

**TRANSPORTATION ASSOCIATION OF CANADA (TAC)**  
**ANNUAL GENERAL MEETING OF MEMBERS**  
**Friday, September 15, 2023, 12 noon – 12h50 (EDT)**

**VOTING REPRESENTATIVES PRESENT:**

D. Argue (R.J. Burnside & Associates)	F. Pellerin (QC)
K. Chow (by proxy, City of New Westminster)	D. Penney (District of North Saanich)
M. Delibasic (by proxy, McIntosh Perry)	F. Rizzardo (Emcon Services Inc.)
B. Gray (City of Toronto)	D. Robertson (Region of Durham)
J.-F. Gysel (Cogytum)	S. Thiele (MB)
A. Izett (Izett Engineering)	M. Thompson (City of Calgary)
C. Kalim (City of Regina)	K. Volk (BC)
M. Nesheli (CSA Group)	O. Xiao (CEMATRIX)

**OTHER MEMBERS PRESENT:**

J. Aube (Ville de Dieppe)	D. Durant (MB)
A. Baskin (BC)	E. Ecker (BA Consulting Group)
C. Berko (Arcadis IBI Group)	A. Horokso
J. Bousquet (QC)	I. Kalyar (SK)
D. Bracewell	S. Langford (Arcadis IBI Group)
C. Brennan (Trimble)	S. Lehmann (SK)
G. Brunner (AASHTO)	S. Leung (BC)
W. Burdz (Tetra Tech Canada)	N. Mazorra (City of Ottawa)
T. Churchill (City of Calgary)	R. Noehammer (City of Toronto)
G. Cimini (Stantec Consulting)	J. Qi (City of Lethbridge)
C. Cheng (Bunt & Associates Ltd.)	M. Scanlon (CBCL)
D. Cleghorn (AtkinsRéalis)	K. Schram (MB)
J. Crang (Tetra Tech Canada)	T. Woodhall (BA Consulting Group)
S. Dallaire (QC)	F. Yan (Tetra Tech Canada)
K. Deogan (BC)	K. Zaman (YK)
B. Dubois (City of Saskatoon)	

**STAFF PRESENT:**

E. Andersen	R. Morrison
M. Bourque	G. Noxon
G. Cole	C. Stackpole
C. De Grandpré	S. Wells

**1. Introductory remarks and administration**

It was noted that a quorum of members was present (minimum of ten) and that notice of the meeting had been given in accordance with the by-laws of the Corporation; the meeting was declared regularly constituted.

Sarah Thiele, TAC President, welcomed members and guests to the meeting. She acknowledged Board Directors in attendance and highlighted their strong commitment to the Association.

**a) Review and approval of agenda**

Ms. Thiele drew attention to the agenda for the meeting and invited additions; none were proposed.

**It was moved by K. Volk without objection and therefore carried that:**

The agenda for the September 15, 2023 Annual General Meeting of Members be approved as circulated.

**b) Review and approval of 2022 AGM minutes**

Ms. Thiele drew attention to the draft minutes of the Annual General Meeting of Members, held on September 14, 2022. She invited comments or corrections; none were proposed.

**It was moved by M. Thompson without objection and therefore carried that:**

The minutes of the meeting held on September 14, 2022 be approved as circulated.

**2. TAC's 2022/23 Year in Review**

Ms. Thiele drew attention to TAC's *Year in Review 2022/23*. She noted it presents the work done in the last year in TAC's six technical focus areas and she observed that it reflects the collaborative nature of TAC's work.

**a) President's Report**

Ms. Thiele observed that the transportation sector is evolving with important investments being made across the country and innovative developments emerging to address new and existing challenges. She remarked that TAC provides a vital forum for collaboration where transportation professionals can connect, exchange ideas and build knowledge.

Ms. Thiele also drew attention to the performance indicators reported in the *Year in Review* which reflect overall positive results from last year. She highlighted the excellent member retention rate, good financial results, and healthy reserves.

In closing, Ms. Thiele acknowledged all those involved in the Association, including the Board of Directors, secretariat staff and the dedicated members and volunteers who work together through TAC to improve transportation in Canada.

Questions were invited; none were raised.

**It was moved by K. Volk without objection and therefore carried that:**

The President's Report be accepted as presented.

