

*Terms of Reference*

**Technology Council**

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

---

**MANDATE**

The Technology 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 the innovative, efficient and effective integration of technology across the transportation sector. More specifically, the Council is a national forum for information exchange and problem solving related to intelligent transportation systems, connected and automated vehicles, vehicle electrification, data management, cyber security and smart cities.

**OBJECTIVES**

The Council will:

- Identify, analyze and resolve technology challenges, giving priority to safe, secure and sustainable solutions
- Coordinate awareness and action among TAC councils and committees on technology issues, encouraging them to complement and/or collaborate on work by others
- Identify, promote and approve projects that develop research, best practices or guidelines for TAC members on matters related to technology
- Encourage and/or develop learning and information-sharing initiatives for practitioners on technology issues
- Recognize exemplary TAC member contributions through awards in related areas

**OTHER**

Annex A includes additional terms of reference that are shared by the Environment & Climate Change Council, Mobility Council, Technology Council, and Workforce Development Council.

*Terms of Reference – Annex A*

**Environment & Climate Change Council**



**Mobility Council**



**Technology Council**



**Workforce Development Council**

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

---

**GENERAL**

**Meetings.** The Council meets in person during TAC’s spring and fall technical meetings. Council members and friends, 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:

- Communications with TAC members describing Council activities
- Volunteer or pooled-fund projects resulting in technical guidelines, syntheses of practice, research reports, white papers or briefings
- Learning events such as conference sessions, webinars and seminars
- 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.** There is no limit to the number of Council members, subject to them remaining active (see the paragraph on “Inactivity,” below). Council members include:

- One employee appointed by each TAC member organization that wishes to do so
- 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)

**Inactivity.** Council members are expected to attend in-person meetings and to participate in Council activities. The Council Executive maintains a roster of Council members and monitors attendance. Inactive Council members (i.e. those who fail to attend two consecutive in-person meetings or to otherwise participate in Council activities for one year) will be contacted, and their employers may be invited to appoint a replacement; members who remain inactive, other than those appointed by federal or provincial/territorial governments, may be removed from the Council roster.

**Voting rights.** *Voting members:* Council members appointed by TAC member organizations 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 the designated appointees of TAC member organizations.

**Friends.** Organizations that are eligible to appoint a Council member may also identify any number of Council friends, who can access information on Council meetings without the expectation of active participation.

**Diversity.** The Council Executive may invite eligible organizations to appoint new members to improve the balance of representation by key sector (e.g. government, business, academia), order of government (e.g. federal, provincial/territorial, municipal), geographic region, and gender. The Council welcomes young professionals as members or friends.

## **COUNCIL EXECUTIVE**

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

- A Chair and Vice-Chair (elected from among Council members appointed by TAC member organizations)
- 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 by teleconference 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
- Address inactive Council members and seek diversity through the recruitment of new members

**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, the Vice-Chair becomes Chair, and the Vice-Chair-Elect becomes Vice-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 Chair invites voting members to submit to the Secretary their nominations or expressions of interest for the Vice-Chair position. *Planned succession:* The invitation is made during 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 a secret vote, 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 electronically administers a secret ballot; 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; national technical guidelines also require the subsequent approval of the Chief Engineers Panel. Project deliverables nearing final status are voted on by the Council at spring or fall meetings, having been made available for

advance review by Council members. Voting procedures and requirements to approve publications are 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.