

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Wednesday, February 4, 2009, 14:00 – 16:45 EST

Faculty of Pharmacy, University of Toronto, 144 College Street, Room 310

Present:

Clare Bonnell, Chair

Roddy Allen (by conference call)

Bronwyn Best

Jim Cooney (by conference call)

Bruce Futterer (by conference call)

Joy Kennedy (by conference call)

Jim Klotz

Jillian Clare Kohler

Morley Lemon

Bill McCloskey (by conference call)

Tim Martin (by conference call)

Joe Ringwald (by conference call)

Michael Robinson

Kernaghan Webb (by conference call)

Regrets:

Tom Marshall

David Shugarman

MINUTES

1. Next Board Meeting

The next Board Meeting will be **Monday, March 16, 5 – 8 p.m., EST, at Miller Thomson**. It will focus on various projects, further defined in Item 5.

2. Charitable Status

Bill McCloskey reported on the process leading up to TI-Canada's successful application for charitable status. Bronwyn Best explained the TI-Canada Board Meeting and Special General Meeting of members, both taking place immediately following this Board Meeting, to adopt Supplementary Letters Patent to Amend the Letters Patent. The Board congratulated the Charitable Status Sub-Committee for a job well done.

3. Commission of Inquiry into Certain Allegations Respecting Business and Financial Dealings Between Karlheinz Schreiber and the Right Honourable Brian Mulroney

Tim Martin reviewed the background, present activities and schedule of the Oliphant Commission of inquiry. **Mr. Martin** and **Jim Klotz** agreed to contact the Oliphant Commission Counsel by telephone to express interest in the Commission and to see if it could accommodate TI-Canada and if any resources might be available to TI-Canada. Written submissions are due to the Commission by 31 March. **Messrs. Martin and Klotz** will provide an update to the Board before this date.

4. Municipal Governance Committee

Clare Bonnell reported on recent activities of the Committee with regard to potentially working with smaller municipalities. Morley Lemon reviewed his conversation with a partner in BDO Dunwoody, who is knowledgeable regarding municipal risk audits.

5. Other Potential Projects

The Board took the opportunity to suggest a number of projects for TI-Canada, in light of potential funding from foundations as a result of charitable status. For the March 16 Board Meeting, the following Board Members and Executive Director, as Champions of the particular projects, are to produce a 2 – 3 paragraph description of the potential project, which highlights the objectives and benefits, along with a draft budget and potential resources (including in-kind):

Bronwyn Best – Nigeria Project;

National Integrity Study – federal and provincial level

Clare Bonnell – Municipal Governance Project;

National Integrity Study – municipal level

Jim Cooney – Transparency and Accountability in Economic Stimulus Packages in Canada and the US: Interface between massive infrastructure spending and fraud

Joy Kennedy – Corruption and Bribery in Development of Carbon Tax Markets

Jillian Clare Kohler – Governance and Counterfeiting in Pharmaceuticals; other pharmaceutical related projects

Tim Martin/Jim Klotz – White Paper on Comparisons among Canadian, US and Australian legal approaches to anti-corruption

Joe Ringwald – Accountability of NGOs involved with the extractive sector

Kernaghan Webb – Spin-offs for TI-Canada from CBERN/Ryerson Open Source Case Study on Extractive Industries;
Study on Siemens

6. Treasurer's Report

▪ Financials as at 31 December 2008

Dr. Lemon reviewed the year-end financials, remarking that, even with the extraordinary expense for legal support to gain charitable status, TI-Canada will break even for the year. Ms. Best noted that, in order to make the financial statements more reader friendly, the Statement of Revenues page has been deleted from the financials, as, without the Expenses, it tended to be confusing.

▪ 2009 Draft Working Budget

Ms. Best reviewed the 2009 Draft Working Budget, noting that, as long as membership is renewed at its present level, it is expected TI-Canada will end the year with a positive balance. While there may be a healthy surplus, at year end, she reminded the Board that there will be no further income from the China Projects, which have provided significant revenues from 2007 – 2009. The suggestion was made to set up a Fundraising Committee. This will be explored at the 16 March 2009 Board Meeting.

Moved by Michael Robinson and **seconded** by Jillian Clare Kohler to increase the Executive Director's salary by 4.5% in 2009. **Carried.**

7. 2009 Symposium

Jim Cooney reviewed the Symposium Sub-committee's suggestions for the Symposium, to be held on Wednesday, 10 June at the Munk Centre for International Studies, University of Toronto. Discussion ensued, regarding the most effective approach to the issues of corruption, poverty and human rights. Board consensus rested with the existing theme of the cause and effects of corruption and poverty, with a primary focus on how corruption undermines Canadian offshore efforts to reduce poverty (by CIDA, NGOs and Companies), and a secondary focus on similar conditions in Canada, that might generate issues of credibility abroad. The purpose of the Symposium is to explore the issues, to review Canada's responses to them and to identify action items. It was suggested that there be a press release, before the Symposium, which could be taken up by the media.

8. Approval of Minutes of 3 Dec. 2009 Board Meeting

Moved by Dr. Lemon and **seconded** by Dr. Kohler to adopt the minutes of the 3 December 2008 Board Meeting, with a few slight revisions. **Carried.**

9. Business arising from the minutes

David Shugarman will be meeting with Claude Provencher, Commissioner for Federal Judicial Affairs, on 2 March 2009, in Toronto, and **Ms. Best** will be meeting with him on Wednesday, 4 March 2009, in Ottawa; **Bruce Futterer** reported that the 2009 annual report of TI-Canada for TI's OECD Progress Report was well underway and should be completed before the end of the month; the dates for the Second International PWYP Conference in Ottawa are 29 September – 2 October 2009.

10. Correspondence

A small donation was received from a member of the public, saying TI-Canada does excellent work; on 30 January 2009, TI-Canada sent to the Canadian G8 Sherpa, Len Edwards, a copy of a letter from TI Chair, Huguette Labelle, to the Italian Sherpa, regarding a call from Transparency International on the G8 to issue a 2009 Accountability Report, also attached were recommendations for this year's report, which were initially provided to G8 Sherpas, 22 October 2008; today a response was received from The Honourable James M. Flaherty, Minister of Finance, to a letter from Dr. Labelle, regarding transparency and integrity in financial markets; TI-S has sent a DVD, with English sub-titles, of how civil society organizations and/or governments (in Latin America) have used different provisions of the Inter-American Convention against corruption to carry out projects that have a direct impact on the life of citizens.

11. Executive Director's Report

As the Executive Director prepares a monthly report of activities for the Chair, in order to not duplicate efforts, these will no longer be presented in Background Notes for Board Meetings.

▪ Acceptance of New Members

Moved by Mr. Robinson and **seconded** by Joy Kenney to accept Linda Keen as an Individual Member and Miller Thomson as a Business/Professional Member.

Carried.

12. Other Business

It was noted that **Mr. Klotz** and **Ms. Best** are looking into Directors' and Officers' Liability Insurance.

13. Termination

Moved by Mr. Martin and **seconded** by Mr. Robinson to terminate the meeting.

Carried.