

TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Monday, March 16, 2009, 17:00 – 20:00 EST

Miller Thomson LLP, Scotia Plaza, 40 King St. West, #5800

Present:

Clare Bonnell, Chair

Bronwyn Best

Jim Cooney (by conference call)

Bruce Futterer

Joy Kennedy

Jim Klotz

Jillian Clare Kohler

Tom Marshall

Tim Martin (by conference call)

Bill McCloskey (by conference call)

Michael Robinson

David Shugarman

Kernaghan Webb

Regrets:

Roddy Allan

Morley Lemon

Joe Ringwald

MINUTES

1. Charitable Status

Bill McCloskey reported that TI-Canada will receive its charitable number in a few weeks, allowing it to pursue foundation funding. It was agreed that a press release will be sent, once the number has been received, including notice of TI-Canada's 10 June Symposium (see item 8). **Jillian Clare Kohler** agreed to help **Bronwyn Best** with the press release.

2. Approval of Minutes of 4 Feb. 2009 Board Meeting

Moved by Kernaghan Webb and **seconded** by Michael Robinson to adopt the minutes of the 4 February 2009 Board Meeting. **Carried.**

3. Business arising from the minutes

▪ TI-Canada 2009 OECD Progress Report – Nationality issue follow-up

Bruce Futterer reported that he had completed and submitted the TI-Canada 2009 OECD Progress Report and thanked Aria Ilyad Ahmad, MSc Candidate in the Faculty of Pharmacy, University of Toronto, former TI-Canada Board Member, Michael Davies, and Jim Klotz for their assistance. In the course of preparing the Report, TI-Canada had the opportunity to meet a number of DFAIT, RCMP and DOJ individuals working on this file. Mr. Futterer also reported on the discussion involving nationality jurisdiction. While Canada remains the only OECD country still lacking nationality jurisdiction, it does not appear this position will change soon. A case currently under investigation could provide an opportunity to initiate discussion if it is determined that nationality jurisdiction limits the outcome of the case. The **International Conventions Committee** will keep a watching brief on this issue.

- **Meeting with Commissioner for Federal Judicial Affairs**

David Shugarman reported on his meeting with Claude Provencher on 2 March. Mr. Provencher is interested in developing linkages with TI-Canada, participating in workshops and symposia, and has followed up with Ms. Best, in this regard. Dr. Shugarman also reported on his positive correspondence with Lorne Sossin, interim City of Toronto Integrity Officer regarding an opportunity for Mr. Sossin to brief TI-Canada on his mandate and to discuss ways we might develop linkages with his office. **Clare Bonnell** will follow-up with Mr. Sossin's office, on behalf of the Municipal Governance Committee.

4. Correspondence

Ms. Best reviewed the continued work by Gowling Lafleur Henderson on behalf of TI-Canada to register the TI logo in Canada; the sending to the Canadian Ambassador to the UN of a copy of a letter from Huguette Labelle, Chair, Transparency International, to UN Secretary General Ban Ki-Moon regarding the termination of funding for the UN Procurement Task Force investigating allegations of corruption from the Oil-for-Food program; a thank you from Ms. Bonnell, on behalf of the TI-Canada Board, to Terrance Carter, thanking him and his firm for their expert advice and strategic and timely communications with the CRA, resulting in charitable status for TI-Canada; the offer of volunteer support from a new TI-Canada member and congratulations and a donation from another TI-Canada member.

5. Executive Director's Report

Ms. Best provided an up-date on the First Study Tour of the CIDA-funded China Project, "Establishing the Long-term Mechanism for anti-Corruption Supervision and Formulating the Performance Audit Measure for Public Financial Funds of Ningxia Hui Autonomous Region," being run by TI-Canada; as well as a report on the fulfillment of the recommendations made by the Experts Group of the Organization of American States (OAS), produced by former Board Member Bob Olivero, for the TI Secretariat review of the implementation of the anti-corruption mandates of the Summits of the OAS. **Ms. Best** will send the report to the Board. In addition, **Ms. Best** will look into the possibility of posting information on the TI-Canada website for the exclusive review of Board Members.

- **Acceptance of New Members**

Moved by Joy Kennedy and **seconded** by Dr. Webb to accept Mario Possamai as an Individual Member. **Carried.**

- **2009 Work Plan**

Ms. Bonnell, Mr. McCloskey and Mr. Robinson agreed to work with **Ms. Best** to produce another Work Plan version with activities related specifically to goals and objectives.

