

# TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Tuesday, September 11, 2007, 17:00 – 20:00

Gowling Lafleur Henderson, Suite 1600, 1 First Canadian Place, Toronto

## **Present:**

Clare Bonnell, Chair

Roddy Allan

Bronwyn Best

Joy Kennedy (by conference call)

Donna Kennedy-Glans (by conference call)

James Klotz

Morley Lemon

Bill McCloskey (by conference call)

Bob Olivero (by conference call)

David Shugarman (by conference call)

Kernaghan Webb

John Willson (by conference call)

## **Regrets:**

Tim Martin

Don McCutchan

## **MINUTES**

### **1. Committee Reports**

#### **▪ Governance and Nominating**

Upon recommendation from the Governance and Nominating Committee, John Willson **moved** and Joy Kennedy **seconded** that James Klotz be nominated as Vice Chair of TI-Canada. **Carried.**

As per the GNC meeting, immediately prior to the Board Meeting, **Mr. Willson** is to receive confirmation from all Committee Chairs as to their willingness to continue in their positions. During the course of the meeting, the Chairs of GNC, Municipal Governance, International Conventions and Americas **agreed** to continue. **Mr. Willson** is to contact the Chair of the Extractive Industries Committee. As proposed by the GNC, it was **moved** by Morley Lemon and **seconded** by Jim Klotz that the following be accepted as members of committees:

#### **Governance and Nominating Committee**

John Willson, Chair

Joy Kennedy

Jim Klotz

Bill McCloskey

David Shugarman

Clare Bonnell – ex-officio

#### **Municipal Governance Committee**

Clare Bonnell, Chair

Roddy Allan

Morley Lemon

John Swinden

#### **International Conventions Committee**

Joy Kennedy, Chair

Bruce Futterer

Bill McCloskey

Don McCutchan

Bob Olivero

David Shugarman  
Cathy Walker  
Kernaghan Webb  
Clare Bonnell – ex-officio

**Extractive Industries Committee**

Don McCutchan, Chair (to be confirmed)

Jim Cooney  
Wes Cragg – Vice Chair  
Donna Kennedy-Glans  
Jim Klotz  
Ian Marshall  
Tim Martin

Gerry Ohlsen  
Tilda Mmegawa

John Swinden  
Kernaghan Webb  
John Willson – Vice Chair  
Clare Bonnell – ex-officio

**Americas Committee**

Bob Olivero, Chair  
Sharon O'Regan  
Clare Bonnell – ex-officio

**Carried.** **Bill McCloskey** is also happy to represent the Americas Committee at meetings in Ottawa, when required and available.

▪ **International Conventions**

**Ms. Kennedy** noted that the ICC will have a meeting in early October. Prior to this, she will contact new committee members Bruce Futterer and Cathy Walker. **Ms. Best** is to ensure the convictions re. the Corruption of Foreign Public Officials Act are listed on the TI-Canada website, separate from the annual OECD Report.

▪ **Extractive Industries**

Further to the Background Notes, Bronwyn Best reported that Nexen Inc. is fulfilling their promissory note of \$20,000 towards Phase 2 of the Nigeria Project and noted that Wes Cragg is speaking at an international government mining meeting in Geneva, in the next couple of days.

▪ **Americas**

**Ms. Best** reported on TI Brazil leaving the TI fold and committed to learning more about this at the TI AMM.

▪ **Municipal Governance**

Dr. Lemon reported on the document he and John Swinden have produced, with regard to what municipalities need to have in place as anti-corruption structure. This document is to be refined, along with recommendations for implementation. **Roddy Allan** is interested in working on this project.

## 2. Fund Raising

While the Board as a whole has been concentrating on fund raising, it was noted that the time may have come to think of having a Fund Raising Committee. If TI-Canada

receives charitable status, it will need to have a focused fund raising plan. **Mr. Allan** is to craft a mandate for such a committee, in the next couple of weeks, with **Donna Kennedy-Glans** and **Ms. Kennedy** to review, before sending to the full Board. **See Item 12.** **Ms. Best** is to send Mr. Allan the notes from a discussion with Barrick Gold, regarding potential increased funding. **Mr. Klotz** is to speak with the General Counsel of an engineering company, regarding potential TI-Canada membership. **Ms. Best** is to send to Board Members membership information.

