



Minutes of the 2018 TAC Annual General Meeting
Thursday, November 8, 2018
Fantasyland Hotel, Madeira Room, Edmonton, AB

Members of the TAC Board of Directors in attendance:

Erik Eberhardt (EE), President; Rick Lovat (RL), Past President; Steve Skelhorn (SS), Vice President East; Bruce Downing (BD), Vice President, West; Michelle Richards (MR), Treasurer; Stephanie Robillard (SR), Director, BC Region; Jason Mann (JM), Director, Prairies; André Rancourt (AR), Director, Quebec and Maritimes; Nichole Boulton (NB), Director, Jean Habimana (JH), Director; Connor Langford (CL), Director; Boro Lukajic (BL), Director;

Absent Directors:

Derek Zoldy, (DZ), Secretary; Heinrich Heinz (HH), Director, Alberta; Walter Trisi (WT), Director, Ontario; Seamus Tynan, Director

1. Welcome and Introductions

Erik Eberhardt opened the meeting at 16:45 welcoming all members and guests and thanking the Board members in attendance for their participation. He noted that the AGM agenda was available at the door – the minutes of the 2017 AGM are posted on the TAC website.

2. Minutes from the 2017 AGM – October 12, 2017

Motion: *Moved by Erik Eberhardt (seconded by Connor Langford) that the minutes of the 2017 AGM be approved – Carried.*

3. President's Report

EE remarked that TAC continues to be in a healthy financial position arising from the success of the 2010 WTC hosted by the Association, and that the Board is always looking for value-added initiatives as a good use of the asset base.

3.1 Special Projects

EE reported on the TAC book and new website projects. The subcommittee managing the book project has made excellent progress and the content and pictures for many chapters have been completed. However, the project timeline and cost has increased due to the complexity of sourcing pictures and then ensuring they are of sufficient quality to print and securing the rights for TAC to reproduce them. Another appeal for sponsorship will be undertaken to help offset a portion of the added costs to finalize the project.

The new TAC website was launched in time for the 2018 AGM and will be announced to the members as part of the 2019 membership renewal campaign. With the website revitalization completed and the TAC book scheduled for delivery in 2019, TAC is now looking for ideas for new projects in 2019/2020.

4. 2018 Membership Report and Targets for 2019

SS reported that total 2018 TAC membership is 412 as of mid-October. That number does not include students not yet signed up officially who wish to join this fall in order to participate in YM activities, but have not yet been able to as the registration system is closed for the months of October and November to prepare for the annual renewal process.

SS reported that the Board of Directors recommends that 2019 membership fees remain at \$75 for individuals, \$500 for corporations, \$15 for students and \$25 for retired members. SS noted that member benefits in 2019 will remain the same and will include six issues of *T&TNA*, TAC conference and workshop registration at preferred member prices, member-only access to TAC documents, local chapter events, TAC e-newsletters and chapter e-news mailings. Corporate membership includes the above benefits for one individual plus recognition on the TAC website, at the AGM, and in *T&TNA*, and an extra subscription to *T&TNA*.

5. Treasurer's Report

5.1 2017 Financial Statements

MR reported that the 2017 final deficit of \$30.1K was slightly larger than the budgeted deficit of \$28.9K. Book sponsorship was under target, but the Montreal Workshop exceeded its financial estimate to help offset the revenue shortfall.

5.2. Auditor's Report – Fiscal 2017

The covering page of the Auditor's Report prepared by Robert Adam, CPA, Licence 1-12277, was presented and a summary excerpt highlighted: "In my opinion, the financial statements present fairly, in all material respects, the financial position of the Tunnelling Association of Canada as at December 31, 2017, and its results of operations, changes in net assets and cash flow for the year ended December 31, 2017 in accordance with Canadian accounting standards for not-for-profit organizations."

MR reported that the 2017 audit was completed by Bob Adam by the end of June 2018 as required in order to file with CRA by the June 30 deadline.

5.3. 2018 Forecast & 2019 Budget Approval

MR reported that the 2018 budgeted loss of \$13K may end up being a slight surplus (shown as \$809 in the forecast presented) depending on the number of book donations that may come in by December 31 (targeted as an additional \$12,000), and the final net of the TT2018 conference.

The proposed 2019 budget shows a net loss of \$37K, but \$26K in net spending (\$51K in expenses less \$25K in sponsorships) is a result of the TAC book project so the operating budget is a net deficit of \$11K. A small operating deficit is normal in a workshop year due the lower anticipated net from the smaller event.

