

# Charter 2020

## Colorado Freight Advisory Council

### 1 Freight Advisory Council Intent

In an effort to better address goods movement, create a more collaborative environment, and respond to guidance provided in federal transportation legislation, the Colorado Department of Transportation (CDOT), in collaboration with the private sector and planning partners, has formed the Colorado Freight Advisory Council (FAC). The self-directed FAC in partnership with CDOT, will provide a continuing platform for the freight industry, other parties interested in freight, and the public to raise issues so CDOT and the FAC can make well-informed decisions and/or recommendations based on multiple freight perspectives.

The FAC is entirely advisory in nature, and has no governmental powers in and of itself. The FAC will conduct its business in an open manner, whereby any interested person is permitted to attend and observe these meetings.

#### 1.1 Mission of the Freight Advisory Council

The Freight Advisory Council will serve as a forum for the private sector to advocate for commercial transportation needs, influence transportation policy, and collaborate with partners to develop a transportation system, which supports the economic vitality of Colorado by providing for the safe, efficient, coordinated and reliable movement of freight.

In addition, in January 2020, CDOT established a Freight Office to elevate freight considerations in all work performed by CDOT and in an effort to support FAC efforts and key initiatives.

#### 1.2 Purpose

The FAC will:

- a. Advise CDOT on freight-related issues, priorities, projects, and funding needs.
- b. Educate the public and other stakeholders on the importance of freight, its connection to the economy, and its reliance on the transportation system.
- c. Promote initiatives and strategies to improve freight safety.
- d. Serve as a forum to discuss opportunities and strategies to influence freight-related decisions.
- e. Seek opportunities for leveraging partnerships to improve freight movement.
- f. Collaborate with other agencies and organizations on data and information sharing to promote informed decision making.
- g. Identify short and long term initiatives that will benefit the freight industry and promote a healthy transportation system.
- h. Advise CDOT and other public organizations during transportation planning efforts.
- i. Advise CDOT Staff on National Highway Freight Program (NHFP) Project selection.
- j. Advise CDOT staff on rail-freight issues and opportunities, including freight-related grants and loans.

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### 2 Membership

The FAC membership will consist of a representative cross-section of public and private sector freight stakeholders. To the extent possible, the FAC will represent the geographic and economic diversity of the state.

#### 2.1 Eligibility for Membership

Any interested party with professional knowledge of freight as it relates to the economy and industry, freight modes, or commercial transportation, meeting the criteria in Section 2.2.1., or a member of another designated body identified under Section 2.2.3, who will enhance the conversation of the FAC, may sit as a member of the FAC when selected in accordance with the protocols in this Charter outlined under Section 2.3.

#### 2.2 Types of Membership

##### 2.2.1 Formal Member

A formal member is a member who serves on the FAC based on their professional knowledge of freight including: representatives of shippers, carriers, warehousing, providers of freight or logistics support, and freight-related associations and academia.

##### 2.2.2 Ex Officio Member

An ex-officio member is a member who serves by virtue of holding another designated position in an organization not directly representing the freight industry or its interests. The following have been identified as ex officio positions:

- One member from the Statewide Transportation Advisory Committee
- One member of CDOT Senior Management
- Other members representing environmental, community, or other non-freight industry entities

##### 2.2.3 Alternate Member

An alternate member is a FAC member who serves on behalf of a formal FAC member, when the formal member is not available to attend FAC meetings. FAC alternates shall attend on behalf of Formal FAC members who cannot attend meetings, to ensure their entity is properly represented during voting or FAC decision making. If an alternate cannot attend, the FAC member shall alert the FAC Secretary of the absence, in advance of the FAC meeting. Alternate members, like formal and ex-officio members, must first be approved by the FAC Steering Committee.

##### 2.2.4 Proxy Voting

In the event that a formal FAC member or an alternate member cannot attend a FAC meeting where a vote is held, the absent FAC member may appoint another formal FAC member act as a proxy in order to vote on their behalf.

