



COLORADO FREIGHT ADVISORY COUNCIL CHARTER 2022

1. Freight Advisory Council Intent

The Colorado Department of Transportation (CDOT), in collaboration with the private sector and planning partners, has formed the Colorado Freight Advisory Council (FAC). FAC creates a collaborative environment to provide a comprehensive freight voice to CDOT and guidance regarding state and federal transportation legislation. In addition, FAC meetings provide a platform for the freight industry, other interested parties, and the public to raise awareness for CDOT and FAC to together make well-informed decisions and recommendations based on multiple freight perspectives.

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

2. Mission

FAC will serve as a forum for public and private sector freight experts and business owners to advocate for commercial freight transportation needs, influence freight transportation policy, and collaborate with partners to develop a freight transportation system that supports the economic vitality of Colorado by providing for the safe, efficient, coordinated, and reliable movement of freight.

3. Purpose

FAC will:

- 3.1 Promote initiatives and strategies to promote and improve the safe movement of freight.
- 3.2 Advise CDOT on freight-related issues, priorities, projects, and funding needs.
- 3.3 Educate the public and other stakeholders on the importance of freight, its connection to the economy, and the public's reliance on the transportation system.
- 3.4 Serve as a forum to discuss opportunities and strategies to influence freight-related decisions.
- 3.5 Seek opportunities for leveraging partnerships to improve freight movement.
- 3.6 Collaborate with other agencies and organizations on data and information sharing to promote informed decision making.
- 3.7 Identify short- and long-term initiatives that will benefit the freight industry and promote



a healthy freight transportation system.

3.8 Advise CDOT and other public organizations during transportation planning efforts.

3.9 Advise CDOT Staff on federally funded programs, including the National Highway Freight Program (NHFP) Project selection and Federal Railroad Administration (FRA) Project selection and on rail-freight issues and opportunities, including freight-related grants and loans.

4. Membership

The FAC membership will consist of a 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.

4.1 Eligibility

Any interested party with professional knowledge of freight as it relates to the economy and industry, freight modes or commercial transportation, who meets the criteria in Section 4.2.1, 4.2.2 or a member of another designated body identified under Section 4.2.3, and who will enhance the conversation of FAC, may be considered for a FAC membership position when selected in accordance with the protocols in this Charter outlined under Section 4.3.

4.2 Categories of Membership

4.2.1 Formal Member

A Formal Member is a person who serves on FAC based on their professional knowledge of the freight industry and may include representatives of shippers, carriers, warehousing, providers of freight or logistics support, freight-related associations, and academia.

4.2.2 Alternate Member

An Alternate Member is a person who attends and serves on behalf of a Formal Member, when the Formal Member is not available to attend FAC meetings to ensure his or her entity is properly represented during voting or FAC decision making. If an Alternate Member cannot attend, the Formal Member shall inform FAC's Secretary in advance of the FAC meeting.

4.2.3 Ex-Officio Member

An Ex-Officio non-voting 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 are Ex Officio members:

- 4.2.3.1 One member from the Statewide Transportation Advisory Committee
- 4.2.3.2 One member of CDOT Senior Management
- 4.2.3.3 Other members representing environmental, community, or other non-



- freight industry entities
- 4.2.3.4 Other members representing organizations such as Metropolitan Planning Organizations, government agencies, and others
- 4.2.3.5 When deemed necessary, the FAC Executive Committee may appoint additional ex-officio members.

4.2.4 Freight Advocates

Freight Advocates are representatives from organizations that may benefit from the activities of FAC and may contribute a unique perspective or context. Freight Advocates who express an interest in serving in this capacity shall notify the FAC Secretary of their interest and the Executive Committee shall determine who shall be appointed as Freight Advocates to FAC. Freight Advocates will not be Formal Members or Ex-Officio Members of FAC and shall not have voting privileges. Freight Advocates may participate on committees as directed by the Executive Committee.

4.3 Selection Process

Members of FAC are selected by the following processes:

4.3.1 Initial Membership

Individuals who meet the requirements of Section 4.2, and who are active members of FAC as of the date of adoption of this Revised Charter will remain members of FAC until they resign or are removed pursuant to Section 4.5.

4.3.2 Appointment of New Members

Any Formal Member may recommend any person for one of the categories described in Section 4.2 et seq., by forwarding the name of the person(s) so recommended to the FAC Executive Committee for its review to determine if the person meets the eligibility requirements set out in this Charter. If the Executive Committee determines the person meets the eligibility requirements, it shall submit the membership recommendations for approval to the full FAC, which approval will be by a simple majority vote.

4.4 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.

