

## *Terms of Reference*

# **Infrastructure & Asset Management Council**

*Approved by the Board of Directors on September 24, 2019*

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### **MANDATE**

The Infrastructure & Asset Management Council works to support the mission of the Transportation Association of Canada:

**Working together to share ideas, build knowledge, promote best practices,  
foster leadership, and encourage bold transportation solutions.**

The Council guides TAC in fulfilling its commitment to safe, efficient and sustainable transportation infrastructure. More specifically, the Council is a national forum for information exchange and problem solving related to soils and materials, pavements, structures, asset management, and construction and maintenance practices.

### **OBJECTIVES**

The Council will:

- Identify, analyze and resolve challenges arising from the life cycle of roadways, encompassing infrastructure design, construction, maintenance and rehabilitation
- Coordinate awareness and action among TAC councils and committees on infrastructure and asset management issues, encouraging them to complement and/or collaborate on work by others
- Identify, promote and approve projects that develop guidelines and best practices for TAC members
- Encourage and/or develop learning and information-sharing initiatives for practitioners on infrastructure and asset management issues
- Recognize exemplary TAC member contributions through awards in related areas

### **OTHER**

Annex A includes additional terms of reference that are shared by the Safety, Design & Operations Council and the Infrastructure & Asset Management Council.

*Terms of Reference – Annex A*

## **Infrastructure & Asset Management Council**

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## **Safety, Design & Operations Council**

*Approved by the Board of Directors on April 27, 2022; updated August 2023*

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### **GENERAL**

**Meetings.** The Council meets in person during TAC's fall technical meetings, and virtually during TAC's spring technical meetings. Council members and auxiliaries, employees of TAC member organizations, and individual TAC members may attend; others are also welcome at the discretion of the Chair.

**Activities.** The Council may conduct or support activities including:

- Volunteer or pooled-fund projects resulting in technical guidelines, syntheses of practice, research reports, briefings or software applications
- Selection and/or approval of TAC award recipients
- Learning activities such as TAC conference sessions, webinars and training courses
- Meetings, projects or events in collaboration with external organizations

**Committees.** The Council may create and give direction to committees with approved terms of reference; committee Chairs are also members of the Council Executive. The Council may also create working groups.

**Reporting.** The Council reports to the TAC Board of Directors. It contributes to the formulation of TAC programs and strategic directions by delivering a verbal report to the Board on Council priorities, activities and recommendations during TAC's spring and fall technical meetings, and by submitting an annual written report to the Board each fall.

**Technical directions.** The Council will develop and maintain a strategic framework that identifies important themes for its technical work, emerging and priority issues, actions taken and progress achieved. The Council may monitor policy to determine technical implications, and may support policy development by illuminating technical requirements; however, it does not make policy recommendations.

**Representation.** Council resolutions do not represent official TAC positions unless they receive the subsequent approval of TAC's Board of Directors or Executive Director.

## **COUNCIL MEMBERSHIP**

**Identification.** Council members include:

- Federal, provincial/territorial and municipal government appointees to the Chief Engineers Panel (ex officio), or their appointed representatives
- One employee appointed by each non-TAC member organization that has a collaborative agreement with TAC specifying Council membership
- Ex officio members of the Council Executive (i.e. Past Chair, Board Liaison, Chairs of Council committees)

**Voting rights.** *Voting members:* Representatives of Chief Engineer jurisdictions have the right and responsibility to vote on Council matters; if they cannot attend a meeting, they may delegate voting authority to another representative of their employer. *Non-voting members:* Ex officio members of the Council Executive and appointees of non-TAC member organizations do not have voting rights, unless they are also representatives of Chief Engineer jurisdictions.

**Auxiliaries.** TAC member organizations and other organizations that are eligible to appoint a Council member may identify any number of Council auxiliaries, who can access information on Council meetings.

