

**IRP, Inc. Board of Directors**  
**Meeting Minutes**  
Kansas City, MO  
October 6, 2008

The following Board members were present:

Region I: Kurt Myers (PA), Anita Wasko (PA)  
Region II: Jay Starling (AL)  
Region III: Kirk Forbes (MI), Jim Poe (IN), Deann Williams (KS)  
Region IV: Julie Knittle (WA), Kevin Park (UT)  
Canadian Representatives: Paul Arsenault (NS), John Goggin (NB)  
AAMVA Representative: George Valverde (CA)

The following Board advisors were present:

Anna Amos, FMCSA  
Lanny Gower, CNF  
Richard Harris, Penske Truck Leasing  
Victor Parra, UMA  
Oscar Cruz Ruiz, Mexico

AAMVA/IRP, Inc. Staff:

Tim Adams  
Ken Carey  
Joan Kalvaitis  
Mary Pat Paris  
Neil Schuster  
Joelle Ward  
Laurie Wright

Legal Counsel:

Paul Cooney

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The meeting was opened by Chair Jim Poe, who welcomed the Board members to Kansas City, MO.

Election of Board Officers

The following were elected officers to the IRP, Inc. Board of Directors for 2008/2009:

Jim Poe, IN – Chair  
Kevin Park, UT – Vice Chair  
Kirk Forbes, MI – Secretary  
Jay Starling, AL – Treasurer

Treasurer's Report

*Review of Current Financials*

Treasurer Jay Starling reported on IRP, Inc. financial activities for the period ending July 31, 2008, at which time IRP, Inc. was over budget by approximately \$40,000. Expenses as of July 31 equaled \$843,330, which was on target with two months remaining in the fiscal year.

The Board discussed the need to receive more timely financial statements in time for Board meetings. Neil Schuster agreed to work with AAMVA's finance department on improving the timeliness of reports.

### *Funding Opportunities*

Tim Adams updated the Board on recent discussions with FMCSA about securing funding for the Compliance/Audit Working Group, Clearinghouse modernization, the International Committee, and the CDEA Working Group. No action taken by the Board.

### *FY 2009 Budget Review*

Mr. Starling presented the draft 2009 budget for discussion. Approval of the budget occurred later in the day. The proposed budget reflected a surplus of \$32,551. The budget also included revenues and expenses for two annual meetings in the fiscal year, a cost of \$192,000 for the AAMVA Administrative Services Agreement, direct expenses for Board meetings, and tuition reimbursement of \$2,000. Other new items for 2009 included disaster recovery, non-capitalized Clearinghouse modernization expenses, MCS contractor expenses, strategic planning, and expenses for the logo redesign.

Kirk Forbes requested that funding be added to the budget for jurisdiction members of the Plan Procedures and Education Committee (PPEC) to attend the 2009 IRP Managers/Supervisors Workshop, to include funding of the registration fees. The same was requested for jurisdiction members of the Audit Committee to attend the 2009 IFTA/IRP Audit Workshop.

**Motion and second to amend the FY 2009 budget to increase funding for PPEC jurisdiction members to attend the IRP Managers/Supervisors Workshop and Audit Committee jurisdiction members to attend the IFTA/IRP Audit Workshop, if the CEO deems the budget will allow these additional funds. Motion passed.**

### Peer Review Rotation

Mr. Starling presented a proposal to the Board to better align IFTA and IRP peer review schedules in order to accommodate future joint reviews. The proposal included changing the IRP peer review schedule from an implementation schedule to one based on regional rotation, and changing the IFTA reviews from four years to five years. The Board directed the Peer Review Committee to review this proposal at their annual meeting in December and report back to the Board in January 2009.

### Clearinghouse Modernization Task Force

Joan Kalvaitis updated the Board on the activities of the task force to develop and implement a modernized IRP Clearinghouse system. A survey was sent out to Clearinghouse participants, which the task force will be reviewing in their next call. The task force has established a timeline for the work involved and estimate going live with a new system by December 2010, depending on funding available.

After discussion, it was determined that the Executive Committee will provide executive oversight of the Modernization project. Prior to the next Board meeting, Ms. Kalvaitis will prepare and present to the Board a plan for regular review of milestones and budget by the Executive Committee.

### Change to IRP Meetings Schedule

Joelle Ward presented to the Board a proposed shift in the current meetings schedules. Ms. Ward proposed moving the IRP Annual to May of each year and the IRP Managers/ Supervisors Workshop to October/November of each year. The schedule change would more evenly space out Board meetings (January, May, September), allow the Board to approve the following year's budget prior to the start of a new fiscal year, avoid scheduling the workshop during heavy renewal periods, and give more flexibility with respect to locations/prices for the workshop.

Before making a decision, the Board tasked staff with identifying cost differences for changing the schedule. A report will be provided to the Board prior to its meeting in January 2009.

### Compliance/Audit Working Group

Chair Poe reported that IRP, Inc. was seeking funding from the Border Enforcement Grant to cover the costs of conducting a full analysis of compliance with the Plan. It is estimated that the analysis will cost approximately \$272,000 and take two years to complete.

