

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Friday, March 28, 2008, 17:30 – 19:30

Davis LLP, 1 First Canadian Place, Suite 5600, Toronto

Present:

Clare Bonnell, Chair

Roddy Allan

Bronwyn Best

Joy Kennedy

Donna Kennedy-Glans

Morley Lemon (by conference call)

James Klotz

Tim Martin

Bill McCloskey

David Shugarman

Kernaghan Webb

John Willson

Regrets:

Don McCutchan

Bob Olivero

MINUTES

1. Approval of Minutes of 13 Dec. 2007 Board Meeting

Moved by John Willson and **seconded** by Jim Klotz to adopt the Minutes of the 13 December 2007 Board Meeting. **Carried.**

2. Business arising from the minutes

Bill McCloskey reported that he had spoken with the Canadian Revenue Agency personnel responsible for TI-Canada's charitable application. A determination should be made in about one month.

3. Correspondence

There was no correspondence further to that noted in the Background Notes for Certain Agenda Items. **Bronwyn Best** is to send to the full Board the most recent correspondence regarding a request for investigation into corruption in Canada, as an example of such correspondence received.

4. Report of Chair and President

Clare Bonnell reported on her presentation to EPAC Trillium on *Reducing Municipal Exposure to Fraud and Corruption*, February 12, in Toronto, and participation in Natural Resources Canada's *Canadian Visions of global Norms for Transparency: An EITI Outreach and Information Session*, for which she chaired the session on *Views from the Ground: Putting Public Participation into Practice*, on February 28, in Ottawa. The latter was to a group of 80 people to whom she was able to introduce TI-Canada. Ms. Bonnell noted that the Executive Director of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) is interested in having **TI-Canada make a presentation at the next CIM annual meeting**. Ms. Bonnell also referenced the December 21, 2007, letter to Prime Minister Harper regarding the allegations of corruption made against the former Prime Minister of Canada, The Right Honourable Brian Mulroney.

5. Report of Vice Chair

Mr. Klotz noted that he and Tim Martin will be co-chairing the *Canadian Forum on Bribery and Foreign Corruption*, March 30 – April 1, in Toronto, with 80 – 100 attendees expected, of which 70 – 80% will be legal/compliance officers. Mr. Martin noted that the newly instituted RCMP officers in the Commercial Crime Branch, responsible for carrying out investigations under the *Corruption of Foreign Public Officials Act*, would be participating in the *Forum* and that he would be providing subsequent training for the officers from a corporate compliance perspective.

6. Questions for New Members

All Board Members **agreed** with the following questions, developed by Kernaghan Webb and Mr. Klotz, to be asked by the Executive Director of prospective TI-Canada members, as a due diligence measure:

1. Could you briefly describe why you would like to join TI-Canada?
2. How did you find out about TI-Canada?
3. To the best of your knowledge, have you, or the organization(s) that you are currently or in the past affiliated with ever been the subject of any legal/professional/administrative proceedings concerning ethical/bribery or corruption issues? If so, what are/were those issues and what was your involvement (if any)?
4. At its essence, TI is an organization that is fundamentally concerned with integrity - accountability, honesty, fair dealing and respect for the interests of others. Is there any aspect of your activities that might negatively reflect on the character of TI? If so, please describe the activities.

7. Executive Director's Report

▪ Acceptance of New Members

Moved by Mr. McCloskey and **seconded** by Mr. Willson to accept Joseph Ringwald, Neil Papineau and F. David Rounthwaite as Individual Members. **Carried.**

Moved by Mr. Willson and **seconded** by Dr. Webb to accept Ricky Gayadin as an Individual Member. **Carried.**

It was **agreed** that Mr. McCloskey would invite Jacques Etindele Njoh to answer the questions for new members in French, as his English responses were not readily understandable. Mr. McCloskey will report the responses back to the Board.

8. Committee Reports

▪ Governance and Nominating

Only a few Board nominations have been received from Board Members. There will be a meeting of the GNC, in the near future, to consider recommendations of new Board Members to the Board.

▪ International Conventions

Joy Kennedy noted she is too busy in her new position to Chair the ICC, and a new Chair should be recommended by the GNC. Canada will host the G8 in 2010. TI-Canada will play a role in these meetings, and Ms. Kennedy would like to be part of the planning meetings.

▪ Extractive Industries

Wes Cragg is planning to visit the Canadian High Commission and Transparency In Nigeria, in early May, in Abuja, on his return from a conference in South Africa, to determine whether or not to move forward with the Nigeria Project.

Ms. Best reported on the successful launch of PWYP Canada, in Ottawa, on March 26, and noted that plans are underway, in conjunction with PWYP Canada, to potentially have a press conference and seminar around the launch of the second Revenue Transparency Project Report, April 29, in Calgary.

- **Americas**

As Bob Olivero will be leaving the TI-Canada Board for a minimum of one year, it has been suggested that the Americas Committee be folded into the ICC, with the suggestion that Mr. Olivero remain the responsible individual for Americas activities. This will be considered by the GNC, with a recommendation being made to the Board.

- **Municipal Governance**

Morley Lemon and Roddy Allan discussed the continuing challenges of the MGC project. It was **agreed** this would be discussed further at the Retreat on the following day.

9. Treasurer's Report

- **Financials as at 29 February 2008**

Dr. Lemon reported on the financials as at 29 February 2008. At this time, there are no issues of note.

- **Draft 2007 Financial Statements**

These had just been received from the auditors. Dr. Lemon and Ms. Best will review them and make comments to the auditors. The Statements will be reviewed for acceptance at the next meeting of the Board.

10. Letter of Accreditation

- **TI Logo**

Moved by Mr. Willson and **Seconded** by Mr. McCloskey that the bid of Gowlings Lafleur Henderson would be accepted for the registering of the TI Logo. **Ms. Best** is to follow-up with Gowlings and TI-S.

- **Register of Interests of Board Members**

Concerns were expressed regarding the purpose of the register and whether, with TI-Canada's Conflict of Interest policy, this would be necessary. **Ms. Best** is to inquire of TI-S the purpose of the register, which could be a breach of client confidentiality of practicing lawyers on the Board, for example.

11. TI-Canada Symposium – 12 June

- **“The Anatomy of Greed”/Speakers**

It was **agreed** the symposium would be discussed further at the Retreat.

12. Other Business/Next Board Meetings

Ms. Best reminded the Board that the *2009 Global Corruption Report* would focus on the private sector and invited Members to participate in the online discussion being held by TI-S, on the Chapter Zone. **Ms. Best** will send out suggestions for the next Board Meeting, to be held by conference call.

13. Adjournment

The meeting was adjourned at 19:30.