



Memorandum

To: Board of Directors

Our File:

From: Gary C. Vernon

Date: March 12, 1986

Re: System of Salary Increases for ICOD

At the Board meeting in December 1985, the Board approved a proposed wage scale to December 31, 1986 (as amended) which was submitted as Appendix II to the proposal for "Organization Structure, Staffing, and Pay Benefits Package". I was charged by the Board in Resolution No. 8 to propose "a mechanism or system whereby an employee may, through staged or performance pay, progress to the maximum level of his or her category".

The attached document provides my proposal on this matter and the wording of a resolution for the Board's consideration.

A handwritten signature in dark ink, appearing to be "G. Vernon", is written above the typed name.

Gary C. Vernon
President

Attach.

April 1986

PROPOSAL FOR SYSTEM OF SALARY INCREASES FOR ICOD

In December 1985, the Board of Directors of ICOD approved a wage scale effective until December 31, 1986 (see attached).

It is proposed that the general salary scales be adjusted annually by the Board of Directors in keeping with the increase in the Consumer Price Index (rounded to the next highest .5%) published by Statistics Canada for a twelve-month period of time beginning October 1 and ending September 30. The Board could, of course, adopt a different percentage increase in line with any announced government policy for remuneration of Federal civil servants.

Within this general framework, the system by which employees would move within their level towards the maximum salary available is based on a performance pay factor as indicated below.

For performance pay purposes, there will be a number of steps equal to 2% of the minimum salary in each level.

Performance pay will be allocated on the basis of annual appraisals which must be completed by October 30 of each year and which will indicate an overall rating of either unsatisfactory, satisfactory, fully satisfactory, superior, or outstanding. The basis of these ratings will be that found within the guidelines established by the Public Service Commission of Canada for performance evaluations. Performance pay will be allocated in the following manner: for unsatisfactory or satisfactory - 0%; for fully satisfactory - 2% (one step); for superior - 4% (two steps); for outstanding - 6% (three steps). Consequently, assuming a difference between maximum and minimum salary for a position of \$13,000 to \$16,900, a step increase for a fully satisfactory performance would be \$260 (plus any agreed cost of living adjustment to the base salary). Assuming fully satisfactory performance, an employee, theoretically, would reach the maximum salary for the grade in fifteen years.

Performance pay cannot put an employee over the maximum of the salary range for his or her level.

SUMMARY

It is proposed that the Board of Directors agree that the general salary scales at ICOD shall be reviewed annually and increased by a factor equal to the increase in the Consumer Price Index for the previous twelve months from October 1 to September 30 and that employees will be awarded performance

pay in keeping with the system established in this document. The Board reserves the right to alter this system in cases where the Federal Government has adopted a policy on salary increases for Federal civil servants.



Memorandum

To: BOARD OF DIRECTORS

Our File: 8022

From: GARRY A. COMBER

Date: JUNE 11, 1986

Re: RELOCATION REGULATIONS
REQUEST FOR PAYMENT OF EXPENSES NOT COVERED BY THE REGULATIONS.

Purpose:

To seek authorization for a second House-Hunting Trip (HHT) for Dr. J. Watson, Director of Information Services.

Background:

In Section 2.1.1 of the Relocation Regulations (passed by the Board - April 1986) dealing with house-hunting trips, it indicates in paragraph C "More than one trip may be authorized by the Deputy Head (in our case the President); however, costs shall not exceed the costs and time taken for one normal HHT (i.e. for the employee and/or spouse, five days at the new place of duty plus the traveling time required) had only one return trip been made.'

In this case, the new Director of Information Services, Dr. Jeffery Watson, and his wife made one house-hunting trip to Halifax about three weeks ago which was terminated early in view of the illness of an invalid aunt for whom they are responsible.

Dr. Watson has now requested that he be permitted to take a second house-hunting trip shortly. In this trip he would like to include his wife and two children. This would permit them to continue, and hopefully conclude, their search for housing and to place their children in appropriate schools in Halifax area.

Dr. Watson has indicated that he has obtained discount airline tickets and has made reservations in a bed and breakfast establishment which would charge approximately the same price for the family of four as a normal hotel would charge for he and his wife.

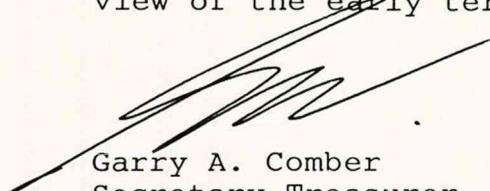


Similar reasonably price accomodation was utilised on the last house-hunting trip by Dr. Watson and his wife.

The total cost of the proposed trip is about \$ 1,500. In view of the shortened trip and less expensive accomodation used in the first trip, ICOD saved about \$ 400.00. The additional cost to ICOD is estimated at approximately \$ 1,100.00.

Recommendation

It is recommended that the Board of Directors consider this request for additional expenses relating to a second house-hunting trip in view of the early termination of the first house-hunting trip.



Garry A. Comber
Secretary-Treasurer

GAC/am



Memorandum

To: Elisabeth Mann Borgese Our File: 4002.5

From: Zosia Szpakowska

Date: July 25, 1986

Re: ANNUAL REPORT 1985/86 - CHAIRPERSON'S REPORT

Enclosed is some information as well as a copy of the information we have already compiled for the annual report which I hope will be useful to you in composing your message for ICOD's first annual report.

Format

We have agreed to a simple format for ICOD's first annual report which covers the period 1 April 1985 to 31 March 1986. It will consist of:

1. List of Board of Directors with introductory paragraph;
2. Officers of the Corporation;
3. ICOD offices;
4. ICOD's mandate;
5. Message from Chairperson;
6. Message from President;
7. Types of assistance offered by ICOD and overview of the Technical Assistance, Training and Information programmes;
8. Project Selection Criteria;
9. Explanatory paragraph on regions and countries ICOD works in since Technical Assistance and Training are limited at least for the near future;
10. Brief overview of specific projects undertaken by ICOD over the 1985/86 fiscal year, probably broken down by region and/or country; and
11. financial report.



Deadline

To be available for distribution on ICOD's opening day, 14 October 1986.

I've enclosed copies of the draft content of items 1-4, and 7-8. Item 11 is roughly the same as already submitted and accepted by the Auditor-General of Canada in May 1986. Items 9 and 10 are still being compiled and written.

We found the PCIAC 1985 annual report to be a fairly good model to work from and I've enclosed a photocopy for your information.

Message from Chairperson

Because this is ICOD's first annual report, this message should set ICOD in an historical national and international context-- international events leading to the conception of an ICOD; Canada's commitment to establish an ICOD; even (briefly) the rationale for changing ICOD from a public corporation (like IDRC) to a Crown Corporation; defining ICOD's niche globally in international development and the Law of the Sea. The length of this message should be no more than 1000 words.

Message from President

Jeffrey Watson spoke with Gary Vernon and we will draft a statement giving the following message:

- what we are doing is practically-oriented;
- we are now at the implementation stage of the LOS and small island states have big problems; what ICOD is trying to do is to help them do what they have to do and to help them do it ultimately on their own.

The President's message will also touch on what ICOD has achieved as a corporation to date (ie. size of staff, establishing the 3 major programmes, etc.) and will give a sense of what we hope to accomplish over the next year to complete our corporate and programme structure. This message will set ICOD in a corporate context, whereas the Chairperson's message sets ICOD in an historical and global context.



I hope this gives you a better idea of how we envisage this first annual report and of the kind of message required from you as Chairperson. Please do not hesitate to contact me directly if you require further information as Jeffrey Watson will be away for the next two weeks. Thank you again for agreeing to write this message on such short notice.

Yours sincerely,

Angela Deveau

for
Zosia Szpakowska
Programme Officer

ZS/ad

cc: Jeffrey Watson



Memorandum

To: Board Members

Our File: 5021.1

From: Gary C. Vernon

Date: August 14, 1986

Re: Interim Report from Don Aldous

I thought you would be interested in the attached report from Don Aldous in Honiara. It reports on progress of the Surveillance Project and gives some insight into living conditions in Honiara.

A handwritten signature in black ink, appearing to be "GCV", with a long horizontal line extending to the right.

Gary C. Vernon
President

GCV/tlc



Memorandum

To: Board of Directors

Our File: 1006

From: Gary C. Vernon

CONFIDENTIAL

Date: September 18, 1986

Re: International Candidates for Board Membership

Attached for your consideration is a curriculum vitae from Dr. Vaughan A. Lewis who is Director-General of the Organisation of Eastern Caribbean States. Also attached is a copy of my memorandum of September 10 to Gerry Ewing and Ellen McLean on the same subject.

In my view, Dr. Lewis would make an excellent candidate and is in a strong position to advance the interests of ICOD in the Caribbean Region.

The two articles mentioned in Dr. Lewis' letter of September 9 are being retained in our files. Should any Board members wish to see them, I will have them mailed to you.

A handwritten signature in black ink, appearing to read 'G. Vernon', with a horizontal line extending to the right.

Gary C. Vernon
President

GCV/tlc
Enclosure

cc Garry Comber

cc. to board members

CURRICULUM VITAE

Name: Vaughan Allen Lewis

Date of Birth: 17th May, 1940

Place of Birth: St. Lucia, West Indies

Qualifications: B.A. Econ. (1962); M.A. (Econ.) 1963;
Ph.D. (1970) University of Manchester

Thesis: "The Structure of Small State
Behaviour in Contemporary International Politics".

Posts Held:

1982 (July) to present, Director-General,
Organisation of Eastern Caribbean States, Central
Secretariat, P O Box 179, Castries, St. Lucia

1977- 1982: Director, Institute of Social and
Economic Research, U.W.I., Jamaica (Rank of
full Professor)

1974: Acting Director, Institute of Social and
Economic Research, U.W.I., (resident in Jamaica
with responsibility for three campus branches
of the Institute)

1972-74: Deputy Director, Institute of Social and
Economic Research, University of the West Indies,
Cave Hill, Barbados

1968-72: Lecturer, Department of Government,
University of the West Indies, Mona, Jamaica

1966-68: Research Fellow, Department of Government,
University of Manchester, England

1964-66: Assistant Lecturer, Department of
Politics, University of Liverpool, England

1963-64: Temporary Assistant Lecturer,
Department of Political Theory, University
College of Swansea, Wales

1974-1980: Part-time Lecturer, Institute of
International Relations, U.W.I., St. Augustine,
Trinidad

September 1980-December 1980: Visiting Professor,
Department of International Relations, Florida
International University

January 1981-July 1981: Ford Foundation Visiting
Fellow, Concilium on International Studies,
Yale University.

Publications:

M.R. Davies and V. A. Lewis, Models of Political
Systems, (London: Pall Mall Press, 1971)

V. A. Lewis (ed) Size, Self-Determination and
International Relations (I.S.E.R., U.W.I., 1976)

"Integration, Domination and the Small State
System: The Caribbean" (with A.W. Singham)
in Sybil Lewis and T. Matthews (eds.) Caribbean
Integration (University of Puerto Rico, Institute
of Caribbean Studies, 1967).

"Britain and the Rhodesian Rebellion", New World
Quarterly, Vol. 4, 1968, pp. 41-54.

"Comment on Multinational Corporations and
Dependent Underdevelopment in Mineral Export
Economies", Social and Economic Studies, Vol.
19 No. 4, 1970 pp. 527-31.

"Small States in the International Society: With
Special Reference to the to the Associated States"
Caribbean Quarterly, Vol. 12 No. 2, 1972, pp. 36-47.

"The Bahamas in International Politics: Issues Arising for an Archipelago State", Journal of Inter-American Studies and World Affairs, Vol. 16 No. 2, 1974, pp. 131-151.

"The Idea of a Caribbean Community" LDC's, MDC's and Political Integration", New World: Occasional Pamphlet, No. 9, 1974.

"World Politics: The Petroleum Crisis and the Underdeveloped World", National Savings Review (Jamaica) Vol. 4, No. 1, 1975, pp. 33-40.

"The Commonwealth Caribbean and Self-Determination in the International System" in V.A. Lewis (ed.) Size, Self-Determination and International Relations (1976).

"Problems and Possibilities of Caribbean Community" in Proceedings of the Commonwealth Caribbean Conference of Social Studies Curricula, (UWI, Institute of Education, St. Augustine, 1976). Also published as "Problems y Posibilidades de la Comunidad del Caribe" in Nueva Sociedad No. 28, 1977 (Feb), pp. 52-66.

"The View from the Top: United States Perspectives and Attribution of Roles in Global System 1945-1968", in Yearbook of Caribbean International Relations, Vol. 1, 1976 (Institute of International Relations, 1976).

"Evading Smallness: Regional Integration as an Avenue Towards Viability", International Social Science Journal, Vol. 30, No. 1, 1978.

"The Commonwealth Caribbean" in C. Clapham (ed.) Foreign Policy Making in Developing States, (London, Saxon House, 1978).

"The Commonwealth Caribbean and Non-Alignment" in Basil Ince (ed.) Contemporary Caribbean International Relations, (Institute of International Relations, UWI, 1979).

"Issues and Trends in Jamaican Foreign Policy, 1972-1976" in A. Brown and C. Stone, Perspectives on Jamaica in the 1970s, (Kingston, Jamaica, Publishing House, 1980). Also published in Foro Internacional, Vol 22 No. 85, 1981.

"The United States in the Caribbean: Issues of Economics and Security", The Caribbean Review Vol.11 No. 2, 1982.

"The Caribbean Experience of the 1970's: Some Lessons in Regional and International Relations", Social and Economic Studies, Vol. 32 No. 4, 1983.

"The Small State Alone: Jamaican Foreign Policy 1977-1980," Journal of Inter-American Studies and World Affairs Vol 25 No. 2, 1983

"The Interests of the Caribbean Countries and the Law of the Sea Negotiations" in F. Jhabvala (ed.), Maritime Issues in the Caribbean (University of Florida Presses, 1983).

"Commonwealth Caribbean Relations with Hemispheric Middle Powers" in A. Payne and P. Sutton, Dependency Under Challenge (Manchester University Press, 1984).

"Los paises de la Mancomunidad Caribena, la descolonization y el realinamiento diplomatico: relaciones con las potencias medianas del hemisferico", in Aggrey Brown (ed.) la Irrupcion del Caribe (Venezuela: Nueva Sociedad, 1984).

"Regional Integration and Theories of Regionalism in the Commonwealth Caribbean" in Jose Nunez de Arco et al (eds.), The Economic Integration Process of Latin America in the 1980's (Washington D.C., I.A.D.B., 1984).

"Political Change and Crises in the English-Speaking Caribbean", in A. Adelman and R. Reading, (eds.), Confrontation in the Caribbean Basin (University of Pittsburgh, Centre for Latin American Studies, 1984).

"Geopolitical Realities in the Caribbean, With Special Reference to the Anglophone Caribbean", in I.A.D.B. and Caribbean Community Secretariat, Ten Years of CARICOM (Washington D.c. 1984). Also published in E. Thomas-Hope, Perspectives on Caribbean Regional Identity (University of Liverpool Press, 1983, Centre for Latin American Studies, Monograph Series No. 11).

"Foreign Relations of the English Speaking Caribbean" in The English Speaking Caribbean: Current Conditions and Implications for U.S. Policy, Report of the Congressional Research Service for the Subcommittee of Western Hemisphere Affairs of the Committee on Foreign Affairs, U.S. House of Representatives (Washington, D.C., 1985).

"Small States and Foreign Policy: The CARICOM States from the 70's to the 80's", in J. Heine and L. Manigat, The Caribbean and World Politics (Holmes and Meier, 1986).

Unpublished Papers:

"The Architecture of Political Regionalism in the Commonwealth Caribbean" Prepared for the 10th Anniversary Conference of the Institute of International Relations, University of the West Indies (1976)

"LDC-MDC Relations: The CARICOM Windward/Leeward Islands in the Caribbean" Paper prepared for the Conference on the LDC's of the Caribbean (Institute of International Relations, UWI, 1980).

"Formal and Informal Mechanisms for the Coordination of Social Science Research in the Caribbean", Paper prepared for the Expert Meeting on Social Science Needs and Priorities in the English-Speaking Caribbean and Suriname (UNESCO: Division for the International Development of the Social Sciences, 1980).

Other Activities:

- (1) Member of Expert Group on Caribbean Integration in the 1980's (Chairman: William Demas).
- (2) Consultant to UNITAR - Training of Diplomats in the Caribbean LDCs.
- (3) Consultant to CARICOM/ECLA - Study on the Caribbean's Relations with Latin America.
- (4) Chairman, Task Force on the St. Lucia Morne Education Complex, 1983

- (5) Chairman, Board of Governors, Sir Arthur Lewis Community College, St. Lucia.

Teaching

Specializations:

- (1) International Relations (General)
- (2) The Third World in International Politics
- (3) Political Philosophy
- (4) Regionalism and Regional Integration

Reports:

The Political Economy of Independence for the Leeward and Windward Islands, (with A. McIntyre and P. Emmanuel). (Report of the Technical Committee of the Commission on Constitutional Advancement for the W.I. Associated States, 1975.

Report of the Commissioner on Constitutional Advancement for the W.I. Associated States (with T. Geroges and P. Emmanuel, 1976), (Deputy Chairman of the Commission).

Caribbean Tourism Research Centre - Evaluation of Year's Activity (with N. Linton), Reports 1976, 1977, 1978.

A Central Technical Support System for the Group of 77 (with L. Seawar). Report prepared for the Commonwealth Secretariat, and the Government of Tanzania, London, September 1979.

The Caribbean Community in the 1980s. (Report by a Group of Caribbean Experts, Chairman - William G. Demas). 1981.

Caribbean - Latin American Relations: An Institutional Study prepared for the Economic Commission for Latin America and the Caribbean and the Caribbean Community Secretariat (with D.O. Mills), 1982.


Integration of the Morne Educational Complex: Report of the Task Force appointed by the Minister of Education and Culture, Government of St. Lucia, 1983. (V. Lewis, Chairman).



