

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Friday, September 26, 2003, 12:00 – 16:30 EDT

Hydro One, 483 Bay Street, South Tower, 10th Floor, Board Room

Present:

Wes Cragg

Bronwyn Best

Clare Bonnell

Peggy Cunningham (by conference call)

Michael Davies

Tom Goldie

Joy Kennedy

Ian E. Marshall (by conference call)

John McWilliams (by conference call)

Bob Olivero

David Selley

John Willson (by conference call)

Regrets:

Anita Davis

Peter Harris

P. K. Pal

MINUTES

1. Approval of Minutes of 11 May 2003 Board Meeting

Moved by Mr. Selley and **seconded** by Mr. Marshall to approve the Draft Minutes of the 11 May 2003 Board Meeting, with the deletion of Mr. Selley's name in the "Present" category. **Carried.**

2. Business arising from minutes not otherwise on Agenda

- **Ms. Bonnell** and **Ms. Davis** will prepare criteria for TI-Canada membership and forward these to the Governance and Nominating Committee, which will consider them and bring them before the next board meeting;
- It was noted that the TI-Canada themes would flow from the TI-Canada Strategic Plan;
- Ms. Best reported that she had spoken with IMPACS, which has a clipping service for the National Post Group of papers; online articles go back eight to ten years; "The Globe and Mail" and "The Toronto Star" articles can be clipped, if part of a larger project;
- It was noted that the Advisory Council discussion would flow from the TI-Canada Strategic Plan.

3. Discussion on Correspondence

[In response to a request for membership in TI-Canada, i]t was agreed that **Mr. Marshall** would follow up to try to determine the current degree granting status of Vancouver University – Worldwide College and report back to the Board, either directly or through Ms. Best.

4. Treasurer's Report

- **As of 31 August 2003**

Mr. Selley noted that TI-Canada is in the same financial shape as at the last meeting. It would be good to get at least two more Charter Members. The only change noted in the Financial Statements was in the Grouped R & D: Income of \$200 is still expected for the 12 May TI-Canada Symposium. **Mr. Selley** and **Ms. Best** are to look into the feasibility of Quicken documents being transported into Excel, so that the Financial Statements can be sent electronically.

5. TI-Canada Strategic Plan

This item was not discussed.

6. Publish What You Pay (PWYP) initiative

Mr. Marshall reported that he had participated by conference call in the first PWYP Canada meeting, 25 September 2003. He noted that he had queried what the legal status is of PWYP Canada and from where the funding to support it would come. PWYP Canada is a coalition of organizations and has no legal status. Each participating organization is expected to cover its own expenses. When received, **Mr. Marshall** will forward the Minutes of the meeting to **Ms. Best**, who will forward them to the rest of the Board.

7. Corruption in the Oil & Gas Sector in Nigeria

Ms. Best reported that CIDA has extended the end of the contract for this conference to 31 March 2004. TI-S now has a division dedicated to the Integrity Pact and is actively supporting the project, as is TI-Norway and the Stat Oil Company of Norway. Jeremy Pope of the TI Centre for Innovation and Research met with the President of Nigeria, who is keen on giving the project his blessing. TI-Canada drafted a letter for the Nigerian Presidency to send to key players in Nigeria (including Dr. Rilwanu Lukman), supporting the project. The letter has yet to be sent from the Presidency. **Mr. Willson** will call Dr. Lukman, who is a friend of his. **Dr. Cragg** and **Ms. Best** are to contact DFAIT, again, in light of NEPAD. **Mr. McWilliams** is to send to the Board recent information on corruption in Stat Oil Company. **Dr. Cragg** and **Ms. Best** are to check with TI-Norway about the status of Stat Oil. Once a date is set, the conference can be put on fairly quickly.

8. TI-Canada Corruption Survey

Moved by Mr. McWilliams and **seconded** by Mr. Willson that \$2,000 would be made available for a researcher to identify what would be required for the survey and where TI-Canada would get the funding. **Carried.** **Mr. Goldie** and **Ms. Best** and **Dr. Cragg** are to draw up Terms of Reference for the researcher. Once the research is complete, the authorization to move ahead with this project must come from the **Ad Hoc Survey Committee**, subject to the **Board** approving any further costs.

9. Lesotho Highlands Water Project – Acres Situation

It was agreed that TI-Canada would issue another letter to members, along the same lines as the first (emphasizing the risk involved with hiring agents and the care companies must take to not pay into secret, offshore bank accounts), with different language and some new facts. **Mr. Selley** is to draft this letter and send it to the Board Members for

comment. The letter will be sent to TI-Canada members and copied to the media, government and EDC. **Ms. Best** is to look into what a press release through wire services would require. It was agreed that TI-Canada, carrying a clear agenda, would meet with Acres. Such a meeting could be a win-win situation for Acres and TI-Canada. **Dr. Cragg** is to compose a letter to the Chair of Acres, which will be circulated to the Board for comment, before it is sent. Any Board Member who would like to be involved with the meeting should notify Ms. Best. Participation of TI-Canada Board Members will be communicated to Acres prior to the Meeting to ensure that any problems with respect to conflict of interest issues, which arose with a prior meeting with Acres, are sorted out prior to the meeting.

