

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Friday, September 30, 2005, 10:00 – 15:00 EDT
Room N201, Schulich School of Business, York University
4700 Keele Street, Toronto, ON M3J 1P3

Present:

Wes Cragg, Chair

Elizabeth Beale	Tom Goldie
Bronwyn Best	Joy Kennedy
Clare Bonnell	Ian Marshall
David Brennan	John Swinden
Anita Davis	

Regrets:

Robert Blackburn	Errol Mendes
Peggy Cunningham	Bob Olivero
John McWilliams	John Willson

MINUTES

1. Committee Reports – a look at the Future

▪ Governance and Nominating

The Committee will be concentrating on four new Board Members in 2006 as well as the Executive; the Committee will be looking at the issue of Board evaluations, a possible review of TI-Canada By-laws and governance practices by an independent auditor, formalizing policies around succession planning and conflict of interest

▪ Membership

A letter will be sent to participants in the Business Leaders' Dinner (BLD) regarding feedback from the Dinner and asking them to assist TI-Canada in finding speaking positions at industry-specific events; Hydro One has been assisting with the new TI-Canada brochure, which will be completed soon and will be translated into French and Spanish; the Committee will approach CEOs (or equivalents) of Charter Members to form an Advisory Council, which will be tapped to open doors to other companies and industries and to provide council from time to time (a briefing will be prepared by the Committee for approaching CEOs); another BLD might be held concurrent with the 2006 AGM; the 2006 membership activities will emphasize the 10 anniversary of TI-Canada.

▪ International Conventions

The Committee will monitor and continue to have an impact upon the OECD Anti-Bribery Convention, the OAS Inter-American Convention against Corruption and the UN Convention against Corruption; follow the Global Compact and work on a relationship between TI and Globally Responsible Leadership Initiative (with which Peggy Cunningham is involved); work towards ratification by Canada of the UN Convention against Corruption; prepare a press release for the second International Anti-Corruption Day, 9 December – the target is to highlight municipal governance. **Joy Kennedy** is to talk to John McWilliams.

- **Extractive Industries**

The Committee continues to work on the Nigeria Project; it is also in conversation with the federal government exploring transparency issues re. junior mining companies in Africa; the Extractive Industries Transparency Initiative responsibility with regard to mining may move from the UK to Canada; continued activity with the Publish What You Pay initiative.

- **Americas**

Further to the activities noted in the International Conventions Committee report, Clare Bonnell and Sharon O'Regan will represent TI-Canada at the IV Summit of the Americas in Mar del Plata, Argentina, 3 – 5 November.

- **Municipal Governance**

Work has been temporarily suspended on this Committee and the Advisory Group has been so advised; work will renew on the planned international symposium, in the near future.

2. TI Conflict of Interest Policy/Registers of Interest

- **Discussion re. TI-Canada Board Members**

Moved by John Swinden and **seconded** by Anita Davis that, with respect to declaration of conflicts of interest, as clearly outlined in TI-Canada's Conflict of Interest policy, TI-Canada requires such a declaration to be made by Board Members, when there is an actual, potential or perceived conflict of interest. This is recorded in minutes, which are published on the TI-Canada website, as is the TI-Canada Conflict of Interest policy. The Board considers this meets the requirement of the international Conflict of Interest Policy. **Carried.**

- **Signing off on TI-Canada Conflict of Interest and Code of Ethics**

Bronwyn Best is to prepare a page that present Board Members will sign now and new Board Members will sign, when they come on board. The **Governance and Nominating Committee** will look at the issue of Board Members signing the TI-Canada Conflict of Interest Policy and Code of Ethics, every year, and make a recommendation to the Board.

3. Suggested Resolution for Annual Members Meeting-Berlin

Moved by Ms. Kennedy and **seconded** by David Brennan that **Clare Bonnell** and **Mr. Swinden** be given the authority to reword the motion for the TI AMM as proposed by Wes Cragg, regarding TI policies, and the rules, regulations and directives governing their implementation, by moving from the broad to the specific, particularly as the issue relates to the 14 December 2005 letter from TI-Canada to David Nussbaum. The motion would then be circulated to the Board for comment. **Carried.** **Ms. Best** is to find out the deadline for submitting suggestions for the TI AMM.

