

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Monday, February 21, 2005, 11:30 – 15:30 EST

Hydro One, 483 Bay Street, North Tower, 15th Floor, Board Room

Present:

Wesley Cragg, Chair

Bronwyn Best

Robert Blackburn (by conference call)

Clare Bonnell

Michael Davies

Anita Davis (by conference call)

Joy Kennedy

John McWilliams

Errol Mendes

John Swinden

John Willson

Regrets:

Peggy Cunningham

Tom Goldie

Peter Harris

Bob Olivero

MINUTES

1. Membership Committee

Anita Davis reviewed the work done by the Membership Committee, since the last meeting, noting that a goal of the Business Leaders' Dinner was to encourage some of the participants to come on to the Business Advisory Council (BAC). Hydro One was thanked for agreeing to work with the Committee on a *pro bono* basis to produce a new TI-Canada brochure and marketing letter.

Moved by Ms. Davis and **seconded** by John Willson to have the Business Leaders' Dinner the night before the TI-Canada Eighth AGM and Symposium. **Carried.**

The Board reviewed the general direction of the Membership Committee, noted it has no concerns, and directed it to continue the good work. The Membership Committee will be responsible for the organization of the Dinner, including inviting a guest speaker and determining a cost recovery structure, so that no monies for the Dinner would come out of the TI-Canada budget.

2. Theme/Date/Location - 2005 Symposium

It was **agreed** that the theme of the Symposium would address some particular anti-corruption related challenges being faced by the sectors the Membership Committee is targeting for the BAC. **Bronwyn Best** is to invite Tim Martin, General Counsel, Nexen International, to be the key note speaker to address the impact of different international and domestic anti-corruption laws on these sectors. There would then be a speaker for each of the sectors to address the specific challenges faced by each sector;

Ms. Best is to poll the availability of the Board for participation in the Eighth AGM and Symposium in the first week of May and the first week of June.

It was **agreed** that the Membership Committee would determine the location of the AGM and Symposium.

3. Governance and Nominating Committee

▪ Potential Board Members

It was noted that Tom Goldie is following the template regarding polling for new Board Members, as set out in the 3 December 2004 Board Meeting.

▪ Ethics Committee Letter

On behalf of Mr. Goldie, Wes Cragg reported that Mr. Goldie proposed that the Board endorse the 5 October 2004 letter to the Chair of the TI Ethics Committee.

Moved by Mr. Willson and **seconded** by John Swinden that the letter be approved in principle, with further word smithing to be carried out by **Mr. Willson** and **Mr. Goldie** . **Carried**, with two abstentions and one dissension.

4. TI-S Fundraising & Non-Financial Initiatives policy approval of the TI-Canada position as set out in correspondence

Moved by Mr. Willson and **seconded** by Mr. Swinden to have the 12 December 2004 letter to David Nussbaum, CEO, TI, adopted as setting out TI-Canada policy . **Carried**, with one abstention.

5. Adoption of the Business Principles' Position on Bribery and Facilitation Payments

Dr. Cragg proposed that as a matter of policy, the TI-Canada Board endorse the position on bribery and facilitation payments on which the Business Principles are based. This would be a formal statement setting out the standard endorsed by TI-Canada for the conduct of business in Canada and internationally: The principles are as follows:

The Enterprise shall prohibit bribery in any form whether direct or indirect
The Enterprise shall commit to implementing a program to counter bribery.
Recognizing that facilitation payments are a form of bribery, the enterprise shall work to identify and eliminate them.

It was then suggested that since these three principles are an integral part of the Business Principles, the Board endorse the Business Principles in their entirety. It was then **moved** by Michael Davies and **seconded** by Mr. Willson that TI-Canada endorse the *Business Principles for Countering Bribery*. **Carried**, with one abstention.

6. Municipal Corruption Survey

Further to the Background Notes, John McWilliams reported on the meeting of the Ad Hoc Survey Committee, immediately prior to the Board Meeting: the Committee is working on having a francophone participant on the Advisory Group, in the first instance; the Advisory Group will become more geographically, ethnically and gender balanced, as time goes on; a symposium with international participants is being planned; an initial

fund raising approach will be made to Minister John Godfrey's office, in order to obtain possible seed money before the government fiscal year end, 31 March.