G. Vernon
cc Chron
Ottawa
e. to Board members G.V.

Memorandum

To: Gerry Ewing; Ellen McLean

Our File: 

From: Gary C. Vernon

Date: September 10, 1986


Re: International Board Members

I have attached an exchange of telegrams concerning Mr. Diou of Senegal. The only issue which has not been resolved in the exchange is the candidate's facility with English. I am following up on that matter. Mr. Mensah is attending a conference in Africa this week. I have arranged with Doug Lindores to have a CIDA representative speak with him during the meetings to ascertain whether he is willing to serve.

As you are aware, there was some opposition to the candidacy of Wayne Hunte. Rather than have a split vote at the meeting, I have approached another potential candidate, Vaughan Lewis, who is first rate. He is the Director-General of OECS, a very influential position from ICOD's point of view and a person who could contribute a lot to our Board deliberations. His c.v. is being forwarded.


Gary C. Vernon
President

GCV/tlc

 External Affairs / Affaires extérieures
Canada / Canada

Georges Paquet

Deputy Director
Francophone Africa and Maghreb

Lester B. Pearson Building
125 Sussex Drive
Ottawa, Ontario K1A 0G2
613 990-6580

Canada



External Affairs
Canada

Affaires exterieures
Canada

For follow up re ev.
MGTC/JOURNAL/CIRC/DOSSIER

MESSAGE

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SECURITY
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INFO

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SUBJ/SUJ

---CANDIDATURE D'UNE COMITE DIR DU CIEO/JCOO

LE COMITE INTERNAT. D'EXPLOITATION DES OCEANS (CIEO)/INTER-

NATIONAL CENTRE FOR OCEANS DEVELOPMENT (ICOD) CREE EN FEV 1985

A COMME MANDAT DE PROMOUVOIR ET APPUYER LA COOPERATION INTER-

NATIONALE ENTRE LE CDA ET LES PAYS EN VOIE DE DEVELOPPEMENT

DANS TOUS LES DOMAINES TOUCHANT L'EXPLOITATION DES OCEANS"

2"LE CONSEIL D'ADMIN DU CIEO COMPREND DEJA DIX (10) PERSON-

NALITES CONNES AUXQUELLES DOIVENT S'AJOUTER QUATRE (4) DIRECTEURS,

INTERNATIONAUX" LE CONSEIL D'ADMIN ESPERE PROCEDER A LA

NOMINATION DE QUELQUES UNS SIRON DES QUATRE DIR INTERNATIONAUX

AU COURS DE SA REUNION PREVUE EN OCTRO. IL EST PREVU QUE LES

QUATRE POSTES SERONT COMBLES PAR DES TITULAIRES VENANT CHACUN

DE L'UNE DES QUATRE PRINCIPALES REGIONS QUI INTERRESSENT LE

CIEO. LE CIEO SOUHAITERAIT EXAMINER DES CANDIDATS DE L'AFRIQUE

NOTAMMENT DU SENEGAL, DU BENIN, DU NIGERIA ET DU GHANA

2. S'AGISSANT DU SENEGAL, VOUS SAURIEZ QUE BAMBANGUE A ETE

CHOISI, DIR. DE L'ORGANISATION ET DES PECES MARITIMES

NOUS A ETE SUGGERE AU CIEO COMME CANDIDAT POSSIBLE. IL EST

ATTENDU QU'IL SERA NOMME EN SA QUALITE DE DIRECTEUR

DRAFTER/RÉDACTEUR	DIVISION/DIRECTION	TELEPHONE	APPROVED/APPROUVÉ
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TENIS JUSQU'A QUATRE SEMAINES PAR ANNEE AU CDA OU AILLEURS.
 LES DIRECTEURS RECOIVENT UNE RENUMERATION DE 200 DLRS CDNS
 PAR JOUR DE PRESENCE ET LES FRAIS DE DEPLACEMENT ET DU SEJOUR
 SONT ASSUMES PAR LA CIEO. PUISQUE LES DISCUSSIONS DU CONSEIL
 D'ADMIN SE DEROULENT EN ANGLAIS LES DIRECTEURS DOIVENT
 POSSEDER UNE ASSEZ BONNE CONNAISSANCE DE LA LANGUE ANGLAISE.
 4. VEUILLEZ VS ASSURER QUE M DIOH COMPREND BIEN QUE VOTRE
 DEMARCHE VISE UNIQUEMENT A VERIFIER SA DISPONIBILITE A ETRE
 CONSIDERE COMME CANDIDAT ET N'IMPLIQUE NULLEMENT QU'IL SERA
 AUTOMATIQUEMENT CHOISI. APPRECIERIONS REPOSE DANS MEILLEURS
 DELAIS.

(67)

D I F F U S I O N R E S T R E I N T E

DE DAKAR YLGR2022 04SEP86

A EXTOTT GAF LIVRAISON 080900

DISTR EEA GAFD GAT

---CANDIDATURE DE M DIOH COMME DIR CIEO ?

AVONS PARLE AVEC M. BERNARD DIOH. IL EST INTERESSE A PRESENTER SA CANDIDATURE. AVONS EXPLIQUE QU IL Y AURAIT D AUTRES CANDIDATURES DANS D AUTRES PAYS DE L AFRIQUE DE L OUEST ET QUE MEME SI NOUS CONSIDERONS SA CANDIDATURE CELA NE SIGNIFIE PAS QU IL SERA AUTOMATIQUE CHOISI. LUI AVONS FAIT PART QUE LES DISCUSSIONS DU CONSEIL D ADMIN SE DEROULENT EN ANGLAIS ET QUE LES DIRECTEURS SONT TENUS DE BIEN CONNAITRE CETTE LANGUE. TOUTEFOIS NOUS N AVONS PAS EU L OCCASION DE CONVERSER EN ANGLAIS AVEC M. DIOH. ASSUMONS QUE SES NOMINATEURS SONT DEJA AU COURANT DE SA CONNAISSANCE DE L ANGLAIS. DE TOUTE FACON NOUS LUI AVONS FAIT PART DES EXIGENCES DU POSTE ET IL A CONFIRME SA DISPONIBILITE.

2. LE CONSEIL D ADMIN AIMERAIT-IL RECEVOIR LE CV DE M. DIOH, OU EST-IL DEJA ASSEZ BIEN CONNU?]-

3. NOUS APPUYONS FORTEMENT LA CANDIDATURE DE M. DIOH. EN PLUS DE SES QUALITES PROFESSIONNELLES QUE LE CONSEIL D ADMIN CONNAIT MIEUX QUE LES NOUVEAUX AGENTS A L AMBASSADE IL FAUT TENIR COMPTE DE L IMPLICATION DE M. DIOH EN TANT QUE HAUT-FONCTIONNAIRE, POUR LE BON FONCTIONNEMENT DES PROJETS PRIORITAIRES DE L ACDI AU SENEGAL. AINSI DES VISITES PERIODIQUES AV CPA PAR M. DIOH EN TANT QU'E DIR CIEO (S IL LE DEVIENT) LUI FACILITERAIT LA TACHE A CET EFFET.

CCC/202 051124Z YLGR2022



G. Vernon
cc
Chmn
Att
e. to Board members
G.V.

Memorandum

To: Gerry Ewing; Ellen McLean

Our File: 

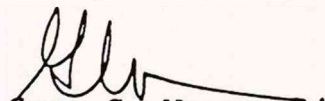
From: Gary C. Vernon

Date: September 10, 1986

Re: International Board Members

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Gary C. Vernon
President

GCV/tlc



Memorandum

EC86/D1

To: Members of the Executive Committee

Our File: 1004.7
1003.1
2001

From: Garry A. Comber

Date: September 26, 1986

Re: Procedures for the Executive Committee

At the Board Meeting of December 1985, I was requested to "propose procedures and, perhaps, By-Laws for the Executive Committee" (see attached). This item has been deferred from ensuing Board Meetings due to other priorities within ICOD.

I have not had an opportunity to research the subject and this memo indicates a proposed course of action for the Executive Committee's consideration. First of all, it would appear that a separate set of By-Laws for the Executive Committee is not necessary and, perhaps, not desirable. Secondly, the reasons for originally suggesting that By-Laws be considered for the Executive Committee may no longer be of such concern to the Board and any remaining concerns could be dealt with by agreement of the Board on a limited number of points indicated below. Third, any future questions regarding the functioning of the Executive Committee should be raised at the ensuing Board Meeting for clarification and decision.

I have checked with two other Federal Crown Corporations and the International Development Research Centre to determine whether or not they had By-Laws for the Executive Committee. None have separate By-Laws or procedures. They defined the make-up and functioning of the Executive Committee in their Corporate By-Laws in the same fashion as was done for ICOD (Section VI of the ICOD By-Laws). Given the size of ICOD, I believe it would appear as an anomaly within Federal Crown Corporations if our Board were to adopt By-Laws for the Executive Committee.

The original suggestion concerning procedures or the drafting of By-Laws for the Executive Committee was the result of differences of opinion indicated at the December Board Meeting concerning the legality of telephone conferences and the nature of the Agenda for the Executive Committee of October 1985. Article VI.4.(6) of the ICOD By-Laws indicates that "The Board may approve



the conduct of Executive Committee Meetings by telephone conference call or other means when the members of the Committee cannot assemble". The question of tele-conferencing is also dealt with in the By-Laws of other Corporations. The potential problem with the wording of the ICOD By-Laws is the indication that "the Board may approve...". It is recommended that the Board be requested to approve the conduct of Executive Committee Meetings by telephone conference calls. This does not imply a recommendation for tele-conferencing, but rather that Executive Committee Meetings could be held by tele-conference call when the Committee cannot assemble.

The Minutes of the December 1985 Board Meeting also record the view that complex agenda items might not be appropriate for tele-conference calls. The Board could agree that the Chairman and President should endeavour to keep agendas short and simple for conference calls and that all pertinent documentation should be received by Executive Committee members five (5) working days prior to a "meeting".

Another matter which has been raised since the December 1985 meeting relates to the authority of the Executive Committee. Article VI.4.(a) of the ICOD By-Laws indicates that "the Executive Committee shall exercise and perform all of the powers and functions of the Board between meetings of the Board". In Article V of the same section it is indicated that "the Executive Committee shall restrict its decisions to those matters which it considers require urgent action... and which are consistent with the broad policies of the Centre...". It then lists 4 items which the Executive Committee cannot undertake. Given the By-Laws, it is clear that the Executive Committee has the power to approve projects whether or not they have been approved in principle by the Board and to conduct other business.

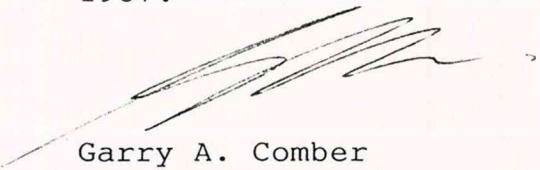
The final question which has been raised is whether or not the Executive Committee should meet if not all members can attend or participate through tele-conferencing. Article VI.6 of the ICOD By-Laws indicates that three members of the Executive Committee shall constitute a quorum if one of the three members is the Chairman or the President and two of the three members are Canadian citizens.

I believe these are the only three points which have been raised by various Board Members about the functioning of the Executive Committee. The first of the three points requires Board approval to clarify the matter of tele-conferencing.

It is recommended that if other issues arise concerning the operation and functioning of the Executive Committee, they should be dealt with on a case by case basis by the Board at the ensuing Board Meeting.



It should also be noted that the membership of the Executive Committee shall be determined at each annual meeting of the Board (Article VI.1 of the ICOD By-Laws). I cannot find any reference in the Board minutes to suggest that the Board had decided which meeting should be considered its Annual Meeting. Since the normal practice is to review the financial statements at the Annual Meeting, it would appear that the meetings in June each year should be considered the Annual Meetings. If this is the case, the Chairman may wish to raise this matter with the Board to confirm the membership of the Executive Committee until June 1987.



Garry A. Comber
Secretary-Treasurer

GAC/rp

MINUTES

6

that a permanent employee of the Centre be required to sign cheques whenever possible.

It was moved by Ellen McLean, seconded by Robert Maguire:

THAT THE BANKING RESOLUTION ATTACHED AS APPENDIX A TO THE MINUTES IS APPROVED.

MOTION CARRIED UNANIMOUSLY

BD85/4/R12

The Board noted that Clause 3 stands as typed. The Chairman noted that this authority should only be exercised by the Chairman in the absence or incapacity of both the President and the Secretary-Treasurer.

6(2) APPOINTMENT OF INTERNATIONAL DIRECTORS

It was the consensus of the Board that Gary Vernon, in consultation with the local Board members, would develop a paper outlining the general criteria relating to the types of expertise being sought in appointing International Directors. The paper is to be drafted and circulated by February 1, 1986. Board members would submit names of possible candidates to the Executive Committee for initial review. Possible candidates will be discussed at the next Board meeting with a view to having International Directors approved by September, 1986.

6(3) OTHER BUSINESS

No other business arising from the Minutes was discussed.

7(1) EXECUTIVE COMMITTEE REPORT

The Minutes of the last Executive Committee meeting (OCTOBER 22, 1985) were circulated. The Chairman expressed concern about the legality of conducting Executive Committee meetings by conference calls.

It was recommended that, in future, Executive Committee conference calls only deal with one or two items of an urgent nature rather than a full agenda. Complex agenda items might not be appropriate for conference calls.

Executive Committee powers should be used with discretion. It was the consensus of the meeting that the Secretary-Treasurer, in consultation with the Chairman, propose procedures and, perhaps, By-Laws for the Executive Committee.

Elisabeth Mann Borgesen

Comments please.

Gary Combs



It was also stressed that any and all such hospitality be undertaken within a prescribed budgetary limit for hospitality. Given the size of ICOD's total budget, it would be expected that hospitality claims by Board members would be few and far between and would normally relate directly to visits by ICOD staff to the particular area of the Board member for the purposes of "showing the flag" or for specific programme discussions.

Garry A. Comber
Secretary-Treasurer

GAC/rp

Elisabeth,
this is the
line I might
change as it
could be
taken the
wrong way.

Other suggestions?

G.C.



the conduct of Executive Committee Meetings by telephone conference call or other means when the members of the Committee cannot assemble". The question of tele-conferencing is also dealt with in the By-Laws of other Corporations. The potential problem with the wording of the ICOD By-Laws is the indication that "the Board may approve...". It is recommended that the Board be requested to approve the conduct of Executive Committee Meetings by telephone conference calls. This does not imply a recommendation for tele-conferencing, but rather that Executive Committee Meetings could be held by tele-conference call when the Committee cannot assemble.

The Minutes of the December 1985 Board Meeting also record the view that complex agenda items might not be appropriate for tele-conference calls. The Board could agree that the Chairman and President should endeavour to keep agendas short and simple for conference calls and that all pertinent documentation should be received by Executive Committee members five (5) working days prior to a "meeting".

Another matter which has been raised since the December 1985 meeting relates to the authority of the Executive Committee. Article VI.4.(a) of the ICOD By-Laws indicates that "the Executive Committee shall exercise and perform all of the powers and functions of the Board between meetings of the Board". In Article V of the same section it is indicated that "the Executive Committee shall restrict its decisions to those matters which it considers require urgent action... and which are consistent with the broad policies of the Centre...". It then lists 4 items which the Executive Committee cannot undertake. Given the By-Laws, it is clear that the Executive Committee has the power to approve projects whether or not they have been approved in principle by the Board and to conduct other business.

The final question which has been raised is whether or not the Executive Committee should meet if not all members can attend or participate through tele-conferencing. Article VI.6 of the ICOD By-Laws indicates that three members of the Executive Committee shall constitute a quorum if one of the three members is the Chairman or the President and two of the three members are Canadian citizens.

I believe these are the only three points which have been raised by various Board Members about the functioning of the Executive Committee. The first of the three points requires Board approval to clarify the matter of tele-conferencing.

It is recommended that if other issues arise concerning the operation and functioning of the Executive Committee, they should be dealt with on a case by case basis by the Board at the ensuing Board Meeting.



It should also be noted that the membership of the Executive Committee shall be determined at each annual meeting of the Board (Article VI.1 of the ICOD By-Laws). I cannot find any reference in the Board minutes to suggest that the Board had decided which meeting should be considered its Annual Meeting. Since the normal practice is to review the financial statements at the Annual Meeting, it would appear that the meetings in June each year should be considered the Annual Meetings. If this is the case, the Chairman may wish to raise this matter with the Board to confirm the membership of the Executive Committee until June 1987.

Garry A. Comber
Secretary-Treasurer

GAC/rp



Draft

Memorandum

CONFIDENTIAL

BD86/D56

To: Members of the Board of Directors

Our File: 8500.14
1004.7

From: Garry A. Comber

Date: September 29, 1986

Re: One Year Marine Affairs Diploma Program

Please find attached a draft of the Project Summary for the above program (BD86/D~~XXX~~⁵⁷) requesting Board approval of a cost increase and extension in time in relation to the original Board approval of August 1985 for this program. The purpose of this memo is to alert the Board to our desire to make an official announcement prior to the Board Meeting concerning this program.

As you are aware, ICOD is having its official opening on October 14 in the form of a Reception. We have now been advised that both the Honourable Stewart MacInnis and the Honourable Monique Landry will be attending this function as well as many other dignitaries and media personnel. In order to maximize the impact of and publicity from this function, it would appear useful and appropriate that Ministers be in a position to make one or two significant announcements about ICOD's programs.

The attached Project Summary indicates the revised parameters of what would become the largest and most important ICOD initiative over the next several years. The program should have an important impact both in the developing world and in Canada. The program also highlights the bilingual nature of ICOD. Therefore, if possible we would like to have Ministers announce the selection of Dalhousie University and the University of Quebec at Rimouski for the implementation of this important program.

During the process of the proposal call and selection, ICOD was advised that in order to obtain approval for the development of the new program within the university community



and to put the program on a sound footing before withdrawing financial support, ICOD should provide funding for the initial development activities and the first five years of the program. This was also the unanimous recommendation of ICOD's Selection Panel.

