

**TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING**

Wednesday, May 26, 2009, 15:00 – 18:00 EDT

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

**Present:**

Clare Bonnell, Chair

Roddy Allan

Bronwyn Best

Bruce Futterer (by conference call)

Joy Kennedy

Jim Klotz

Jillian Clare Kohler

Thomas Marshall

Tim Martin (by conference call)

Bill McCloskey (by conference call)

Joe Ringwald

Michael Robinson

David Shugarman

Kernaghan Webb

**Regrets:**

Jim Cooney

Morley Lemon

**MINUTES**

**1. Approval of Minutes of 16 March 2009 Board Meeting**

**Moved** by Jim Klotz and **seconded** by Tom Marshall to adopt the Minutes of the 16 March 2009 Board Meeting. **Carried.**

**2. Business arising from the minutes**

▪ **TI-Canada Charitable Status Press Release**

As the charitable status notice came directly on the heels of the 16 March Board Meeting and other information to include in the press release had not been available; it had been decided to delay the press release. Notice of charitable status was made in the TI-Canada Spring 2009 Newsletter, Volume 13, No. 1.

▪ **Board Member Only Posting on Website**

This has been established.

▪ **Student Membership Fees/Approvals**

It was decided the **Membership Committee** would meet and determine a student membership fee.

▪ **Nationality jurisdiction**

Bill C-31, regarding nationality jurisdiction was tabled on 15 May and is expected to receive second reading, before the House rises. **Mr. Klotz** is to check with DFAIT to determine the status of the Bill.

**3. Correspondence**

Bronwyn Best reviewed CIDA's membership renewal letter.

**4. Executive Director's Report**

▪ **Acceptance of New Members**

**Moved** by Mr. Klotz and **seconded** by David Shugarman to accept Julie Desjardins and Marketa Evans as Individual Members. **Carried.**

▪ **ED 2009 Work Plan by Object**

Ms. Best to revise and send to full Board for reference when setting priorities.

## 5. Treasurer's Report

### ▪ Financials as at 30 April 2009

Ms. Best reviewed the financials in some detail. It was agreed to put the Grouped Receipts and Disbursements in a separate document. One task of the new Treasurer will be to refresh the presentation of the financials.

### ▪ Financial Statements for 31 December 2008

Ms. Best reported that all Board Members had voted in the positive on the following electronic motion: "Morley Lemon reviewed the audited financials statements which present fairly the financial position of Transparency International Canada Inc. as at December 31, 2008, and the results of its operations for the year then ended. **Moved** by Dr. Lemon and **seconded** by Kernaghan Webb to approve the 2008 audited financial statements. Carried."

## 6. Governance and Nominating Committee Report

### ▪ Changes in Board Membership

Bill McCloskey noted that Clare Bonnell had reached the Board limit of 9 years and Joy Kennedy had reached the limit of 6 years, before stepping off the Board for a minimum of one year. Mr. Klotz, Dr. Shugarman and Dr. Lemon had all completed a first term of 3 years. Dr. Lemon has noted he has enjoyed his three years on the Board, but, due to other commitments, will not be running again.

### ▪ New Board Member Recommendations

**Moved** by Mr. McCloskey and **seconded** by Michael Robinson to recommend Julie Desjardins and Marketa Evans as new Board Members to the TI-Canada membership at the Twelfth Annual General Meeting, to be held on 10 June 2009. Carried.

**Moved** by Mr. McCloskey and **seconded** by Roddy Allen to recommend Jim Klotz and David Shugarman be appointed to a second term of 3 years as Board Members to the TI-Canada membership at the Twelfth Annual General Meeting, to be held on 10 June 2009. Carried.

## 7. Twelfth AGM

### ▪ Draft Twelfth AGM Agenda – for approval

Approved.

### ▪ Draft Twelfth AGM Report of Executive Director –for comment

Approved.

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

Approved with minor revisions.

### ▪ Eleventh AGM Draft Minutes – for comment

Approved.

## 8. 2009 Symposium Update

Ms. Best reported on the status of registrations. A number of suggestions were made to publicize the event. It was agreed that a 2010 Symposium Sub-Committee would be struck as early as the September 2009 Board Meeting. A suggestion was made to link the

symposium to an event such as the Prospectors and Developers Association of Canada meeting.

