

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Friday, January 30, 2004, 11:30 – 14:30 EST

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

MINUTES

Present:

Wes Cragg

Bronwyn Best

Clare Bonnell

Peggy Cunningham

Michael Davies

Anita Davis (by conference call)

Tom Goldie

Joy Kennedy (by conference call)

Ian E. Marshall (by conference call)

John McWilliams

P. K. (Sunny) Pal (by conference call)

David Selley

John Willson (by conference call)

Regrets:

Peter Harris

Bob Olivero

1. Nigeria Project

Further to the Background Notes, Bronwyn Best reported that CIDA has extended the monies deadline to 30 April 2004. Wes Cragg reported that we have changed our strategy slightly, in that government and business participation would be by invitation, rather than prior commitment. It may be that attendees will be mostly NGOs. It was **moved** by Michael Davies and **seconded** by John McWilliams to form a Committee to work with Ms. Best and Dr. Cragg, on the Project: **Anita Davis, Mr. McWilliams, David Selley and John Willson. Gerry Ohlsen**, former Acting Canadian High Commissioner to Nigeria, will be asked to join. **Carried.** **Ms. Best** is to send background correspondence to the Committee and prepare an extensive report for their information.

2. TI-Canada Corruption Survey

Recommendations:

a) Establish Advisory Group/Sounding Board (AG/SB)

Moved by Mr. McWilliams and **seconded** by Mr. Willson to establish an **Advisory Sounding Board (ASB)**. **Carried.** Additional suggestions for membership on the ASB are: Sheldon Chumir Foundation (President, Marsha Hanen); representatives of the Native population; representatives of small cities; selected ones of those who responded to the Survey; members of the proposed TI-Canada Advisory Council (although these will remain two distinct groups). The Survey Committee will firm up the participants and, once they have agreed, circulate them to the Board

b) Backgrounder for AG/SB

Board Members were invited to comment on the Backgrounder.

c) Commitment by Board for further \$2,000 towards project

Moved by Mr. McWilliams and **seconded** by Joy Kennedy to commit a further \$2,000 to hire the researcher, David Simpson, on a limited basis. **Carried.**

3. *Corruption of Foreign Public Officials' Act* – next steps

Mr. Davies reported that, according to DFAIT, the Canadian report should be available from the OECD in early February. Upon receipt, **Mr. Davies** is to send the report to Ms. Best for circulation to the Board. **Mr. Davies** and **Ms. Best** will then send the Recommendations from the OECD Paris meeting of October 2003 to DFAIT.

4. Governance and Nominating Committee Report

Recommendations:

a) Board accept Committee's Criteria for Membership

Moved by Tom Goldie and **seconded** by Mr. Selley to accept the following criteria for TI-Canada Membership:

- A signature line would be added to the Membership form.
- Added to the brochure would be: "Membership in TI-Canada will generally be available to all, subject to receiving a written Membership Application and subject to Board approval of the Application. The Board may decline to grant such approval if, for any reason, the judgment of the Board considers membership to be inconsistent or incompatible with the objectives, values and ethical principals of TI-Canada."
- The National Coordinator will telephone the applicant, before the application comes up for Board approval, to find out something about the applicant.

Carried.

b) Board review forthcoming TI governance report and provide comments to task force

Moved by Mr. Selley and **seconded** by Clare Bonnell. **Carried.** Ms. Bonnell is following up with the Chair of the Committee, Kamal Hossain.

c) Board become familiar with composition and committees of TI and TI-S structures and functions

Moved by Ms. Bonnell and **seconded** by Ian E. Marshall. **Carried.** **Ms. Bonnell** will prepare a report on these issues, on behalf of the GNC, for circulation to the Board. This report will be discussed at a future Board Meeting, at which time it was **agreed** Huguette Labelle, member of the TI Board, would be invited to participate.

d) Issues on 2004 TI AGM agenda be discussed by Board, well ahead of AGM

Moved by Ms. Bonnell and **seconded** by Mr. Willson. **Carried.** **Ms. Best** is to let TI-S know of this decision. A TI-Canada Board Meeting will be targeted for two weeks prior to the TI AGM, to discuss any pertinent issues.

e) In line with By-laws, the three Board Members, whose second terms expire at the 2004 AGM, all come off the Board

This was notice to the Board that the GNC will be reporting with recommendations for the Board slate, without these three names. The GNC will discuss what is signified by a "term" in the By-laws and will discuss potential changes to the By-laws, which, however, would not take place before the AGM.

f) That the GNC be composed of four (4) members, plus the Chair of TI-Canada. No non-Board Members would serve on this Committee.