Therefore, the cost has risen dramatically over the initial estimate of August 1985 in view of a) the extension of funding from 4 to 6 years, b) more accurate information relating to costing, and c) the value of the scholarships (now based on the ICOD norm).

To facilitate the potential announcement about this project, I will canvass Board Members shortly to determine whether or not they have any objection to Ministers announcing the selection of Dalhousie and the University of Quebec at Rimouski as well as the overall parameters of the project.

Garry A. Comber
Secretary-Treasurer

GAC/rp



Memorandum

To: Roy Norton, Special Assistant
Office of the Secretary of State
for External Affairs

Our File: 2003.3

From: Garry A. Comber

Date: February 5, 1987

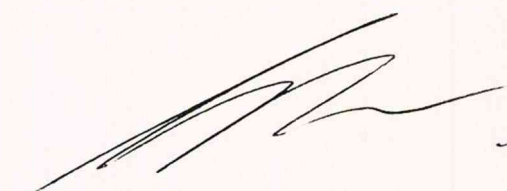
Re: ICOD Corporate Plan

The purpose of this memo is to provide information on the attached documentation to facilitate the approval process and to bring to your attention our agreement with CIDA on the finalization of documents.

I am attaching a copy of a letter which was sent to Ms. Jody White from Mr. C.G. Penney of the Treasury Board Secretariat indicating the requirements for the submission of Corporate Plans and related documentation.

In discussions with Gary Anka of the Policy Branch in CIDA, we have agreed that it would be more appropriate for CIDA to finalize the Order in Council and the Treasury Board Submission which must be submitted with the Corporate Plan. They would do this when making a recommendation through their Minister to the Secretary of State for External Affairs to approve the Corporate Plan and forward it to the Treasury Board for Board approval.

By copy of this note I am also forwarding a copy of each document directly to Gary Anka in CIDA's Policy Branch and to Sylvia Batt of the Treasury Board Secretariat for information purposes only.



Garry A. Comber
Secretary-Treasurer
(902) 426-1512

GAC/rp

Enclosure



Department of Finance and
Treasury Board of Canada

Ministère des Finances et
Conseil du Trésor du Canada

Crown Corporations
Directorate

Direction générale des
sociétés d'État

Ottawa, Canada
K1A 0G5

JAN 19 1987

Ms. Jody White,
Chief of Staff,
Office of the Secretary of
State for External Affairs,
Room 165, East Block,
House of Commons,
Ottawa, Ontario.
K1A 0A6

ICOD / CIEO
RECEIVED HFX
DATE Jan 21/87
ACTION G. Amber

Dear Ms. White:

SUBJECT: Submission of Corporate Plans and Budgets -
Government Fiscal Year Crown Corporations

Again this year, we are requesting Ministers responsible for government fiscal year Crown corporations to ensure that signed submissions for corporate plan and budget approvals required under Part XII of the Financial Administration Act reach Treasury Board no later than February 17, 1987.

Submissions should be delivered to:

Submissions Control Unit
Treasury Board of Canada
L'Esplanade Laurier
8th Floor, East Tower
140 O'Connor Street
Ottawa, Ontario
K1A 0R5

For your convenience, attached is a list of the documentation which makes up the submission, and the number of copies of each document which are required.

A copy of the text of this letter has been forwarded to the office of the chief executive officer of each government fiscal year corporation for information purposes.

Canada

Your cooperation in this matter will be very much appreciated. If you have any questions concerning this process, please contact Eunice Bartolucci at 957-0118.

Yours sincerely,

A handwritten signature in cursive script, appearing to read 'C.G. Penney', written in dark ink.

C.G. Penney,
Assistant Secretary.

Attachment

cc: International Centre for Ocean Development

DOCUMENTATION REQUIRED

- (a) Original Order in Council plus 3 copies of the Background Notes

- clipped (not stapled) together.

- (b) Original signed submission plus 25 copies, with a copy of the Order in Council stapled behind each one

(All 26 sets to be 3-hole punched).

- (c) Corporate plan and budget(s)

- 7 copies.

All documents must be in both official languages. ✓

Ic00

Draft Order
in Council
plus 3
copies of
Background
Notes.

4 copies of
Draft
Treasury
Board
Submission
with draft
Order in
Council.
Not punched.

10 copies of
Corporate Plan
with Budget
inside C.P.

7 for T.B.
3 for Minister's
Office



International Centre for Ocean Development
Centre international d'exploitation des océans

Our File/Notre référence
2003.3

Your File/Votre référence

February 3, 1987

The Right Honourable Joe Clark, P.C., M.P.
Secretary of State for External Affairs
Lester B. Pearson Building
125 Sussex Drive
Ottawa, Ontario
K1A 0G2

Sir:

Pursuant to Sections 129, 130 and 131 of the Financial Administration Act, and following approval by the Board of Directors, the Centre hereby submits for your approval its Corporate Plan for the period 1987/88 to 1991/92 and operating budget for the fiscal year 1987/88. A capital budget is not required by the Centre.

The related draft Treasury Board submission and draft Order in Council are also attached. All documents are submitted in both official languages. The Treasury Board Secretariat indicate that these documents must reach the Treasury Board by February 17 with Board approval expected by March 31, 1987.

Yours respectfully,

A handwritten signature in cursive script, reading 'Elisabeth Mann Borgese'.

Elisabeth Mann Borgese
Chairperson

TREASURY BOARD SUBMISSION

SOUSSION AU CONSEIL DU
TRÉSOR

Subject

Approval of the Corporate Plan for the International Centre for Ocean Development.

Sujet

Approbation du plan d'entreprise du Centre international d'exploitation des océans.

Proposal

To seek Treasury Board approval of the draft Order in Council covering the attached Corporate Plan.

Objet

Obtenir l'avis favorable du Conseil du Trésor sur le projet de décret concernant le plan d'entreprise ci-joint.

Costs

Total cost in 1987-1988 fiscal year is \$6,500,000. Projected costs for the following four years (current \$) are:

1988-1989: \$ 8,000,000
1989-1990: \$ 9,500,000
1990-1991: \$11,500,000
1991-1992: \$13,500,000

Total for five years:

\$49,000,000

Budget

L'ensemble des dépenses pour l'exercice 1987-1988 s'élève à 6,500,000 dollars. Pour les quatre années à venir les prévisions budgétaires sont de l'ordre de:

1988-1989: 8 000 000\$
1989-1990: 9 500 000\$
1990-1991: 11 500 000\$
1991-1992: 13 500 000\$

Total pour cinq ans:

49,000,000\$

Chargeable

External Affairs/
Aid Envelope

Remarks/Background

The International Centre for Ocean Development (ICOD) is a Crown Corporation established by statute on February 27, 1985. The mandate of the Centre is to "initiate, encourage and support cooperation between Canada and developing countries in the field of ocean resource development."

In fulfilling this mandate, ICOD has adopted a non-capital intensive approach and a number of programming strategies which apply to the three programme divisions: Technical Assistance, Information, and Training.

In fiscal year 1987/88, the proposed allocation of funding by division is : Technical Assistance - 30.8%; Information - 13.8%; Training - 40.8%; Finance and Administration - 14.6%. Current plans call for a gradual shifting of funds to provide for a breakdown by division in fiscal year 1991/92 of: Technical Assistance - 31.1%; Information - 25.2%; Training - 34.1%; Finance and Administration - 9.6%.

Summary of Budgets

Summary Budgets attached.

Imputations

Affaires Extérieures/
Enveloppe d'Aide

Notes explicatives

Crée par une loi datée le 27 février 1985, le Centre international d'exploitation des océans (CIEO) est une Société d'Etat. Le mandat du Centre est "d'initier, d'encourager et de supporter la coopération entre le Canada et les pays en voie de développement dans le domaine du développement des ressources des océans".

Pour mener à bien son mandat, le CIEO a adopté une approche qui ne nécessite pas d'importante mises de fonds et diverses stratégies de programmes, qui s'appliquent au trois divisions chargées de l'exécution de ces programmes, à savoir l'Aide technique, l'Information et la Formation.

Pour l'année 1987-1988, on se propose de répartir comme suit le financement: Aide technique - 30,8 %, Information - 13,8 %, Formation - 40,8 %. Finances et Administration - 14,6%. Selon les plans actuels, il faudra procéder graduellement à une réaffectation des fonds de manière à ce que la ventilation soit la suivante pour l'année financière 1991-1992 : Aide technique- 31,1%, Information - 25,2 %, Formation - 34,1 %, Finances et Administration - 9,6%.

Recapitulatif budgétaire

Le récapitulatif budgétaire est inclus.

Consultation With Government
Agencies

Consultations have been carried out with the Treasury Board - Crown Corporations Directorate and the Canadian International Development Agency.

Draft Order In Council

A draft Order in Council is attached.

Organismes Gouvernementaux
Consultés

Conseil du trésor (Direction Générale des Sociétés d'État) et Agence canadienne de développement international.

Projet de décret

Un projet de décret est inclus.

International Centre for Ocean Development
Corporate Plan
Pro Forma Statement of
Sources and Uses of Funds

For the Five Years 1987/88 to 1991/92

	<u>1987/88</u>	<u>1988/89</u>	<u>1989/90</u>	<u>1990/91</u>	<u>1991/92</u>
<u>Sources of Funds</u>					
Government of Canada- Appropriations	6,500,000	8,000,000	9,500,000	11,500,000	13,500,000
<u>Uses of Funds</u>					
Technical Assistance	2,000,000	2,400,000	2,900,000	3,600,000	4,200,000
Information	900,000	1,400,000	1,925,000	2,500,000	3,400,000
Training	2,650,000	3,200,000	3,600,000	4,100,000	4,600,000
Finance & Administration	<u>950,000</u>	<u>1,000,000</u>	<u>1,075,000</u>	<u>1,200,000</u>	<u>1,300,000</u>
Total Uses	\$6,500,000	\$8,000,000	\$9,500,000	\$11,500,000	\$13,500,000
Balance of Funds Year End	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>

Centre International d'exploitation des Océans
 Plan d'entreprise
 Description pro forma des
 sources de revenu et de l'utilisation des fonds
 1987/88 à 1991/92

	<u>1987/88</u>	<u>1988/89</u>	<u>1989/90</u>	<u>1990/91</u>	<u>1991/92</u>
<u>Sources de revenu</u>					
Gouvernement du Canada- Crédits	6,500,000	8,000,000	9,500,000	11,500,000	13,500,000
<u>Utilisation des Fonds</u>					
Assistance technique	2,000,000	2,400,000	2,900,000	3,600,000	4,200,000
Information	900,000	1,400,000	1,925,000	2,500,000	3,400,000
Formation	2,650,000	3,200,000	3,600,000	4,100,000	4,600,000
Finances et administration	<u>950,000</u>	<u>1,000,000</u>	<u>1,075,000</u>	<u>1,200,000</u>	<u>1,300,000</u>
Total - utilisation	\$6,500,000	\$8,000,000	\$9,500,000	\$11,500,000	\$13,500,000
Solde en fin d'exercice	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>

DRAFT ORDER IN COUNCIL

HER EXCELLENCY THE GOVERNOR GENERAL IN COUNCIL, on the recommendation of the Secretary of State for External Affairs and the Treasury Board, pursuant to subsection 129(1) of the Financial Administration Act, is pleased hereby to approve the Corporate Plan of the International Centre for Ocean Development for the period beginning April 1, 1987 and ending March 31, 1992, in accordance with the decision of the Treasury Board at its meeting of _____, 1987.

BACKGROUND

This Order approves the Corporate Plan of the International Centre for Ocean Development (ICOD) for the period April 1, 1987 to March 31, 1992.

This plan presents the general strategic approach which ICOD intends to follow during the planning period.

Contact

Mr. Garry A. Comber

Secretary-Treasury

ICOD

(902) 426-1512

LE PROJET DE DÉCRET

SON EXCELLENCE LE GOUVERNEUR GÉNÉRAL EN CONSEIL, sur la recommandation du secrétaire d'Etat aux affaires extérieures et du Conseil du Trésor, conformément à l'article 129(1) de la Loi sur l'administration financière, a le plaisir par la présente d'approuver le plan d'entreprise du Centre international d'exploitation des océans pour la période débutant le 1er avril 1987 et se terminant le 31 mars 1992, suivant la décision du Conseil du Trésor lors de sa réunion du _____, 1987.

GENESE

Ce décret approuve le plan d'entreprise du Centre d'exploitation des océans (CIEO) pour la période du 1er avril 1987 au 31 mars 1992.

Ce plan présente l'approche stratégique générale que le CIEO entend suivre au cours de la période visée.

Personne ressource

Mr. Garry A. Comber

Secrétaire-Trésorier

CIEO

(902) 426-1512



Memorandum

To: Board Members Our File: 1002

From: Gary C. Vernon

Date: April 16, 1987

Re: ICOD Activities in the area of Hydrographic Surveying and Nautical Charting

Attached for your information is a report on an International Maritime Organization/International Hydrographic Organization Seminar-Workshop which was held in Bangkok in March. The report makes several references to ICOD in the context of training in the fields of hydrographic surveying and nautical charting.

You will recall that a short trial course on Maritime Boundary Delimitation was held recently in Erindale College for a small number of surveyors from Caribbean Islands. An evaluation of the course is currently underway. Additionally, ICOD is sponsoring a course on Ocean Boundary Making in Singapore in June.

A handwritten signature in black ink, appearing to be "GCV", with a long horizontal line extending to the right.

Gary C. Vernon
President

GCV/rp

IMO/IHO SEMINAR-WORKSHOP
ON
HYDROGRAPHIC SURVEYING AND NAUTICAL CHARTING
FOR ASIA AND THE PACIFIC REGION

Bangkok - 16-27 March, 1987

Resolutions

RESOLUTION I

The Seminar,

Recognizing the important benefits derived by the participants from developing countries in the region in enhancing their practical and theoretical knowledge of hydrographic surveying and nautical charting;

Further Recognizing the importance of the most valuable contribution made by the host country towards the success of this seminar;

Expresses its profound gratitude to the Government of the Kingdom of Thailand, the Rector of the Chulalongkorn University, and the Director of the Hydrographic Department of the Royal Thai Navy for the excellent host facilities provided for this Seminar.

RESOLUTION II

The Seminar/Workshop

Having provided intensive education and training to the participants from developing countries in the theory and practice of conventional and modern hydrographic surveying and nautical charting;

Recognizing that the methods and techniques employed in hydrography have advanced greatly through the employment of computer-assisted techniques and the use of space technology thereby considerably enhancing operational capabilities and maximizing data outputs;

Realizing that developing countries need to acquire these new technologies in order to enhance their national capabilities;

Further Realizing that the only means of acquiring modern hydrographic technology is through intensive training and education;

Recommends:

1. That a comprehensive programme of theoretical and practical training on hydrographic surveying and nautical charting be urgently developed within the framework of the United Nations System on a regional or sub-regional basis; ✓
2. That developing countries of the region participate in training programmes currently available at hydrographic training institutes by approaching the United Nations and other appropriate international organizations and agencies, including IMO, JICA, Colombo Plan, CFTC and ICOD for the award of fellowships for training; ✓
3. That, if necessary, the countries seek technical assistance for training from donor countries within the framework of regional, sub-regional or bilateral technical cooperation agreements. ✓

RESOLUTION III

The Seminar,

Noting that hydrographic surveys and nautical charts are essential prerequisites in the construction of maritime boundaries within the provisions of the new legal order for the world's oceans enshrined in the UN Convention on the Law of the Sea;

Further noting the obligation of coastal States to determine and show their baselines, the outer limits of the territorial sea, the exclusive economic zone and the continental shelf (including maritime zones delimited in these areas), on charts to be deposited with the Secretary General of the United Nations under the provisions of the UN Convention on the Law of the Sea;

Realizing that an urgent need exists in developing countries for a high level of national hydrographic expertise to enable these tasks to be undertaken;

Appreciating the generous support that the International Centre for Ocean Development (ICOD) has provided in sponsoring training in this field of activity;

Requests that the ICOD continues to extend this support and give favourable consideration to applications for assistance received from developing countries in the region in sponsoring personnel for training in the technical aspects of delimitation of maritime boundaries.

RESOLUTION IV

The Seminar,

Recalling the recommendations of the United Nations Group of experts on hydrographic surveying and nautical charting contained in its report E/CONF./71/L.1 of 12 May 1978; the recommendations of the Commonwealth Expert Study Group on Maritime Issues, 1984; IMO Assembly Resolutions A532(13) and A580(14); the resolution of the 2nd International Hydrographic Technical Conference, 1984; the resolutions of the UN Regional Cartographic Conference for Asia and the Pacific to date; the United Nations Inter-Regional Seminar on Hydrographic Surveying and Bathymetric Charting 1 to 5 September 1986; and the recommendations of the Ocean Marine Affairs Conference January 1987 (see Annexes);

Noting that the status report on hydrographic surveying and nautical charting of the Asia and Pacific region highlights large areas of ocean space that are either badly surveyed or not surveyed at all;

Recognizing that modern hydrographic expertise is crucial for developing countries for effectively undertaking their responsibilities in the fields of:

- (a) Maritime boundary delimitation
- (b) Port and harbour development
- (c) Maritime safety and prevention and control of marine pollution
- (d) Marine transportation
- (e) Exploration and exploitation of marine resources;

Recommends

1. That developing countries in the region take appropriate measures to establish or strengthen their hydrographic services and to provide for such measures to be urgently included in their national development programmes, seeking advice, as convenient, from IMO or IHO;
2. That developing coastal States in consultation with IHO and IMO seek and be given every assistance by international funding or financing agencies (including UNDP, the World Bank and other development banks as well as industrialized countries under bilateral or multilateral arrangements) for the development of hydrographic surveying and charting programmes including the establishment and strengthening of hydrographic services;
3. That Member States of IMO and IHO be urged to provide assistance in the provision of hydrographic surveying equipment computer programs and technical manuals on hydrographic surveying when requested by developing countries of the region.