##### 2.2.5 Formal Member Voting

Formal members, or the approved alternate member, have one vote per member (one vote per entity represented) when voting occurs as outlined in Section 4.3.2. Ex-Officio members shall not have voting privileges. However, the Ex-Officio members will be offered the opportunity to speak or communicate to the FAC their opinions or concerns prior to voting.

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### 2.2.6 Freight Advocates

Freight Advocates are representatives from organizations, which may benefit from the activities of the FAC and may contribute a unique perspective or context, which may guide industry discussions, but are not members or ex-officio members of the FAC. Freight Advocates include organizations such as Metropolitan Planning Organizations, government agencies, and others. Freight Advocates may attend all meetings and contribute to the conversation with consent of the Chair and/or Vice-Chair. They may participate on committees as directed by the Chair and/or Vice-Chair. Freight Advocates have no voting privileges.

### 2.2.7 FAC Steering Committee

A standing committee of the FAC meets typically monthly to discuss and act on items that are either time sensitive or are related FAC Work Plan strategies and initiatives.

Steering Committee members must meet the requirements of the formal FAC members. FAC Steering Committee members serve as their schedule permits, but must notify the FAC Secretary when they cannot attend FAC Steering Committee meetings, or send their alternate whenever possible.

The FAC Steering Committee makes recommendations to the full FAC regarding:

- New Membership
- Actions for implementing FAC Work Plan Strategies and Initiatives, Work Plan revisions, and new focal points
- Recommendations of National Highway Freight Program (NHFP) Projects, and rail freight projects, and any freight-related grant or loan programs.
- FAC Charter Revisions

Actions the FAC Steering Committee can approve on behalf of the full FAC include:

- Time sensitive items that arise that could benefit from FAC/Freight Industry input
- Letters of Support for grant opportunities, freight initiatives and other items as they arise

## 2.3 Member Selection Process

Members of the FAC will be selected by the following processes:

### 2.3.1 Inaugural Membership

Members: Individuals who meet the requirements of Section 2.2.1, and who have actively partnered with CDOT on previous freight-related activities, or who have participated in the creation of the FAC, will be appointed by CDOT to become members.

Ex officio Members: Individuals who meet the requirements in Section 2.2.3 will become members upon approval of the full FAC with support of existing FAC Steering Committee members and the FAC Leadership (Chair and Vice-Chair).

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### 2.3.2 Membership

All recommended members shall be presented to the FAC Steering Committee for their review and support. The FAC Steering Committee shall submit all membership recommendations for approval to the full FAC. Future members of the FAC and the FAC Steering Committee may be nominated by a current FAC member (or members) and voted in as a member of the FAC by a simple majority vote.

### 2.4 Member Responsibilities

Each member of the FAC will participate in development of recommendations, provide relevant input when it is required and appropriate, and on other items as deemed necessary.

#### 2.4.1 Conflict of Interest

In the event a FAC member or FAC Steering Committee has a conflict of interest with serving on the FAC, it is incumbent on that member to inform the FAC that such conflict or appearance of conflict might exist. In such an event, the member should take the appropriate actions to avoid the appearance of impropriety.

#### 2.4.2 Attendance and Rules of Engagement

Consistent attendance is important to ensure FAC members make well-informed recommendations and decisions. Lack of consistency results in inefficiencies related to time required to bring absent members up to speed, decisions made with limited knowledge of circumstances, and a level of disrespect to the other members who are fully engaged. Members neglecting to attend three consecutive regularly scheduled quarterly FAC meetings, and do not elect to send their alternate FAC member will be respectfully replaced to provide space on the FAC for more committed and engaged members.

