



Minutes of the 2019 TAC Annual General Meeting
Monday, October 21, 2019
Delta Hotel, Assiniboia Room, Winnipeg, MB

Members of the TAC Board of Directors in attendance:

Erik Eberhardt (EE), President; Steve Skelhorn (SS), Vice President East; Michelle Richards (MR), Treasurer; Jason Mann (JM), Director, Prairies; Nichole Boulton (NB), Director; Connor Langford (CL), Andre Solecki, Director; Boro Lukajic (BL), Director; Seamus Tynan, Director; Mark Diederichs, Director;

Directors sending their regrets:

Rick Lovat (RL), Past President; Bruce Downing (BD), Vice President, West; Derek Zoldy (DZ), Secretary; Stephanie Robillard (SR), Director, BC Region; Remco Kleinlugtenbelt (RK), Director, Alberta; Dan Ifrim (DI), Director, Ontario; Jean Habimana (JH), Director, Quebec and Maritimes; Andrew Caruana (AC), Director

1. Welcome and Introductions

Erik Eberhardt opened the meeting at 16:45 welcoming all Directors, members and guests and thanking the Board members in attendance for their participation. He noted that the minutes of the 2018 AGM are posted on the TAC website.

2. Minutes from the 2018 AGM – November 8, 2018

Motion: *Moved by Erik Eberhardt (seconded by Nichole Boulton) that the minutes of the 2018 AGM be approved – Carried.*

3. President's Report

EE remarked that TAC continues to be in a healthy financial position so has been undertaking special projects to make good use of the unrestricted net assets. The website revitalization was delivered in 2018. The current special project is the TAC book to be delivered in 2020 for TAC's 40th anniversary.

3.1 Special Projects

EE asked ST to provide an update on the TAC book project. The original net budget for TAC's contribution to the project was \$57,000. At present the total costs are anticipated to be \$114.5K and sponsorships received and committed to date are \$51.5K for a net cost to TAC of \$63K or about \$6K higher than originally planned should no additional sponsorships come in. ST noted that TAC is still accepting both picture contributions and sponsorships. MD suggested that having an outline of existing projects included in the book might assist in rustling up more pics. SS noted that a spreadsheet is available and will be distributed to the Board.

EE reported that all active TAC members in 2020 will receive a copy of the book next year. After the book project, TAC's next special project will be to direct its efforts to make better use of social media to connect TAC members.

4. 2019 Membership Report and Targets for 2020

SS reported that total active 2019 TAC membership is 474 as of October 18, a 15%

increase over 2018 membership last October. The suggested goal for 2020 is 500 members. All members (including retired and students) will get a book in 2020 – TAC will use this as an incentive to help promote membership next year.

SS reported that the Board of Directors recommends that 2020 membership fees remain at \$75 for individuals, \$500 for corporations, \$15 for students and \$25 for retired members. SS noted that member benefits in 2020 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 and in *T&TNA*, and an extra subscription to *T&TNA*.

5. Treasurer's Report

5.1 2018 Financial Statements

MR reported that the 2018 final deficit of \$5K was smaller than the budgeted deficit of \$13.5K due to lower net expenses for the book project and higher net proceeds from the joint TAC/NASTT conference.

5.2. Auditor's Report – Fiscal 2018

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, 2018, and its results of operations, changes in net assets and cash flow for the year ended December 31, 2018 in accordance with Canadian accounting standards for not-for-profit organizations."

MR reported that the 2018 audit was completed by Bob Adam by the end of June 2019 as required in order to file with CRA by the June 30 deadline.

5.3. Appointment of Auditor for 2019 Financials

Motion: Moved by Michelle Richards (seconded by Boro Lukajic) that Robert Adam be appointed as TAC's auditor for fiscal 2019 – Carried

5.4. 2019 Forecast & 2020 Budget Approval

MR reported that the 2019 budgeted loss of \$37K may end up being a small surplus (shown as \$3,560 in the forecast presented) as spending on the TAC book project in 2019 is significantly under budget and will be delayed until fiscal 2020. Book sponsorship in 2019 has exceeded its target of \$25K

The proposed 2020 budget shows a net loss of \$26K, primarily due to the delayed spending on the book project. The targeted net proceeds for the TAC 2020 conference are \$50K, which historically is achievable. While a surplus TAC budget has been the norm in a conference year, the proposed 2020 deficit is due to the delay in the final spending on the TAC book.