RESOLUTION V

The Seminar,

Recognizing the value of seminars on hydrographic surveying and nautical charting for enhancing the practical and theoretical knowledge of participants from developing countries in the region;

Expressing its appreciation and thanks to UNDP, IMO and IHO for sponsoring this joint seminar;

Requests IMO, in consultation with IHO, to continue its activities within the framework of UNDP aimed at enhancing the expertise of developing countries in the region in this field, through organizing and holding specialised seminars/workshops and training courses in all aspects of hydrography.

OFFICE OF THE AUDITOR GENERAL



BUREAU DU VÉRIFICATEUR GÉNÉRAL

301, 1888 Brunswick Street
Halifax, Nova Scotia
B3J 3J8

April 21, 1987

To the Audit Committee of the
Board of Directors
International Centre for Ocean Development

The attached report and appendices provide information on the scope of and approach to our 1987 audit of the financial statements of the International Centre for Ocean Development, the staff associated therewith, a brief description of significant audit areas and an overview of the audit approach.

We wish to emphasize that we are aware of our responsibilities under the International Centre for Ocean Development Act and the Financial Administration Act and, in carrying them out, will bring to the attention of management and the Audit Committee any accounting, auditing or reporting matters which we believe deserve consideration.

We shall be pleased to discuss any matters relating to the 1987 audit and to provide any additional information which you may request. We look forward to a continued relationship with the Audit Committee and wish to inform the members that we are available for consultation at any time.

We also take this opportunity to urge management and the Audit Committee to address the statutory requirement in respect of a special examination. Should you require advice on how such an examination might be economically and efficiently carried out, please inform us and we will arrange an appropriate presentation for management and the Audit Committee.

Yours very truly,

A handwritten signature in cursive script that reads 'Brian Pearce'.

Brian Pearce, C.A.
Principal, Atlantic Region

International Centre for Ocean Development

REPORT TO THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS

, 1987 MEETING

INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
REPORT TO THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
, 1987

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INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
REPORT TO THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

INTRODUCTION

This audit plan is for the use of the Office of the Auditor General, senior Centre officials and the Audit Committee for purposes of documenting the arrangements for the audit of the financial statements of the International Centre for Ocean Development ("ICOD") for the year ending March 31, 1987. It provides a basis for discussion of the scope of the 1987 audit of the financial statements and the approach and reports that we consider necessary in the performance of our statutory responsibilities as auditors of the Centre.

The audit plan will be subject to change as new developments occur and as the results of our audit procedures are evaluated.

An important step in this procedure is the review of this plan by the Audit Committee.

AUDIT SCOPE

Our audit will be carried out in accordance with generally accepted auditing standards. It is designed to enable us to render, without qualification as to scope, an opinion on the financial statements of the International Centre for Ocean Development in accordance with the requirements of the Financial Administration Act (FAA). Assuming a typical unqualified auditor's report on the financial statements of the Centre, the Auditor General will state that, in his opinion, the financial statements present fairly the financial position of the Centre as at March 31, 1987 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period. Further, in accordance with subsection 139(2) of the Financial Administration Act, the Auditor General is required to express an opinion on whether the transactions that have come to his notice are, in all significant respects, within certain specified "authorities" (refer to Appendix A).

The scope of our audit will include a review, evaluation and testing of the significant systems of internal accounting control to the extent considered necessary to establish a basis for reliance thereon in determining the nature, extent and timing of auditing procedures necessary to support our report. Such review and procedures are not specifically designed to enable us to determine all weaknesses which may exist in the systems or to express an opinion exclusively on internal accounting control.

In conducting our audit, we are aware of the possibility that fraud may exist and that, as a result, financial statements may be misstated. We recognize that fraud, if sufficiently material, may affect our opinion on the financial statements and we, therefore, give consideration to this possibility in planning and conducting our examination. However, our examination is not primarily or specifically designed, and cannot be relied upon, to disclose defalcations and other irregularities, although their discovery may result in some cases.

AUDIT APPROACH

Planning.

We have completed an initial planning survey which provided us with a current understanding of corporate and financial policies, key audit areas, the implications of the amended Financial Administration Act, the organization structure and accounting applications. With this information, we have developed an initial audit plan. As the plan is developed and refined, we will continue to discuss it in general terms with management to ensure that all areas of concern have been appropriately dealt with.

In carrying out our audit, internal control questionnaires and audit programmes are used such that evidence in respect of specific financial statement assertions and audit requirements for each account balance or operation are fulfilled as effectively and efficiently as possible. As indicated earlier, the accounting systems and related internal controls are reviewed and, where necessary tested for compliance.

With a sound understanding of the business and our evaluation of internal accounting controls, our audit work on balances at March 31, 1987 will emphasize areas of high dollar value and relative audit risk. Similarly, our review of the results of operations for the year then ended will be from a business perspective, stressing the reasonableness and impact of factors affecting relationships among account balances and fluctuations relative to budget and past performance.

Planned audit visits are outlined in Appendix B.

Internal Audit

As part of our audit, we would normally consider the work carried out by the Internal Auditor of the Centre with the view of minimizing our work and avoiding duplication of testing. However, to date the Centre has not established an internal audit function. We encourage the centre to follow the requirements of the F.A.A.

AUDIT TEAM

The Auditor General of Canada is appointed the statutory auditor of the Centre pursuant to Section 20 of the International Centre for Ocean Development Act and is available for consultation on significant accounting or auditing issues. The audit will be directed by Elwyn Dickson, C.A. (Assistant Auditor General) and Brian Pearce, C.A. (Principal). Rick Lewis, C.A. (Supervisor) and Gail Woodman (Field Senior) are assigned to lead the audit team.

MAJOR AUDIT AREAS

The major audit areas are summarized as follows:

- Project grants and contributions
- Employee and contract staff salaries and benefits
- Professional services
- Travel

Our audit of these areas will comprise appropriately tailored procedures.

AUDIT RISKS

As with any new organization, the audit risk is considered relatively high as the systems are not fully developed and tested, and the staff is obtaining experience in their new roles and procedures. Care must be exercised to determine that the activities remain within the legislated mandate and authorities.

REPORTS

Auditor's Report

Upon completion of the examination, we will issue our auditor's report on the statutory financial statements. Prior to the issuance of this report, we will work closely with appropriate Centre management in reviewing and discussing the year-end financial statements and our report. We will also submit our draft report to the Audit Committee, together with the accompanying financial statements, for review.

It is our current expectation that the audit report on the 1987 financial statements will be in the form shown in Appendix A.

Members of the Audit Committee may be interested to note that the Financial Administration Act now clearly specifies the authorities with which the transactions of the Centre must

comply. These are Part XII of the Financial Administration Act and regulations, the ICOD Act, and the by-laws of the Centre. We will be required to report whether the transactions that have come to our notice have, in all significant respects, been within these authorities.

No quantitative performance information has, to date, been required by the Treasury Board to be included in the annual report of the Centre and audited. It is possible that certain of the quantitative information currently presented in the annual report could become the subject of a directive.

Management Letters

In the course of our audit we make recommendations to management for changes in procedures which we feel improve the system of internal accounting control of financial and reporting practices. We monitor the implementation of our recommendations to ensure that appropriate follow-up action has been taken. The more significant of these recommendations and observations will be communicated to the Audit Committee.

We believe in effective communication with our clients and, to achieve this objective, we communicate with management in several ways, such as:

- reporting to management on each phase of our audit, by making recommendations and observations on matters which we believe warrant attention; and
- by meeting periodically with senior officials in the financial and accounting areas, and with the Audit Committee, so that all problems or questions on changes in accounting or financial reporting are dealt with fully and promptly. Such meetings help in minimizing "surprises".

INDEPENDENCE

As statutory auditors of the Centre, we are required by the recently amended Financial Administration Act and the rules of professional conduct of our Institute to maintain independence from the Centre. Amongst other independence matters, the Code of Conduct of the Office of the Auditor General requires that our principals and staff have no direct or indirect financial interest in ICOD.

We confirm that the Office of the Auditor General is independent under the rules and statute referred to above.

APPENDIX A

DRAFT AUDITOR'S REPORT

In the absence of unusual circumstances, and subject to the receipt of regulations pursuant to the amended Financial Administration Act, the auditor's report will likely be as follows:

AUDITOR'S REPORT

Secretary of State for External Affairs

I have examined the balance sheet of the International Centre for Ocean Development as at March 31, 1987 and the statements of operations, equity, contributed surplus and changes in financial position for the year then ended. My examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as I considered necessary in the circumstances.

In my opinion, these financial statements present fairly the financial position of the Centre as at March 31, 1987 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

Further, in my opinion, the transactions of the Centre that have come to my notice during my examination of the financial statements have, in all significant respects, been in accordance with Part XII of the Financial Administration Act and regulations, the International Centre for Ocean Development Act and regulations, and the by-laws of the Centre.

Raymond Dubois, C.A.
Deputy Auditor General
for the Auditor General of Canada

Ottawa, Canada
, 1987

APPENDIX B

INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
SCHEDULE OF VISITS

The following is the proposed schedule of visits. This schedule may be subject to change and the Centre will be notified of any such changes as soon as they have been determined.

Interim
Year End

Feb/Mar, 1987
May, 1987



Memorandum

To: Members of the Audit Committee Our File: 2009.1.5
1009.3

From: Gary C. Vernon

Date: May 25, 1987

Re: Conflict of Interest and Post-Employment Code for ICOD

BACKGROUND

In 1985, the Government introduced a Conflict of Interest and Post-Employment Code for Public Office Holders and a Conflict of Interest and Post-Employment Code for the Public Service. In 1986, Crown Corporations were asked to establish an appropriate means for introducing a Conflict of Interest and Post-Employment Code for their own employees.

After discussions with the Office of the Assistant Deputy Registrar General of Canada, ICOD adopted for its employees the "Conflict of Interest and Post-Employment Code for the Public Service" (see attached pamphlet). Implementation of this regime will take place over the next month or so.

The officials of the Office of the Assistant Deputy Registrar-General of Canada also informed us that Members of ICOD's Board of Directors are required to adopt a policy or procedure for themselves in keeping with the spirit of the Government's intentions. Their recommendation to ICOD was that we follow the example of several other small Crown Corporations in bringing to the attention of our Board of Directors the principles given by the Government in its document relating to the Conflict of Interest and Post-Employment Code for Public Office Holders (see attached). The principles would be extracted from the document for the Board and are also attached.

OPTIONS

The Board of Directors has two options relating to these principles. The Board can either pass a motion accepting the principles in general as being applicable to Members of the Board, or; the Board can pass a resolution requesting that each Director read the principles and sign a statement indicating they have read the principles and they would abide by them during their tenure with ICOD.

RECOMMENDATION

Although the nature of ICOD's business is such that individual Board Members would not be expected to benefit in any financial sense from any Conflict of Interest, we have already had a number of discussions about Conflict of Interest at Board Meetings. Therefore, the Audit Committee may wish to recommend that the Board pass a resolution indicating that each Board Member will sign a statement saying that he/she has read the principles and will abide by them during his/her tenure with ICOD.

A handwritten signature in black ink, appearing to read 'GCV', with a long horizontal line extending to the right.

Gary C. Vernon
President

GCV/jp



Treasury Board
of Canada

Conseil du Trésor
du Canada

Conflict of Interest and Post-Employment Code for the Public Service

Canada



Conflict of Interest and Post-Employment Code for the Public Service

**Personnel Policy Branch
Treasury Board Secretariat**

October 1985

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SCHEDULE — TRUSTS**THE CONFLICT OF INTEREST AND POST-EMPLOYMENT CODE FOR THE PUBLIC SERVICE****Introduction**

1. This Code for the Public Service is designed to bring to the attention of all public servants for whom Treasury Board represents the government as the employer the provisions of the recently announced Conflict of Interest and Post-Employment Code for Public Office Holders, which was tabled by the Prime Minister in the House of Commons on September 9, 1985.

2. For the purposes of the Code for the Public Service, "employee" means:
 - (a) an employee of a department for whom the Treasury Board represents the government as employer; and
 - (b) a head of mission as defined in the *Department of External Affairs Act*.

3. For employees listed in (a) and (b) above,

"designated authority" means the Treasury Board; and

"designated official" means the deputy head of the employee's department.

- persons in their dealings with the government where this would result in preferential treatment to any person;
- (g) employees shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public;
- (h) employees shall not directly or indirectly use, or allow the use of, government property of any kind, including property leased to the government, for anything other than officially approved activities; and
- (i) employees shall not act, after they leave public office, in such a manner as to take improper advantage of their previous office.

Certification Document

7. Before or upon appointment, employees must sign a document certifying that they have read and understood this Code and that, as a condition of employment, they will observe this Code. Employees appointed prior to the coming into force of this Code shall sign the document not later than January 1, 1986.

Annual Review

8. All employees are required to review their obligations under the Code at least once a year.

Contracts

9. Every employee:
- *negotiating a personal service contract* must include in the contract appropriate provisions with respect to the Code in accordance with such directives as the Treasury Board may issue;

- *negotiating a government contract* must ensure that the contract includes safeguards, in accordance with such directives as the Treasury Board may issue, to prevent a former employee or other former public office holder who is not complying with the requisite post-employment measures, as set out in Part III of this Code, from receiving benefit from the contract.

Education and Resource Centre

10. The Assistant Deputy Registrar General (ADRG), Consumer and Corporate Affairs, in consultation with the Secretary of the Treasury Board, will prepare informational and educational material about this Code for public office holders, including employees and the general public, and make appropriate arrangements for the preparation and implementation of training of public office holders on conflict of interest and post-employment behaviour.

The ADRG will also establish a resource centre of print, film, videotape and other material related to conflict of interest, post-employment behaviour and other ethical matters of concern to public office holders and to government.

Supplementary Compliance Measures

11. The deputy head of a department may augment the compliance measures set out in Parts II and III with supplementary procedures and guidance:
- respecting conflict of interest and post-employment situations peculiar to the unique and special responsibilities of the department; and

- reflecting any special requirements relating to employee conduct or interests contained in statutes governing the operations of the department.

These measures require Treasury Board approval before coming into force.

Dealing With Former Public Office Holders

12. Employees who have official dealings, other than those that consist of routine provision of service to an individual, with former employees or other former public office holders who are or may be governed by the post-employment measures set out in Part III must report this fact to the designated official in accordance with departmental procedure. The designated official shall determine immediately whether the former public office holder is complying with the prescribed measures.
13. Employees shall not have official dealings with former employees or other former public office holders deemed, pursuant to section 12, to be acting in violation of the compliance measures in the specific transaction involved.

PART II

CONFLICT OF INTEREST COMPLIANCE MEASURES

Objects

14. The compliance measures set out the procedural and administrative requirements to be observed by public servants in order to minimize the risk of conflict of interest and to permit the resolution of such conflicts of interest in favour of the public interest, should any arise.

Confidentiality

15. Information concerning the private interests of employees provided to the designated official is treated in complete confidence. The designated official is required to ensure that this information is placed in special personal files (i.e. distinct from regular personnel files) and in secure safekeeping. Departments shall establish a central repository for such information and place it under the responsibility of the Senior Personnel Officer, who shall ensure that the privacy of the individual is fully respected.

Methods of Compliance

16. An employee complies with the Code in the following ways:
 - (a) Avoidance: by avoiding or withdrawing from activities or situations that would place the employee in a real, potential or apparent conflict of interest relative to his or her official duties and responsibilities;
 - (b) Confidential Report: by providing a written statement to the designated official indicating ownership of an asset, receipt of a gift, hospitality, or other benefit, or participation in any outside employment or activity; and
 - (c) Divestment: where continued ownership by an employee would constitute a real or potential conflict of interest with the employee's official duties and responsibilities, the employee may elect to sell the asset "at arm's length" or place that asset in trust.
17. Employees must not sell or transfer assets to family members or others for purposes of circumventing the compliance measures.

18. A Confidential Report will usually be considered as compliance with the conflict of interest measures. However, there will be instances where "withdrawal from the activity" or "divestment" will be necessary. The designated official will make this decision and communicate it to the employee. Where there is doubt as to which method is appropriate in order that an employee may comply with the Code, the designated official will determine the appropriate method and, in doing so, will try to achieve mutual agreement with the employee taking into account:

- (a) The employee's specific responsibilities;
- (b) The value and type of the assets and interests involved; and
- (c) The actual costs to be incurred by divesting the assets and interests, as opposed to the potential that the assets and interests represent for a conflict of interest.

19. Employees are required to make a Confidential Report to the designated official of all assets prescribed by the Code other than those assets and interests which are for their private use or that of their families and assets that are not of a commercial character. Examples of such "exempt assets" are described in the following section.

Exempt Assets

20. Assets and interests intended for the private use of employees and assets that are not of a commercial character are not subject to the compliance measures. Such assets include:

- (a) residences, recreational property and farms used or intended for use by employees or their families;
- (b) household goods and personal effects;

- (c) works of art, antiques and collectibles;
- (d) automobiles and other personal means of transportation;
- (e) cash and deposits;
- (f) Canada Savings Bonds and other similar investments in securities of fixed value issued or guaranteed by any level of government in Canada or agencies of those governments;
- (g) registered retirement savings plans that are not self-administered;
- (h) registered home ownership savings plans;
- (i) investments in open-ended mutual funds;
- (j) guaranteed investment certificates and similar financial instruments;
- (k) annuities and life insurance policies;
- (l) pension rights;
- (m) money owed by a previous employer, client or partnership; and
- (n) personal loans receivable from members of the employee's immediate family and small personal loans receivable from other persons where the employee has loaned the moneys receivable.

Confidential Report

21. Employees must, within 60 days after appointment, make a Confidential Report to the designated official of all assets other than exempt assets as described in section 20 and of all direct and contingent liabilities, where such

assets and liabilities might give rise to a conflict of interest in respect of the employee's official duties and responsibilities.

