

TRANSPORTATION ASSOCIATION OF CANADA
BOARD OF DIRECTORS
Teleconference
Tuesday, August 13, 2019, 11h00 – 11h30 (EDT)

- PRESENT:** B. Anguish; J. Berezowsky; K. Cain; D. Chaisson; P. Guy; T. King;
A. Marisetti; W. Richardson; T. Savoie; S. Stewart; S. Tapp
- OTHERS PRESENT:** J. Graham-Harkness (Ontario); T. McLeod (Calgary); R. Parry (Yukon);
R. Tharmalingham (Alberta)
- ABSENT:** F. Antunes; G. Chaput; S. Damp; V. Gagnon; J. Hawkins; P. LaFleche; R. Lassel;
A.-M. Leclerc; E. Miska; J. Pitfield; G. Rempel; M. Thompson; A. Tremblay
- STAFF PRESENT:** E. Andersen; G. Noxon; S. Wells; J. Wlodarczyk.

1. Opening Remarks

Mr. Chaisson, Chair, welcomed participants to the meeting. A roll call followed. It was noted that quorum existed and the meeting had been properly constituted in accordance with TAC's by-laws.

2. Approval of Agenda

Mr. Chaisson drew attention to the agenda that had been circulated in advance. He invited additions; none were proposed.

It was moved by K. Cain without objection and therefore carried:

THAT the agenda for the August 13, 2019 teleconference of the Board of Directors be adopted.

3. Financial Reports

a) Auditor's Report and Financial Statements

Mr. Stewart, TAC Treasurer, drew attention to the auditor's report and financial statements, covering the period from April 1, 2018 to March 31, 2019, that had been circulated in advance. He provided the following highlights:

- The auditors stated that for the year ending March 31, 2019, 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 \$689k in 2018/19. If contributions to reserves and the year-end adjustment for the

pension plan are excluded, TAC's actual operating performance resulted in a surplus of \$541k, which is considerably greater than the surplus that had been budgeted. The difference was largely attributable to strong publications sales, including but not exclusively the *Geometric Design Guide for Canadian Roads*, better-than-expected results from the Saskatoon conference, and increased returns on TAC's investments.

- At the end of the fiscal year, TAC continued to have substantial reserves, with about \$2.23 million internally restricted and approximately \$1.6 million in unrestricted reserves. The Board could consider undertaking new strategic initiatives with the unrestricted reserves, however the financial performance in the last fiscal year is not expected to be repeated, as reflected in the three-year budget that was presented to, and approved by, the Board in April 2019.

In summary, Mr. Stewart said that the financial statements for 2018/19 show that TAC continues to be in good financial condition. He noted that the Executive Committee had reviewed the audited financial statements and recommended that the Board approve the statements and that they be presented to the members at the next Annual General Meeting.

Mr. Anguish observed that consulting expenses were higher in the last year than in the previous year and questioned whether this was a trend the Board should be concerned about. Dr. Wells said the consulting expenses related to TAC's technical projects. She added that consulting costs did not replace staff salaries but reflect work done in the last year on some of TAC's major projects.

It was moved by B. Anguish without objection and therefore carried:

THAT the audited financial statements be approved and presented to members at the next Annual General Meeting.

4. Recommendation to Appoint Auditors

Mr. Chaisson explained that the *Canada Not-for-Profit Corporations Act* requires that members of a corporation appoint a public accountant each year at the Annual General Meeting. He noted that Raymond Chabot Grant Thornton LLP had completed the first of its three-year mandate and conveyed the recommendation of the Executive Committee that the firm be submitted to the Annual General Meeting of Members for approval as auditors for the next year for TAC and the Pension Plan.

Moved by S. Stewart without objection and therefore carried:

THAT Raymond Chabot Grant Thornton be submitted to the Annual General Meeting of Members in September 2019 for approval as public accountant (auditors) for the Transportation Association of Canada for 2019/20 as well as for the TAC/CCMTA Pension Plan for calendar year 2019.

5. TAC Council and Committee Structure

Dr. Wells provided an overview of the revised proposal for a new council and committee structure. She said a key feature of the proposal is that it aligns TAC's councils with the focus areas described in the Association's strategic plan. She said that the revised proposal aims to address concerns raised with the original proposal about the ability of Chief Engineers to provide oversight for the technical work of related committees and the need for additional agency representation to cover meetings.

Dr. Wells said the revised proposal had been shared with the Chief Engineers Council, each council executive, affected committee executives, and TAC's Executive Committee. She reported that the feedback had been largely positive, though she acknowledged that some concerns persist with respect to the name of the Safety Council, which some committee members feel is too narrow.

Dr. Wells invited feedback from Board members about the revised proposal. She said that, if the Board approves the structure, staff will continue to work on draft terms of reference for the six councils and the Chief Engineers' Panel and consult with existing councils on them. She suggested those elements would be ready for approval of the Board in September, which would maintain a schedule that would see the new councils convene inaugural meetings in April 2020. Dr. Wells noted that the matter of the name of the Safety Council could be deferred until the fall meeting, to allow committees to formalize their concerns and have them conveyed to the Board through the Chief Engineers' Council in September.

Ms. Richardson congratulated the secretariat staff on the proposal and acknowledged the work done, including consultation with volunteers and the patience and effective engagement that had been evident on all sides throughout the process. She observed that change is hard but can be important and she agreed that the changes proposed are incremental and valuable without being too dramatic to be acceptable to members. She emphasized the merits of the proposal with respect to enabling TAC to address emerging and critical issues and to ensuring that TAC's good technical work continues. Ms. Richardson expressed support for approving the proposed new structure, subject to further consideration to be given to the name of the Safety Council at the fall Board meeting.

Moved by W. Richardson without objection and therefore carried:

THAT the revised proposal for TAC's council structure be approved in principle, subject to a final decision to be made about the Safety Council name at the fall meeting.

6. Next Meeting: September 24 2019, Halifax, NS

Mr. Chaisson reminded members that the next Board meeting will be convened on Tuesday, September 24th in conjunction with the 2019 Joint TAC-ITS Canada conference and exhibition in Halifax. He noted that the event provides an excellent opportunity for delegates to meet, share information, build knowledge and grow professional networks. He added that it is very important in TAC's calendar and every jurisdiction takes its turn as host and wants to see good turnout from across the country. He encouraged Board members to attend and to support the attendance of their staff as much as possible.

7. Adjournment

There being no further business, Mr. Chaisson thanked participants and invited a motion to adjourn the meeting.

Moved by T. Savoie without objection and therefore carried:

THAT the TAC Board of Directors meeting be adjourned.