

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Wednesday, September 10, 2008, 17:00 – 20:00

Miller Thomson, Scotia Plaza, 40 King Street W., Suite 5800, Toronto

Present:

Clare Bonnell, Chair

Bronwyn Best

Bruce Futterer (by conference call)

Jillian Clare Kohler

James Klotz

Morley Lemon

Tom Marshall

Bill McCloskey (by conference call)

Joe Ringwald (by conference call)

Michael Robinson (by conference call)

David Shugarman

Kernaghan Webb (by conference call)

Regrets:

Roddy Allan

Jim Cooney

Joy Kennedy

Tim Martin

MINUTES

A presentation by a Miller Thomson tax lawyer was added to the Agenda. This is noted in Item 5.

1. Approval of Minutes

▪ **15 May 2008**

Moved by David Shugarman and **seconded** by Jim Klotz to adopt the Minutes of the 15 May 2008 Board Meeting. **Carried.**

▪ **12 June 2008**

Moved by Tom Marshall and **seconded** by Mr. Klotz to adopt the Minutes of the 12 June 2008 Board Meeting. **Carried.**

2. Business arising from Minutes not elsewhere on Agenda

▪ **TI Word Mark application**

Gowling Lafleur Henderson is filing the word mark application for “Transparency International.” The TI Secretariat will cover the cost of the application.

▪ **Siemens**

Bronwyn Best will reply again to Siemens, with regard to them meeting with Mr. Klotz and herself.

3. Committee Reports

▪ **Governance and Nominating**

○ **Incorporation of Americas Committee**

Moved by Bill McCloskey and **seconded** by David Shugarman that the Americas Committee be incorporated into the International Conventions Committee. **Carried.**

○ **Reinstatement of Membership Committee**

Moved by Mr. McCloskey and **seconded** by Jillian Clare Kohler to reinstate the Membership Committee. **Carried.**

○ **Election of New Committee Chairs**

Moved by Mr. McCloskey and **seconded** by Morley Lemon that Joy Kennedy and Dr. Kohler be named Co-Chairs of the International Conventions Committee. **Carried.**

Moved by Mr. McCloskey and **seconded** by Dr. Lemon that Mr. Klotz and Mr. Marshall be named Co-Chairs of the Membership Committee. **Carried.**

Moved by Mr. Klotz and **seconded** by Dr. Shugarman that Mr. McCloskey be named Chair of the Governance and Nominating Committee. **Carried.**

○ **Election of Committee Membership**

Moved by Mr. McCloskey and **seconded** by Dr. Kohler that the following be named to the respective committees:

Joe Ringwald to Extractive Industries Committee

Jim Cooney to International Conventions Committee

Jillian Clare Kohler to Membership Committee

Michael Robinson to Membership Committee

Tom Marshall to Municipal Governance Committee

Joe Ringwald to Municipal Governance Committee

Carried.

▪ **International Conventions**

Further to the Background Notes, Bronwyn Best reported that the G8 Summit will be held in Canada in 2010 and that both TI and TI-Canada will be heavily involved in the civil society activities and providing recommendations to the G8 Leaders and Ministers. It was **agreed** that the OECD Progress Report for Canada for 2009 would be shared with TI-Canada Board for comments, before being submitted to the TI Secretariat.

▪ **Extractive Industries**

It was **agreed** that TI-Canada would write a letter of support for Kernaghan Webb's grant application to the Social Sciences and Humanities Research Council for funding for the continuation of an open source case study, which addresses the issue of corruption as part of a broader look at corporate social responsibility.

▪ **Americas**

○ **Presentation to OAS Experts' Group**

Further to the notice of his presentation to the OAS in the Background Notes, Mr. McCloskey reported that he had met with TI-USA and that there could be value for our Board in sharing experiences with the US National Chapter at some point in the future. **Ms. Best** is to inquire of the TI Secretariat whether the remaining funds available for the presentation in Washington could be used for future G8 costs.

▪ **Municipal Governance**

The Committee **agreed** that it would have a conference call to discuss future steps, including the benefit for the municipalities from TI-Canada's municipal governance tool. It was noted that the tool covers only municipal employees, rather than elected officials.