4. Approval of Minutes

- **12 May 2004**

Moved by Ms. Kennedy and **seconded** by Ms. Bonnell to adopt the Minutes of the 12 May 2004 Board Meeting as circulated. **Carried.**

- **15 April 2005**

Moved by Ms. Kennedy and **seconded** by Mr. Swinden to adopt the Minutes of the 15 April 2005 Board Meeting as circulated. **Carried.**

▪ **1 June 2005**

Moved by Ms. Kennedy and **seconded** by Ian Marshall to adopt the Minutes of the 1 June 2005 Board Meeting as circulated. **Carried.**

In-camera session

Dr. Cragg raised serious concerns he had about some e-mail communication by Board Members. He asked the Board to examine the e-mails in question and then retired from the meeting to allow the Board to consider the issues raised in camera. The Board moved in camera and extensive discussion followed. The Board endorsed Dr. Cragg's leadership and requested that Ms. Bonnell communicate the Board's concerns to the individuals involved.

5. Business arising from Minutes not elsewhere on Agenda

Moved by Ms. Kennedy and **seconded** by Mr. Marshall to appoint John Willson as Chair of the Extractive Industries Committee and John McWilliams as Chair of the Municipal Governance Committee. **Carried.**

Moved by Ms. Kennedy and **seconded** by Ms. Davis to appoint Mr. Marshall to the Extractive Industries Committee. **Carried.**

It was reported that Errol Mendes communicated his decision to withdraw from the International Conventions Committee on 2 June 2005.

6. Financial Statements

Mr. Swinden reported that TI-Canada is okay for cash at this time, although more membership monies will be needed to cover costs to year-end, without dipping into savings. As of today's receipts, government represents 48.5% of revenues and business 45%. **Moved** by Ms. Bonnell and **seconded** by Ms. Kennedy to receive the financial report. **Carried.**

7. Correspondence

With regard to the draft letter regarding Canada's ratification of the UN Convention against Corruption, it was agreed the government will be asked to ratify the convention before the second International Anti-Corruption Day, 9 December 2005.

8. Appointment of TI-Canada Representative at TI AMM

Moved by Mr. Marshall and **seconded** by Elizabeth Beale that Dr. Cragg be appointed the TI-Canada representative at the 2005 TI AMM in Berlin. **Carried.**

9. National Coordinator's Report

Moved by Ms. Bonnell and **seconded** by Tom Goldie to accept Jake Brooks and Noel Okorougo as Individual Members. **Carried.**

- **Discussion concerning acceptance of new members**

Comment [w1]:

Comment [w2]:

It was **agreed** to bring this issue forward at the next Board Meeting, when those Board Members wishing to discuss this issue would be present.

10. Report of Chair and President

There was no further comment to the report provided by Dr. Cragg in e-mail, prior to the meeting.

11. Board Member Reports of TI-Canada Related Activities

Ms. Davis reported on her participation, while representing TI at the meetings in Jordan and Lebanon of the G8 Broader MENA (Middle East and North Africa) Civil Society Dialogue. As a result of the meetings, a civil society Steering Committee has been formulated to take a Platform for Action to the Forum of the Future meetings of the foreign ministers of the G8 and MENA. Ms. Davis will be going to Bahrain for further meetings in November. Ms. Best reported that Bob Olivero had just presented Canada's civil society's response to the OAS Questionnaire on the Inter-American Convention against Corruption, at the Experts' Meeting in Washington, D. C., on 26 September. TI is issuing a press release regarding the meeting. Mr. Swinden noted that he will be giving a speech on TI-Canada to the Granite Club on 19 October.

12. Other Business

- **TI-Canada response to Coffin and Gomery**

It was **agreed** that TI-Canada will comment on the Gomery report, once it is made public. Since the sentencing of Paul Coffin is now in the appeal process, which TI-Canada supports, it was **agreed** it would not be appropriate to speak publicly, at this time. The Board will keep a watching brief and defer comment until the final judgment.

- **Base-Line Survey of Canadian Integrity Policies, Systems and Practices**

It was **agreed** to pursue this initiative with Treasury Board. **Mr. Olivero and Ms. Best** are to follow-up.

- **Charitable Status**

Mr. Swinden noted that he has taken up the issue of charitable status for TI-Canada and will also be looking at registering TI's name and logo in Canada.

13. Next Board Meeting

Ms. Best is to canvas Board Members for a meeting the week of December 12th.