It is expected that FAC members will:

- a. Work collaboratively, helping to ensure FAC recommendations and decisions balance the varied interests of freight stakeholders.
- b. Serve as ambassadors for freight, bringing information from and representing the general interests of their networks of industry contacts and affiliated interest groups.
- c. Be actively engaged in the FAC by being prepared for and involved in FAC activities.
- d. Accept and adhere to the parameters outlined in this Charter.
- e. Represent a constituency broader than their individual business, organizational membership, or any other group, which they serve on a daily basis.

## 3 Leadership

A Chair and Vice-Chair will be elected from the FAC membership by FAC members, and will assume the responsibilities outlined in Sections 3.1 and 3.2 respectively.

### 3.1 Chair

A Chair will perform the following responsibilities:

Serve as the FAC's spokesperson.

- a. Facilitate meetings (facilitation of particular meetings or topics may be facilitated by individuals outside of the FAC membership, as deemed appropriate by the Chair).

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- b. Collaborate with the Secretary on the development of FAC agenda and other materials.
- c. Oversee membership-related items.
- d. Review letters and notices as appropriate.
- e. Other functions as appropriate.

A Chair and is elected for a two-year term – see the voting process outlined in Section 4.3.2.

### 3.2 Vice-Chair

- a. A Vice-Chair will perform the following responsibilities:
- b. Assist the Chair in the performance of the Chair's responsibilities.
- c. Act as the Chair and perform responsibilities of the Chair in the absence or unavailability of the Chair.
- d. Assume the role of Chair in the event of a vacancy of the Chair, until another Chair is elected by the FAC.
- e. Other functions as appropriate.

A Vice-Chair is elected for a two-year term consistent with the term of the chair.

### 3.3 Secretary

In the spirit of partnership and collaboration, the Secretary of the FAC shall be a CDOT staff person who has time to support the many initiatives and items of importance identified by the FAC. Based on CDOT staffing resources, CDOT shall appoint the FAC Secretary. The Secretary will perform the following responsibilities:

- a. Work as a liaison between CDOT and the FAC and FAC Chair and Vice Chair.
- b. Support the FAC in execution of FAC Work Plan and other key initiatives as identified.
- c. Serve as Chair in the absence of the Chair and Vice Chair.
- d. Develop in collaboration with the FAC Chair and Vice Chair, the agendas and related materials in preparation of Steering Committee and full FAC meetings.
- e. Maintain a membership and designated alternate list.
- f. Maintain FAC records.
- g. Coordinate all communication within the FAC.
- h. All other administrative duties as required.

## 4 Protocols

### 4.1 Quorum

The FAC is in quorum when a simple majority of members are present.

### 4.2 Meetings

The FAC will provide input on what specific topics/issues will be addressed at FAC meetings.

- a. These topics/issues will be prioritized and tentatively scheduled for future meetings.
- b. Information and material will be sent to members in advance of each meeting to the best extent possible.

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- c. Regular FAC meetings will be held no less than quarterly. Special meetings may be called at the discretion of the Chair. When possible, 30-day notice will be given prior to the next full FAC meeting. However, some urgent matters may require the FAC to convene on shorter notice.
- d. The FAC Steering Committee meetings, to be held monthly, will be provided as much notice as possible regarding scheduling of meeting times, and meeting cancellation notifications.
- e. An annual schedule of Regular Meetings for the next State Fiscal Year shall be published to members no later than the date of the last Regular Meeting of each State Fiscal Year.
- f. When possible, 30-day notice will be given prior to an FAC meeting being cancelled, unless unforeseen circumstances are involved, e.g., due to weather conditions. Consultation with the Chair will occur before a decision is made to cancel an FAC meeting.
- g. FAC meeting locations will generally occur at CDOT Headquarters. Another location may be chosen by the Chair, and adequate notification will be provided.
- h. FAC meeting arrangements will be handled by the Secretary in consultation with the Chair.