**b) Executive Director's Report**

Dr. Wells reported on TAC's operations with respect to the Association's five strategic priorities. She highlighted work undertaken to:

- Support TAC's councils and committees, including offering a wider variety of meeting formats;
- Deliver the annual conference and exhibition;
- Enhance communications;
- Build knowledge through pooled fund and volunteer projects;
- Address emerging and critical issues;
- Release and promote TAC publications;
- Grow TAC's library collection and offer technical information services;
- Offer learning opportunities through free webinars and online training;

- Deliver TAC's Awards Program;
- Support the governance and administration of the Association;
- Ensure value for members in TAC's products and services.

Questions were invited; none were raised.

**It was moved by O. Xiao without objection and therefore carried that:**

The Executive Director's Report be accepted as presented.

**c) Audited Financial Statements, 2022/2023**

Mr. Thompson, TAC Treasurer, drew attention to the auditor's report and financial statements, covering the period from April 1, 2022 to March 31, 2023, that had been circulated in advance.

He provided the following highlights:

- The auditors stated that for the year ending March 31, 2023, the financial statements present fairly, in all material respects, the financial position of TAC and the results of its operations and its cash flows, in accordance with Canadian accounting standards for not-for-profit organizations.
- In terms of overall financial performance, the statements show that TAC had a surplus in net revenue of \$719k in 2022/23. The surplus was attributed to the better-than-expected results of the 2022 conference, early success with online training courses, strong membership sales, and improved interest earned on TAC's investments.
- At the end of the fiscal year, TAC continued to have substantial reserves, with about \$3.29 million internally restricted and approximately \$3.3 million unrestricted. Internally restricted funds include reserves for technical publications, an Emergency Reserve Fund, COVID-19 subsidies and a few special projects. The Board manages its unrestricted funds cautiously, considering risks and opportunities that TAC may face and new or special initiatives that may be undertaken.

In summary, Mr. Thompson said that the statements for 2022/23 show that TAC achieved good financial results in the last fiscal year. He confirmed that the Board of Directors had approved the audited financial statements for presentation to members.

Mr. Chow asked about the Board's plans to use the surplus achieved in 2022/23. Dr. Wells said the surplus becomes part of TAC's unrestricted assets and is held until such time as the Board directs an allocation to a new or special initiative.

**It was moved by M. Thompson without objection and therefore carried that:**

The audited financial statements of the Transportation Association of Canada for fiscal year 2022/2023 be accepted as presented.

**i. Appointment of Auditors 2023/24**

Ms. Thiele reminded members of the obligation at the Annual General Meeting to appoint auditors for the current fiscal year. As background, she noted that Raymond Chabot Grant Thornton LLP had completed the second of a three-year mandate from 2021/22 through 2023/2024. She conveyed the recommendation of the Board of Directors that Raymond Chabot Grant Thornton LLP be appointed as the auditor for 2023/24.

**It was moved by K. Volk without objection and therefore carried that:**

Raymond Chabot Grant Thornton be appointed public accountant (auditors) of the Corporation until the next Annual General Meeting or until a successor is appointed, at such remuneration as may be fixed by the directors and the directors be authorized to fix such remuneration.

**3. TAC Leadership – Electing Directors**

Ms. Thiele noted that seats in the federal/provincial/territorial (F/P/T), municipal and members-at-large categories of membership are subject to election. She explained that the Executive Committee had nominated a slate of candidates and that a call for nominations had been distributed to TAC's members and no further nominations were received. She presented candidates for election for three-year terms.

**It was moved by M. Thompson without objection and therefore carried that:**

The following are elected as TAC Directors in the F/P/T/ category of membership and shall continue in office until the 2026 Annual General Meeting, at which time they shall be eligible for re-election in accordance with By-law No. 1 of the Corporation:

- Catherine Harwood
- John Hawkins
- Frédéric Pellerin
- Bryce Stewart

And the following are elected as TAC Directors in the municipal category of membership and shall continue in office until the 2026 Annual General Meeting, at which time they shall be eligible for re-election in accordance with By-law No. 1 of the Corporation:

- Hugues Bessette
- Lon LaClaire

And the following is elected as TAC Director in the members-at-large category of membership and shall continue in office until the 2026 Annual General Meeting, at which time they shall be eligible for re-election in accordance with By-law No. 1 of the Corporation:

- Gerry Chaput

**4. Hearing from Members – Open question period**

Ms. Thiele opened the floor to questions about TAC's governance and operations; none were raised.

Simon Leung was randomly selected from non-Board member meeting participants as the winner of a \$250 coupon to be used towards any TAC product or service in the next year.

**5. Adjournment**

Ms. Thiele thanked everyone for their participation and contributions to a productive meeting; the 2023 AGM was adjourned.