



COMMITTEE, TASK FORCE, AND WORKING GROUP PROCESSES AND GUIDELINES

The purpose of this document is to set forth processes and procedures for the administration and conduct of the Operations, Intermodal Safety and Maintenance and Repair Committees and any related task forces or working groups.

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; Education Committee; Intermodal Safety Committee; Maintenance and Repair Committee; Operations Committee; and Public Relations 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, 8/1/18)**

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

Except for the Intermodal Interchange Executive Committee, the consist of which is determined by the Board of Directors, membership on these standing committees shall consist of one or more representatives of any member of the Association. However, only one representative from any Member may serve as a voting member on a given committee, including the Intermodal Interchange Executive Committee. The Member's representative identified pursuant to Article II, Section 2 shall designate the Member's voting member on a given committee, except in the case of the Intermodal Interchange Executive Committee. **(revised 8/2/94, 2/20/96, 1/1/07, 8/21/15, 8/1/18)**

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 and Facilities Access Agreement (UIIA). Committee members and alternates shall be appointed annually by the Board of Directors in accordance with the Administrative Procedures of the UIIA. An alternate shall participate in Committee meetings and shall serve as the voting member in the absence of the principal representative.

Subsection 2.3 – Chairmanships/Vice Chairmanships **(title revised 8/21/15)**

Except for the Intermodal Interchange Executive Committee, the consist of which is determined by the Board of Directors and the Administrative Procedures of the UIIA, 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, 8/1/18)**

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, other than the Intermodal Interchange Executive Committee, shall be a simple majority of the current voting membership of the committee. **(adopted 1/1/07, 8/1/18)**

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 voting members attending shall suffice to take any action or transact any business thereat, except that, with respect to the Intermodal Interchange Executive Committee, the rules as set forth in the Uniform Intermodal Interchange and Facilities Access Agreement will govern. **(revised 2/1/10, 12/1/16, 8/1/18)**

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)**

Subsection 2.8 – Committee and Task Force Action Without Meeting

Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Committees or Task Forces may be taken without a meeting, if all of the members of the Committee or Task Force consent thereto in writing, by electronic transmission, or by teleconference and the writings or electronic transmissions are filed with the minutes of the proceedings of the Committee or Task Force. **(adopted 8/1/18)**

II. COMMITTEE SELECTION PROCESSES – Leadership and Membership

A. Committee Participation

Any employee of an IANA member may participate on a committee, task force, or working group. 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. The voting designations will be reviewed annually per the schedule in Section 2C.

Additions to committee rosters can be made throughout the year based on a request by the individual or the organization's Voting Member. Such requests are reviewed and approved by the committee leadership (chairs and vice chairs) and IANA staff to ensure a balance in intermodal stakeholder representation on a committee. Notifications will also be made to the membership soliciting interest in committee participation.

Committee members are required to be active participants in the activities of the committees, task forces, and working groups. Active participation includes attendance of at least one meeting per year, and participation in conference calls and other committee-sponsored activities, such as task forces and working groups. Such participation will be a factor in committee membership.

1. **Committee Voting Members**

The IANA staff liaison to the committee reviews the committee voting membership on an annual basis and removes any voting 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 voting member requests additional time to participate on a committee as a voting member, that individual's voting privileges will be extended for six (6) months. The staff liaison will also send a notice to all voting committee members, annually, asking if they would like to continue to serve on the committee as a voting member for the following calendar year.

2. **Committee Non-voting Members**

The IANA staff liaison to the committee reviews the committee non-voting membership on an annual basis and contacts any member that has not attended a meeting within the last 12 months. Each member is given the option to extend their committee participation for an additional six (6) months.

3. **Once granted a six (6) month extension both voting and non-voting members will be removed from the committee if they do not attend a meeting during that 6-month period.**

The committee leadership and IANA staff will review the updated committee membership and make a determination if there is appropriate intermodal representation on the committee. Additional committee members will be solicited, if necessary.

B. Task Force/Working Group Participation

Once a task force or working group is formally established, members of the committee will be recruited to participate. Committee leadership and the task force/working group leader will determine the group's membership, ensuring multi-stakeholder representation. All members must be active participants, which includes attendance at meetings and conference calls. If not, they will be removed by either the leader or the committee chair. Individuals may request to be added to a task force or working group at any time; such requests are considered by the group's leader and new members are added as appropriate.