Assets and Liabilities Subject to Confidential Report

22. Assets and liabilities covered by the above include:
- (a) publicly traded securities of corporations and foreign governments and self-administered registered retirement savings plans composed of such securities;
 - (b) interests in partnerships, proprietorships, joint ventures, private companies and family businesses, in particular those that own or control shares of public companies or that do business with the government;
 - (c) farms under commercial operation;
 - (d) real property that is not an exempt asset;
 - (e) commodities, futures and foreign currencies held or traded for speculative purposes;
 - (f) assets that are beneficially owned, that are not exempt assets and that are administered at arm's length;
 - (g) secured or unsecured loans granted to persons other than to members of the employee's immediate family;
 - (h) any other assets or liabilities that could give rise to a real or potential conflict of interest due to the particular nature of the employee's duties and responsibilities; and
 - (i) direct and contingent liabilities in respect of any of the assets described in this section.

Divestment of Assets

23. Employees must divest assets where it is determined by the designated official that such assets constitute a real or potential conflict of interest in relation to the duties and responsibilities of the employee. Divestment, where required, must take place within 120 days after appointment. Divestment of assets is usually achieved by selling them in an arm's length transaction or by making them subject to a trust arrangement. The Schedule attached to this Code contains information on the more common trust arrangements.
24. The trust arrangements established must not leave in the hands of the employee any power of management or decision over the assets placed in trust. The Assistant Deputy Registrar General (ADRG) has the responsibility for determining that a trust meets the requirements of the Code. Before a trust is executed or when a change from one trust option to another is contemplated, a determination that the trust meets the requirements must be obtained from the ADRG. The ADRG may serve as trustee of a frozen or retention trust, but not of a blind trust.
25. On the recommendation of the ADRG, the department may reimburse the employee for trust costs incurred in an amount set out in the Schedule.

Outside Activities

26. Involvement in outside employment and other activities by employees is not prohibited if such activities do not place on them demands inconsistent with their official duties and responsibilities or call into question their capacity to perform their official duties and responsibilities objectively. It is the responsibility of the employee to make a Confidential Report to the

designated official of involvement in any outside activity that is directly or indirectly related to the employee's official duties and responsibilities. The designated official may require that such activity be curtailed, modified or cease when it has been determined that a real or potential conflict of interest exists.

Gifts, Hospitality and Other Benefits

27. Gifts, hospitality or other benefits that could influence employees in their judgement and performance of official duties and responsibilities must be declined. Employees must not accept, directly or indirectly, any gifts, hospitality or other benefits that are offered by persons, groups or organizations having dealings with the government.
28. Notwithstanding, acceptance of offers of incidental gifts, hospitality or other benefits arising out of activities associated with the performance of their official duties and responsibilities is not prohibited if such gifts, hospitality or other benefits:
 - (a) are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
 - (b) are not such as to bring suspicion on the employee's objectivity and impartiality; and
 - (c) would not compromise the integrity of the government.
29. Where it is impossible to decline *unauthorized gifts, hospitality or other benefits*, employees must immediately report the matter to the designated official. The designated official may require that a gift of this nature be retained by the department or be disposed of for charitable purposes.

Avoidance of Preferential Treatment

30. Employees must not accord preferential treatment in relation to any official matter to family members or friends, or to organizations in which the employee, family members or friends have an interest. Care must be taken to avoid being placed, or appearing to be placed, under obligation to any person or organization that might profit from special consideration by the employee.
31. Employees must not, without the prior permission of their supervisor, offer assistance in dealing with the government to any individual or entity where such assistance is outside the official role of the employee.

Failure to Agree

32. Where an employee and the designated official disagree with respect to the appropriate arrangements necessary to achieve compliance with the Code, the disagreement shall be resolved through the established grievance procedures.

Failure to Comply

33. An employee who does not comply with the measures described in Parts I and II is subject to appropriate disciplinary action up to and including discharge.

Subsequent Changes

34. Employees must forthwith inform the designated official of any changes in their assets, liabilities and outside activities that would be subject to a Confidential Report.

Transitional Provision

35. Where an employee was, immediately prior to the coming into force of the Code, subject to any conflict of interest or post-employment

guidelines of the government, the employee shall continue to be subject to those guidelines, in lieu of the Code, until a review of his or her compliance measures is completed by the designated official. The designated official must complete the review within one year after the date the employee signs the Certification Document.

PART III

POST-EMPLOYMENT COMPLIANCE MEASURES

Objects

36. Post-employment compliance measures are designed to minimize, without unduly restricting former employees in seeking employment, the possibilities of (a) allowing prospects of outside employment to create a real, potential or apparent conflict of interest for employees while in public office; (b) obtaining preferential treatment or privileged access to government after leaving public office; (c) taking personal advantage of information obtained in the course of official duties and responsibilities until it has become generally available to the public; and (d) using public office to unfair advantage in obtaining opportunities for outside employment.

Application

37. The post-employment compliance measures apply to all positions at or above the level of Senior Manager (SM). Treasury Board may, on the recommendation of the Minister responsible for a department, designate positions at a level below Senior Manager as being subject to these measures, where the position involves duties and responsibilities that raise post-employment concerns.

38. In special circumstances, Treasury Board may, on the recommendation of the Minister responsible for a department, exclude positions from the application of sections 41 and 42 of the post-employment provisions. Such circumstances would include those where certain knowledge and skills in the public interest should be transferred rapidly from the government to private and other governmental sectors.

Before Leaving Office

39. Employees should not allow themselves to be influenced in the pursuit of their official duties and responsibilities by plans for, or offers of, outside employment. Employees must: disclose, in writing to the designated official, all firm offers of employment that could place the employee in a conflict of interest situation; and disclose immediately the acceptance of any such offer.
40. Where the designated official determines that the employee is engaged in significant official dealings with the future employer, the employee shall be assigned to other duties and responsibilities as soon as possible. The period of time spent in public office following such an assignment shall be counted toward the limitation period on employment as described below.

After Leaving Office

Prohibited Activities

41. At no time shall a former employee act for or on behalf of any person, commercial entity, association, or union in connection with any specific ongoing proceeding, transaction, negotiation or case to which the government is a party:
- (a) in respect of which the former employee acted for or advised a department; and

- (b) which would result in the conferring of a benefit not for general application or of a purely commercial or private nature.

Limitation Period

42. Former employees shall not, within a period of one year after leaving office:

- (a) accept appointment to a board of directors of, or employment with, an entity with which they had significant official dealings during the period of one year immediately prior to the termination of their service;
- (b) make representations for or on behalf of any other person or entity to any department with which they had significant official dealings during the period of one year immediately prior to the termination of their service; or
- (c) give counsel, for the commercial purposes of the recipient of the counsel, concerning the programs or policies of the department with which they were employed, or with which they had a direct and substantial relationship during the period of one year immediately prior to the termination of their service.

Reduction of Limitation Period

43. On application from an employee or former employee, the designated authority may reduce the limitation period on employment. Decisions to reduce the limitation period will be made taking into consideration:

- (a) the circumstances under which the termination of their service occurred;
- (b) the general employment prospects of the employee or former employee making the application;

- (c) the significance to the government of information possessed by the employee or former employee by virtue of that employee's position in the Public Service;

- (d) the desirability of a rapid transfer from the government to private or other governmental sectors of the employee's or former employee's knowledge and skills;

- (e) the degree to which the new employer might gain unfair commercial advantage by hiring the employee or former employee;

- (f) the authority and influence possessed while in the Public Service; and

- (g) the disposition of other cases.

44. Decisions made by the designated authority will be in writing to the applicant and to all departments affected by the decision.

Advisory Panels

45. The Treasury Board may convene advisory panels to advise on the application of the compliance measures in particular cases, and to help employees or former employees understand how the compliance measures apply in their particular case.

Exit Arrangements

46. Prior to an employee's official separation from public office, the designated official will communicate with the employee to review the post-employment requirements in order to facilitate their observance.

Reconsideration

47. An employee or former employee may apply to the Treasury Board for reconsideration of any determination respecting his or her compliance with the post-employment measures.

Failure to Comply

48. An employee who does not comply with the measures set out in this Part is subject to appropriate disciplinary action up to and including discharge.

PART IV

COMPLIANCE MEASURES FOR PUBLIC OFFICE HOLDERS WHO ARE NOT SUBJECT TO PARTS II AND III COMPLIANCE MEASURES

Interchange Canada

49. Before entering into an Interchange Canada agreement to accept a person on assignment, the parties to the agreement shall satisfy themselves that there is no risk of conflict of interest or that the risk of conflict of interest is not significant. If the parties determine that the risk of conflict of interest is significant, the parties shall make such provisions as are necessary to prevent the conflict of interest from arising.
50. Persons entering the Public Service on an Interchange Canada assignment shall not act, after they leave such office, in such a manner as to take improper advantage of that office.

SCHEDULE — TRUSTS

1. The following trusts are examples of the most common trusts that may be established by employees for the purpose of divestment under the Code.

(a) **Blind Trust**

A blind trust is one in which the trustee makes all investment decisions concerning the management of the trust assets with no direction from or control by the employee placing the assets in trust.

No information is provided to the employee (settlor) except information that is required by law to be filed. An employee who establishes a blind trust may receive any income earned by the trust, add or withdraw capital funds, and be informed of the aggregate value of the entrusted assets.

(b) **Frozen Trust**

A frozen trust is one in which the trustee maintains the holdings essentially as they were when the trust was established. Employees who establish a frozen trust are entitled to any income earned by the trust.

Assets requiring active decision-making by the trustee (such as convertible securities and real estate) or assets easily affected by government action are not considered suitable for a frozen trust.

(c) **Retention Trust**

A retention trust is one in which the trustee maintains rights in holding companies, established for estate planning purposes, essentially

as they were when the trust was established. The settlor makes arrangements to have third parties exercise his or her voting rights in relation to the shares in the holding company as long as such arrangements will not result in a conflict of interest. Retention trusts usually do not generate income for the settlor.

This form of divestment is useful for an employee who has assets to be held under special proper management through a holding company for estate planning purposes.

Provisions Common to All Trusts

2. Provisions common to all trusts are:

(a) Custody of the Assets:

The assets to be placed in trust must vest in the trustee.

(b) Power of Management or Control:

The employee (settlor) may not have any power of management or control over trust assets. The trustee, likewise, may not seek or accept any instruction or advice from the employee concerning the management or the administration of the assets.

(c) Schedule of Assets:

The assets placed in trust shall be listed on a schedule attached to the trust agreement.

(d) Duration of Trust:

The term of any trust is to be for as long as the employee who establishes the trust continues to hold an office that makes that method of divestment appropriate. A trust may be dismantled once the trust assets have been depleted.

(e) Return of Trust Assets:

Whenever a trust agreement is dismantled, the trustee shall deliver the trust assets to the employee.

Trustees

3. Care must be exercised in selecting trustees for each type of trust arrangement. If a single trustee, other than the ADRG, is appointed, the trustee should be:

(a) a public trustee;

(b) a company, such as a trust company or investment company, that is public and known to be qualified in performing the duties of a trustee; or

(c) an individual who performs trustee duties in the normal course of his or her work.

4. If a single trustee is appointed he or she shall clearly be at arm's length from the employee.

5. If more than one trustee is selected, at least one of them shall be a public trustee or a company at arm's length from the employee.

Trust Indenture

6. Acceptable blind, frozen and retention trust indentures are available from the ADRG. Any amendments to such trust indentures shall be submitted to the ADRG before being executed.

Filing of Trust Documents

7. Under the trust options available, employees are required to file with the ADRG a copy of any trust instrument. Except for the fact that a trust exists, detailed trust information will be kept in the employee's confidential file and will not be made available to anyone for any purpose.

Reimbursement for Costs Incurred

8. On the recommendation of the ADRG, the following reimbursements for costs of trusts established to comply with the Conflict of Interest Compliance Measures set out in this Code may be permitted:
- (a) reasonable legal, accounting and transfer costs to establish the trust;
 - (b) reasonable legal, accounting and transfer costs to dismantle the trust; and
 - (c) annual, actual and reasonable costs to maintain and administer the trust, as follows:
 - (i) up to a maximum of \$500 for a portfolio with a market value of \$100,000 or less, or
 - (ii) up to a maximum of \$5,000 for a portfolio with a market value over \$100,000, 1/2 of 1% on the first \$400,000 and 1/4 of 1% on the remaining value.

The employee is responsible for any income tax adjustment that may result from the reimbursement of trust costs.



**Code régissant les
conflits d'intérêts et
l'après-mandat
s'appliquant à la
fonction publique**



Conseil du Trésor
du Canada

Treasury Board
of Canada

Code régissant les conflits d'intérêts et l'après-mandat s'appliquant à la fonction publique

**Direction de la politique du personnel
Secrétariat du Conseil du Trésor**

Octobre 1985

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PARTIE I

PRINCIPES ET ADMINISTRATION

Objet

4. Le présent code a pour objet d'accroître la confiance du public dans l'intégrité des employés et dans l'administration publique fédérale:
- a) tout en encourageant les personnes qui possèdent l'expérience et les compétences requises à solliciter et à accepter une charge publique;
 - b) tout en facilitant les échanges entre les secteurs privé et public;
 - c) en établissant à l'intention de tous les employés des règles de conduite claires au sujet des conflits d'intérêts et de l'après-mandat; et
 - d) en réduisant au minimum les possibilités de conflit entre les intérêts personnels des employés et leurs fonctions officielles, et en prévoyant les moyens de régler de tels conflits, le cas échéant, dans l'intérêt public.

Champ d'application

5. Conformément aux principes énoncés ci-après, il incombe à chaque employé de prendre les dispositions qui s'imposent pour éviter les conflits d'intérêts réels, potentiels ou apparents. Les employés sont également tenus de se conformer aux lignes de conduite prescrites dans les lois qui régissent le ministère dont ils font partie, ainsi qu'aux dispositions pertinentes des lois de portée plus générale, telles que le *Code criminel*, la *Loi canadienne sur les droits de la personne*, la *Loi sur la protection des renseignements personnels*, la *Loi sur*

l'administration financière et la *Loi sur l'emploi dans la Fonction publique*.

Principes

6. Chaque employé doit se conformer aux principes suivants:
- a) il doit exercer ses fonctions officielles et organiser ses affaires personnelles de façon à préserver et à faire accroître la confiance du public dans l'intégrité, l'objectivité et l'impartialité du gouvernement;
 - b) il doit avoir une conduite si irréprochable qu'elle puisse résister à l'examen public le plus minutieux; pour s'acquitter de cette obligation, il ne lui suffit pas simplement d'observer la loi;
 - c) il ne doit pas conserver d'intérêts personnels, autres que ceux autorisés par le présent code, sur lesquels les activités gouvernementales auxquelles il participe pourraient avoir une influence quelconque;
 - d) dès sa nomination, et en tout temps par la suite, il doit organiser ses affaires personnelles de manière à éviter les conflits d'intérêts réels, potentiels ou apparents; l'intérêt public doit toujours prévaloir dans les cas où les intérêts du titulaire entrent en conflit avec ses fonctions officielles;
 - e) mis à part les cadeaux, les marques d'hospitalité et les autres avantages d'une valeur minime, il lui est interdit de solliciter ou d'accepter les transferts de valeurs économiques, sauf s'il s'agit de transferts résultant d'un contrat exécutoire ou d'un droit de propriété;

- f) il lui est interdit d'outrepasser ses fonctions officielles pour venir en aide à des personnes, physiques ou morales, dans leurs rapports avec le gouvernement, lorsque cela peut donner lieu à un traitement de faveur;
- g) il lui est interdit d'utiliser à son propre avantage ou bénéfice des renseignements obtenus dans l'exercice de ses fonctions officielles et qui, de façon générale, ne sont pas accessibles au public;
- h) il lui est interdit d'utiliser directement ou indirectement les biens du gouvernement, y compris les biens loués, ou d'en permettre l'usage à des fins autres que les activités officiellement approuvées; et
- i) à l'expiration de son mandat, il a le devoir de ne pas tirer un avantage indu de la charge publique qu'il a occupée.

Document d'attestation

- 7. Avant ou au moment d'assumer leurs fonctions officielles, les employés doivent signer un document attestant qu'ils ont lu et compris le code et qu'ils s'engagent, comme condition d'emploi, à l'observer. Les employés nommés avant l'entrée en vigueur du code devront signer le document au plus tard le 1^{er} janvier 1986.

Revue annuelle

- 8. Tous les employés doivent revoir au moins une fois l'an les obligations que leur impose le code.

Contrats

- 9. Chaque employé:
 - *qui négocie un contrat de services personnels* est tenu de prévoir dans le contrat des dispositions appropriées concernant

l'observation du code, conformément aux directives que peut arrêter le Conseil du Trésor à ce propos;

- *qui négocie un contrat pour le compte du gouvernement* doit s'assurer que le contrat prévoit des dispositions, conformes aux directives que le Conseil du Trésor peut arrêter à ce propos, qui interdisent à tout ancien employé ou autre titulaire d'une charge publique qui déroge aux mesures d'observation relatives à l'après-mandat exposées à la Partie III du présent code de tirer profit du contrat.

Éducation et centre de ressources

- 10. De concert avec le secrétaire du Conseil du Trésor, le sous-registraire général adjoint (SRGA), Consommation et Corporations Canada, doit établir à l'intention des titulaires de charge publique, dont les employés, et du public en général, des documents d'information et d'éducation concernant le code. Il doit également prendre les dispositions nécessaires pour la conception et la mise en oeuvre d'un programme de formation destiné aux fonctionnaires et portant sur leur comportement quant aux conflits d'intérêts et à l'après-mandat.

Le SRGA doit également établir un centre de ressources rassemblant des imprimés, des films, des bandes magnétoscopiques et d'autre matériel concernant les conflits d'intérêts, le comportement durant l'après-mandat et d'autres questions d'éthique pouvant intéresser les titulaires de charge publique et le gouvernement.

Mesures d'observation supplémentaires

- 11. Le sous-chef d'un ministère peut ajouter aux mesures d'observation figurant aux parties II et III des procédures et des directives supplémentaires:

- à l'égard de situations qui, sur le plan des conflits d'intérêts ou de l'après-mandat, sont particulières aux responsabilités uniques ou spéciales du ministère; et
- qui tiennent compte de toute exigence spéciale relative à la conduite ou aux intérêts des employés qui figure dans les lois régissant les opérations du ministère.