10. August 2, 2003, Eigen/Cragg correspondence

It was agreed that Dr. Cragg's participation in the discussion of this agenda item did not raise conflict of interest issues relative to his membership on the Ethics Committee of the international Board, which is currently considering concerns raised by Jeremy Pope with respect to the termination of his contract. The meeting, therefore, requested that Dr. Cragg remain for the discussion of this agenda item.

In response to the observation that documents made available to any member of the Board must be made available to all members of the Board, Dr. Cragg agreed to share, with Mr. Davies, correspondence previously shared with the ad hoc committee, of Ms. Bonnell and Mr. Willson, that had undertaken to review issues connected to the termination of Jeremy Pope's contract with Transparency International and recommend a course of action to the Board. Mr. Davies agreed that correspondence thus shared would be treated as confidential and that any identifying information would be removed for personal correspondence items sent to him thus shared.

It was suggested that there were issues relating to accountability, decision-making, and the integrity of the system of governance now in place in the international organization. It was agreed that the TI-Canada Board should not take up the question of Jeremy Pope's termination until such time as the issue had been dealt with by the international Ethics Committee. When the international Ethics Committee has reported, it was suggested that the TI-Canada Board have a discussion of the issue of Jeremy Pope's dismissal, the report of the Ethics Committee and other issues regarding the governance of the international movement. It was noted that the international movement and its importance is now an expression of the commitment and contributions of many people, including the members of the TI-Canada Board. Many people have invested time, energy and talents in the movement and its growth and, therefore, have a significant stake in the effective management and governance of the international organization.

11. Implementation of *Corruption of Foreign Public Officials Act*

Mr. Davies reported on the survey, regarding the obstacles to enforcement of the OECD Anti-Bribery Convention, he had carried out at the request of and on behalf of TI-Canada, in response to a request from the TI Secretariat. The information from this survey will feed into a meeting, in Paris, 2-3 October 2003, where a number of TI people will meet with prosecutors and representatives of the OECD Secretariat and the OECD Working

Group on Bribery and Corruption, as well as other interested parties. Mr. Davies is to co-chair a session at this meeting.

Mr. Davies and **Mr. Olivero** undertook to look more closely at suggestions in the report regarding the facilitation of complaints by government agencies.

Mr. Davies was asked to communicate to the Paris Meeting, if the opportunity arose, TI-Canada's interest in development mechanisms and processes for facilitating and encouraging the sharing of information by business enterprises with law enforcement agencies, when they encounter bribery in the operations of their competitors. It was agreed that the report, as well as some of the background material, be posted on the TI-Canada web site. It was also suggested that the report should be rewritten in a more compressed format and sent to CA Magazine, where it would receive wide readership if published. **Mr. Davies** has agreed to do this, in consultation with **Mr. Selley**.

12. TI-Secretariat's Strategic Plan for the Americas

Ms. Best noted that the next draft of the overall TI Strategy Plan will be sent to TI National Chapters on 30 September for comment back BY 14 October, in preparation for the TI Board Meeting of 14 November. Otherwise, this item was not discussed.

13. Governance and Nominating Committee

▪ Election of Executive

Moved by Mr. Goldie and **seconded** by Mr. Willson that the following Executive positions would be filled by the following individuals, until the next TI-Canada AGM:

Chair -	Dr. Cragg
Vice-Chair -	Mr. Davies
Treasurer -	Mr. Selley
Secretary -	Ms. Best

Carried, with Dr. Cragg, Mr. Davies and Mr. Selley registering their abstentions. It was agreed a **Governance and Nominating Committee** meeting would be held, in the near future.

14. Discussion on Report of National Coordinator

Moved by Mr. Davies and **seconded** by Mr. Willson that The Centre for International Governance Innovation be accepted as a Voluntary Organizations Member. **Carried**.

Ms. Best reported that TI-Canada is one of the supporting organizations for the ethicscentre.ca and Sheldon Chumir Foundation half-day conference, "Blowing the Whistle on Ethical Lapses: Accountability, Responsibility and Stewardship," 31 October in Calgary and 3 November in Toronto. Mr. Davies will be chairing one of the workshops at this conference.

15. Report of Chair and President

Relevant information was communicated in connection with other items.

16. Report of Vice-Chair

Relevant information was communicated in connection with other items.

17. Reports from Board Members on TI-Canada related activities

This item was not discussed.

18. Next Board Meeting

Ms. Best is to canvas the Board Members by e-mail, regarding the dates of the next two Board Meetings – one to be held in late November/early December 2003 and one in late January/early February 2004.

19. Other Business

- **Charitable Status**

This item was not discussed.

- **Theme Suggestions for TI-Canada 2004 Symposium**

This item was not discussed.

- Mr. McWilliams reported that the UN Global Compact is looking at adding a Tenth Principle, one dealing with corruption.

Moved by Mr. Selley and **seconded** by Mr. Goldie to adjourn the meeting at 5:50 p.m.
Carried.