4.5 FAC members will:

- 4.5.1 Consistently attend meetings as it is important to ensure FAC Members make well-informed recommendations and decisions.
- 4.5.2 Work collaboratively, helping to ensure FAC recommendations and decisions balance the varied interests of freight stakeholders.



4.5.3 Serve as ambassadors for freight, bringing information from and representing the general interests of their networks of industry contacts and affiliated interest groups.

4.5.4 Be actively engaged in the FAC by being prepared for and involved in FAC activities, share relevant information and raise important issues when necessary.

4.5.5 Accept and adhere to the parameters outlined in this Charter.

4.5.6 Represent a constituency broader than their individual business, organizational membership or any other group, which they serve on a daily basis.

4.5.7 Act in an appropriate and professional manner with fellow FAC members and CDOT staff

4.6 Voting Rights

4.6.1 Formal Members, or the approved Alternate Member, have one vote per member (one vote per entity represented) when voting occurs. Non-voting, ex officio members, may communicate opinions or concerns to FAC prior to voting.

4.6.2 Proxy voting occurs when a Formal Member or an Alternate Member cannot attend an FAC meeting where a vote is held. In that event, the absent Formal Member may appoint another Formal Member act as a proxy to vote on his or her behalf. The Formal Member shall advise the FAC Secretary in advance of the meeting of the appointment and provide the name of the Formal Member who will act as the proxy.

4.7 Conflict of Interest

If an FAC member has an actual or appearance of a conflict of interest with serving on FAC, it is incumbent on that member to inform the FAC Chair 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.

4.8 Removal from Membership

The following may be cause for removal:

4.8.1 If a Formal Member misses three unexcused consecutive regularly scheduled quarterly FAC meetings and does not have an Alternate Member attend, that Formal Member may be removed and the Alternative Member may replace the removed Full Member.

4.8.2 If a conflict of interest as described in Section 4.7 cannot or is not resolved.

4.8.3 Act in an inappropriate manner during meetings or with other members of the FAC or CDOT staff.



4.8.4 If the member retires or leave the industry she or he represents on the FAC.

4.8.5 The Chair and Vice-Chair shall make the decision whether a member is to be removed from membership.

5. Governance

Governance of FAC shall consist of the full FAC, a Chair and Vice-Chair elected by the Full Members; an Executive Committee consisting of the Chair, Vice-Chair, Secretary; the CDOT Manager of Freight Mobility and Safety Branch; a representative from the Colorado Motor Carriers Association; and a representative of a railroad operating in Colorado; and a Steering Committee appointed by the Executive Committee.

5.1 Formal Members acting as the full FAC shall:

5.1.1 Exercise control over the affairs and business of FAC.

5.1.2 Approve or revise the agenda presented to it.

5.1.3 Review, discuss, and recommend/approve actions as presented to them at meetings of FAC.

5.1.4 Review, discuss, and approve amendments to this Charter.

5.1.5 Elect the Chair and Vice-Chair.

5.1.6 Approve the recommendations of the Executive Committee regarding the appointment of members to FAC.

5.1.7 Undertake steps to fulfill the purposes of FAC as set forth in this Charter.

5.1.8 Meet at least quarterly each year.

5.2 The Executive Committee shall:

5.2.1 Conduct the business of FAC between the meetings of the full FAC.

5.2.2 Provide strategic direction for the full FAC.

5.2.3 Prepare the agenda for FAC meetings.

5.2.4 Consider and recommend the approval of new members to the full FAC or the FAC Executive Committee.

5.2.5 Discuss and act on items that are either time sensitive or related to the approved FAC Work Plan strategies and initiatives.



5.2.6 Approve time sensitive items that arise that could benefit from FAC/freight industry input.

5.2.7 Review and approve letters of Support for grant opportunities, freight initiatives, and other relevant transportation issues as they arise.

5.2.8 To propose revisions to this Charter for consideration by the full FAC.

5.3 The Steering Committee shall meet periodically with the Executive Committee to discuss the FAC Work Plan Strategies and initiatives, Work Plan revisions, and new focal points, to discuss the National Highway Freight Program (NHFP) Projects, and rail freight projects, and any freight-related grant or loan programs.

5.4 The Chair and Vice-Chair shall have the following responsibilities respectively outlined below:

5.4.1 The Chair will perform the following:

- 5.4.1.1 Serve as the FAC's spokesperson.
- 5.4.1.2 Facilitate and chair all FAC meetings.
- 5.4.1.3 Collaborate with the Executive Committee and Secretary on the development of the FAC agenda and other materials.
- 5.4.1.4 Oversee membership-related topics and activities.
- 5.4.1.5 Review letters and notices and edit them as appropriate.
- 5.4.1.6 In consultation with the Vice-Chair, appoint the members of the Executive Committee and Steering Committee.
- 5.4.1.7 Other functions as appropriate.