Moved by Mr. McWilliams and **seconded** by Robert Blackburn to change the name of the Ad Hoc Survey Committee (a.k.a. Municipal Survey Committee) to Municipal Governance Committee. **Carried.**

7. Nigeria Project

▪ Update on Phase II

Ms. Best reported that recent contact had been made with the Nigeria desk at CIDA, regarding the verbal commitment of \$35,000 for Phase II. The Board was reminded that the project is moving on Nigeria time.

▪ Monitoring of Nigeria EITI Initiative

Dr. Cragg will be in Nigeria in May, at which time he will speak Dr. Oby Ezekwesili, regarding any potential Canadian participation in this initiative. Dr. Cragg will participate in an EITI meeting in London, on March 17.

8. Canadian Junior Mining Companies in Africa

Ms. Best is to contact the Canadian Council on Africa, of which Mr. Blackburn is Chair, to invite them to participate in this project.

9. Approval of Minutes of 3 December 2004 Board Meeting

Moved by Mr. Swinden and **seconded** by Clare Bonnell to accept the Draft Minutes of the 3 December 2004 Board Meeting. **Carried.** Mr. Davies noted that he did not agree that his name was to be put as a signatory to the 12 December 2004 letter to David Nussbaum, regarding fund raising policy.

10. Business Arising from Minutes

Item 13 is to be changed to read: "**Moved** by Mr. Willson and **seconded** by Mr. Davies to renew Ms. Best's contract as National Coordinator for 2005, with an enthusiastic vote of thanks for her services in 2004. **Carried.**"

11. Correspondence

Dr. Cragg reported that Mr. Swinden and Mr. Willson had worked and continue to work with him, with regard to correspondence with TI concerning fund raising policy. Ms. Best noted that a Publish What You Pay-related letter had been sent to the IMF on 18 September, regarding comments on the IMF's draft *Guide on Resource Revenue Transparency*.

12. Treasurer's Report

▪ Financials as at 31 December 2004

The Treasurer reviewed the financials as at 31 December 2004. The Board received and reviewed them and had no further questions.

▪ **Financials as at 31 January 2005**

The Treasurer reviewed the financials as at 31 January 2005. The Board received and reviewed them and had no further questions.

13. Discussion on National Coordinator's Report

Moved by Ms. Bonnell and **seconded** by Mr. Davies to accept Mr. Charles Hunt, Mr. Howie Wilson and Mr. Eric Vernon as Individual Members of TI-Canada. **Carried.**

It was **noted** that once the BAC is in place, other groups will be targeted for TI-Canada membership.

14. Report of Chair and President

Dr. Cragg noted that most of his activities had been reported under previous items. The work of TI-Canada goes on, working continually and in accord with TI-S and other National Chapters.

15. Reports from Board Members on TI-Canada Activities

Bob Olivero's activities were noted in the Background Notes. Mr. Davies reported that the TI Report Card regarding implementation of the OECD Anti-Bribery Convention was being presented again to the OECD Working Group on Bribery. He had provided follow-up information from the previous meeting. When the final report is received, **Ms. Best** is to circulate it to the Board. **Mr. Davies** is to send to Ms. Best, for circulation to the Board, information regarding the conviction of a Calgary customs official, the first conviction under Canada's *Corruption of Foreign Public Officials Act*.

16. Other Business

▪ **Americas Committee**

Moved by Mr. Davies and **seconded** by Joy Kennedy to establish an Americas Committee, to be chaired by Mr. Olivero. **Carried.** **Ms. Best** is to contact Ms. Sharon O'Regan, Deputy Director of FOCAL (Canadian Foundation of the Americas), to be a member of the Committee. As he is a Portuguese speaker, Mr. Willson has volunteered to be on the Committee.

17. Next Board Meetings

▪ **15 April 2005**

If there are no issues of substance, beyond the reviews needed for the information to be sent to TI-Canada members for the Eighth AGM, this meeting will be by conference call.

Mr. Goldie was thanked for his kind hospitality.