Motion: *Moved by Michelle Richards (seconded by Steve Skelhorn) that the proposed 2019 TAC budget be approved – Carried.*

5.4. Appointment of Auditor for 2018 Financials

Motion: *Moved by Michelle Richards (seconded by Nichole Boulton) that Robert Adam be appointed as TAC's auditor for fiscal 2018 – Carried.*

6. TAC 2019 Board of Directors

RL presented the report of the Nominating Committee of Brian Garrod, Garry Stevenson and Boro Lukajic and the recommendations of the Board. Treasurer Michell Richards' term ends at the end of 2018. At its November meeting, the Board approved the reappointment of MR as Treasurer for an additional 3-year term.

Section 5.01 from the bylaws regarding Elections and Terms was presented. RL reported that, to improve the transition of term ends, the committee recommended adding two more directors resulting in a total of 18, with six turning over every year.

RL presented the proposed 2019 board. An appeal to the members in May/June resulted in many applications for the Board and five new members are proposed. To enable the transition of six Board Members each year, the committee has recommended that two be approved for 4-year terms.

Garry Stevenson asked if TAC needs to change its bylaws to permit approving the two individuals for four-year terms. RL noted that he is first asking for the members' permission to approve the two four-year terms as the bylaws do describe the ability of the members to affect the term staggering.

GS remarked that the bylaws were updated for the new *Canada Not for Profit Corporations Act* so believed that is permitted.

Dan Ifrim asked why the recommendation appoints the Ontario Director for only two years. EE remarked that the incumbent Director was re-appointed last year for only one year, with the intent to fill the remaining two years in 2018.

Motion: Moved by Rick Lovat (seconded by Bruce Downing) that TAC can appoint Board Members for four year terms – Carried.

Motion: Moved by Rick Lovat (seconded by Gary Kramer) that the Tunnelling Association of Canada Directors for the period 2019-2022 as presented be approved – Carried.

RL thanked Gary Kramer for Hatch's support for the involvement of Hatch employees on the local Chapter Executives and on the TAC Board.

EE thanked outgoing directors Heinrich Heinz, André Rancourt and Walter Trisi for their service to the TAC Board of Directors and highlighted their contributions.

7. Regional Reports

7.1. East (Ontario & Quebec)

SS presented an overview of completed, current and future work in Eastern Canada.

SS thanked Walter Trisi and André Rancourt for sending the project information for the Eastern Canada report

7.2. West (Alberta, British Columbia and Prairies)

BD presented an overview of completed, current and future work in Western Canada.

BD thanked Stephanie Robillard, Heinrich Heinz and Jason Mann for their contributions to the Western Canada report.

8. Young Members Report

NB reported that TAC organized a field trip last year with UBC students and insisted that all participants become TAC student members so with over 38 joining the trip she expects that

student membership is likely now 75-80 student members and not 48 as reported as of mid-October in SS's report.

NB noted that TAC has over 200 YM's following us on our social media sites – not all are yet TAC members but will work toward that.

Tim Packulak is coordinating YM efforts in Ontario and is doing great work in Kingston. Stephanie Robillard is planning a 2019 meet and greet event in Vancouver so more good news to come. NB remarked that the BC and Ontario student field trips were a great success – through these efforts these students are exposed to much more than they learn in university.

9. ITA Update, Nordic Forum

EE noted that TAC is a member nation of the International Tunnelling Association to which we contribute our ideas and support the working groups. He remarked that TAC always welcomes members who wish to become involved in the WGs. TAC updates the ITA each spring with the names and contact information of interested individuals. SR asked if TAC provides any financial support to offset a member's financial expenses arising from their involvement in a WG and to attend international meetings. EE answered that it does not. RL remarked that this is the position of all member nations.

EE noted that the Nordic Forum is a grouping of northern countries in the ITA. Their focus at present is on governance.

10. Motions from the floor

There were no motions.

11. Other Business

There was no other business.

12. Next Annual General Meeting

EE noted that 2019 will be a workshop year so TAC is considering running the workshop in Winnipeg with the theme Tunnels and Flood Control. Typically the AGM will be scheduled during the workshop period.

Gary Kramer asked if any consideration has been given to moving the meeting date to another time of year, say June, as he believes that may have been the annual timing in the past. Mark Diederichs pointed out that attending fall conferences/workshops is a problem for students and academia.

EE remarked that TAC has not held a conference in Toronto for a number of years so may look to Toronto in 2020 and Vancouver in 2022.

The meeting adjourned at 17:50 pm.