

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Thursday, December 13, 2007, 16:00 – 19:00 EST
Davis & Co., 1 First Canadian Place, Suite 5600, Toronto

Present:

Clare Bonnell, Chair

Bronwyn Best

Donna Kennedy-Glans (by conference call)

Jim Klotz

Morley Lemon

Tim Martin (by conference call)

Bill McCloskey (by conference call)

Bob Olivero (by conference call)

David Shugarman

Kernaghan Webb

John Willson (by conference call)

Regrets:

Roddy Allan

Joy Kennedy

Don McCutchan

MINUTES

1. Approval of Minutes of 11 September 2007 Board Meeting

Moved by Jim Klotz and **seconded** by Morley Lemon to adopt the Minutes of the 11 September 2007 Board Meeting. **Carried.**

2. Business arising from the minutes

There was none.

3. Correspondence

Bill Bonnell was thanked for his contribution in drafting the TI-Canada press release for International Anti-Corruption Day.

4. Report of Chair and President

Clare Bonnell noted that the candidates, supported by TI-Canada for the TI Board, were successful in the elections at the TI Annual Members Meeting in Bali.

5. Executive Director's Report

Further to the report in the Background Notes, Bronwyn Best reported on the meetings by the TI Secretariat with CIDA, in early December, of which, contrary to a motion passed at the TI Annual Members Meeting in Berlin in 2005, TI-Canada had not been made aware and to which TI-Canada had not been invited to attend. The TI Secretariat has apologized to TI-Canada. Ms. Best also reported on the 11 December meeting she and Huguette Labelle held with Len Edwards, Deputy Minister, Foreign Affairs, to explore continued ways for TI-Canada and the government of Canada to work together. Bob Olivero made a further suggestion that TI-Canada could monitor the various international anti-corruption conventions which Canada has ratified. **Ms. Best** is to look into this possibility.

- Acceptance of New Members

Moved by Mr. Olivero and **seconded** by Dr. Lemon to accept Susan Cote-Freeman and Mohammed Zahiri as Individual Members. **Carried.**

It was suggested that four particular questions be developed with which the Executive Director is to interview prospective members. **Kernaghan Webb** and **Mr. Klotz** are to work on these questions with **Ms. Best**.

6. Reports from Board Members on TI-Canada Activities other than Committee Work

▪ Federal Accountability Act

David Shugarman will be making a members only breakfast presentation on “Update on the Federal Accountability Act: What has happened; what still needs to happen,” to members of TI-Canada and the ethicscentre.ca, Tuesday, January 15, in Toronto. **Dr. Shugarman** committed to put in writing changes from the initial draft letter he and Don McCutchan had produced to the Prime Minister, with regard to the FAA, by mid-January 2008. This letter will be reviewed by the Board on a no-objection basis.

▪ Charitable Status

Bill McCloskey reported on the meeting he and Ms. Best had had with the Canada Revenue Agency on 11 December. The meeting was a very positive one, and **Ms. Best** is to provide revisions to the TI-Canada charitable status application to the CRA by 9 February. John Swinden was thanked for his dedicated work in putting together the initial application.

▪ Voluntary Disclosure Program

Mr. Klotz will circulate to the Board the response from the DOJ regarding our proposal for a voluntary disclosure program under the CFPOA. He reported that a meeting he was to have with Brian Heller in November was postponed to January 2008.

▪ Advocacy and Legal Advice Centre

Mr. Klotz reported on the ALAC meeting he and Ms. Best had attended at the TI AMM in Bali. He noted that most of the reports in the meeting covered advocacy, which is not what TI-Canada wants to do. Often the most we can do is inform people where they might be able to go with their complaints, although most have already made these contacts and TI-Canada is often a port of last resort. However, for those who are at the beginning of their search, **Dr. Webb** will continue work on making TI-Canada available as a significant port of call. To carry out any work in this area will require funding.

7. Committee Reports

▪ Governance and Nominating

Moved by John Willson and **seconded** by Mr. Olivero that Tim Martin be named Chair of the Extractive Industries Committee. **Carried.**

▪ International Conventions

Further to the Background Notes, **Mr. Martin** said he would send information regarding a BAE investigation by American authorities. **Mr. McCloskey** and **Mr. Olivero** volunteered to work with Bruce Futterer of GE Canada on the 2009 OECD Progress Report.

