



Minutes of the 2022 TAC Annual General Meeting
Wednesday, November 2nd, 5:00 PM PDT
Fairmont Vancouver, Vancouver BC

Members of the TAC Board of Directors in Attendance:

Bruce Downing, President; Erik Eberhardt, Immediate Past President; Michelle Richards, Treasurer; Andre Solecki, Secretary; Jason Mann, VP West; Andre Rancourt, VP East; Jean Habimana, Director, Quebec and Maritimes; Dan Ifrim, Director, Ontario; Stephanie Robillard, Director, BC Region; Mohammed Al-Bataineh, Director, Alberta; Boro Lukajic, Director; Nichole Boulton, Director; Connor Langford, Director; Mark Diederichs, Director; Glen Mongillo, Director; Andrew Caruana, Director.

Board of Director Regrets:

Leila Sunderani, Director; Seamus Tynan, Director.

1. Welcome and Introductions

The President opened the meeting at 5:05 PM PDT and welcomed all attendees to TAC's 2022 Annual General Meeting. The President introduced the Board attendees present in the room.

2. Acceptance of the 2021 AGM Minutes

The draft minutes of the October 19, 2021 AGM were posted on the TAC website and were referenced in the Notice of AGM sent to all active members. There was no discussion or requests for changes.

Motion: Moved by Dan Ifrim, seconded by Boro Lukajic, that the minutes of the 2021 TAC Annual General Meeting be approved – carried.

3. President's Report

The President remarked on the increased activity over the last year, including hosting the TAC 2022 conference in person, as well as Chapter and TACym returning to in-person events as well. There has been substantial work on the proposal to host WTC 2026 (Montreal), in addition to other initiatives launched this year to which TAC's financial reserves are being used to fund. TAC transitioned administration of the organization from Gibson Group Management to Redstone Agency.

The President detailed updates regarding ITA, noting how TAC helped lead a series of reforms to ITA governance, influencing the formation of a Governance Council which was tasked with conducting organization reviews and changes to how WTC host cities were selected and events organized. With these new rules, TAC submitted an expression of interest for WTC 2026 to be hosted in Montreal, which has since been accepted and preparation of the full proposal is underway. TAC members are invited to get involved in ITA working groups and should contact members of the Board if interested in being a TAC representative for a particular ITA working group.

TAC is a member society of the Engineering Institute of Canada (EIC), which is a federation of 14 technical/engineering societies. As a member, TAC can nominate members for EIC awards and honours, and TAC's second nominee for the FEIC honour, Brian Harrod, was selected by the EIC for 2021.

The President introduced each of the Board members once again, as well as the key Redstone staff that members can connect with.

4. 2022 Membership Report and Targets for 2023

As of October 3, 2022, the total TAC membership included 521 individuals and firms, noting a total increase of 135. In 2023, the goal is to sustain the current membership and increase total membership to over 550, with a focus on student memberships, as well as general membership in Alberta, Manitoba & Prairies, Quebec & Atlantic chapters. The membership fees for 2023 will remain unchanged.

5. Treasurer's Report

2021 Statements and Auditor's Report

The statements of financial position and operations for 2021 were presented along with comparison information from 2020. The annual audit and CRA filings were completed by Bob Adam, CPA. It was asked if there were plans for the surplus, where it was noted that it has been put towards projects such as the History book (and its French translation), the Canadian Tunnelling magazine, as well as other initiatives (tunnelling database and WTC2026 bid).

Motion: Moved by Michelle Richards, seconded by Nichole Boulton, that the 2021 Financial Statements be approved as presented – carried.

Motion: Moved by Michelle Richards, seconded by Dan Irim, that Bob Adam, CPA, be appointed to audit the Tunnelling Association of Canada's 2022 financial statements – carried.

2022 Financial Forecast & 2023 Budget

The Treasurer presented the Financial Forecast for 2022, noting that the Conference revenue will be higher than budgeted, as will the administration services fees, but the year should close out with a surplus of \$66,137, which is higher than budgeted.

For the 2023 Budget, it is currently being presented as a loss of \$37,810.87 due to it being a workshop year, however the Board will be discussing at a later time whether or not to move forward with a conference instead. Membership revenue is projected to be less as well due to it being a workshop year.

Motion: Moved by Michelle Richards, seconded by Andre Solecki, that the proposed 2023 TAC Budget be approved – carried.

6. 2023 TAC Board of Directors

One officer (Michelle Richards, Treasurer) and four directors (Mohammed Al-Batineh, Director, Alberta & Prairies; Glen Mongillo; Leila Sunderani; Boro Lukajic) are scheduled to complete their terms on December 31, 2022.

In accordance with the By-laws which state that the Treasurer shall be appointed by the Directors, the Board has motioned and approved the appointment of Michelle Richards to a new 3-year term.

TAC issued a call for Board of Director interest to the members with the respondent's information passed on to the Nominating Committee. The final nominee slate is prepared by the Nominating Committee and then approved by the Board of Directors.

The recommended slate of Directors to fill the open positions included:
Mohammed Al-Bataineh – Director, Alberta & Prairies Region
Glen Mongillo – Director
Leila Sunderani – Director
Boro Lukajic – Director

Motion: Moved by Erik Eberhardt, seconded by Heinrich Heinz, that the Tunnelling Association of Canada Officers and Directors for 2023 be approved – carried.

7. Regional Reports

The VP West presented a brief report on current, upcoming and possible future tunnelling projects across Alberta, BC, Manitoba and the Prairies.

The VP East presented a detailed report on the various projects across Ontario and Quebec, both in progress and planned.

8. Young Members Report

TAC student membership increased to 43 (up by 6 from last year), with approximately 57 young members identified as being registered for the conference. Social media followings have grown, and the goal for the upcoming year is to coordinate the social media outreach with the Communications Task force and Redstone to increase activity and engagement.

The report detailed site visits in both BC and Ontario, which were positively received. The composition was highlighted, including noting the vacancies for regional sub-chairs and committee sub-chairs.

9. WTC 2026 Update

An update on the WTC 2026 proposal was presented, noting that the vote will occur at the WTC in Athens in 2023.

10. By-law Review Report

A brief history of the By-law revision history was presented, noting the complete overview which took place over the last two years. A summary of the proposed By-law edits was provided, including:

- Definitions and general reordering and reorganizing
- Retired membership class
- Updated roles and responsibilities for officers
- Clarification for elections, terms, and additional nominees
- Maximum consecutive terms and term limits for President & Vice-President
- Board of Director quorum, term length, qualifications, and renewals clarified
- Conflict of Interest statement and Indemnification clause added
- Resolutions outside of Board meetings
- Fiscal year end clarifications
- Administration management contract limits

The revisions in full were circulated to the membership along with the Notice of Meeting.

Motion: Moved by Andre Solecki, seconded by Bruce Downing, that the proposed amendments to the TAC By-laws as included in the AGM Notice be approved as presented – carried.

11. Tunnelling Magazine Update

The magazine had 3 issues prepared, one in 2021 and 2 in 2022, with new sections expanding on the content of the magazine. There will be a survey circulated to the industry and members later this year to verify the benefits the magazine provides. In the interim, there will be an issue for the start of 2023, with a focus on sustainability and growth in Quebec.

12. Other Business

No other business was raised.

13. Adjournment

The President called for a motion to adjourn the meeting at 6:22 pm PDT.

Motion: Moved by Bruce Downing, seconded by Dan Ifrim, that the 2022 Tunnelling Association of Canada Annual General Meeting be adjourned – carried.