C. Selection Process Timeline

October-December

- Notice sent to membership soliciting interest in committee participation (including voting members)
- Notice sent to committee voting member "removals" with opportunity for 6-month extension
- Notice sent to non-voting committee member "removals" with opportunity for 6-month extension
- Notice sent to existing voting and non-voting members to validate interest in continued committee participation

- IANA staff updates committee rosters (including voting members) for the committee leadership
- Committee leadership and IANA staff review committee members to assess appropriate multi-divisional composition of membership

December

- IANA Chairman appoints committee chairs / vice chairs

January

- IANA staff sends notice to all involved in committee membership and voting member changes

D. 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.
- 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 industry and 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, task forces, or working groups.
- Serves as liaison on task force(s) and attends its meetings/conference calls.
- Mentors fellow leaders.

- Ensures the IANA Committee Board 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, task forces, or working groups.
- 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 industry and 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.
- Works with the committees in proposing products, services, education and recommended practices that will further the goals and objectives of the industry and the Association.

IV. COMMITTEE MANAGEMENT PROCESSES

Identification and Management of Key Industry Issues and Meeting Agendas

A. Committee Meetings

Active standing committees will meet at least twice per year in conjunction with IANA's annual Intermodal Operations, Safety and Maintenance Business Meeting and Intermodal EXPO. Committee leadership may hold additional meetings, virtual meetings or conference calls at their discretion, providing that adequate notice of such meetings are provided. Notice of a face-to-face 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, task force, and working group meetings, to include educational sessions or other activities. The committee meetings are a place for association members to deliberate on issues, provide education and discuss recommended practices.

The committee meeting agendas will generally follow this format:

- Attendee conduct (reminder to turn off cell phones, no side-bar discussions, etc.)
- Safety briefing
- Anti-trust guidelines and verification of committee quorum
- Approval of prior meeting minutes
- Task force/working group reports including issues update
- Educational presentation (could include concurrent educational sessions, workshops or roundtables)
- Government agency updates
- Old business
- New business (leadership recommendations re: new issues / task forces)

Minutes of the meetings 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.

Committee leadership and task force/working group leaders will conduct monthly conference calls to provide updates on progress, discuss issues, and adequately plan and to decide on next steps to ensure progress is being made on action items and deliverables.

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 and staff, issues to address. They will also consider issues brought forth by the IANA Board of Directors and staff, 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 for the committee to consider to include expected deliverables and/or outcomes. The committee leadership will determine whether the Operations, Intermodal Safety or M & R Committee or a combined effort of 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 and will determine which issues are most appropriate for committee action. A working group will be established to take a more thorough look into the issue to determine if there is a role for IANA to play in bettering the industry as a whole on the particular issue. The working group's finding will be presented to the committee members for their review. If a majority of the committee votes to take on an issue and to implement the resulting products/deliverables, a task force charter will be developed for presentation to and approval by the committee. The committee chair will immediately identify a task force leader who will be responsible to draft the charter. The chair will also request volunteers to assist in development of the charter and to be considered for task force membership should one be established by the committee. The charter will need to include a strategy to measure and report on products/deliverables implementation and success. The process to develop a charter and present it to the committee for approval should take no longer than sixty (60) days.

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.

Once committee leaders and members have been seated, the committee leadership of all three committees will convene at the beginning of each year to review committee status/activities and develop work plans for the year. Ideally this will be a face-to-face meeting but can be a virtual meeting.

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 leadership and IANA staff will continually communicate to discuss the most relevant issues, content, format(s), delivery methods and to identify topics and potential participants for educational programming activities.

V. TASK FORCE & WORKING GROUP MANAGEMENT PROCESSES

A. Working Group Purpose/Creation

When committee members identify an issue to investigate, a working group of interested members will be appointed to meet and research/evaluate the issue, then recommend to the committee whether it is one that IANA should address. A member of the working group volunteers or is assigned by the committee chair to lead the working group discussions. A working group's issue investigation can take a variety of forms, including surveys, roundtables, interviews, etc. to help the working group determine what path, if

any, the committee could take. When the working group is done with its investigation, it presents its findings to the full committee and recommends appropriate actions for the committee's consideration.