### 4.3 Decision Making

#### 4.3.1 Consensus

FAC recommendations shall be made primarily by consensus. Consensus means that all members of the FAC agree to support a recommendation, having sought to understand all perspectives and generating a recommendation that they think is most beneficial in addressing the pertinent topic. Members might not completely agree with the action, but they do agree to support it, both within and outside of the FAC. Consensus is not a majority vote.

#### 4.3.2 Voting

Voting is to be used for administrative items and is limited to the formal members of the FAC. Testimony and comments may be considered from non-members at the discretion of the Chair. These administrative items include, but are not limited to:

- Election of Chair and Vice-Chair (Section 3)
- Member selection (Section 2.3) and removal (Section 2.4.2)
- Charter Amendments (Section 4.5)

The FAC Secretary may determine other instances when voting is appropriate. Voting shall be conducted by a simple majority.

Formal FAC Member voting may be conducted outside of quarterly meetings if determined appropriate by the Chair. Adequate time will be given for members to review pertinent information. The FAC Secretary will decide the appropriate mechanism to collect votes. A minimum number of votes consistent with a quorum must be submitted for an affirmative outcome to be adopted.

FAC Steering Committee member voting may be conducted outside of monthly meetings if determined appropriate by the FAC Chair or Vice-Chair. Adequate time will be given for Steering Committee members to review pertinent information. The FAC Secretary will decide the appropriate mechanism to collect votes. A simple majority vote of those in attendance with the FAC Leadership's support is required for an affirmative outcome to be adopted. When deemed necessary, voting may occur outside of regular meeting construct.

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### 4.3.3 Resolutions

The FAC may choose to document a position or policy statement by adopting a resolution. When feasible, proposed resolutions must be distributed to all members no less than thirty (30) days prior to the meeting at which the resolution will be adopted. Motions to change the resolution may be considered at the meeting. The resolution will be adopted with a simple majority vote.

### 4.3.4 Letters of Support

Requests for letters of support shall be submitted to the FAC secretary with a memo outlining the freight-related benefits of the proposed action, initiative or project. The FAC Steering Committee has the authority to approve all FAC letters of support on behalf of the full FAC. The FAC Steering Committee should be afforded sufficient time to review materials before acting to approve letters of support.

### 4.4 Committees

FAC Ad-hoc subcommittees may be formed, as deemed appropriate by the Chair, to conduct specific business in greater detail than would normally be performed at a FAC meeting, or to research and explore key issues and concerns raised by the FAC. All committee recommendations and findings will be brought forth to the FAC Steering Committee first for consideration and brought to the full FAC for either consideration or information purposes. The specific membership and duration of the committee will be identified at the time of creation of the committee. Committees may be comprised of formal members, ex officio members, Friends of the FAC, or other individuals that have specific subject matter expertise.

### 4.5 Charter Amendment

The Charter may be amended with the support of a simple majority. Proposed changes will be submitted to all members of the FAC, as soon as possible to provide time to review the proposed revisions prior to the FAC meeting, at which the vote will take place. The vote must be included on the meeting agenda.

### 4.6 FAC Communications

Public information, news releases, and other communications related to the FAC may be issued with the consent of the Chair. Individual FAC members shall not issue any form of public information or news releases on behalf of the FAC, or speak on behalf of the FAC, unless requested to do so by the Chair. All communications will be approved by the FAC Leadership, in coordination with the CDOT Freight Office Manager and FAC Secretary.

### 4.7 Reimbursement

FAC members, and FAC Steering Committee members shall receive no salary for conducting membership duties and will not be reimbursed by CDOT or the FAC for travel or other related expenses.

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### ADOPTION

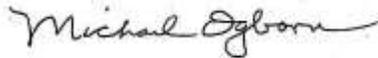
This charter is hereby adopted by the FAC on 7/15/2020.



**Jenyce Houg, FAC Chair:**

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Signature – 7/15/2020



**Mike Ogborn, FAC Vice-Chair:**

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Signature – 7/15/2020



**Michelle Scheuerman, FAC Secretary**

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Signature 6/30/2020