### 3. TI-Canada Strategic Plan

- **Review of Present Strategic Plan**

There were no comments further to the Background Notes

- **Review of Present Activities as per Strategic Plan**

**Mr. Klotz** is to send the Board the correspondence with the Department of Justice regarding the Voluntary Disclosure Program., including a draft letter he and Brian Heller are preparing, for comment by the Board. **Ms. Best** is to post the OECD convictions on the TI-Canada website. **Ms. Best** to send the Board Chapter Zone sign-up information. **Kernaghan Webb** noted he may volunteer to follow the Chapter Zone postings for the Board. Alternatively, a volunteer may be willing to do this.

**Dr. Webb** also volunteered to put a proposal together regarding the potential of TI-Canada as a “first port of call” for those seeking anti-corruption advice. **Ms. Best** to provide Dr. Webb with the work produced on “hotlines” by two TI-Canada volunteers. **Ms. Best** also to provide feedback from the TI Annual Members Meeting session on Advocacy and Legal Advice Centres of the Eastern European National Chapters.

### 4. Board Member reports of TI-Canada related activities

- **Federal Accountability Act**

David Shugarman reported that new pieces of the Act are happening as new people are being appointed. **Dr. Shugarman** is to draft a letter with regard to TI-Canada’s recommendations regarding the Act.

- **Presentation to Senate Standing Committee**

**Ms. Best** is to put on website the Hansard Report of Mr. McCloskey’s presentation to the Committee.

### 5. Approval of Minutes

- **30 April 2007**

**Moved** by Mr. Klotz and **seconded** by Ms. Kennedy to adopt the Minutes of the 30 April 2007 Board Meeting. **Carried.**

- **12 June 2007**

**Moved** by Dr. Lemon and **seconded** by Mr. Allan to adopt the Minutes of the 12 June 2007 Board Meeting with the amendments that Ms. Kennedy was not present at the meeting, and it was Mr. Klotz who had seconded the motion in Item 1. **Carried.**

### 6. Business arising from Minutes not elsewhere on Agenda

There was none.

## 7. Financial Statements

### ▪ As at 31 August 2007

Dr. Lemon reviewed the financials, suggesting it was not likely TI-Canada funds would drop below the minimum required level of funds by the end of the year.

**Moved** by Dr. Lemon and **seconded** by Mr. Willson to accept the financial statements as at 31 August 2007. **Carried.**

### ▪ Charitable Status

The Board thanked John Swinden, Mr. McCloskey and Ms. Best for their work on applying for charitable status. Revenue Canada is to respond within three months (by late November).

## 8. Correspondence

Further to the Background Notes, it was reposted that TI-Canada had, over Clare Bonnell's signature, had sent a letter of support for the candidacy of John Devitt, Chief Executive, TI-Ireland, to the TI Board.

## 9. Executive Director's Report

### ▪ China Project

Ms. Best reported on the process of this project. The Board thanked Ms. Best for her efforts on this project and **agreed** that those who will be in town for the dinner with the Chinese delegation would make every effort to attend.

### ▪ Reaccreditation

Further to the Background Notes, Ms. Best reported that the Member Reaccreditation Committee was meeting this week.

### ▪ TI 2007 CPI

The TI 2007 CPI will be launched on 26 September. The advance copy will be received, this week.

### ▪ Acceptance of new members

**Moved** by Mr. Willson and **seconded** by Ms. Kennedy to accept Norman Steinberg, Predrag Tomic and Cathy Walker as Individual Members. **Carried.**

## 10. Report of Chair and President

Ms. Bonnell noted that, among other activities, she had assisted in the China Project, signing the contract with Agriteam; reviewed TI-Canada's reaccreditation application; corresponded with TI-Canada member Larry Lancefield, regarding a potential symposium, similar to the 12 June Symposium, for forensic accountants.

## 11. Transfer of TI-Canada 2007 TI AMM Voting Rights

### ▪ Official Chapter Representative

**Moved** by Mr. Willson and **seconded** by Dr. Lemon to transfer the TI-Canada Official Chapter Representative voting rights from Ms. Bonnell to Ms. Best for the 2007 TI Annual Members Meeting only. **Carried.**

## 12. Other Business

Mr. Klotz reported he had spoken with a number of lawyers regarding joining TI-Canada. It will be necessary, as part of Item 2, to carefully delineate what membership in TI-Canada would mean to these individuals.

**13. Next Board Meeting**

The next Board Meeting is to be Thursday, 6 December 2007, 5 – 8 p.m., EST. **(NB: Post-meeting, this has been changed to 4 – 7 p.m., due to Ms. Best's schedule.)**