EE noted that TAC's high net asset position gives TAC the ability to add member value through special projects and reduced member pricing for events.

Motion: Moved by Michelle Richards (seconded by Boro Lukajic) that the proposed 2020 TAC budget be approved – Carried.

6. TAC 2020 Board of Directors

EE presented the report of the Nominating Committee, comprised of Rick Lovat (Chair), Garry Stevenson, Boro Lukajic and Frank Policicchio, and the recommendations of the Board. He noted that the call for interest sent to the members for nominees for any open Director's positions produced an excellent response.

Section 5.01 from the bylaws regarding Elections and Terms was presented and EE outlined the current 2019 Board. Three Board member terms are to end at the end of 2019 – Officer position Derek Zoldy, and Directors Jean Habimana and Nichole Boulton. EE reported at their last meeting the Board of Directors voted to appoint Andre Solecki as Secretary for a 3-year term ending in 2022.

EE noted with Andre Solecki moving to become an officer opens another director spot. Jean Habimana has asked to continue as Quebec and Maritimes Regions Chair to advance the Quebec Chapter and is recommended for reappointment by the Nominating Committee. Nichole Boulton has been doing excellent work leading TAC's Young Members program and has offered to stay on the Board and her reappointment is recommended by the Nominating Committee.

From the interest expressed by the current directors and members, the Nominating Committee and the Board recommend the members reappoint Jean Habimana and Nichole Boulton to three year terms ending in 2022, and appoint member nominee Leila Sunderani to a two-year term ending in 2021 to fill the vacancy left by Andre Solecki's appointment as Secretary.

Motion: Moved by Erik Eberhardt (seconded by Boro Lukajic) that the Tunnelling Association of Canada Directors for the period 2020-2022 as presented be approved – Carried.

7. Regional Reports

SS presented an overview of completed, current and future work across Canada and recognized the contributions of Chapter Chairs Jean Habimana (Quebec & Maritimes), Dan Ifrim (Ontario), Jason Mann (Manitoba & Prairies), Remco Kleinlugtenbelt (Alberta) and Stephanie Robillard (British Columbia) to the report.

8. Young Members Report

NB reported that TAC has a successful year with events in both the east and the west – 40 students recently participated in a BC field visit. There are over 80 active student members and more are looking to sign up this fall so they can attend various fall events. Goal for the upcoming year is over 100 student members.

Now, >400 people are following TAC through various social media outreach efforts. The number of Young Members (<35 years of age) is steadily increasing, with an active Facebook page and groups in BC and Ontario.

Tim Packulak reported Boro Lukajic will be presenting a talk at Queen's this November and planning is underway for the winter term with possible talks by Gary Kramer, Nick Vlachopoulos and Connor Langford.

BL suggested that TAC support initiatives to get papers by YM's into the conference and T&TNA. EE noted that university student and YM engagement will be put on the agenda of an upcoming Board meeting.

9. ITA Update, Nordic Forum

EE noted that with an annual budget of over \$2M, many member nations are looking to have ITA improve its processes and oversight. Canada put forward a number of motions at the 2019 ITA General Assembly wrt governance and auditing that were all passed.

The 2020 World Tunnel Conference (WTC) will be in Malaysia. The next North American-based WTC will be in Cancun, Mexico in 2022. TAC is exploring putting in a future Canada bid, likely for Montreal.

During the 2019 WTC, the U.S. proposed to start an America's Forum to link North, Central and South American groups. Discussions on this will continue at the 2020 WTC. Forums, including the Nordic Forum which TAC is a member of, are excellent for exchanging ideas between member nations.

10. Motions from the floor

There were no motions.

11. Other Business

There was no other business.

12. Next Annual General Meeting

The next TAC Annual General Meeting will be on Monday, September 28, 2020 at the Hilton Toronto, taking place at the outset of the TAC 2020 conference.

The meeting adjourned (moved by EE, seconded by SS) at 17:55 pm.