5.4.2 The Vice-Chair will perform the following responsibilities:

- 5.4.2.1 Assist the Chair in the performance of the Chair's responsibilities.
- 5.4.2.2 Act as the Chair and perform responsibilities of the Chair in the absence or unavailability of the Chair.
- 5.4.2.3 Assume the role of Chair in the event of a vacancy of the Chair, until another Chair is elected by FAC.
- 5.4.2.4 Other functions as appropriate.

5.4.3 The Secretary of the FAC shall be a CDOT staff person who will support the 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:

- 5.4.3.1 Serve as a liaison between CDOT and FAC.
- 5.4.3.2 Support FAC in execution of the FAC Work Plan and other key initiatives as identified.
- 5.4.3.3 Develop in collaboration with the FAC Executive Committee, the agendas,



- and related materials in preparation of FAC meetings.
- 5.4.3.5 Maintain the membership list.
 - 5.4.3.5 Support recruitment and new member welcome including: announcing membership recruitment to appropriate audience members, formally inviting new members, create and distribute a new member welcome kit.
 - 5.4.3.6 Maintain FAC records.
 - 5.4.3.7 Coordinate all communication within FAC.
 - 5.4.3.8 Other administrative duties as required and directed by the Chair.

5.5 Terms of Office

- 5.5.1 The Chair and Vice-Chair will serve a two-year term and may be reelected to successive two-year terms. The Chair and Vice-Chair terms will be concurrent.
- 5.5.2 The members of the Executive Committee and the Steering Committee will serve at the pleasure of the Chair.
- 5.5.3 The Secretary will serve at the pleasure of the Manager of the Freight Mobility and Safety Branch of CDOT.

6. Protocols

- 6.1 Regular FAC meetings will be held at least quarterly. Special meetings may be called at the discretion of the Chair.
- 6.2 After the annual schedule of regular meetings as proposed by the Executive Committee and approved by Full Member for the next state fiscal year, the Secretary will send it to the FAC members. The Secretary will also send a reminder invitation to the FAC members prior to each quarterly meeting. If a meeting is canceled, the Secretary will send the cancellation notice to the FAC members 30-days prior to the date of cancellation, unless unforeseen circumstances are involved.
- 6.3 If an urgent matter requires a special meeting, the FAC members will be provided a 30-day notice of the special meeting when possible. Consultation with the Chair will occur before a decision is made to cancel an FAC meeting.
- 6.3 FAC meetings will generally occur at CDOT Headquarters or virtually as needed. Another location may be chosen by the Chair, and the Secretary will provide adequate notification of the location. Meeting arrangements will be handled by the Secretary will handle meeting arrangements with the Chair.
- 6.4 Normally recommendations or decisions on policy matters by FAC will be by consensus. Voting by Full Members is required for the election of the Chair and Vice-Chair, approval of new FAC members, Charter amendments, resolutions, and those letters of support not handled by the Executive Committee. Other than these enumerated matters requiring a vote, the Chair will determine when a vote is required. Voting will be limited to the Formal Members of the FAC.



6.5 For those matters requiring a vote, a majority of the Full Members constituting a quorum shall decide the matter. A simple majority of Full Members in attendance at meetings will constitute a quorum.

6.6 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.

6.7 The notice of a vote must be included on the meeting agenda and votes documented in meeting minutes.

6.8 The Executive Committee may establish such permanent or special committees it deems necessary to conduct specific items in greater detail than would normally be performed at a FAC meeting or to research and explore key issues and concerns raised by FAC. All committee recommendations and findings will be brought to the FAC Executive 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 composed of Formal Members, Ex-Officio Members, Freight Advocates or other individuals that have specific subject matter expertise. In consultation with the Vice-Chair, the Chair will appoint the members of each established committee.

6.9 Public information, news releases, and other communications related to FAC may be issued after review by the Chair and Vice-Chair and with the consent of the Chair. Individual FAC members shall not issue any form of public information or news releases on behalf of FAC or speak on behalf of FAC unless requested to do so by the Chair.

6.10 The Charter may be amended with the approval of a simple majority. Proposed changes will be submitted to all members of the FAC with a proper advance notice to provide time to review the proposed revisions prior to the FAC meeting at which the vote will take place.

6.11 FAC members shall not receive a salary for conducting membership duties and will not be reimbursed by CDOT or FAC for travel or other related expenses.



ADOPTION

This charter is hereby adopted by the FAC on October 18, 2022. Signatures of FAC Chair and Vice-Chair validate adoption. Faxed and electronic signatures shall be considered as original signatures.

Michael Ogborn, FAC Chair:

Troy Hill, FAC Vice-Chair:

Craig Hurst, FAC Secretary: