



**Minutes of the 2020 TAC Annual General Meeting (by Zoom)
Friday, November 6, 2020, 12:00 PM EST**

Members of the TAC Board of Directors in Attendance:

Erik Eberhardt, President; Rick Lovat, Past President; Steve Skelhorn, Vice President East; Bruce Downing, Vice President, West; Michelle Richards, Treasurer; Andre Solecki, Secretary; Stephanie Robillard, Director, BC Region; Jason Mann, Director, Prairies; Dan Ifrim, Director, Ontario; Boro Lukajic, Director; Nichole Boulton, Director; Connor Langford, Director; Seamus Tynan, Director; Mark Diederichs, Director

Board of Director Regrets:

Remco Kleinlugtenbelt (RK), Director, Alberta; Jean Habimana (JH), Director, Quebec and Maritimes; Andrew Caruana (AC), Director

1. Welcome, Introductions and Zoom Meeting Rules

The President opened the meeting at 12:00 PM EST and welcomed all attendees to TAC's 2020 virtual Annual General Meeting. With the postponement of the TAC 2020 Toronto conference due to COVID-19 in-person meeting restrictions, the TAC Board of Directors agreed to host today's AGM using the Zoom platform.

All participants were asked to mute their microphones when not speaking and to use the raised hand feature to indicate that one wished to speak.

The AGM will be followed by the announcement of the 2020 TAC Achievement Awards at approximately 1:00 pm EST. At that time, non-member guests will be permitted to join the meeting.

2. TAC By-law Revision to Permit Virtual AGM

TAC's current by-laws only permit in-person Annual General Meetings. The first order of business was a motion to permit electronic meetings. The TAC Board of Directors recommended the following changes that were approved for member consideration at the September 9 Board of Directors meeting:

4.06 Participation in Meetings

Participation at meetings shall be in person or by electronic means. Participation by electronic means is prohibited. Voting at in-person meetings is will be by a show of hands, unless a motion is made for a ballot vote. Voting at electronic meetings will be at the discretion of the chair. Participation in voting by proxy is prohibited.

4.07 Annual General Meeting

An annual general meeting open to all members of the Corporation shall be held in Canada each year on a date and at a location and by a format to be selected by the board of directors. Meetings must allow attendance and voting in a manner that permits their subsequent verification.

Motion: Moved by Andre Solecki, seconded by Erik Eberhardt, that the proposed amendments to sections 4.06 and 4.07 of the TAC by-laws be approved – carried.

3. Acceptance of the 2019 AGM Minutes

The draft minutes of the October 21, 2019 AGM are posted on the TAC website at https://www.tunnelcanada.ca/downloads/TAC2019AGM_Minutes-to_be_ratified.pdf and were referenced in the Notice of AGM included in the Oct 6 and Oct 30 TAC E-newsletters sent to all active members. There was no discussion or requests for changes.

Motion: Moved by Erik Eberhardt, seconded by Steve Skelhorn, that the minutes of the 2019 TAC Annual General Meeting be approved – carried.

4. President's Report

The President noted the recent passing of past TAC President Dr. Ray Benson and provided a brief memorial of his contributions to TAC and the tunnelling profession.

The 2020 TAC Board of Directors were introduced.

4.1 TAC's Response to COVID-19

The TAC 2020 Toronto conference has been rescheduled to October 19-21, 2021 and has been rebranded as TAC 2020-One Toronto. The LOC has coordinated with the venues and contractors to ensure that revised agreements are in place.

In-person local chapter meetings were suspended after the pandemic was announced in March. They have been replaced by webinars organized by the TAC Young Member Group (TACym) – local chapters have plans to also offer webinars until such time that in-person meetings are considered safe.

4.2 Special Projects

TAC's healthy financial position provides the funds for special projects to promote the tunnelling industry to the public and the broader tunnelling community. TAC's revised website launched in 2019 offered a new look and improved communication with members for calendar of events, news and other items.

The TAC book project has been busy and is now nearing completion – the book will be launched at TAC 2020-One Toronto. The President thanked the members of the TAC Book Committee who have been working diligently to deliver an excellent product.

With the book project nearing completion, a proposal being considered for a new special project is the development of a web-based database of Canadian tunnels and tunnelling projects. Suggestions from the members for other potential special projects to be considered are welcomed.

4.3 Engineering Institute of Canada

TAC was accepted as a new member society of the Engineering Institute of Canada (EIC) in April 2020. EIC consists of 14 constituent societies including the Canadian Geotechnical Society, Canadian Society for Civil Engineering, Canadian Society for Mechanical Engineering and the Canadian Dam Association.

TAC is now eligible to nominate members for EIC awards and honours, such as Fellows of the EIC and the Julian C. Smith Medal and K.Y. Lo Medal recognizing significant engineering contributions to Canada and internationally, respectively.

4.4 ITA, Nordic Forum, America's Forum

TAC has helped lead a move to reform the governance of the International Tunnelling

Association (ITA). This resulted in the formation of a Governance Council reporting to the Member Nations (via the General Assembly) and tasked with conducting an organizational review of the ITA.

