

## TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Monday, April 30, 2007, 11:00 – 14:00 EDT, by conference call

### **Present:**

Clare Bonnell, Chair

Bronwyn Best

Joy Kennedy

Donna Kennedy-Glans

James Klotz

Morley Lemon

Don McCutchan

Ian Marshall

Bob Olivero

John Swinden

### **Regrets:**

Elizabeth Beale

Anita Davis

David Shugarman

John Willson

## MINUTES

### **1. Approval of Minutes of 15 March**

**Moved** by Ian Marshall and **seconded** by Morley Lemon to adopt the Minutes of the 15 March 2007 Board Meeting. **Carried.**

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

There was none.

### **3. Tenth AGM**

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

**Moved** by Dr. Lemon and **seconded** by Donna Kennedy-Glans that the following be the proposed revision to TI Canada General By-law Number 1, Article 5. d)

**Termination of Membership:** “It would be expected that any member, who is currently under investigation, for an act or omission which might be considered to be prejudicial to the interests of the corporation, recuse himself from participation in the corporation.” **Carried.**

#### ▪ **Draft Tenth AGM Report of Executive Director –for comment**

It was suggested that information referring to the G8 work be added.

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

Clare Bonnell reviewed the content she will be including in her report.

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

Mr. Marshall’s election to a final term of one year is to be added.

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

#### ▪ **New Board Members**

**Moved** by James Klotz and **seconded** by Mr. Marshall that Roddy Allan, Tim Martin and Kernaghan Webb be nominated to the TI-Canada Board, each for a three year term, for approval by the membership at the Tenth TI-Canada AGM, 12 June 2007, 14:00 - 15:00. **Carried.**

**Moved** by Mr. Klotz and **seconded** by Don McCutchan that, subject to an interview and subsequent approval by the GNC, Bill McCloskey be nominated to

the TI-Canada Board, for a three year term, for approval by the membership at the Tenth TI-Canada AGM, 12 June 2007, 14:00 – 15:00. **Carried.**

▪ **Addition to Governance Guidelines**

**Moved** by Mr. Marshall and **seconded** by Mr. Klotz that the word “cooperative” would be added, following the word “honest” to “Guiding Principles No. 2: We undertake to be open, honest and accountable in our relationships with everyone we work with and with each other.” **Carried.**

**5. Financials**

▪ **As at 31 March 2007**

John Swinden noted the financials, as of 31 March, are right on track with budget and revenues and expenses will be reviewed, month-by-month, should there be a need to curb expenses. He reviewed the present state, with regard to obtaining charitable status for TI-Canada. Once Mr. McCloskey has returns to Canada, a meeting will be requested with Revenue Canada to discuss the subject. Such a meeting is very much preferred before any formal application is filed.

**6. TI-Germany Ratiopharm Complaint**

Mr. Marshall reviewed the substantial overview of this case, which he had prepared for the Board. Key elements of the discussion which followed include: If TI-Canada files a complaint, it would have to be prepared to be part of the reconciliation action, which could involve hiring legal counsel, probably from Quebec; it would have to make sure of its facts; for this resources would be required; Canada is a much more litigious society than Germany. It was **agreed** that TI-Canada should be able to participate in this type of activity, but it does not have the resources to carry out the necessary research, nor does it have Directors’ liability insurance. At this time there are only two newspaper articles from several years ago, with regard to Canada’s aspect of this case. In the future, should TI-Canada have more resources, it could revisit being able to be involved in this kind of activity. TI-Canada will suggest to TI-Germany that, should the latter want, it could put them in touch with legal counsel in Quebec.

**7. Other Committee Reports**

▪ **Extractive Industries**

There was nothing beyond the information provided in the Background Notes.

▪ **Americas**

Bob Olivero added to the information in the Background Notes that, at the Caracas Conference, the IADB and TI had signed a MOU with regard to oversight and support.

▪ **International Conventions**

Joy Kennedy noted that the Committee, once again, would be looking at the issue of nationality jurisdiction.

▪ **Municipal Governance**

Ms. Bonnell invited Dr. Lemon to review the “The Role of Internal control in Municipal Governance” he had prepared and the accompanying “Project Purpose Statement” Mr. Swinden had prepared. He noted that the Committee had decided

not to do a survey but to provide information to municipalities which would assist them in ensuring good governance. Dr. Lemon and Mr. Swinden will meet again in June to continue work on a possible self-assessment guide for municipalities. Both were commended by the Board for their work towards the creation of an educational tool, which might also be beneficial to other TI National Chapters.

## **8. Symposium**

### **▪ Speakers**

Bronwyn Best reported that the Ontario government was not yet in a position to confirm or not the Attorney General's participation as a speaker.

### **▪ Sponsors**

Gowling Lafleur Henderson is sponsoring through providing the location and possibly the luncheon. Export Development Canada has been approached to be a major sponsor. The Ontario government was also invited to sponsor, when Michael Bryant was invited to speak.

## **9. Asian Human Rights Commission in Hong Kong**

TI-Canada has no resources to apply to this proposal. **Ms. Best** will make some suggestions of other Canadian organizations that might be a good link for the AHRC.

## **10. Fundraising**

It was **agreed** that TI-Canada would no longer pursue Bombardier; Mr. Swinden will continue to work on Ernst & Young but noted that the international firm had become a large contributor to the Global Corporations for Transparency International initiative and the E & Y US and E & Y Canada had become one organization; Mr. McCutchan continues to court Goldcorp and is quite optimistic; Mr. McCutchan is to speak with John Willson concerning Cameco and try to set up a meeting; this is not good timing for approaching RIM; **agreed** that Kernaghan Webb should be consulted re. Industry Canada and SMEs; Mr. McCutchan will be speaking with Michael Sabia of BCE and may have an opportunity to mention TI-Canada; Acres is to be added to the list and approached, after July. There was discussion with regard to doubling Charter Membership It was noted that cost is not the hurdle, but that service provided must be clear. **Ms. Bonnell** is to explore this topic with Tim Martin of Nexen.

## **11. Correspondence**

### **▪ Federal Accountability Act**

**David Shugarman** has drafted a letter to the Prime Minister, with regard to the FAA, which **Mr. McCutchan** has forwarded to a colleague, who is an expert on this issue, for comment, before sending the letter **prior to the AGM**.

## **12. Executive Director's Report**

**Moved** by Mr. Klotz and **seconded** by Mr. Marshall to accept Andrew Crane and Christopher Pierre as Individual Members. **Carried.**

## **13. Report of Chair and President**

Ms. Bonnell reported on her activities since the last Board Meeting: Commenting on the TI International Strategic Plan; working on liability insurance with Mr. Klotz for the Agriteam/China project; participating in the interview of Roddy Allan and speaking with Fiona Jones of Petro-Canada; relaying to Huguette Labelle CIDA's rejection of TI-Canada's Stand Along Public Engagement Fund application; promoting TI-Canada 12 June Symposium and possibility of membership.

#### **14. Other Business**

Before TI-Canada can sign the China Project contract with Agriteam Canada, third party liability insurance needs to be obtained. **Ms. Best** is to work on this with Mr. Klotz's insurance contact. Ms. Best reported that she had reviewed information on the Institute of Corporate Directors and that TI-Canada needs to be very clear on what it has to offer such an organization.

#### **15. Next Board Meetings**

- **12 June 2007 – immediately following Tenth AGM**
- **13 September 2007**
- **6 December 2007**

#### **16. Termination**

**Moved** by Mr. McCutchan and **seconded** by Mr. Marshall to terminate the meeting.  
**Carried.**