## 9. Potential Projects Update

### ▪ **Municipal Governance Project/Municipal NIS**

Ms. Bonnell reviewed the objective of the project, which is to reduce exposure of municipalities, particularly small municipalities, to corruption. She reviewed meetings the Municipal Governance Committee has held and intends to hold, with various officials and organizations. It is expected this step will take 6 – 12 months, with the intention of developing a partnership with another organization. Perhaps there could be a by-invitation-only roundtable in 2011 on ethical governance in municipalities. One source of funding might be the Law Foundation of Ontario.

### ▪ **Transparency and Accountability in Economic Stimulus Packages in Canada and the US: Interface between massive infrastructure spending and fraud**

**Ms. Best** reported on a telecom she and Jim Cooney had had with TI-USA, regarding this issue, and agreed to follow-up with TI-USA on promised stimulus package information. As the Canadian stimulus packages will be delivered through municipalities, it was felt that this project might dovetail nicely with the municipalities project. With regard to funding, in order to ensure there be no bias, it was suggested that a neutral source, such as the Canadian Business Ethics Research Network, be a depository for funds for TI-Canada use on projects.

### ▪ **National Integrity Study – federal/provincial level**

Ms. Best noted that no further work had been carried out on this project, as emphasis is being placed on the municipal level, at this time.

### ▪ **Study of Fairness Commissioners**

Fairness Commissioners are traditionally appointed by contracting entities to ensure transparency and accountability in a project, much like TI's Integrity Pact idea.

### ▪ **Lessons Learned from an Analysis of the Siemens Bribery Cases**

Dr. Webb provided a written review of the project, which **Ms. Best** will send to the Board. The review covers the objects, actions required, a time target of Summer 2010, as well as a cost target of \$15,000.

### ▪ **Lessons Learned from Analysis of how a Canadian Company Addresses Bribery Challenges in Romania**

Dr. Webb provided a written summary of the project, which **Ms. Best** will send to the Board. This project is targeted to be completed by the fall of 2010 and is anticipated to involve a number of other organizations, for a total cost of \$30,000.

### ▪ **Nigeria Project**

Ms. Best reported that she and Wes Cragg, TI-Canada Extractive Industries Committee Vice Chair responsible for the Nigeria Project, had had a telecom with the new National Program Coordinator of Transparency In Nigeria and members of the TI Secretariat responsible for Nigeria (TIN) and the Integrity Pact (IP). The Niger Delta Development Commission has notified TIN that they have formally agreed to apply the IP to some of their contracts. **Dr. Cragg** stands ready to assist in seeking further funding for the Nigeria Project, if and when it is required.

### ▪ **TI-Canada as Service Provider in International Domain**

- **Policy Research to Strengthen Judicial Anti-Corruption Mechanisms of Shanghai Municipalities**

Ms. Best reviewed the fact that TI-Canada had been successful in winning the bid for this project. The Work Planning Mission to Shanghai will take place July 3 – 9.

- **Support to Indonesia’s Islands of Integrity Program for Sulawesi**

Ms. Best reminded the Board that two international consultancies had approached TI-Canada to partner on a bid for this project. However, as CIDA was requiring that partners be jointly liable, TI-Canada was unable to accept such a partnership. **Mr. Klotz** and **Ms. Best** are to inquire of CIDA whether or not “joint and several” liability will now be required of partners for all CIDA tenders.

- **Counterfeit Medicines**

Jillian Clare Kohler reported that she is already doing a project on counterfeit medicines, to which she will affix her role as a TI-Canada Board Member.

- **Accountability of NGOs involved with the Extractive Sector**

Joe Ringwald noted it may be too early to have this as a TI-Canada project, as the INGOs Accountability Charter is still in its infancy. **Mr. Ringwald** agreed to contact the TI Secretariat (**Ms. Best** to provide contact person), to see what they are doing, as a signatory to the Charter, and to review what is required to be a signatory.

## **11. Mulroney-Schreiber**

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

After due consideration, it was decided that TI-Canada was not in the position to pursue a complex analysis of the law. **TI-Canada** will read with interest the report of Justice Oliphant and comment, at that time.

- **White Paper on Comparisons among Canadian, US and Australian legal approaches to anti-corruption**

Having recognized that TI-Canada requires sufficient funding resources in order to do a credible job of this comparison, it was decided that work would be suspended on the project, for the time being. **Tim Martin** and **Ms. Best** are to notify TI-USA and TI-Australia of this decision.

## **12. Other Business**

- **Directors and Officers Liability Insurance**

**Mr. Robinson** is to seek a new company to provide a quote.

- **The Public Good Initiative**

This will be reviewed in the September Board Meeting.

- **Donation Link on Website**

This will be reviewed in the September Board Meeting.

## **13. Termination**

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

**Carried.**