IANA’s educational products and programs, committee and task force leaders, and IANA staff will continually communicate to discuss the most relevant issues, content, format(s), delivery methods and to identify potential participants for educational programming activities.

V. TASK FORCE MANAGEMENT PROCESSES

A. Task Force Creation:

Prior to a committee leadership recommendation to create a new task force, the committee leaders will identify viable task force leader(s).

If it is the consensus of the committee that an issue should be addressed, subject to the criteria defined in Section 3B, Committee Issue Management, a task force will be formed for the purpose of addressing that specific intermodal operating and/or maintenance and repair issue.

The Committee Chair will appoint the task force leader(s) who has(have) the responsibility of drafting a viable charter. Committee members will be provided an opportunity to volunteer to serve on the task force. The task force charter will outline the purpose, work plan, timeline, deliverable(s), approach/measures for implementation, and desired outcome(s) of the task force’s efforts, subject to the process and criteria outlined in Exhibit A, Task Force Charter Template.

Prior to being initiated, the committee leadership will review the proposed task force charter, then make a final decision regarding the formation of the group. This process should be completed within sixty (60) days following the selection of a specific issue for committee action.

B. Task Force Management

Once established, task forces will conduct their work through “face-to-face” meetings, conference calls and/or e-mail communications. Task forces should follow the following guidelines:

- The Task Force Leader(s) is(are) appointed by the Committee Chair.
- 6-8 task force members are recommended.
- Task force members will be appointed by the Committee Chair and should be multi-stakeholder in nature (i.e. MC, EP, FO, RR, etc.).
- The Committee Chair and Vice Chairs are ex-officio members of the task force.
- All members must be active participants, which include attendance at meetings and conference calls. If not, they will be removed by either the Task Force Leader or the Committee Chair.
- Task force leaders and committee leaders will meet monthly to discuss required monthly task force reports with the IANA staff liaison.
- Based on the monthly task force reports, committee leadership will determine if sufficient progress has been or is being made to justify the continuation of the task force.
- All active task forces will meet in conjunction with any regularly scheduled full committee meeting.
- Task Force leadership will document the key outcomes and action items from meetings and conference calls.
- Task Force leadership will distribute call and meeting summaries to task force members, IANA staff and committee leadership, including attendance.
- Task forces must report progress in the committee meetings, if no progress the work will be suspended.
- Task force work should be completed in 12-18 months from inception or disbanded by the Committee Chair.

When a task force has completed its work, the results/recommendations will be presented to committee members for review. Adoption of any recommendations will require a majority vote of the committee members present at the time of the vote.

Applicable Bylaw Provisions:

ARTICLE VI – Committees, Section 2.

Subsection 2.5 – Committee Task Forces

VI. COMMITTEE & TASK FORCE MANAGEMENT & MEETING TIMELINE

Monthly - Task Force Leadership / Committee Leadership Meetings

March - May meeting notice sent with call for agenda items and industry issues to be addressed

April - IANA staff develops draft Committee Meeting Agenda

- Committee leadership to vet and prioritize issues and potential task forces and set meeting agenda items using the guideline criteria
- Distribute final agenda to the committees

- May**
- Committee Meetings (in conjunction with Intermodal Operations and Maintenance Business Meeting)
 - Committee leadership presentation of committee work in progress & accomplishments
 - Committee Board Liaison report to the IANA Board of Directors

- June**
- Distribution and posting of Committee Meeting Minutes

- July**
- September meeting notice sent with call for agenda items and industry issues to be addressed

- August**
- IANA staff develops draft Committee Meeting Agenda
 - Committee leadership to vet and prioritize issues and potential task forces and set meeting agenda items using the guideline criteria
 - Distribute final agenda to the committees

- September**
- Committee Meetings (in conjunction with Intermodal EXPO)
 - Committee leadership presentation of Committee work in progress & accomplishments
 - Committee Board Liaison Report to the IANA Board of Directors

- October**
- Distribution and posting of Committee Meeting Minutes



TASK FORCE CHARTER TEMPLATE

The task force charter outlines the purpose, work plan, timeline, deliverable(s) and desired outcome of the task force’s efforts. The task force leader is responsible for the development, review and approval of the task force charter within sixty (60) days of task force creation.

I. BUSINESS CASE / PROJECT NEED

Provide an overview of the key Intermodal industry issue that needs addressed and how this task force will positively impact the situation. Task force issues to be considered should meet the following criteria:

- *Involve intermodal safety, service, and productivity;*
- *Involve multiple intermodal stakeholders and not the proprietary interests of one industry segment;*
- *Not involve any commercial interests;*
- *Must be agreed upon by the majority of the committee that work products/deliverables are desired by the members and they will be implemented once completed; and*
- *Be able to address within a reasonable timeframe (i.e. 12 – 18 months).*

II. GOAL STATEMENT

The task force goal statement should identify the specific objectives of the task force, including realistic timeframes and success measures.

III. WORK PLAN and TIMELINE

Provide your work plan to meet the task force goals. The plan should include a detailed activity timeline, required resources and the accountabilities of each task force member.

Task forces should follow the following working guidelines:

- *Task force leaders and committee leaders will meet monthly to discuss required monthly task force reports with the IANA staff liaison on copy;*
- *Based on the monthly task force reports, committee Leadership will determine if sufficient progress has been or is being made to justify the continuation of the task force;*
- *All active task forces will meet immediately before any regularly scheduled full committee meeting;*
- *Task forces must report progress in the committee meetings, if no progress the work will be suspended; and*

- *Task force work should be completed in 12-18 months from inception or disbanded by the Committee Chair.*
- *When a task force has completed its work, the results/recommendations will be presented to committee members for review. Adoption of any recommendations will require a majority vote of the committee members present at the time of the vote.*

IV. OUTCOMES

- *What deliverable(s) will be produced by the Task Force?*
- *What task force outcomes do you expect?*
- *What is the anticipated rate of return and benefits for the Intermodal industry?*
- *How do you recommend the industry best implement the findings of the task force?*
- *How will you measure implementation and success?*

V. ROLES AND RESPONSIBILITIES

Please insert the details of the task force leadership and members, including Names, Companies, Titles and Contact Information. As guidance:

- *The Task Force Leader is appointed by the Committee Chair;*
- *6-8 Task Force Members are recommended;*
- *Task Force members will be appointed by the Committee Chair and should be multi-stakeholder in nature*
- *The Committee Chair and Vice Chairs are ex-officio members of the Task Force; and*
- *All members must be active participants. If not, the Task Force Leader or the Committee Chair must remove them.*