The Board approved moving forward with selecting individuals to serve on the working group so that work could begin as soon as funding was secured. A request was made that Chair Poe consider appointing Jay Starling as chair of this working group.

### Strategic Planning Meeting

Mary Pat Paris reported that the Board's strategic planning meeting is scheduled for January 22, 2009, in conjunction with the Board's winter Board meeting in Chandler, Arizona. In preparation for the meeting, the executive committee will meet with the strategic planning consultant by conference call in November 2008.

### Policy Manual

Ms. Ward reported that a first draft of the Board's new policy manual was completed, and she is working with Jim Poe, Jay Starling, Kirk Forbes and Paul Cooney to identify which active policies to include in the manual and which new policies should be introduced for approval by the Board. A final draft will be available to the Board for review at the Board meeting in January 2009.

### Board Meeting Tasks

Ms. Ward reviewed the current task list with the Board. The Board directed staff to ensure due dates were more accurate in the task list and that shaded items (items to be removed following the meetings) refer back to new items. Additionally, staff is charged with revising the task list to better inform the Board of items that require their attention.

### Reports Requiring Board Discussion

*Audit Committee Report*

Audit Committee chair Chris Turnwall, SC, reported that the committee (working with the IFTA Audit Committee) has finalized the agenda for the 2009 Audit Workshop, to be held January 4-8, 2009, at the Mission Palms Hotel in Tempe, AZ. The committee will meet for its annual face-to-face meeting at the conclusion of the workshop.

Future audit workshops will no longer be held in Tempe due to rising hotel costs. IFTA, Inc. is in the process of securing a location for the 2010 workshop. Future workshops will also be moved to February dates rather than early January.

Ms. Turnwall also reported that an update from the Joint Audit Subcommittee will be given at the workshop. In addition, the updated Audit Training manual will be provided at the workshop.

#### *Clearinghouse Committee Report*

Ms. Kalvaitis reported on the activities of the Clearinghouse Committee. As of September 2008, there were 51 jurisdictions in full production. Alberta, Illinois and California anticipate moving to production by the end of the year. Oklahoma anticipates joining the Clearinghouse in 2009.

Ms. Kalvaitis updated the Board on allowing non-participating jurisdictions "read-only" access to the Clearinghouse, providing a link on the Web to allow participating jurisdictions to view their pre-netting data after netting has occurred, the 2008 EFT schedule, and transmitting audits through the Clearinghouse.

#### *Dispute Resolution Committee (DRC) Report*

Committee chair Edgar Roberts, NV, updated the Board on issues submitted to the DRC since the last Board meeting and reported on a change to the committee. Bob Weber, CT, recently joined the committee to replace Joan Bailey, DC, who retired in June 2008.

Mr. Roberts submitted the DRC charter and procedures manual to the Board for final approval.

**Motion and second to approve the DRC charter. Motion passed. Approval of the charter was later denied in a separate motion.**

Because some additional minor updates needed to be made to the procedures manual, the Board agreed to wait for the changes to be made before voting and agreed to approve the manual via email.

Mr. Roberts reported that his term as DRC chair ends December 31, 2008, and he wanted to formally recommend that Jerri Hunter, DRC vice chair, be appointed chair of the DRC. Chair Poe requested that Mr. Roberts send a formal request to this effect.

#### *International Committee Report*

Committee chair Deann Williams updated the Board on the first meeting of the International Committee in June 2008. The committee formed a subcommittee to examine Canada's National Safety Code in order to identify conflicts between the code and IFTA & IRP. The committee also created a subcommittee to work on adding links to the IRP, Inc. Web site that would provide contact information for carriers needing information on requirements for traveling in Canada.

The committee is seeking a Region III representative, as well as a Canadian representative to replace Lorraine Lardie, AB, when she moves onto the Board beginning January 1, 2009. The committee will also be seeking a Region I representative to replace Sharon Crow, MD, when she also moves onto the Board in January.

*Peer Review Committee (PRC) Report*

Staff Liaison Julie Knittle reported on the activities of the PRC. Phil Kingery, WV, recently joined the committee in the Region II administrative position, replacing Youlanda Massey, LA. Ms. Knittle provided the schedule of reviews through December 2009 and submitted a request by the committee to hold a joint IFTA/IRP review of Nevada in 2010.

**Motion and second to approve a joint IFTA/IRP compliance review of Nevada in 2010.  
Motion passed.**

*Plan Procedures and Education Committee (PPEC) Report*

Committee chair Rob Termuende, BC, reported on committee projects. Mr. Termuende was appointed chair following the resignation of Mark Kaleta, UT. Jeff Seidel, MD, and Alana Gourneau, SD, recently joined the committee. The committee will begin work on the agenda for the 2009 IRP Managers/Supervisors Workshop, to be held March 28-30, 2009, in St. Louis, MO. The committee will hold its annual meeting at the workshop on March 28, 2009.

Mr. Termuende submitted the updated committee charter for approval by the Board.