6. Treasurer's Report

- **Financials as at 28 February 2009**

Ms. Best reviewed the financials, as end the end of last month. The Board noted another format might be more user friendly, perhaps the CRA format.

- **Draft Financial Statements for 31 December 2008**

These had just been received and will be reviewed by the Treasurer. The Board **agreed** the costs of legal fees for obtaining charitable status would be reported in 2008, when paid, rather than in 2009, when charitable status will be received.

7. Membership Fees

▪ Students

It was **agreed** that students would be charged \$10 for registration for the 2009 Symposium, for which they would also receive a one-year TI-Canada membership. **Dr. Kohler** and **Tom Marshall**, both members of the Membership Committee will discuss this issue further and present to the Board a suggestion for an overall student membership fee.

8. 2009 Symposium

Jim Cooney, Chair of the Symposium Sub-Committee, reviewed results since the last Board Meeting. The Symposium will be called “Aid versus Corruption: Getting your dollars to the world’s poor.” A number of invitations to speakers have been accepted and others, including to the Introductory Speaker, are outstanding. The Symposium will take place on 10 June, at the Munk Centre for International Studies, University of Toronto.

9. Governance and Nominating Committee Report

Mr. McCloskey reported on the GNC meeting, which took place immediately prior to the Board Meeting. The Board **gave approval** that the GNC should pursue the potential members Mr. McCloskey reviewed and present some recommendations for new Board Members at the next meeting.

10. Potential Projects

The Board reviewed and debated the following potential projects and voted on their potential for corresponding to TI-Canada’s mandates and goals. In order, out of a total score of 10:

- a) Municipal Governance Project/Municipal National Integrity System Study (8.8)
- b) Transparency and Accountability in Economic Stimulus Packages in Canada and the US: Interface between massive infrastructure spending and fraud (8.8) It was **agreed** this would be a short, discrete, retrospective project. **Mr. Futterer, Mr. Cooney** and **Ms. Kennedy** agreed they would work on this, including funding for printing and delivery of the report, as well as informing the government that TI-Canada is working on this project; **Ms. Best** is to inquire of TI-USA whether or not they are working on a similar project
- c) National Integrity System Study – federal and provincial level (7.3)
- d) Study of Fairness Commissioners (6.4); this would involve developing standards of codes of conduct and a guide for Fairness Commissioners, so they are able to ensure projects are fair
- e) Bribery at Siemens: An Analysis of Corporate Decision-Making and the Law (5.5)
- f) Case Studies on Corporate Social Responsibility and the Mining Sector (4.7)
- g) Nigeria Project (3.1)

h) TI-Canada as Service Provider in International Domain (2.9)

In addition, **Dr. Kohler** agreed to provide to Ms. Best, in writing, a suggestion for a project regarding counterfeit medicines and **Mr. Ringwald** will be asked to provide a description of “Accountability of NGOs involved with the Extractive Sector.”

It was noted that TI-Canada would pursue linkages to ethics officers across Canada and continue with the White Paper on Comparisons among Canadian, US and Australian legal approaches to anti-corruption.

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

Mr. Klotz and Tim Martin held a telecom with the legal counsel of the Oliphant Commission. TI-Canada was informed there could be a special hearing for standing in the Commission and it could apply for funds. Democracy Watch is the only other NGO which has applied. The application must be made by March 31.

With regard to the White Paper on Comparisons among Canadian, US and Australian Legal Approaches to Anti-Corruption, as the application to the Oliphant Commission, noted above, will become a matter of public record, **Mr. Martin** is to contact TI-USA and TI-Australia to ensure they are comfortable with this approach.

12. Other Business

▪ **Directors and Officers Liability Insurance**

A quote for Directors and Officers Liability Insurance has just been received and will be reviewed by **Mr. Robinson**. **Ms. Best** is to inquire of other National Chapters if they carry D & O Liability Insurance and, if so, the cost of coverage.

▪ **Next Meeting**

The next meeting will be held at Miller Thomson on Tuesday, 21 April, 16:00 – 19:00, EDT.

13. Adjournment

Moved by Ms. Kennedy and **seconded** by Mr. Futterer to terminate the meeting.

Carried.