▪ Extractive Industries

Mr. Martin reported there would be a meeting of the EIC in January or February 2008. He noted that the municipal governance tool may be an area with which the committee might work.

▪ Americas

TI-Canada has been asked to compare the civil society report (produced by Mr. Olivero) for MESICIC II with that of the Canadian government. **Mr. Olivero** has undertaken to do this. **Mr. McCloskey** is to contact Mr. Olivero with regard to the present format of the Public Service Commission of Canada. Mr. Olivero also emphasized the need to carry out a “sub-national” integrity study, for which funding would be required. It was agreed that **Ms. Best** would inquire through the Canadian Business Ethics Research Network (CBERN) whether or not anyone is working on anti-corruption/anti-bribery work, particularly amongst PhD candidates. **Dr. Shugarman** is to discuss with York colleagues the potential to have such a project carried out by students in the MPA program, where they would look at legislation and codes in areas such as whistleblowing across Canada. It is possible an award for best paper could be presented at the TI-Canada annual meeting.

- **Municipal Governance**

Dr. Lemon reported on the rationale for the municipal governance tool. He noted it would not be costly to develop the tool, which should be tested in a couple of municipalities. It has been suggested that TI-Canada might work with CBERN to see if the tool could be valuable in the mining community and with First Nations in the North. **Ms. Best** to continue this discussion with CBERN. Ms. Bonnell noted the committee was in need of more members. It was suggested that the Toronto Integrity Commissioner be invited to speak to the MGC.

8. Report of the Vice Chair

Mr. Klotz reported on his participation at the TI AMM in Bali. He noted, amongst other matters, that each National Chapter is in its own paradigm, each with very different issues. It was agreed that the TI-Canada Board needed to be better informed regarding international TI activities. Some suggestions included exploring internship possibilities, either with universities or organizations such as the Sheldon Chumir Centre for Ethics in Leadership, allowing for students to work with TI-Canada, who could keep a watching eye and pass on information regarding postings on the Chapter Zone, for example. Another suggestion was that **Ms. Bonnell** speak with Dr. Labelle, on a monthly basis. **Ms. Best** will send on to the TI-Canada Board circulars received from the TI Secretariat.

9. Treasurer’s Report

- **Financials as at 30 November 2007**

Dr. Lemon reviewed the financial statements. Ms. Best reported that time spent on the China Project, within her annual contracted time, meant that TI-Canada could benefit from the China Project but that the time was not available for other activities.

- **Draft Working Budget 2008**

Dr. Lemon reviewed the Draft Working Budget for 2008, noting it is likely there would be a positive bottom line, due to the China Project.

10. Fund Raising

- **Three year projection**

It was emphasized that obtaining charitable status and finding new Charter Members is imperative for the future of TI-Canada.

11. Executive Director's Contract

Ms. Best was thanked for her valued contribution to TI-Canada. By an electronic vote, following the meeting, it was **moved** by Mr. Martin and **seconded** by Donna Kennedy-Glans to renew Ms. Best's contract for calendar year 2008. **Carried.**

12. Theme/Location/Date Suggestions - 2008 Symposium

It was **agreed** that the 2008 TI-Canada symposium should look at what the ratification of the UNCAC by Canada means for anti-corruption activities within Canada; the meeting should be held in Ottawa, in mid-June; the municipal governance tool should be part of the symposium. **Ms. Bonnell, Mr. Klotz** and **Ms. Best** are to work on moving this forward.

13. Other Business

It was **agreed** that it is time for the TI-Canada Board to have a day, possibly in March, to review the mandate of the organization. **Ms. Best** is to canvas the Board to find a date. Discussion also centred around what TI-Canada should do with regard to the Mulroneys-Schreiber affair and whether or not the Board should call for an inquiry and if the Board should advise David Johnston of its views. **Mr. Olivero** is to send ideas to Mr. Klotz.

14. Next Board Meetings

Ms. Best is to canvas the Board, regarding these dates.