

## TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Friday, April 21, 2006, 11:00 – 14:00 EDT, by conference call

### **Present:**

Wes Cragg, Chair

Elizabeth Beale

Bronwyn Best

Clare Bonnell

David Brennan

Anita Davis

Tom Goldie

Joy Kennedy

Ian Marshall

Bob Olivero

John Swinden

John Willson

### **Regrets:**

Peggy Cunningham

## MINUTES

### **1. Approval of Minutes of 24 February 2006 Board Meeting**

**Moved** by John Willson and **seconded** by John Swinden to adopt the Minutes of the 24 February 2006 Board Meeting, with the addition of the word “Committee”, following the word “Executive,” in Item 1. **Carried.**

### **2. Business Arising from Minutes**

There was none, further to the Background Notes.

### **3. Ninth AGM**

#### **▪ Draft Ninth AGM Agenda – for approval**

**Moved** by Ian Marshall and **seconded** by Mr. Willson to approve the Ninth AGM Draft Agenda, with the inclusion of General By-law Number 2. **Carried.**

#### **▪ Draft Audited Financial Statements 2005**

##### **▪ Motion to receive Draft Audited FS**

**Moved** by Mr. Swinden and **seconded** by Mr. Willson to approve the Draft Audited Financial Statements. **Carried.** Mr. Swinden noted that the drafting of the financial statements by himself and Bronwyn Best significantly speeded up the process. Mr. Swinden’s efforts were noted and appreciated.

#### **▪ Draft Ninth AGM Report of National Coordinator –for comment**

The title of the report was changed to reflect this is a report on behalf of TI-Canada.

#### **▪ Draft Ninth AGM Report of Chair and President – for comment**

**Wes Cragg** will strengthen the wording with regard to Canada’s slippage in the CPI and review with Bob Olivero.

#### **▪ Draft Ninth AGM Report of Vice Chair – for comment**

It was agreed the intervention at the IV Summit of the Americas was a positive outcome of TI-Canada’s participation.

#### **▪ Eighth AGM Draft Minutes – for comment**

These were approved.

### **4. Governance and Nominating Committee Report**

- **Addition to By-law regarding Clare Bonnell**

**Moved** by David Brennan and **seconded** by Mr. Marshall to approve the By-law **allowing Clare Bonnell to stand for reelection in 2006. Carried.**

- **New Board Members**

**Moved** by Ms. Bonnell and **seconded** by Mr. Marshall to invite Donna Kennedy-Glans, Morley Lemon, James Klotz, Don McCutchan and David Shugarman to be nominated by the Board of TI-Canada as new Board Members at the Ninth AGM.

**Carried.** **Tom Goldie** is to contact each of these individuals for their agreement.

**Ms. Best** will then contact them with regard to committee membership.

- **Additional Amendment to By-law**

The **Governance and Nominating Committee** is to consider how to append an “interpretive note” to the By-law, as a historical record, with regard to the Board being given power to remove a Board Member without going to the TI-Canada membership, and to also consider whether there is a tool available for guidance in the future, from our past experience; **Mr. Marshall** is to research other wording to ensure that being “found guilty” (which also needs to be defined) does not refer only to conflict of interest.

## **5. Other Committee Reports**

- **Membership**

Anita Davis reviewed our present membership and noted we need more members. The next Membership Committee meeting will review opportunities for TI-Canada Board Members and Ms. Best to participate in industry conferences, over the next 18 months.

- **Extractive Industries**

Further to information provided in the Background Notes, Dr. Cragg noted he has had extensive conversations with the ADM of Natural Resources Canada. The purpose of a conference in September, should there be one, may be to lay the groundwork to recommend to the government that Canada take on the leadership for mining in the Extractive Industries Transparency Initiative.

- **Americas**

Mr. Olivero reported that the process for the OAS reviews were improving. He also noted that applying for funding, as Sharon O'Regan has been doing on behalf of TI-Canada, takes a great deal of time. Rewards for our various activities in the Americas are difficult to measure and will become evident in the long-term.

- **International Conventions**

Joy Kennedy noted that a number of priority areas for this committee were similar to those of the Extractive Industries Committee. She has been consulting Canadian mining companies with regard to the extra-territoriality issue, and the moment may be right, in the next four to six months to address this issue, once again, with the federal government (could be part of the Foreign Affairs Canada Roundtables). Ms. Best reported on her participation in the G8 outreach session with the Canadian and Russian Sherpas. **The committee** needs to work out an appropriate strategy to ensure Canada ratifies the United Nations Convention against Corruption.

- **Municipal Governance**

The next meeting of this committee will determine the next steps to be taken.

## 6. Symposium

### ▪ **Speaker**

As reported, Huguette Labelle, Chair, TI, will be the keynote speaker.

### ▪ **Location**

Having the event at the Schulich School of Business will allow TI-Canada to thank the Dean for all the support TI-Canada has received from the School, over the past ten years. Dr. Cragg reported that the Dean is willing to continue this support for a further year. Ms. Best reported that sponsorship is being sought for the Symposium.

## 7. Financials

### ▪ **As at 31 March 2006**

It was noted that TI-Canada might look at reporting “in-kind” donations on the part of Board Members and other volunteers. This will be addressed by the **Membership Committee**.

## 8. Correspondence

There was nothing of significance further to the Background Notes.

## 9. National Coordinator’s Report

Further to the report in the Background Notes, Ms. Best noted her participation in the G8 Sherpas Meeting and in two on-line seminars presented by the Institute for Media, Policy and Civil Society. **Moved** by Mr. Willson and **seconded** by Ms. Bonnell to accept, as Individual Members, Sam Muli and Alina Branescu. **Carried.**

## 10. Report of Chair and President

Dr. Cragg emphasized the excellent meetings, in Ottawa, with TI-S and CIDA and how interested CIDA is in how well an international organization works with a Canadian organization.

## 11. Report of Vice Chair

**Ms. Bonnell** noted she will be floating some ideas with the potential new Board Members, prior to the AGM. The Board **agreed** that the following principles, as set out by Ms. Bonnell in her report, were excellent:

- Be selective
- Focus on a few achievable goals
- Emphasise issues and opportunities within Canada
- Maintain our contribution to international TI efforts
- Align selected priorities with Board Members’ interests and expertise to fuel the voluntary commitment that each Board Member is making.

## 12. Other Business

The **TI-Canada Board** needs to review the new Accountability legislation and determine whether or not we need to respond. This may be taken up by a **new Board Member**.

## 13. Next Board Meeting

- 26 May 2006 – immediately following Ninth AGM