TAC has also pushed for changes in how World Tunnel Congress (WTC) events are organized and host cities selected. The challenges arising from the cancellation of the WTC 2020 in Kuala Lumpur have since forced actions to be taken, with recommendations from the ITA to be discussed with the Member Nations in early 2021.

The ITA continues to remain active with key initiatives like the Working Groups. TAC members are invited to get involved and should contact TAC if they are interested in being a TAC representative for a particular ITA Working Group.

5. 2020 Membership Report and Targets for 2021

There has been a decrease in 2020 membership by 70 individuals due to COVID-19. As of November 2, there are 404 members – Individual 288, Corporate 59, Student 46 and Retired 11.

The 2021 membership goal is to return to 2019 levels with total membership of 475. The Board has recommended that 2021 annual membership fees remain at 2020 levels: Corporate \$500, Individual \$75, Retired \$25 and Student \$12.50.

Benefits in 2021 will remain the same with the added benefit that all active members in 2021 will receive a copy of TAC's new book.

6. Treasurer's Report

6.1 2019 Statements and Auditor's Report

The Treasurer reported that TAC continues to have a healthy position allowing the association to invest in special projects.

The statements of Financial Position and Operations for 2019 were presented along with comparison information for 2018. TAC's total equity increased slightly at the end of fiscal 2019 to \$414.1K as the fiscal year ended with a slight surplus of \$3.8K. The annual audit and CRA filings were completed by Bob Adam, CPA.

6.2 Appointment of Auditor for 2020 Financials

Motion: Moved by Michelle Richards, seconded by Boro Lukajic, that Bob Adam, CPA, be appointed to audit the Tunnelling Association of Canada's 2020 financial statements – carried.

6.3 2020 Financial Forecast & 2021 Budget

TAC originally budgeted for a deficit of \$25.9K in 2020. Due to COVID-19 effects on membership and the postponed 2020 conference, revenues are down considerably. This drop is offset on the expense side by the savings on chapter meetings, travel and the completion of the book project now moved to 2021. The projected deficit at the end of 2020 is now \$11.5K against a budgeted deficit of \$25.9K.

In planning for the 2021 budget, TAC has taken a conservative view of anticipated net conference revenues with projections being greater than those assumed in the budget. No

additional TAC book sponsorship revenue is expected in 2021 with over \$58K received to date in past years. TAC book expenses in 2021 are expected to be similar to the postponed 2020 expenses to complete the project, but may increase slightly due to inflationary effects. The proposed 2021 budget shows a deficit at year end of \$29.8K

Motion: Moved by Michelle Richards, seconded by Erik Eberhardt, that the proposed 2021 TAC Budget be approved – carried.

7. TAC 2021 Board of Directors

Four officers (Erik Eberhardt, President; Rick Lovat, Past President; Bruce Downing, Vice President West; Steve Skelhorn, Vice President East) and four directors (Stephanie Robillard, BC Chapter Chair; Dan Ifrim, Ontario Chapter Chair; and Connor Langford, Director) are scheduled to complete their terms on December 31, 2020.

The TAC Nominating Committee first met in April after COVID-19 pandemic restrictions were well underway. Due to the uncertainty of the extent and length of pandemic impacts, and the importance of continuity in the planning of the TAC Toronto Conference (moved to 2021), the committee decided that it would be best to keep the current Board in place in 2021 rather than to change the composition of the board during the pandemic.

In June, TAC sought membership input on the Nominating Committee's proposal and received support from the majority of those who responded. At its September meeting, the Board voted to ratify the recommendation and to put it to the membership at the AGM.

Motion: Moved by Erik Eberhardt, seconded by Rick Lovat, that the Tunnelling Association of Canada Officers and Directors for the period 2021-2023 be approved – carried.

TAC anticipates returning to issuing a call to the members for Board of Director nominations in 2021 when determining the 2022 Board slate for a vote at the 2021 AGM.

8. Regional Reports

The Vice President East and Vice President West presented brief reports on current, upcoming and possible future tunnelling projects across Canada. In-person chapter events across Canada were halted in March – planning for the presentation of chapter webinars is underway in some regions.

The 2021 AGM presentation slides to be posted on the TAC website will include more detailed information on current, upcoming and prospective projects.

9. Young Members Report

TAC membership fell to 46 students in 2021, likely as in-person student outreach had to be curtailed due to COVID-19. The number of Young Members is unknown as this information is not currently tracked in the TAC member database. It is anticipated that the TAC Book will likely be a draw encouraging student membership in 2021 as that benefit will be received by all active 2021 members.

The TAC Young Member Group (TACym) initiated a webinar series in May and since then has offered five TAC webinars and three joint webinars with various international societies. The TACym webinars have been recorded, but have not yet been posted on the TAC website. There will be one more TACym webinar this year on Nov 26.

10. Other Business

None.

11. Next Annual General Meeting

The 2021 TAC Annual General Meeting will be held at the Toronto Hilton (Downtown) on Tuesday, October 19, 2021, in conjunction with the TAC 2020-One Toronto Conference.

12. Adjournment

The President called for the adjournment of the meeting at 12:55 pm EST and advised that the presentation of TAC's 2020 Achievement Awards will begin at 1:00 pm EST.