After reviewing the PPEC charter, it was recommended that both the DRC and PPEC charters be amended to remove the second paragraph of Section VIII, "The Repository shall pay for Committee voting members' travel..." It was felt funding for committee travel was not a necessary component of committee charters.

**Motion and second to remove the second paragraph of Section VIII of the DRC and PPEC charters. Motion passed.**

The Board asked staff to send out the committee charter template to the full Board for review prior to the next Board meeting.

The committee asked the Board for guidance on its role in the ballot comment process. The Board responded that in order to avoid conflict between Plan provisions, all ballots need to go to the committee for review prior to being posted as proposed ballots. The committee will work directly with the person/jurisdiction proposing the ballot.

*CDEA Task Force Report*

Mr. Adams reported on the current activities of the task force. The task force is working closely with representatives from NLETS, FMCSA and IFTA, Inc. to develop best practices for providing motor carrier credential information to law enforcement. Additional work will be conducted once funding has been secured.

*Staff Report*

### *\$100,000 FDIC limit on funds*

Even though the FDIC increased its limit to \$250,000, IRP, Inc. dues come in at the beginning of the fiscal year and the balance in the IRP, Inc. account can exceed \$1M. The IRP, Inc. auditor has noted this for the last several years. With recent economic instability, Ms. Paris is looking into options to insure funds in excess of \$250,000. Ms. Paris will report to the Board by e-mail as soon as she has a recommended course of action to propose.

### *Administrative Services Agreement*

The administrative services agreement has been finalized and signed by AAMVA and IRP, Inc.

### *Jurisdiction Reports Available on Web*

Jurisdictions are now able to run reports on jurisdictional information contained on the IRP, Inc. Web site. This is the first phase of a request by the Board last year to allow jurisdictions to not only run reports, but to upload data, as well. Currently, there are few updates and staff is able to keep up with making changes in a timely manner. The number of changes does not justify the cost of programming for the jurisdictions to upload data.

### *Disaster Recovery*

Ms. Paris is working with the AAMVA ISBCC on disaster recovery and business continuity. In addition, IRP, Inc.'s IT support will conduct "live" tests of its disaster recovery plan in FY09.

### *Brochure and Business Cards*

New business cards were ordered for IRP, Inc. staff and the IRP, Inc. brochures have been printed. Several jurisdictions have requested to order brochures for their IRP offices.

### *NTSB Hearing*

Tim Adams was requested to serve as a witness in an NTSB Board of Inquiry hearing Oct. 7 & 8, 2008. The hearing is being conducted as a result of a bus crash near Victoria, TX, in January 2008. The Board is trying to determine if the registration process should have validated whether or not the bus was FMVSS compliant. IRP, Inc. was invited to serve as a party to the hearing and Ms. Paris will represent IRP in this capacity.

### Partner/Related Organization Reports

#### *AAMVA Report*

AAMVA chair George Valverde and AAMVA CEO Neil Schuster reported on AAMVA activities. The theme for 2008/2009 is "Building the Foundation of the Future." AAMVA recently underwent restructuring and is working closely with the AAMVA Board to ensure AAMVA priorities are in line with its strategic plan. AAMVA's goal is to create a leaner organization and determine cost benefits to its members by identifying direct member values. AAMVA is working closely with the Department of Justice to determine how to make NMVITS self-sustainable. The AAMVA Board recently approved adding a law enforcement position on the Board.

#### *Industry Advisory Committee (IAC) Report*

Lanny Gower updated the Board on the IAC meeting held October 2, 2008, in which the IAC reviewed IRP proposed ballots and discussed upcoming IRP meetings, PRISM issues, the Full Reciprocity Plan, the compliance initiative, the IRP DRC meeting, and other IRP and vehicle issues. The Board requested that the IAC review its committee charter to conform to the charter template approved by the Board.

#### *FMCSA Report*

Anna Amos reported on FMCSA activities, specifically FMCSA's recent reorganization, which will help streamline grant requests by groups like IRP, Inc. The Board discussed the need to have access to a news link on the FMCSA Web site that can be monitored by IRP, Inc. staff.

#### Approval of FY 2009 IRP, Inc. Budget

Staff informed the Board that it could include in the budget additional funding for the Audit Committee and PPEC jurisdiction members to attend their respective workshops and still remain in the black.

**Motion and second to accept the FY 2009 budget amended to include funding for the Audit and PPEC committee members to attend their respective workshops. Motion passed.**

#### Consent Agenda

**Motion and second to approve the consent agenda that included approval of the May 5-6, 2008, Board meeting minutes and the July 30, 2008, Board conference call minutes. Motion passed.**

#### New Business

##### *Full Reciprocity Plan*

**Motion and second to appoint a working group to examine the full reciprocity plan that was presented at the 2008 IRP Annual Meeting. Motion passed.**

The working group will be chaired by Jay Starling and will include representatives from all four regions as well as industry members.

##### *Past Chair Position*

**Motion and second to keep Kurt Myers on the Board as past chair through the end of 2009. Motion passed.**

##### *PRISM*

The Board discussed but took no action on a request for Board endorsement on removing the requirement for the Registrant-Only number.