

## TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Thursday, 15 May 2008, 17:00 – 18:45 EDT, by conference call

### **Present:**

Clare Bonnell, Chair

Roddy Allan

Bronwyn Best

Donna Kennedy-Glans

Morley Lemon

Tim Martin

Bill McCloskey

Don McCutchan

Kernaghan Webb

John Willson

### **Regrets:**

Joy Kennedy

James Klotz

Bob Olivero

David Shugarman

## MINUTES

Before the meeting, Clare Bonnell announced that Bob Olivero had suffered a minor stroke, affecting his speech. The Board wished Mr. Olivero a speedy recovery.

### **1. Approval of Minutes of 28 March 2008**

**Moved** by John Willson and **seconded** by Donna Kennedy-Glans to adopt the Minutes of the 28 March 2008 Board Meeting. **Carried.**

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

Bronwyn Best reported that Chris Pibus of Gowling Lafleur Henderson was working on registering both the TI and the TI-Canada logos.

**Bill McCloskey** agreed to follow-up with the Canadian Revenue Agency, before the 12 June Board Meeting, with regard to charitable status for TI-Canada.

### **3. Eleventh AGM**

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

The Board approved the Eleventh AGM Agenda as written.

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

The Board suggested some word changes and additional reporting on government activities to the Draft Eleventh AGM Report of the Executive Director and agreed that some of the information would be removed to the report of the Chair and President.

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

Ms. Bonnell reviewed the content of her report, noting the financial challenges Ti-Canada faced at the Tenth AGM; the loss of timing of the ED to some TI-Canada priorities, as a result of the time required for the China Project; TI-Canada responses to government corruption scandals; the engagement of a number of Members and Board Members in TI-Canada activities; the resignation/retirement of Board Members.

- **Tenth AGM Draft Minutes – for comment**

The Board approved the Tenth AGM Draft Minutes, with the addition of “LLP” at the end of the auditor’s name.

#### **4. Executive Director’s Report**

To her report in the Background Notes, Ms. Best added that an evaluation of Agriteam, as required by CIDA, was prepared by TI-Canada, and that the bid had been sent in response to a second tender from Agriteam for a Chinese Policy Option Project. It was agreed that ED activities relating to committee work would be reported in the Background Notes only in the committee item and not also in the ED Report.

**Moved** by Mr. Willson and **seconded** by Kernaghan Webb to accept Tom Marshall as an Individual Member. **Carried.**

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

- **Changes in Board Membership**

As Chair of the GNC, Mr. Willson remarked on the loss to the Board of Board Members Ms. Kennedy-Glans, Don McCutchan and Bob Olivero, and thanked them for their various contributions. He also noted that, after five enjoyable years on the Board, he would be stepping down, to pursue other goals.

- **New Board Member Recommendations**

**Moved** by Mr. Willson and **seconded** by Mr. McCloskey that Jillian Clare Cohen-Kohler, Jim Cooney, Bruce Futterer, Tom Marshall, Joe Ringwald and Michael Robinson be nominated to the TI-Canada Board, each for a three year term, for approval by the membership at the Eleventh TI-Canada AGM, 12 June 2008, 14:00 - 15:00. **Carried.** All Board Members who participated in the interviewing of prospective Board Members were thanked for their time.

#### **6. Financials**

- **As at 30 April 2008**

Morley Lemon reviewed the statements. He and Ms. Best will review the China Project YTD figures on page 7, to remove accrued influences from 2007.

- **As at 31 December 2007 – for approval**

Dr. Lemon noted that the financial statements present a fair statement of last year’s record. **Moved** by Dr. Lemon and **seconded** by Mr. Willson to approve the 2007 audited financial statements, pending the correction of the balance in the totals on page 2. **Carried.** Dr. Lemon and Ms. Best were thanked for their work on the statements.

#### **7. Other Committee Reports**

- **Extractive Industries**

Tim Martin reported that he had met with TI-USA and the US law firm involved with TI-Canada’s project on comparative approaches to corruption issues and an outline for the project had been prepared. Both TI-Germany and TI-Australia have been contacted to inquire regarding their interest in participating in the

project. **Dr. Webb** is to follow-up with TI-Australia. Preliminary information on the project will be presented at the 12 June Symposium.

- **Americas**

Due to Mr. Olivero's illness, Mr. McCloskey will present TI-Canada's report to the OAS Committee of Experts in Washington, on 23 June. Mr. McCloskey reported on a meeting he had attended this morning, put on by FOCAL (Canadian Foundation for the Americas), on democratic governance in Canada, reflecting Canada's implementing of various OAS Summit commitments.

- **International Conventions**

Ms. Best noted that the TI G8 National Chapters are working on a 2008 Progress Report, to be presented to the respective government, prior to the 2008 G8 Summit.

- **Municipal Governance**

**Roddy Allan** has prepared some potential questions to ask municipalities, which he will send to Ms. Bonnell for discussion.

## 8. Symposium

- **Speakers**

Norman Inkster is confirmed. **Ms. Best** is to follow-up with Ian Greene, Huguette Labelle and Stephen Foster. It was **agreed** to invite Tom Marshall (**Ms. Best** to invite) to participate in the panel and that **Mr. Allan** would Chair the panel.

## 9. Correspondence

There was nothing further to the Background Notes.

## 10. Report of Chair and President

Ms. Bonnell had reported on various activities in Item 3.

## 11. Other Business

It was **agreed** to contribute to the Carleton scholarship to be set up in the name of Arthur Kroeger, former TI-Canada Board Member and partner of TI Chair Huguette Labelle, who died on 9 May.

## 12. Next Board Meeting

- **12 June 2008 – immediately following Eleventh AGM**

Ms. Bonnell noted there would be a brief meeting of the Board, chiefly to elect the officers for 2007-2008.

## 13. Termination

**Moved** by Mr. McCloskey and **seconded** by Mr. Allan to terminate the meeting.