



23rd Annual General Meeting

July 7th, 2020
12:00 – 14:00 EDT

12:00 – 12:10 | Registration and Welcome

12:10 – 12:45 | Keynote Lecture by TI Czech Republic Director, David Ondráčka

12:45 – 14:00 | 23rd Annual General Meeting (AGM)

1. Welcome and Call to Order

Susan Côté-Freeman welcomed all participants and explained that TI Canada decided to carry the AGM online due to COVID-19. She highlighted that TI Canada's by-law does not have restrictions on conducting the meeting via videoconference. However, the organization's governance documents specify that the AGM voting shall be carried out anonymously, which would not be possible in a videoconference. Susan asked if there were any objections against not having anonymous votes. No one objected.

a. Approval of the 23rd Annual General Meeting agenda

Lida Preyma moved the motion to approve the 23rd AGM agenda. John Sypnowich seconded. **Carried (unanimous).**

b. Motion to approve the 22nd Annual General Meeting minutes

Jon Allen moved the motion to approve the 22nd AGM minutes. Susan Côté-Freeman seconded.

Number of members who approved the motion: 13. **Carried.**

2. Executive Director's Report

TI Canada Executive Director, James Cohen, presented the organization's Annual Report. He highlighted that TI Canada ended 2019 with a healthy financial surplus, which is a relief considering the financial consequences of the pandemic. James explained that TI Canada applied for the Canadian Emergency Wage Subsidy because the organization was unable to hold the Toronto Day of Dialogue in May this year, which is one of its main sources of revenue, and because donations would likely decrease.

On the Beneficial Ownership Project, James said that there had been important wins in Canada since last year, with open calls for submissions regarding the creation of a public registry from provincial and the federal governments. Additionally, the Government of Quebec mentioned the creation of a beneficial ownership registry in their 2020-21 budget.

James reported that TI Canada received a new grant from the Open Society Foundations in partnership with two other NGOs – Publish What You Pay Canada and Canadians for Tax Fairness. TI Canada has also been



participating in the Cullen Commission (Commission of Inquiry into Money Laundering in British Columbia), and has been represented by TI Canada Member, Kevin Comeau.

On the Accountable Mining Project, James highlighted that the project is meant to end in November 2021 but that, due to COVID-19, TI Canada might get a no-cost extension from the project donor. He explained that, through this project, TI Canada has been evaluating transparency and accountability risks in mining environmental assessments. He thanked Deniz Yaylaci and Juliana Forner for their work on this project and said that the study should be released between August and September.

James mentioned that TI Canada has a new website, with content in English and French. He also emphasized that TI Canada would send a survey to members with the purpose of collecting insights for the new strategic plan.

Finally, James thanked the Legal Committee for their volunteer work, especially for producing TI's Exporting Corruption report, which should be published in the Fall. He highlighted that the Legal Committee had been meeting frequently and working on a couple of white papers. He mentioned that TI Canada has been looking into starting other groups to discuss new themes.

3. Budget and Finances

a. 2019 Audited Financial Statements (for receipt)

TI Canada Treasurer, Stefan Hoffmann-Kuhn, presented the 2019 audited financials. He re-emphasized that 2019 was a fantastic year for TI Canada, and, as a result, the organization started 2020 with a \$100,000 surplus. He explained that TI Canada had \$94,000 of untied funds above its threshold at the beginning of the year. However, with COVID-19, there are many uncertainties related to finances, such as how much it will affect donations. For this reason, he clarified, TI Canada applied for government subsidies.

Stefan explained that the budgeting for 2020 needed to be planned on a month-to-month basis because of these uncertainties. At this point, he assured that there were no red flags, but highlighted that the next year might be more challenging.

b. Motion to approve Clarkson Rouble LLP as TI Canada Auditors for 2020

Susan Côté-Freeman mentioned that Clarkson Rouble LLP had been TI Canada's auditor for a number of years. As it is good practice to rotate auditors from time to time, she said that the Board would discuss the possibility of changing auditors for the following year. However, the Board would like to renew their contract for 2020.

John Synnowich moved the motion to approve Clarkson Rouble LLP as TI Canada auditors for 2020. Joseph Weiler seconded.



Number of members who approved the motion: 17. **Carried.**

c. Motion to approve new Board Members (Amee Sandhu, John Sypnowich)

Susan Côté-Freeman explained that John Sypnowich had been working voluntarily in the Board since December, but that TI Canada's by-law requires confirmation at the AGM. She also highlighted that both members were recommended by the Governance and Nominations Committee.

Stefan Hoffmann-Kuhn moved the motion to approve John Sypnowich as a Board Member. Corrine Bredin seconded.

Number of members who approved the motion: 16. 1 abstention. **Carried.**

Paul Lalonde moved the motion to approve Amee Sandhu as a Board Member. Jennifer Quaid seconded.

Number of members who approved the motion: 19. **Carried.**

d. Motion to approve Board term renewals (Jon Allen, Gina Campbell, Joe Weiler)

John Sypnowich moved the motion to approve Jon Allen's renewal. Denis Meunier seconded.

Number of members who approved the motion: 17. **Carried.**

Lida Preyma moved the motion to approve Gina Campbell's renewal. Susan Côté-Freeman seconded.

Number of members who approved the motion: 19. **Carried.**

Stefan Hoffmann-Kuhn moved the motion to approve Joseph Weiler's renewal. Denis Meunier seconded.

Number of members who approved the motion: 17. **Carried.**

e. Motion to approve TI Canada Vice-Chair (Joe Weiler)

Susan Côté-Freeman clarified that TI Canada decided to create this position to support the Chair. She highlighted that Joe Weiler had expanded TI Canada's work in Vancouver and said that she was looking forward to working with him.

Susan Côté-Freeman moved the motion to approve Joseph Weiler as TI Canada's Vice-Chair. Susan Reisler seconded.



Number of members who approved the motion: 19. **Carried.**

Joseph Weiler thanked everyone and said that he was committed to perform his duties as Vice-Chair to the best of his ability.

4. Acknowledgement of Outgoing Board Members

Susan thanked Paul Lalonde and Claire Woodside for their incredible work at TI Canada. She highlighted Claire's striking energy, enthusiasm and creativity. She also explained that, although Paul's last term ended last year, he served a seventh year on the Board to support Susan's first year as a Chair. She recognized Paul's competent leadership and all the processes he implemented.

5. Adjournment