Ces mesures doivent être approuvées par le Conseil du Trésor avant d'être mises en vigueur.

Relations avec les anciens titulaires de charge publique

12. Les employés qui entretiennent des relations officielles avec des anciens employés ou d'autres anciens titulaires de charge publique qui sont ou pourraient être soumis aux mesures énoncées à la Partie III relativement aux activités d'après-mandat sont tenus d'en faire rapport à l'administrateur désigné conformément aux procédures ministérielles, sauf s'il s'agit de services assurés couramment au public. L'administrateur désigné doit déterminer immédiatement si l'ancien titulaire d'une charge publique se conforme aux mesures prescrites.
13. Les employés doivent s'abstenir d'avoir, dans le cadre d'une transaction, des relations officielles avec des anciens employés ou d'autres anciens titulaires de charge publique, qui, en vertu de l'article 12, ne se conforment pas pour cette transaction aux mesures d'observation.

PARTIE II

MESURES D'OBSERVATION RÉGISSANT LES CONFLITS D'INTÉRÊTS

Objet

14. Les mesures d'observation énoncent les procédures et les modalités administratives que les fonctionnaires sont tenus d'observer afin de réduire au minimum les risques de conflits d'intérêts et de permettre le règlement, dans l'intérêt public, de tout conflit d'intérêts qui pourrait se produire.

Caractère confidentiel des renseignements

15. Les renseignements sur les intérêts privés des employés qui sont divulgués à l'administrateur désigné demeurent strictement confidentiels. L'administrateur désigné est tenu de veiller à ce que ces renseignements soient consignés dans des dossiers personnels spéciaux (distincts des dossiers personnels ordinaires) gardés en lieu sûr. Les ministères doivent établir à cette fin un dépôt central dont s'occupera l'agent supérieur du Personnel qui veillera à la pleine protection des renseignements personnels relatifs aux employés.

Méthodes d'application

16. Les méthodes suivantes permettent aux employés de se conformer aux exigences du code:
 - a) la prévention, qui consiste à éviter les activités ou les situations qui les placeraient dans une situation de conflit d'intérêts réel, potentiel ou apparent, compte tenu de leurs fonctions officielles;

- b) le rapport confidentiel, qui est une déclaration écrite adressée à l'administrateur désigné faisant état des biens qu'ils possèdent, des cadeaux, des marques d'hospitalité ou autres avantages reçus ou des emplois ou activités qu'ils exercent à l'extérieur; et
 - c) le dessaisissement, qui consiste pour les employés à vendre à un tiers avec qui ils n'ont aucun lien de dépendance ou à mettre en fiducie les biens qu'ils possèdent et qui risquent de susciter un conflit d'intérêts réel ou potentiel avec leurs fonctions officielles.
17. Il est interdit aux employés de vendre ou de céder leurs biens à des membres de leur famille ou à d'autres personnes dans le but de contourner les mesures d'observation.
18. Il suffit habituellement qu'un employé présente le rapport confidentiel précité pour se conformer aux mesures relatives aux conflits d'intérêts. Dans certains cas cependant, il lui faudra mettre un terme à l'activité ou se dessaisir de certains biens. En cas de doute quant à la méthode qu'il convient de choisir pour se conformer aux exigences du code, il incombera à l'administrateur désigné de prendre cette décision tout en essayant d'en arriver à un accord avec l'employé en tenant compte:
- a) des responsabilités précises de l'employé;
 - b) de la valeur et de la nature des biens et intérêts en cause; et
 - c) des frais réels que comporte le dessaisissement des biens et intérêts, en regard des risques de conflit d'intérêts que présentent les biens et intérêts en cause.

19. Les employés sont tenus de fournir à l'administrateur désigné un rapport confidentiel faisant état de tous les biens, tel que prescrit par le code, qui ne sont pas des biens et intérêts pour leur usage personnel ou pour celui de leur famille, ni des biens de nature commerciale. Des exemples de «biens exemptés» figurent ci-après.

Biens exemptés

20. Les biens et intérêts pour l'usage personnel des employés ainsi que les biens de nature non commerciale ne sont pas visés par les mesures d'observation. Ces biens comprennent:
- a) le domicile principal ou secondaire et les propriétés agricoles réservés à l'usage personnel, présent et futur, de l'employé ou de sa famille;
 - b) les articles ménagers et les effets personnels;
 - c) les oeuvres d'art, les meubles et objets anciens et les objets de collection;
 - d) les automobiles et autres moyens personnels de transport;
 - e) les liquidités et les dépôts;
 - f) les obligations d'épargne du Canada et autres titres à valeur fixe émis ou garantis par un ordre de gouvernement au Canada ou par des organismes de celui-ci;
 - g) les régimes enregistrés d'épargne-retraite qui ne sont pas autogérés;
 - h) les régimes enregistrés d'épargne-logement;
 - i) les investissements dans des sociétés d'investissement à capital variable;

- j) les certificats de placements garantis et les instruments financiers du même genre;
- k) les rentes et les polices d'assurance-vie;
- l) les droits à des pensions;
- m) les créances à recouvrer d'un ancien employeur, client ou associé;
- n) les prêts personnels consentis par l'employé aux membres de sa famille immédiate et les petits prêts personnels consentis à d'autres personnes.

Rapport confidentiel

21. Dans les 60 jours suivant leur nomination, les employés doivent présenter à l'administrateur désigné un rapport confidentiel indiquant tous les biens leur appartenant qui ne font pas partie des biens exemptés à l'article 20, ainsi que tous leurs engagements et leurs exigibilités directes, lorsque ces biens et exigibilités pourraient susciter un conflit d'intérêts par rapport à leurs fonctions officielles.

Biens et exigibilités devant faire l'objet d'un rapport confidentiel

22. Les biens et exigibilités qui doivent faire l'objet d'un rapport confidentiel comprennent:
- a) les valeurs cotées en bourse de sociétés et de gouvernements étrangers et les régimes enregistrés d'épargne-retraite autogérés qui comprennent de tels titres;
 - b) les intérêts dans une société en nom collectif, une entreprise personnelle, une entreprise en coparticipation, une société privée ou une entreprise familiale et, en particulier, dans une société ou entreprise qui possède ou contrôle des actions de

sociétés publiques ou qui fait des affaires avec le gouvernement;

- c) les propriétés agricoles exploitées à des fins commerciales;
- d) les biens immobiliers qui ne font pas partie des biens exemptés;
- e) les marchandises, les marchés à terme et les devises étrangères détenus ou négociés à des fins de spéculation;
- f) les biens dont le titulaire est le véritable propriétaire, qui ne sont pas des biens exemptés et dont la gestion est libre de tout lien de dépendance;
- g) les prêts, garantis ou non, consentis à des personnes autres que les membres de la famille immédiate du titulaire;
- h) tout autre bien ou exigibilité qui pourrait susciter un conflit d'intérêts réel ou potentiel, vu la nature particulière des fonctions officielles de l'employé; et
- i) les exigibilités directes et les engagements relatifs aux biens mentionnés dans le présent article.

Dessaisissement

23. Si l'administrateur désigné juge qu'un bien particulier comporte un risque réel ou potentiel de conflit d'intérêts avec les fonctions officielles d'un employé, ce dernier doit alors se dessaisir de ce bien dans les 120 jours suivant sa nomination. Il peut soit le vendre à un tiers avec qui il n'a aucun lien de dépendance, soit le déposer dans une fiducie. Des renseignements sur les fiducies les plus courantes figurent à l'annexe.

24. Les conditions du contrat de fiducie doivent être libellées de manière à ne laisser à l'employé aucun pouvoir de gestion ou de décision sur les biens placés en fiducie. Il incombe au sous-registraire général adjoint (SRGA) de déterminer si la fiducie répond aux exigences du code. Le SRGA doit être consulté à cette fin avant que la fiducie soit établie ou lorsqu'un changement de type de fiducie est envisagé. Le SRGA peut agir à titre de fiduciaire pour une fiducie en compte bloqué ou une fiducie de conservation, mais non pour une fiducie sans droit de regard.
25. L'employé peut, sur la recommandation du SRGA, obtenir de son ministère le remboursement des frais de fiducie ne dépassant pas les montants prévus à l'annexe.

Activités extérieures

26. Les employés peuvent occuper un emploi extérieur ou participer à d'autres activités, dans la mesure où cet emploi ou ces activités ne les soumettent pas à des exigences incompatibles avec leurs fonctions officielles ou ne remettent pas en question leur capacité d'accomplir les devoirs de leur charge en toute objectivité. Ils doivent présenter à l'administrateur désigné un rapport confidentiel des activités extérieures auxquelles ils participent et qui sont directement ou indirectement liées à leurs fonctions officielles. L'administrateur désigné peut exiger que ces activités soient réduites, modifiées ou abandonnées s'il a été déterminé qu'il existe un risque réel ou potentiel de conflit d'intérêts.

Cadeaux, marques d'hospitalité et autres avantages

27. Les employés doivent refuser tout cadeau, marque d'hospitalité ou autre avantage qui risquerait d'avoir une influence sur leur jugement

ou l'exercice de leurs fonctions officielles. Il est interdit aux employés d'accepter directement ou indirectement un cadeau, une marque d'hospitalité ou un avantage, offert par une personne, un groupe ou un organisme qui entretient des rapports avec le gouvernement.

28. Cependant, les employés peuvent, à l'occasion d'activités liées à leurs fonctions officielles, accepter des cadeaux, des marques d'hospitalité ou d'autres avantages d'une valeur peu importante, si ceux-ci:
- a) sont conformes aux règles de la bienséance, de la courtoisie ou de l'hospitalité;
 - b) ne sont pas de nature à laisser planer des doutes quant à leur objectivité ou à leur impartialité; et
 - c) ne compromettent aucunement l'intégrité du gouvernement.
29. Lorsque les employés se voient dans l'impossibilité de refuser *un cadeau, une marque d'hospitalité ou un autre avantage non autorisé*, ils doivent le signaler immédiatement à l'administrateur désigné. Ce dernier peut exiger qu'un cadeau de ce genre soit conservé par le ministère ou soit cédé à des fins charitables.

Refus d'accorder des traitements de faveur

30. Il est interdit aux employés d'accorder, relativement à des questions officielles, un traitement de faveur à des parents ou amis, ou à des organismes dans lesquels eux-mêmes, leurs parents ou amis ont des intérêts. Les employés doivent éviter de se placer ou de sembler se placer dans des situations où ils seraient redevables à une personne ou à un organisme qui pourrait tirer partie d'un traitement de faveur de leur part.

31. Les employés doivent obtenir l'autorisation de leur supérieur avant de venir en aide à des personnes, physiques ou morales, dans leurs rapports avec le gouvernement, si une telle intervention n'entre pas dans leurs attributions.

Désaccord

32. En cas de désaccord entre un employé et l'administrateur désigné quant aux dispositions à prendre pour se conformer au code, il faut suivre les procédures de grief établies.

Inobservation

33. Tout employé qui ne se conforme pas aux dispositions prescrites aux parties I et II s'expose à des mesures disciplinaires, y compris, le cas échéant, le renvoi.

Changements ultérieurs

34. Tout employé doit informer sans délai l'administrateur désigné de tout changement touchant ses biens, ses exiguïtés et ses activités extérieures qui pourrait faire l'objet d'un rapport confidentiel.

Disposition transitoire

35. Tout employé qui, immédiatement avant l'entrée en vigueur du code, était tenu de respecter des lignes directrices du gouvernement ayant trait aux conflits d'intérêts durant ou après le mandat, continue d'y être assujéti jusqu'à ce que l'administrateur désigné ait terminé l'examen des dispositions prises par lui pour assurer l'observation du code. Cet examen doit être terminé dans l'année suivant la date où l'employé a signé le document d'attestation.

PARTIE III

MESURES D'OBSERVATION CONCERNANT L'APRÈS-MANDAT

Objet

36. Les mesures d'observation concernant l'après-mandat visent, sans empêcher indûment les anciens employés de se chercher un emploi, à réduire au minimum les possibilités qu'ils ont a) de se trouver dans des situations de conflits d'intérêts réels, potentiels ou apparents en raison des offres d'emploi qui leur viennent de l'extérieur pendant qu'ils sont au service du gouvernement; b) d'obtenir un traitement de faveur ou un accès privilégié au gouvernement après qu'ils auront quitté leur charge publique; c) d'utiliser pour leur profit personnel les renseignements obtenus dans l'exercice de leurs fonctions officielles avant qu'ils ne soient connus du public; et d) de tirer un avantage indu de leur charge pour obtenir des occasions d'emploi à l'extérieur.

Champ d'application

37. Les mesures d'observation concernant l'après-mandat s'appliquent à tous les postes classés au niveau de gestionnaire supérieur (SM) ou de niveau supérieur. Le Conseil du Trésor peut, sur la recommandation du ministre responsable, désigner comme étant assujéti à ces mesures tout poste classé à un niveau inférieur s'il comporte des fonctions et des responsabilités qui soulèvent des inquiétudes quant à l'après-mandat.
38. Dans des circonstances spéciales, le Conseil du Trésor peut, sur la recommandation du ministre responsable, exclure certains postes de l'application des articles 41 et 42 des mesures d'observation concernant l'après-mandat. Il

pourrait s'agir, par exemple, de postes occupés par des personnes dont les connaissances et les compétences devraient, dans l'intérêt public, passer rapidement au secteur privé ou à d'autres secteurs gouvernementaux.

Avant de quitter son poste

39. Les employés doivent, dans l'exercice de leurs fonctions officielles, éviter de se laisser influencer par des perspectives ou des offres d'emploi émanant de l'extérieur. Ils doivent divulguer par écrit à l'administrateur désigné toutes les offres sérieuses d'emploi émanant de l'extérieur qui risquent de les placer dans une situation de conflits d'intérêts et divulguer immédiatement toute offre d'emploi émanant de l'extérieur qu'ils acceptent.
40. Si l'administrateur désigné estime que l'employé entretient des rapports officiels importants avec son futur employeur, l'employé sera affecté à d'autres fonctions le plus tôt possible. La durée de cette nouvelle affectation entre dans le calcul de la période de restriction relative à un emploi, comme il est indiqué ci-après.

Après avoir quitté son poste

Activités interdites

41. Il est interdit à tout ancien employé d'agir au nom ou pour le compte d'une personne, d'une société commerciale, d'une association ou d'un syndicat relativement à une procédure, à une transaction, à une négociation ou à une cause à laquelle le gouvernement du Canada est partie et:
- a) dans laquelle il a représenté ou conseillé un ministère; et
 - b) qui donnerait lieu à un avantage particulier ou de nature strictement commerciale ou privée.

Période de restriction

42. Il est interdit à tout ancien employé, dans l'année qui suit la cessation de ses fonctions:
- a) d'accepter une nomination au conseil d'administration d'une entité avec laquelle il a eu des rapports officiels importants au cours de l'année ayant précédé la fin de son mandat, ou un emploi au sein d'une telle entité;
 - b) d'intervenir pour le compte ou au nom d'une autre personne ou d'une entité auprès d'un ministère avec lequel il a eu des rapports officiels importants au cours de l'année ayant précédé la fin de son mandat;
 - c) de donner des conseils, touchant les programmes ou les politiques du ministère pour lequel il travaillait ou avec lequel il entretenait d'importants rapports directs durant l'année précédant la fin de son mandat, à une personne qui pourrait se servir de ces conseils à des fins commerciales.

Réduction de la période de restriction

43. À la demande de tout employé ancien ou actuel, l'autorité désignée peut réduire la période de restriction relative à l'emploi. Pour en décider l'autorité désignée tiendra compte des facteurs suivants:
- a) les circonstances du départ de l'employé;
 - b) les perspectives générales d'emploi de l'employé ancien ou actuel qui a fait la demande;
 - c) l'importance que le gouvernement attache aux renseignements obtenus par l'employé dans le cadre de ses fonctions officielles;

- d) l'opportunité de transférer rapidement au secteur privé ou à d'autres secteurs gouvernementaux les connaissances et compétences de l'employé;
 - e) la mesure dans laquelle le nouvel employeur pourrait tirer un avantage commercial indu en embauchant l'employé;
 - f) l'autorité et l'influence qu'exerce l'employé dans l'accomplissement de ses fonctions officielles au sein de la fonction publique; et
 - g) les dispositions prises dans d'autres cas.
44. L'autorité désignée communiquera sa décision par écrit à l'auteur de la demande, ainsi qu'à tous les ministères touchés par la décision.

Comités consultatifs

45. Le Conseil du Trésor peut faire appel à des comités consultatifs qui seront chargés de conseiller l'autorité désignée sur l'application à des cas précis des mesures d'observation et d'aider les employés anciens ou actuels à comprendre comment ces mesures les touchent.

Arrangements de départ

46. Avant le départ officiel d'un employé, l'administrateur désigné communiquera avec lui pour le renseigner sur les exigences relatives à l'après-mandat et faciliter ainsi leur observation.

Nouvel examen

47. Tout employé ancien ou actuel peut demander au Conseil du Trésor de réexaminer toute décision ayant trait à son observation des mesures concernant l'après-mandat.

Inobservation

48. Tout employé qui ne se conforme pas aux mesures d'observation exposées dans la présente partie s'expose à des mesures disciplinaires, y compris, le cas échéant, le renvoi.

PARTIE IV

MESURES D'OBSERVATION S'APPLIQUANT AUX TITULAIRES DE CHARGE PUBLIQUE QUI NE SONT PAS ASSUJETTIS AUX MESURES D'OBSERVATION DES PARTIES II ET III

Échanges Canada

49. Avant de conclure une entente visant l'affectation d'une personne dans le cadre du programme Échanges Canada, les parties à l'entente doivent s'assurer qu'il n'y a aucun risque important de conflit d'intérêts. Dans le cas contraire, elles doivent prendre les mesures qui s'imposent pour éviter toute situation de conflits d'intérêts.
50. Les personnes qui acceptent une affectation au service du gouvernement dans le cadre du programme Échanges Canada doivent agir, après la cessation de leurs fonctions, de façon à ne pas tirer un avantage indu de leur affectation antérieure.