## **COUNCIL EXECUTIVE**

**Executive members.** The Council Executive includes:

- A Chair and Vice-Chair (elected from among representatives of Chief Engineer jurisdictions)
- A Secretary (representing the TAC Secretariat)
- A Past Chair (ex officio)
- A Board Liaison (ex officio; appointed by the TAC Board of Directors)
- The Chair of each committee created by the Council (ex officio)

**Collective responsibilities.** The Executive works on a consensus basis to:

- Recommend amendments to the Council's Terms of Reference for approval by the Council and Board of Directors
- Provide input to, review and approve Council meeting agendas
- Meet in person or virtually and act on behalf of the Council between meetings, as needed
- Maintain the Council's strategic framework, with input from members
- Approve an annual written report to the Board of Directors
- Oversee the development of conference sessions and the review of submitted abstracts and papers

**Individual responsibilities.** Core members of the Executive are expected to fulfil the following roles:

- Chair
  - Chairs meetings of the Council and Council Executive
  - Reports to the TAC Board of Directors
  - Represents the Council on the Chief Engineers Panel and liaises with other Council Chairs
  - Delegates responsibilities to the Vice-Chair and other Council members as needed
  - Reviews conflict of interest guidelines with Council members
- Vice-Chair
  - Acts on behalf of the Chair as needed
  - Provides updates on Council activities to other TAC councils and committees
- Secretary
  - Prepares meeting minutes
  - Distributes Council documentation
  - Administers electronic ballots (e.g. to elect a Vice-Chair)

- Communicates with Council members, on behalf of either the Council Executive or TAC Secretariat, between in-person meetings using e-mail or other online platforms

**Term and succession.** The Chair, Vice-Chair and Past Chair serve a two-year term. *Planned succession:* At the end of the term, the Chair becomes Past Chair and the Vice-Chair becomes Chair; this occurs immediately after a fall meeting. *Unplanned succession:* If the Chair resigns before completing their term, the Vice-Chair immediately becomes Acting Chair and subsequently begins a two-year term as Chair after the Council's next fall meeting (with the Past Chair remaining in office, if possible); if the Vice-Chair resigns before completing their term, or is required to become Acting Chair, the Council elects a new Vice-Chair.

**Election of Vice-Chair.** The election of a Vice-Chair involves the following steps:

- The Secretary invites voting members to submit their nominations or expressions of interest for the Vice-Chair position. *Planned succession:* The invitation is distributed after the final spring Council meeting of the two-year term. *Unplanned succession:* The invitation is made by email at the earliest practical opportunity.
- If multiple voting members are nominated or express interest in being a candidate for Vice-Chair, the Secretary confirms with each potential candidate that they are willing to participate in an election by secret ballot, and (if so) to obtain a statement of candidacy for consideration by Council members. If multiple voting members choose to stand as candidates, the Secretary administers an electronic voting process; all voting members may participate except the Chair, who casts the deciding vote in case of a tie. The winning candidate becomes the Vice-Chair-Elect and is ratified by a show of hands among voting members at the next Council meeting.
- When there is a single candidate for Vice-Chair, that candidate automatically becomes the Vice-Chair-Elect and is ratified by a show of hands at the next Council meeting.

## **COUNCIL APPROVALS**

**Terms of Reference.** Amendments to the Council's Terms of Reference for consideration by the Board of Directors may be approved when: (a) a quorum of at least 66% of Council voting members are present; and (b) at least 75% of Council voting members present indicate their support through a show of hands. Where quorum is not met, an electronic ballot is conducted after the meeting; approval requires at least 66% of Council voting members to cast a ballot, and at least 75% of votes cast must be in favour.

**TAC publications.** The Council approves project deliverables to be published by TAC as they near final status, having been made available for advance review by Council members:

- National technical guidelines are voted on by a show of hands among Council voting members who are present, with a simple majority indicating approval; those guidelines then proceed to an electronic ballot by the Chief Engineers Panel.
- Other proposed TAC publications (e.g. syntheses of practice) are voted on by the Council at spring or fall meetings, with voting procedures and requirements being the same as for amendments to the Terms of Reference.

**Other.** Other approvals require the support of a simple majority of Council voting members in attendance.