

## TRANSPARENCY INTERNATIONAL CANADA BOARD MEETING

Tuesday, September 15, 2009, 15:00 – 18:00 EDT  
Navigant Consulting, One Adelaide Street East, 30<sup>th</sup> Floor

### **Present:**

James Klotz, Chair

Roddy Allan

Bronwyn Best

Clare Bonnell

Julie Desjardins

Marketa Evans

Bruce Futterer

Jillian Clare Kohler (by conference call)

Tom Marshall (by conference call)

Tim Martin (by conference call)

Bill McCloskey (by conference call)

Joe Ringwald

Michael Robinson

Kernaghan Webb

### **Regrets:**

Jim Cooney

David Shugarman

## MINUTES

### **1. Report of Chair and President**

#### **▪ Board Participation**

As TI-Canada has received charitable status, James Klotz reviewed anticipated Board participation, at this evolutionary point, as being actively involved, both leading and guiding.

#### **▪ Board Governance**

As Chair of the Governance and Nominating Committee (GNC), Bill McCloskey noted the following recommendations from the Committee and proposed the following motion:

##### **○ Ex-Officio Officers**

- Governance Officer – Michael Robinson
- Website Officer – Roddy Allan
- Current Events Officer – Tim Martin
- International Conventions Officer – Bruce Futterer

##### **○ Executive Committee**

- Chair – James Klotz (formerly elected)
- Vice-Chair – Tom Marshall
- Treasurer – Julie Desjardins (formerly elected)
- Member-at-Large – Michael Robinson
- Secretary – Bronwyn Best (formerly elected)

The Executive Committee is to make decisions, on behalf of the Board, between Board Meetings, and report to the Board, at the Board Meeting immediately following the decision. The Committee is to be established pursuant to **Michael Robinson** providing a draft By-law for establishing said Committee

##### **○ Committee Chairs**

- Extractive Industries Committee – Kernaghan Webb

- Fund Raising and Membership Committee – Marketa Evans
- Municipal Governance Committee – Julie Desjardins, Roddy Allan (Co-Chairs)
- Nominating Committee – Bill McCloskey (new name of Committee)

**Carried.** Mr. Robinson is to propose a draft By-law amendment to include email as part of electronic communication notice for Board Meetings.

- **TI AMM**

- **Official Chapter Representative**

Motion to have James Klotz replace Clare Bonnell as the TI-Canada Official Chapter Representative to the Transparency International Annual Members Meetings. **Carried.**

Motion to have Bronwyn Best replace James Klotz as the TI-Canada Official Chapter Representative to the Transparency International 2009 Annual Members Meeting only. **Carried.**

## **2. Treasurer's Report**

Julie Desjardins noted that, while TI-Canada is solvent, there is a need to raise additional funds, particularly as we are in the process of carrying out the last of the China projects.

## **3. Directors' and Officers' Liability**

Mr. Robinson reported that he has approved the Lloyd's standard insurance form and will be contacting an insurance firm to receive a quote.

## **4. Siemens**

Ms. Kathleen Orysiuk, Assistant General Counsel, Compliance, Siemens Canada Limited, presented the history behind the US \$100 million World Bank-imposed fine to be paid by Siemens for global anti-corruption work. Projects are to be determined by Siemens, subject to approval by TI and the UN. Ms. Orysiuk and the Board initiated a discussion regarding the potential of working together on future projects. Ms. Orysiuk is to provide the Board with various points of clarification, concerning the history and present status of the monies. **Bronwyn Best** is to inquire of the TI Secretariat their understanding of the fine, why TI is a beneficiary, what are the Terms of Reference and why the settlement agreement is confidential, as well as the status of Siemen's ongoing legal issues.

## **5. Committees**

Mr. Klotz invited each Board Member to review the following committees and volunteer to serve on two. Chairs will be getting in touch to recruit members to their committees. Discussion revolved around what products/projects TI-Canada has and might have, as well as ways to raise core funding. **Marketa Evans** agreed to provide some suggestions of a pre-screening tool for membership. **Ms. Best** is to research information concerning funding, projects and membership of other National Chapters, such as the US, the UK, Sweden and Australia.

- **Substantive Committees**

- Municipal Corruption

- First Nations – to be determined
- Extractive Industries
- **Administrative Committees**
  - Fundraising and Membership
  - Nominating

## **6. Other Business**

Mr. Robinson moved to accept the Agriteam contract, Policy Options Project 2009-01.

**Carried.**

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**Next Meeting:** Tuesday, 27 October 2009

Guest attendee: Inspector Gord Drayton

OIC Sensitive Investigations and International Corruption

Commercial Crime Branch

Federal & International Operations Directorate

Royal Canadian Mounted Police