ANNEXE — FIDUCIES

1. Les fiducies suivantes, qui sont parmi les plus courantes, peuvent être établies par l'employé pour réaliser les dessaisissements requis par le présent code.

a) La fiducie sans droit de regard

La fiducie sans droit de regard est une formule selon laquelle le fiduciaire décide de tout investissement concernant la gestion des biens en fiducie, sans instruction ni surveillance de la part de l'employé qui a placé ses biens dans la fiducie.

L'employé (le constituant) ne reçoit que les renseignements requis aux fins des déclarations exigées par la loi. L'employé qui établit une fiducie sans droit de regard peut en toucher les revenus, y déposer ou en retirer des capitaux et être informé de la valeur globale des fonds en fiducie.

b) La fiducie en compte bloqué

La fiducie en compte bloqué est une formule selon laquelle le fiduciaire conserve les biens essentiellement dans le même état que celui où ils étaient au moment de l'établissement de la fiducie. Les employés qui établissent une telle fiducie sont habilités à en toucher les revenus.

La fiducie en compte bloqué n'est pas indiquée pour les biens qui exigent de fréquentes décisions de la part du fiduciaire (par exemple, valeurs convertibles et biens immobiliers) et pour les biens facilement influencés par les décisions du gouvernement.

c) **La fiducie de conservation**

La fiducie de conservation est une formule selon laquelle le fiduciaire conserve les droits dans une société de portefeuille constituée à des fins de planification successorale essentiellement dans le même état que celui où ils étaient au moment de l'établissement de la fiducie. Le constituant prend des dispositions pour qu'une tierce partie exerce son droit de vote relativement aux actions qu'il détient dans la société de portefeuille et veille à ce que ces dispositions ne donnent pas lieu à un conflit d'intérêts. La fiducie de conservation n'engendre habituellement aucun revenu pour le constituant.

Cette forme de dessaisissement est pratique pour l'employé qui possède des biens devant être gérés de façon particulière par l'entremise d'une société de portefeuille à des fins de planification successorale.

Dispositions communes aux fiducies

2. Les dispositions communes aux fiducies sont les suivantes:

a) **Garde des biens:**

Les biens placés en fiducie sont dévolus au fiduciaire.

b) **Pouvoir de gestion ou de contrôle:**

L'employé (le constituant) ne peut exercer aucun pouvoir de gestion ni de contrôle sur les biens en fiducie. Pour sa part, le fiduciaire ne peut demander ni recevoir des instructions ou des conseils de l'employé au sujet de la gestion ou de l'administration des biens.

c) **Liste des biens:**

La liste des biens en fiducie est annexée au contrat de fiducie.

d) **Durée de la fiducie:**

La fiducie continue d'exister tant que l'employé qui l'a établie occupe un poste auquel ce genre de dessaisissement convient. La fiducie peut être dissoute dès qu'elle ne contient plus de biens.

e) **Remise des biens en fiducie:**

Le fiduciaire remet les biens en fiducie à l'employé dès que la fiducie est dissoute.

Fiduciaires

3. Il importe de choisir le fiduciaire avec soin, quelle que soit la formule de fiducie adoptée. Si un seul fiduciaire est nommé, autre que le SRGA, il doit être:

a) un fiduciaire public;

b) une société reconnue qui a qualité pour s'acquitter des fonctions de fiduciaire, telle qu'une compagnie de fiducie ou une société de placement; ou

c) un particulier qui s'acquitte de ce genre de tâches dans le cadre de son travail.

4. Si un seul fiduciaire est nommé, aucun lien de dépendance ne doit exister entre lui et l'employé.

5. S'il y a plusieurs fiduciaires, au moins l'un d'eux doit être un fiduciaire public ou une société n'ayant aucun lien de dépendance avec l'employé.

Contrats de fiducie

6. Le SRGA peut fournir des modèles de contrat acceptables pour la fiducie sans droit de regard, la fiducie en compte bloqué ou la fiducie de conservation. Toute modification à ces modèles est soumise à l'approbation du SRGA.

Dépôt des documents de fiducie

7. Quelle que soit la formule de fiducie adoptée, l'employé est tenu de transmettre au SRGA une copie de tout instrument portant création d'une fiducie. Les renseignements complets sur la fiducie sont versés dans le dossier confidentiel de l'employé et ne peuvent être consultés en aucun cas. Le seul renseignement qui peut être divulgué à ce sujet est la confirmation de l'existence de la fiducie.

Remboursement des frais

8. Sur la recommandation du SRGA, les frais indiqués ci-dessous peuvent être remboursés lorsque la fiducie a été établie pour observer les mesures énoncées dans le présent code:
- a) les honoraires d'avocat et les frais de comptabilité et de transfert raisonnables liés à la création de la fiducie;
 - b) les honoraires d'avocat et les frais de comptabilité et de transfert raisonnables engagés pour la dissolution de la fiducie; et
 - c) les frais annuels, réels et raisonnables, engagés pour le maintien et l'administration de la fiducie, à savoir:
 - i) un maximum de 500 \$ pour un portefeuille ayant une valeur marchande de plus 100 000 \$, ou

- ii) un maximum de 5 000 \$ pour un portefeuille ayant une valeur marchande de plus de 100 000 \$, soit 0,5 pour cent sur les premiers 400 000 \$ et 0,25 pour cent sur la fraction en sus de 400 000 \$.

L'employé est responsable de tout rajustement de l'impôt sur le revenu qui pourrait découler du remboursement des frais de fiducie.



**Conflict of Interest
and
Post-Employment Code
for
Public Office Holders**

September 1985

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Copies available from the Office of the
Assistant Deputy Registrar General of Canada
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CONFLICT OF INTEREST AND POST-EMPLOYMENT CODE FOR PUBLIC OFFICE HOLDERS

Short Title

1. This Code may be cited as the *Conflict of Interest Code*.

Part I

INTERPRETATION AND APPLICATION

2.(1) In this Code,

“ADRG” means the Assistant Deputy Registrar General; (SRGA)

“department” means any department as defined in the *Financial Administration Act*, other than the staffs of the Senate, the House of Commons and the Library of Parliament; (ministère)

“ministerial exempt staff” means those persons on the staff of a Minister of the Crown. (personnel soustrait d’un ministre)

(2) For the purposes of this Part, “public office holder” means any officer or employee of Her Majesty in Right of Canada and includes:

- (a) a Minister of the Crown;
- (b) a parliamentary secretary;
- (c) a member of ministerial exempt staff;
- (d) a ministerial appointee;
- (e) a Governor in Council appointee, other than a judge receiving a salary under the *Judges Act*;
- (f) an employee of a department;
- (g) an employee of a separate employer as defined in the *Public Service Staff Relations Act*;
- (h) an officer, director or employee of a federal board, commission or other tribunal as defined in the *Federal Court Act*;
- (i) a member of the Canadian Armed Forces; and
- (j) a member of the Royal Canadian Mounted Police. (titulaire d’une charge publique)

3. This Code does not apply to the staff of the Senate, House of Commons and Library of Parliament and to the persons holding the following offices:

- (a) the Clerk of the Senate and Clerk of the Parliaments;
- (b) the Law Clerk and Parliamentary Counsel of the Senate;
- (c) the Assistant Clerk of the Senate;
- (d) the Gentleman Usher of the Black Rod;
- (e) the Clerk of the House of Commons;
- (f) the Clerk Assistants of the House of Commons;
- (g) the Sergeant-at-Arms;
- (h) the Law Clerk and Parliamentary Counsel of the House of Commons;
- (i) the Parliamentary Librarian; and
- (j) the Associate Parliamentary Librarian.

OBJECT

4. The object of this Code is to enhance public confidence in the integrity of public office holders and the public service

- (a) while encouraging experienced and competent persons to seek and accept public office;
- (b) while facilitating interchange between the private and the public sector;
- (c) by establishing clear rules of conduct respecting conflict of interest for, and post-employment practices applicable to, all public office holders; and
- (d) by minimizing the possibility of conflicts arising between the private interests and public duties of public office holders and providing for the resolution of such conflicts in the public interest should they arise.

APPLICATION

5.(1) This Code provides general and specific direction to assist public office holders in the furtherance of the principles set out in section 7.

(2) Conforming to this Code does not absolve individual public office holders of the responsibility to take such additional action as may be necessary to prevent real, potential or apparent conflicts of interest.

(3) Conforming to this Code does not absolve public office holders from conforming to any specific references to conduct contained in the statutes governing their particular department or office and to the relevant provisions of legislation of more general application such as the *Criminal Code*, the *Canadian Human Rights Act*, the *Privacy Act*, the *Financial Administration Act* and the *Public Service Employment Act*.

6.(1) Nothing in this Code shall be interpreted in a way that would impede Ministers of the Crown and parliamentary secretaries in the performance of their duties as members of the Senate or the House of Commons.

(2) Conforming to this Code does not absolve Ministers of the Crown and parliamentary secretaries from conforming to the Standing Orders and Procedures of the Senate or the House of Commons, as the case may be, and to the conflict of interest provisions of the *Senate and House of Commons Act*.

PRINCIPLES

7. Every public office holder shall conform to the following principles:

(a) public office holders shall perform their official duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of government are conserved and enhanced;

(b) public office holders have an obligation to act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;

(c) public office holders shall not have private interests, other than those permitted pursuant to this Code, that would be affected particularly or significantly by government actions in which they participate;

(d) on appointment to office, and thereafter, public office holders shall arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but if such a conflict does arise between the private interests of a public office holder and the official duties and responsibilities of that public office holder, the conflict shall be resolved in favour of the public interest;

(e) public office holders shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property right of the public office holder;

(f) public office holders shall not step out of their official roles to assist private entities or persons in their dealings with the government where this would result in preferential treatment to any person;

(g) public office holders shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public;

(h) public office holders shall not directly or indirectly use, or allow the use of, government property of any kind, including property leased to the government, for anything other than officially approved activities; and

(i) public office holders shall not act, after they leave public office, in such a manner as to take improper advantage of their previous office.

PROPAGATION

Certification

8.(1) Before or on assuming their official duties and responsibilities, Category A public office holders and Category B public office holders as defined in section 14 and public office holders as defined in section 54 shall sign a document certifying that they have read and understood this Code and that, as a condition of their holding office, they will observe this Code.

(2) Category A public office holders and Category B public office holders as defined in section 14 and public office holders as defined in section 54 shall sign the document described in subsection (1) within 120 days after the coming into force of this Code.

Annual Review

9. It is the responsibility of Category A public office holders and Category B public office holders as defined in section 14 and public office holders as defined in section 54 to review their obligations under this Code at least once a year.

Contracts

10.(1) It is the responsibility of every Category A public office holder and Category B public office holder as defined in section 14 who is negotiating a personal service contract to include in the contract appropriate provisions with respect to this Code in accordance with such directives as the Treasury Board may issue.

(2) Every Category A public office holder and Category B public office holder as defined in section 14 who is negotiating a government contract shall ensure that the contract includes safeguards, in accordance with such directives as the Treasury Board may issue, to prevent a former public office holder as defined in section 54, who does not comply with the compliance measures set out in Part III, from receiving benefit from the contract.

Education and Resource Centre

11.(1) The ADRG, in consultation with the Secretary of the Treasury Board, shall prepare informational and educational material about this Code for public office holders and the general public and, for the benefit of public officer holders, make appropriate arrangements for the preparation and implementation of training on conflict of interest and post-employment behaviour to promote compliance with the Code.

(2) The ADRG shall establish a resource centre of print, film, videotape and other material related to conflict of interest, post-employment behaviour and other ethical matters of concern to public office holders and to government.

SUPPLEMENTARY COMPLIANCE MEASURES

12.(1) The deputy head of a department in respect of whose employees the Treasury Board represents the Government as employer may augment the compliance measures set out in Parts II and III with supplementary procedures and guidance:

- (a) respecting conflict of interest and post-employment situations peculiar to the unique and special responsibilities of the department; and
- (b) reflecting any special requirements relating to employee conduct or interests contained in statutes governing the operations of the department.

(2) Before any supplementary procedures and guidance are implemented pursuant to subsection (1), Treasury Board approval is required.

DEALINGS WITH FORMER PUBLIC OFFICE HOLDERS

Obligation to Report

13.(1) Category A public office holders and Category B public office holders as defined in section 14 who have official dealings, other than dealings that consist of routine provision of a service to an individual, with former public office holders as defined in section 54, who are or may be governed by the measures set out in Part III, shall report those dealings to the designated official as defined in section 14.

(2) On receipt of a report under subsection (1), the designated official as defined in section 14 shall immediately determine whether the former public office holder as defined in section 54 is complying with the compliance measures set out in Part III.

(3) Category A public office holders and Category B public office holders as defined in section 14 shall not, in respect of a transaction, have official dealings with former public office holders as defined in section 54, who are determined pursuant to subsection (2) to be acting, in respect of that transaction, contrary to the compliance measures set out in Part III.

Part II

CONFLICT OF INTEREST COMPLIANCE MEASURES — GENERAL

INTERPRETATION

14. For the purposes of this Part and the Schedule,

“Category A public office holder” means:

- (a) a Minister of the Crown;
- (b) a parliamentary secretary designated as a Category A public office holder by the Minister of the Crown whom the parliamentary secretary assists;
- (c) a senior member of ministerial exempt staff and, in addition, any other member of ministerial exempt staff designated by the appropriate Minister of the Crown as a Category A public office holder;
- (d) subject to section 3, a full-time Governor in Council appointee, other than:
 - (i) a Lieutenant-Governor of a province,
 - (ii) a head of mission as defined in the *Department of External Affairs Act*,
 - (iii) a judge who receives a salary under the *Judges Act*, and
 - (iv) a commissioned officer of the Royal Canadian Mounted Police, other than the Commissioner of the Royal Canadian Mounted Police; or
- (e) a full-time ministerial appointee designated by the appropriate Minister of the Crown as a Category A public office holder holder. (titulaire d’une charge publique de la catégorie A)

“Category B public office holder” means:

- (a) an employee of a department for whom the Treasury Board represents the Government as employer;
- (b) a head of mission as defined in the *Department of External Affairs Act*, and
- (c) every member of ministerial exempt staff and every full-time ministerial appointee who is not designated as a Category A public office holder. (titulaire d’une charge publique de la catégorie B)

“designated authority” means:

- (a) in respect of Category A public office holders and Category B public office holders described in paragraph (c) of the definition “Category B public office holder”, the Prime Minister; and

(b) in respect of Category B public office holders described in paragraphs (a) and (b) of the definition “Category B public office holder”, the Treasury Board. (autorité désignée)

“designated official” means:

(a) in respect of Category A public office holders and Category B public office holders described in paragraph (c) of the definition “Category B public office holder”, the ADRG; and

(b) in respect of Category B public office holders described in paragraphs (a) and (b) of the definition “Category B public office holder”, the deputy head of the office holder’s department. (administrateur désigné)

“public office holder” means a Category A public office holder and a Category B public office holder. (titulaire d’une charge publique)

“Public Registry” means the registry where public documents are maintained by the ADRG for examination by the public. (Registre public)

OBJECT

15. This Part sets out the procedural and administrative requirements to be observed by public office holders in order to minimize the risk of conflict of interest and to permit the resolution of such conflicts of interest in favour of the public interest should any arise.

METHODS OF COMPLIANCE

16. The following conflict of interest compliance methods are used to comply with this Part:

(a) Avoidance, which is the avoidance of, or withdrawal from participation in, activities or situations that place public office holders in a real, potential or apparent conflict of interest relative to their official duties and responsibilities;

(b) Confidential Report, which is a written statement by a public office holder to a designated official of ownership of an asset, receipt of a gift, hospitality, or other benefit, or participation in any outside employment or activity. The designated official shall keep the statement confidential. Where a public office holder is subject to continuing direction in the performance of his or her official duties and responsibilities, a Confidential Report will, usually, be considered as compliance with the conflict of interest measures set out in this Part. In cases where a Confidential Report does not constitute such compliance, a Confidential Report is preliminary to a Public Declaration, resignation from activity or Divestment;

(c) Public Declaration, which is a written public statement by a public office holder of ownership of an asset, receipt of a gift, hospitality or other benefit, or participation in any outside employment or activity, where such ownership, receipt or participation could give rise to a conflict of interest or otherwise impair the ability of the public office holder to perform his or her official duties and responsibilities objectively; and

(d) Divestment, which is the sale at arm's length, or the placement in trust, of assets, where continued ownership by the public office holder would constitute a real or potential conflict of interest with the public office holder's official duties and responsibilities. The requirement to divest of such assets shall be determined in relation to the duties and responsibilities of the public office holder. For example, the more comprehensive the duties and responsibilities of the public office holder, the more extensive the Divestment needed and, conversely, the narrower the specialization of the duties and responsibilities of the public office holder, the narrower the extent of the Divestment needed.

17. Where there is doubt as to which method set out in section 16 is appropriate in order that a public office holder may comply with this Part, the designated official shall determine the appropriate method and, in doing so, shall try to achieve mutual agreement with the public office holder and shall take into account:

- (a) the specific responsibilities of the public office holder;
- (b) the value and type of the assets and interests involved; and
- (c) the actual costs to be incurred by divesting the assets and interests as opposed to the potential that the assets and interests represent for a conflict of interest.

SALE FOR CIRCUMVENTION PROHIBITED

18. A public office holder shall not sell or transfer assets to family members or other persons for the purpose of circumventing the conflict of interest compliance measures set out in this Part.