B. Task Force Creation

If a majority of committee voting members approve an issue to be addressed, subject to the criteria defined in Section 4B, Committee Issue Management, and the majority of the committee votes to approve a task force charter and work plan to address the issue, a task force will be formed. This process should be completed within sixty (60) days following the selection of a specific issue for committee action.

Prior to establishing a new task force, the committee leaders will identify viable task force leader(s), who will be charged to draft a charter for the task force. Committee members interested in the issue will be provided an opportunity to assist the task force leader in drafting the charter. The task force leader will consider the input from committee members and modify the charter as appropriate prior to submitting it to the committee leadership and IANA staff for review/consideration. The task force charter will outline the purpose, scope, 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.

Once a proposed task force charter and work plan is reviewed and approved by the appropriate committee leadership and IANA staff, the committee voting members will be provided the opportunity to review/comment and vote on the task force charter and work plan. Once approved by the committee, the task force will be formally established, the final charter will be distributed to the committee members, and a solicitation will be made of committee members for participation on the task force.

C. Task Force Management

Once established, task forces will conduct their work through "face-to-face" or virtual 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.
- 6-10 task force members are recommended, but there could be more or less depending on the nature and complexity of the issue.
- Initial task force members will be appointed by the committee chair and task force leader 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.
- Committee leadership will be assigned as liaisons to each task force to assist in guiding and advising the task force through its deliverables and timelines.
- All task force members must be active participants, which includes 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.
- Task force leadership will document the key outcomes and action items from meetings and conference calls.
- IANA staff will distribute call and meeting summaries to task force members

- Task forces must report progress in the committee meetings, if no progress has occurred between the annual Business Meeting and Intermodal EXPO the work of the task force will be suspended.
- All task force recommendations/deliverables must be approved by a majority of the task force members prior to their submission to a committee for consideration.
- Task force work should be completed in 12-18 months from inception or disbanded by the committee chair. In the event that a task force cannot complete its work within the designated time frame above, the committee will be apprised of this and will determine if the task force should be extended and for how long in order to complete its deliverables.

When a task force has completed its work and has voted to move it for committee consideration, the results/recommendations/deliverables will be presented to committee members for review.

Applicable Bylaw Provisions:

ARTICLE VI – Committees, Section 2.

Subsection 2.5 – Committee Task Forces

VI. COMMITTEE AND TASK FORCE MANAGEMENT AND MEETING TIMELINE

Monthly

- Task Force & Working Group Leadership / Committee Leadership Meetings

January/February

- IANA staff sends notice to all involved in committee membership and voting member changes
- Committee Leadership Planning Meeting
- Committee Virtual Meetings

March

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

April

- IANA staff develops draft May Committee Meeting Agenda
- Committee leadership to vet and prioritize issues and potential task forces and set meeting agenda items using the guidelines
- Distribute agenda to the committees

May

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

June

- Distribution and posting of May Committee Meeting Minutes

July

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

August

- IANA staff develops draft September Committee Meeting Agenda
- Committee leadership to vet the agenda
- Distribute agenda to the committees

September

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

October

- Distribution and posting of September Committee Meeting Minutes

November

- Notice sent to committee voting member "removals" with opportunity for 6-month extension;
- Notice sent to non-voting committee member "removals" with opportunity for 6-month extension
- Notice sent to existing voting and non-voting members to validate interest in continued committee participation as a member
- IANA staff updates committee rosters (including voting members) for the committee leadership
- Committee leadership and IANA staff review committee members to assess appropriate multi-divisional composition of membership

December

- IANA Chairman appoints committee chairs / vice chairs
- IANA Chairman reviews committee membership rosters



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 being directed to do so by committee leadership.

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 – 24 months).*

II. GOAL STATEMENT AND SCOPE OF WORK

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 the 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 before any regularly scheduled full committee face-to-face 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 12-24 months from inception (unless there are extenuating circumstances) 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 voting members present at the time of the vote.*

IV. OUTCOMES

- *What deliverable(s) will be produced by the task force?*
- *What outcomes do you expect from the work of the task force?*
- *What is the anticipated return on investment and benefits for the Intermodal industry?*
- *How do you recommend the industry best implement the recommendations 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;*
- *6-10 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.*