Moved by Mr. Davies and **seconded** by Mr. Marshall to table this issue to the

next Board Meeting. **Carried.**

5. TI-Canada Strategic Plan

It was **agreed** that this is a living document and the word “Draft” would be put back into the title, until such time as the TI-Canada Board has a complete document, which it will then endorse; **Peggy Cunningham** would rewrite the Mission Statement for the next Board Meeting; a caveat would be included that the Glossary is not complete; TI-S’s definition of corruption would be included.

6. OSC Call for Comments on Governance Proposals

Since the Proposals are much broader than TI-Canada’s mandate, it was **agreed** TI-Canada would not join a group response. **Dr. Cragg** is to convey this to David Nitkin of EthicScan. It was also **agreed** that TI-Canada would provide a focussed response as relates to corruption: **P. K. Pal** is to formulate a brief statement, which will be circulated to the Board and signed by **Dr. Cragg**; **Mr. Davies** is to look at what was said in the OECD Review, regarding this topic and relate to Mr. Pal; **Mr. Selley** is to provide information to Mr. Pal regarding the CICA’s point of view; **Bob Olivero** might like to be involved.

7. Approval of Minutes of 28 November 2003 Board Meeting

Moved by Dr. Cunningham and **seconded** by Mr. Selley to approve the Minutes of the 28 November 2003 Board Meeting. **Carried.**

8. Business arising from Minutes

It was noted a number of responsibilities had **yet to be completed**. These will be reported on **at the next Board Meeting**.

9. Correspondence

It was noted that TI-Canada has been approached twice by CIDA re. permission to send information requested under the Access to Information Act. Of course, permission was granted.

10. Treasurer’s Report

- **As of 31 December 2003**

There will be an accrual in the Nigerian Financial Statements reflecting Ms. Best’s time spent on the Nigerian Project in 2003.

- **Draft Working Budget 2004**

Mr. Selley provided a potential, but undesired, contingency plan, should we not receive CIDA funding. It was noted a Board group may need to be established to investigate new funding sources. **Dr. Cunningham** and **Ms. Davis** were asked to give thought to marketing TI-Canada.

11. TI-Canada 2004 Symposium/AGM

- **Theme Suggestions**

It was **agreed** the theme would be “Corruption in the Municipal Sector.”

- **Date**

It was **agreed** the date would be Thursday, May 13, 2004.

▪ **Place**

Following on the recent pattern of the AGM being in Toronto every other year, it was **agreed** the location would be Toronto.

Dr. Cragg and **Ms. Best** are to work out the details.

12. Other Business

▪ **Charitable Status**

As per 28 November 2003 Board Meeting Minutes, **Dr. Cragg** is to speak with **Peter Harris** regarding whether or not to drop the attempt to gain charitable status or to keep at it.

▪ ***In camera* Sessions**

It was **agreed** that, at the beginning of each Board Meeting, the Board would be asked if an *in camera* session was required, rather than putting it on the Agenda.

13. Next Board Meeting

It was **agreed** the next TI-Canada Board Meeting will be Friday, April 2, 2004, 11:30 – 2:30, EST.

14. Discussion on Report of National Coordinator

▪ **Frequency of TI-Canada Newsletter**

It was **agreed** there would be only three (3) TI-Canada Newsletters produced per year – “Fall,” “Winter” and “Spring.” After the next TI-Canada Newsletter, the Newsletter will be sent only by e-mail; non-members will be asked to provide their e-mail addresses and to join TI-Canada (for marketing purposes, this will not be mandatory).

15. Report of Chair and President

Dr. Cragg noted, as per his correspondence with the Board, that he has resigned from the TI Ethics Committee; and that the “Corporate Responsibility and Accountability in the Global Marketplace” has created quite a stir in both the government and the media.

16. Report of Vice-Chair

Mr. Davies reported that, in his position with the Canadian Council on International Business, he had written the ADM for the Americas, Marc Lortie, regarding recommendations for the Special Summit in Monterrey and had participated in the conference call on the Special Summit with Mr. Lortie.

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

Mr. McWilliams reported that Nexen remains active in the inclusion of corruption as the Tenth Principle in the Global Compact.

The meeting ended at 5:35 p.m., EST, and Mr. Goldie was thanked for his kind hospitality.