4. Board Member reports of TI-Canada related activities

▪ **Federal Accountability Act**

On behalf of TI-Canada, Dr. Shugarman continues to monitor the FAA to ensure it is adequate to improve ethical practices and to seek out opportunities for TI-Canada to comment should any aspects of the act require it. He noted that most of the things promised in the FAA, an omnibus bill legalizing a number of guidelines, have been carried out, although there have not yet been significant positive activities. Indeed, the FAA, which was intended to make access to information easier, has, instead, created more roadblocks. Canada has many legislative tools, which, to date, suffer from lack of enforcement. It was noted that, for business people, the FAA has added a new layer of burden, without the benefits being apparent. Unfortunately, the two most important inquiries into corruption in Canada, the Parker Commission and the Gomery Commission, have both had most of their findings thrown out by individual judges.

- **Deficiencies in Canada's Anti-Corruption Laws that deal with Domestic and Foreign Public Officials**

Dr. Webb reported that he had brokered the connection between TI-Australia and TI-Canada. The former is very interested in participating in this project. He also suggested that the information could ultimately be used for an academic article. TI-Canada is waiting for further information from the American counsel, regarding their contribution to the project.

5. Financial Statements

- **As at 31 August 2008**

Dr. Lemon reported that the expectation is that TI-Canada will end the year with a small surplus. For the next meeting, **Dr. Lemon** and **Ms. Best** will produce improved, easier to read financial statements.

- **Charitable Status**

Having read the CRA's letter of response to TI-Canada's application for charitable status, Susan Manwaring, of Miller Thomson, presented the Board with a number of initial thoughts and suggested recommendations. It was agreed to strike a Charitable Status Working Group, made up of Bruce Futterer, Mr. Klotz, Dr. Kohler and Mr. McCloskey. **The Working Group** will report back to the TI-Canada Board in a month, re. any recommendations, and will ensure a response reaches the CRA, by the 13 November 2008 deadline. John Swinden was thanked, again, for all his hard work, on this project.

6. Membership

- **New Membership Categories**

Moved by Mr. Marshall and **seconded** by Dr. Kohler to create a new membership category of Crown Corporations. The fee range will be \$2,500 - \$5,000. The rights and privileges of this membership category will be determined at a later date. The government member category fee range will be changed from \$500 to \$500 - \$5,000. **Carried.** **Ms. Best** is to notify Export Development Canada of this decision.

- **Updating of Fees**

Further to the motion just noted, the **Membership Committee** will consider any further fee changes and bring the recommendations to the Board.

7. Correspondence

Correspondence has been noted in the Background Notes.

8. Executive Director's Report

▪ Acceptance of new members

Moved by Dr. Kohler and **seconded** by Mr. Marshall to accept Jean-Luc Djigo as an Individual Member. **Carried.**

Moved by Mr. Marshall and **seconded** by Dr. Kohler to accept David Shugarman as an Individual Member. **Carried.**

Moved by Dr. Lemon and **seconded** by Michael Robinson to accept John Carpenter as an Individual Member. **Carried.**

9. Report of Chair and President

Clare Bonnell's activities were reported in various other items on the agenda and in the Background Notes.

10. Official Chapter Representative at TI AMM

Moved by Mr. Klotz and **seconded** by Dr. Kohler that Ms. Bonnell is to be TI-Canada's Official Chapter Representative at the TI AMM in Athens, Greece, 28-29 October 2008/

11. Other Business

▪ Global Corruption Report 2007

Ms. Best is to inquire of the TI Secretariat what factual significance there might be, should this be a question posed by the media, to the perceptions provided by Canadians on judicial corruption in the GCR 2007. Further discussion on the text on Canada was deferred to the next Board Meeting.

▪ Global Corruption Report 2009 – Private Sector

Ms. Best is to inquire of the TI Secretariat whether or not a Canadian contributor has been determined.

12. Next Board Meeting

Dr. Kohler invited the Board to have its next meeting at the Faculty of Pharmacy, University of Toronto. The meeting will be held the last week of November or the first week of December, 2008.