EXEMPT ASSETS

19. Assets and interests for the private use of public office holders and their families and assets that are not of a commercial character are not subject to the methods set out in section 16. Such assets, hereinafter referred to as "exempt assets", include:

- (a) residences, recreational property and farms used or intended for use by public office holders or their families;
- (b) household goods and personal effects;
- (c) works of art, antiques and collectibles;
- (d) automobiles and other personal means of transportation;
- (e) cash and deposits;
- (f) Canada Savings Bonds and other similar investments in securities of fixed value issued or guaranteed by any level of government in Canada or agencies of those governments;
- (g) registered retirement savings plans that are not self-administered;
- (h) registered home ownership savings plans;
- (i) investments in open-ended mutual funds;

- (j) guaranteed investment certificates and similar financial instruments;
- (k) annuities and life insurance policies;
- (l) pension rights;
- (m) money owed by a previous employer, client or partnership; and
- (n) personal loans receivable from the members of the public office holder's immediate family and small personal loans receivable from other persons where the public office holder has loaned the moneys receivable.

CONFLICT OF INTEREST COMPLIANCE MEASURES — CATEGORY “A” PUBLIC OFFICE HOLDERS

DUTIES OF THE ADRG

20.(1) Under the general direction of the Clerk of the Privy Council, the ADRG is charged with the administration of this Code and the application of the conflict of interest compliance measures set out in this Part as they apply to Category A public office holders.

(2) Information concerning the private interests of a Category A public office holder provided to the ADRG is confidential until a Public Declaration, if any, is made with respect to that information.

(3) It is the responsibility of the ADRG to ensure:

(a) that information provided under subsection (2) is placed in personal confidential files and in secure safekeeping; and

(b) that any information provided by Category A public office holders for a public purpose is placed in personal unclassified files in the Public Registry.

METHODS OF COMPLIANCE

21. Compliance with the conflict of interest compliance measures set out in this Part for Category A public office holders is achieved, as required by sections 24 to 35, by the following methods set out in section 16:

(a) Avoidance;

(b) Confidential Report;

(c) Public Declaration;

(d) Divestment.

PUBLIC EVIDENCE OF COMPLIANCE

22.(1) Once the arrangements made by a Category A public office holder to comply with the conflict of interest compliance measures set out in this Part are completed, a Summary Statement described in subsection (2) and any Public Declaration made pursuant to section 25, 32 and 35 shall be signed by the office holder and a certified copy of the Statement and any Public Declaration shall be placed in the Public Registry.

(2) The Category A public office holder referred to in subsection (1) shall, in the Summary Statement,

(a) state the methods of compliance used to comply with the conflict of interest compliance measures set out in this Part; and

(b) certify that he or she is fully cognizant of the compliance measures set out in Part III.

(3) All arrangements made by a Category A public office holder to comply with the conflict of interest compliance measures set out in this Part shall be approved:

- (a) in the case of Ministers of the Crown, by the Prime Minister; and
- (b) in the case of all other Category A public office holders, by the ADRG.

TIME LIMITS

23. Unless otherwise authorized by the ADRG, every Category A public office holder shall,

- (a) within 60 days after appointment, make a Confidential Report as required under sections 24 and 30;
- (b) within 120 days after appointment,
 - (i) make a Public Declaration pursuant to section 25 and as required under section 32,
 - (ii) divest controlled assets as required under section 27, and
 - (iii) sign a Public Declaration and a Summary Statement for placing in the Public Registry pursuant to section 22;
- (c) within 30 days after receipt of any gift, hospitality or other benefit, notify the ADRG as required under section 35; and
- (d) within 60 days after receipt of any gift, hospitality or other benefit, make a Public Declaration as required under section 35.

ASSETS AND LIABILITIES

Confidential Report

24. A Category A public office holder shall make a Confidential Report to the ADRG of all assets that are not exempt assets as described in section 19 and of all direct and contingent liabilities. Assets that are not exempt assets are either “declarable assets” or “controlled assets” unless, after a Confidential Report, the ADRG determines that they are of such minimal value that they do not constitute any risk of conflict of interest.

Declarable Assets

25.(1) A Category A public office holder may elect to make a Public Declaration of assets that are not controlled assets, as defined under section 26, in order to allow the office holder to deal with those assets, subject only to exercising vigilance to ensure that such dealings cannot give rise to a conflict of interest.

(2) Declarable assets include:

- (a) interests in family businesses and in companies that are of a local character, do not contract with the government, and do not own or control shares of public companies, other than incidentally, and whose stocks and shares are not traded publicly;
- (b) farms under commercial operation;

- (c) real property that is not an exempt asset as described in section 19; and
- (d) assets that are beneficially owned, that are not exempt assets as described in section 19, and that are administered at arm's length.

(3) Declarable assets that are not publicly declared pursuant to subsection (1) shall, for the purposes of section 27, be considered to be controlled assets and divested.

Controlled Assets

26.(1) For the purposes of this section and section 27, "controlled assets" means assets that could be directly or indirectly affected as to value by Government decisions or policy.

(2) Controlled assets, other than assets that are determined under section 24 to be of minimal value, shall be divested.

(3) Controlled assets include:

- (a) publicly traded securities of corporations and foreign governments;
- (b) self-administered Registered Retirement Savings Plans, except when exclusively composed of exempt assets as described in section 19; and
- (c) commodities, futures and foreign currencies held or traded for speculative purposes.

Divestment of Controlled Assets

27.(1) Subject to subsection (5), controlled assets are usually divested by selling them in an arm's length transaction or by making them subject to a trust arrangement, the most common of which are set out in the Schedule.

(2) Confirmation of sale and a copy of any executed trust instrument shall be filed with the ADRG. With the exception of a statement that a sale has taken place or that a trust exists, all information relating to the sale and the trust is confidential.

(3) For the purposes of this Code, trust arrangements shall be such that they do not leave in the hands of the Category A public office holder any power of management or decision over the assets placed in trust. The ADRG may serve as trustee of a frozen or retention trust but not of a blind trust.

(4) The ADRG has the responsibility for determining that a trust meets the requirements of this Code. Before a trust is executed or when a change from one trust option to another is contemplated a determination that the trust meets the requirements of this Code shall be obtained from the ADRG.

(5) Subject to the approval of the ADRG, a Category A public office holder is not required to divest controlled assets that are:

- (a) pledged to a lending institution as collateral;
- (b) of such value as to be practically non-marketable; or
- (c) lost or not available for disposition by the office holder.

(6) On the recommendation of the ADRG, a Category A public office holder may be reimbursed for trust costs incurred in an amount set out in the Schedule.

OUTSIDE ACTIVITIES

General

28. Category A public office holders' participation in activities outside their official duties and responsibilities is often in the public interest. Subject to sections 29 to 32, such participation is acceptable where it is not inconsistent with their official duties and responsibilities and does not call into question their capacity to perform their official duties and responsibilities objectively.

Prohibited Activities

29. Subject to section 31, Category A public office holders shall not, outside their official duties,

- (a) engage in the practice of a profession;
- (b) actively manage or operate a business or commercial activity;
- (c) retain or accept directorships or offices in a financial or commercial corporation;
- (d) hold office in a union or professional association; or
- (e) serve as a paid consultant.

Confidential Report of Outside Activities

30. Category A public office holders shall provide to the ADRG in a Confidential Report a listing of all their outside activities, including those in which they were engaged during the two year period before they assumed their official duties and responsibilities. That list shall include all involvements in activities of a philanthropic, charitable or non-commercial character and involvements as trustee, executor or under power of attorney.

31.(1) When the activities described in section 29 relate to the official duties and responsibilities of a Category A public office holder, the Category A public office holder may, in exceptional circumstances and with the approval required by subsection 22(3) become or remain involved in them, but may not accept remuneration for any activity, except as provided in subsection (3).

(2) A Category A public office holder may with the approval required by subsection 22(3) retain or accept directorships in organizations of a philanthropic, charitable or non-commercial character, but the office holder shall take great care to prevent conflict of interest from arising.

(3) Where the Prime Minister or a person designated by the Prime Minister is of the opinion that it is in the public interest, full-time Governor in Council appointees to Crown Corporations, as defined in the *Financial Administration Act*, may retain or accept directorships or offices in a financial or commercial corporation, and accept remuneration therefore, in accordance with compensation policies for Governor in Council appointees as determined from time to time.

Public Declaration of Outside Activities

32.(1) A Category A public office holder shall make a Public Declaration of the activities referred to in section 31 and of directorships and official positions listed in a confidential report under section 30.

(2) In co-operation with a Category A public office holder, the ADRG shall prepare the Public Declaration of outside activities to be made by that office holder.

GIFTS, HOSPITALITY AND OTHER BENEFITS

When Declined

33. Subject to section 34, gifts, hospitality or other benefits that could influence Category A public office holders in their judgment and performance of official duties and responsibilities shall be declined.

When Permissible

34.(1) Acceptance by Category A public office holders of offers of incidental gifts, hospitality or other benefits of nominal value arising out of activities associated with the performance of their official duties and responsibilities is not prohibited if such gifts, hospitality or other benefits:

- (a) are within the bounds of propriety, a normal expression of courtesy or protocol or within the normal standards of hospitality;
- (b) are not such as to bring suspicion on the office holder's objectivity and impartiality; and
- (c) would not compromise the integrity of the Government.

(2) Official gifts, hospitality and other benefits of nominal value received from governments or in connection with an official or public event are permitted, as are gifts, hospitality and other benefits from family members and close friends.

Public Declaration Required

35.(1) Notwithstanding section 34, where a Category A public office holder directly or indirectly receives any gift, hospitality or other benefit that has a value of \$200 or more, other than a gift, hospitality or other benefit from a family member or close friend, the Category A public office holder shall notify the ADRG and make a Public Declaration that provides sufficient detail to identify the gift, hospitality or other benefit received, the donor, and the circumstances.

(2) Where there is doubt as to the need for a Public Declaration or the appropriateness of accepting an offer of a gift, hospitality or other benefit, Category A public office holders shall consult the ADRG.

AVOIDANCE OF PREFERENTIAL TREATMENT

36.(1) A Category A public office holder shall not accord preferential treatment in relation to any official matter to family members or friends or to organizations in which they, family members or friends have an interest.

(2) A Category A public office holder shall take care to avoid being placed or the appearance of being placed under an obligation to any person or organization that might profit from special consideration on the part of the office holder.

FAILURE TO AGREE

37. Where a Category A public office holder and the ADRG disagree with respect to the appropriate arrangements necessary to achieve compliance with this Code, the appropriate arrangements shall be determined by the Prime Minister or by a person designated by the Prime Minister.

FAILURE TO COMPLY

38. Where a Category A public office holder does not comply with Parts I and II, the office holder is subject to such appropriate measures as may be determined by the designated authority, including, where applicable, discharge or termination of appointment.

SUBSEQUENT CHANGES

39. A Category A public office holder shall forthwith inform the ADRG of any changes in his or her assets, liabilities and outside activities that would be subject to a Confidential Report.

CONFLICT OF INTEREST COMPLIANCE MEASURES— CATEGORY “B” PUBLIC OFFICE HOLDERS

DUTIES OF THE DESIGNATED AUTHORITY

40. The designated authority may develop procedures and administrative arrangements for the implementation and administration of the conflict of interest compliance measures set out in this Part for Category B public office holders.

CONFIDENTIALITY

41. Information concerning the private interests of Category B public office holders provided to the designated official is confidential. It is the responsibility of the designated official to ensure that this information is placed in personal confidential files and in secure safekeeping.

METHODS OF COMPLIANCE

42. Compliance with the conflict of interest compliance measures set out in this Part for Category B public office holders is achieved, as required by sections 44 to 49, by the following methods set out in section 16:

- (a) Avoidance;
- (b) Confidential Report;
- (c) Divestment.

TIME LIMITS

43. Unless otherwise authorized by the designated official, every Category B public office holder shall:

- (a) within 60 days after appointment, make a Confidential Report as required under sections 44 and 47; and
- (b) within 120 days after appointment, divest assets as required under section 46.

ASSETS AND LIABILITIES

Confidential Report

44. A Category B public office holder shall make a Confidential Report to the designated official of all assets that are not exempt assets as described in section 19 and of all direct and contingent liabilities, where such assets and liabilities might give rise to a conflict of interest in respect of the office holder's official duties and responsibilities.

Assets and Liabilities Subject to Confidential Report

45. Assets and liabilities described under section 44 include:

- (a) publicly traded securities of corporations and foreign governments and self-administered Registered Retirement Savings Plans composed of such securities;
- (b) interests in partnerships, proprietorships, joint ventures, private companies and family businesses, in particular those that own or control shares of public companies or that do business with the Government;
- (c) farms under commercial operation;
- (d) real property that is not an exempt asset as described in section 19,
- (e) commodities, futures and foreign currencies held or traded for speculative purposes;
- (f) assets that are beneficially owned, that are not exempt assets as described in section 19 and that are administered at arm's length;
- (g) secured or unsecured loans granted to persons other than to members of the Category B public office holder's immediate family;
- (h) any other assets or liabilities that could give rise to a real or potential conflict of interest due to the particular nature of the Category B public office holder's duties and responsibilities; and
- (i) direct and contingent liabilities in respect of any of the assets described in this section.

Divestment of Assets

46.(1) A Category B public office holder shall divest assets where, following a Confidential Report, it is determined by the designated official that such assets constitute a real or potential conflict of interest. Such assets are usually divested either by selling them in an arm's length transaction or by making them subject to a trust arrangement, the most common of which are described in the Schedule.

(2) For the purposes of this Code, any trust arrangements shall be such that they do not leave in the hands of the Category B public office holder any power of management or decision over the assets placed in trust. The ADRG may serve as trustee of a frozen or retention trust but not of a blind trust.

(3) The ADRG has the responsibility for determining that a trust meets the requirements of this Code. Before a trust is executed or when a change from one trust option to another is contemplated, a determination that the trust meets the requirements of this Code shall be obtained from the ADRG.

(4) On the recommendation of the ADRG, the department of a Category B public office holder may reimburse the Category B public office holder for trust costs incurred in an amount set out in the Schedule.

OUTSIDE ACTIVITIES

47. Involvement in outside employment and other activities by Category B public office holders is not prohibited if such activities do not place on them demands inconsistent with their official duties and responsibilities or call into question their capacity to perform their

official duties and responsibilities objectively. It is the responsibility of a Category B public office holder to make a Confidential Report to the designated official of any outside activity in which the office holder is involved that is directly or indirectly related to the office holder's official duties and responsibilities. The designated official may require that such activity be curtailed, modified or cease when it has been determined that a real or potential conflict of interest exists.

GIFTS, HOSPITALITY AND OTHER BENEFITS

When Declined

48.(1) Subject to section 49, gifts, hospitality or other benefits that could influence Category B public office holders in their judgment and performance of official duties and responsibilities shall be declined.

(2) Acceptance, directly or indirectly, by Category B public office holders of any gifts, hospitality or other benefits not included under subsection 49(1) that are offered by persons, groups or organizations having dealings with the Government is not permitted.

When Permissible

49.(1) Acceptance by Category B public office holders of offers of incidental gifts, hospitality or other benefits of nominal value arising out of activities associated with the performance of their official duties and responsibilities is not prohibited if such gifts, hospitality or other benefits:

- (a) are within the bounds of propriety, a normal expression of courtesy or protocol or within the normal standards of hospitality;
- (b) are not such as to bring suspicion on the office holder's objectivity and impartiality; and
- (c) would not compromise the integrity of the Government.

(2) Where it is impossible to decline unauthorized gifts, hospitality or other benefits, Category B public office holders shall immediately report the matter to the designated official. The designated official may require that a gift of this nature be retained by the department or be disposed of for charitable purposes.

AVOIDANCE OF PREFERENTIAL TREATMENT

50.(1) A Category B public office holder shall not accord preferential treatment in relation to any official matter to family members or friends or to organizations in which the office holder, family members or friends have an interest.

(2) A Category B public office holder shall take care to avoid being placed or the appearance of being placed under an obligation to any person or organization that might profit from special consideration on the part of the Category B public office holder.

(3) A Category B public office holder shall seek the permission of his or her supervisor before offering assistance in dealing with the Government to any individual or entity where such assistance is outside the official role of that Category B public office holder.

FAILURE TO AGREE

51. Where a Category B public office holder and the designated official disagree with respect to the appropriate arrangements necessary to achieve compliance with this Code, the disagreement shall be resolved through grievance procedures that have been established for the Category B public office holder.

FAILURE TO COMPLY

52. Where a Category B public office holder does not comply with Parts I and II, the office holder is subject to such appropriate measures as may be determined by the designated authority, including, where applicable, discharge or termination of appointment.

SUBSEQUENT CHANGES

53. A Category B public office holder shall forthwith inform the designated official of any changes in his or her assets, liabilities and outside activities that would be subject to a Confidential Report.

Part III

COMPLIANCE MEASURES FOR FORMER PUBLIC OFFICE HOLDERS AND PUBLIC OFFICE HOLDERS ANTICIPATING DEPARTURE FROM PUBLIC OFFICE

INTERPRETATION

54. For the purposes of this Part,

“designated authority” means

- (a) the Prime Minister in the case of public office holders who are:
 - (i) Ministers of the Crown,
 - (ii) parliamentary secretaries,
 - (iii) full-time ministerial appointees,
 - (iv) members of ministerial exempt staff, designated by their Minister to be subject to this Part, and
 - (v) full-time Governor in Council appointees, other than commissioned officers of the Royal Canadian Mounted Police and heads of missions as defined in the *Department of External Affairs Act*;
- (b) the Treasury Board in the case of public office holders:
 - (i) who are employees of a department for whom the Treasury Board represents the Government as employer, and
 - (ii) heads of missions as defined in the *Department of External Affairs Act*;
- (c) the Minister of National Defence in the case of public office holders who are members of the Canadian Armed Forces; and
- (d) the Commissioner of the Royal Canadian Mounted Police in the case of public office holders who are members of the Royal Canadian Mounted Police. (autorité désignée)

“designated official” means:

- (a) in the case of a public office holder under paragraph (a) of the definition “designated authority”, the ADRG under the general direction of the Clerk of the Privy Council;

(b) in the case of a public office holder under paragraph (b) of the definition “designated authority”, the deputy head of the public office holder’s department or a person designated by the deputy head to administer the Code;

(c) in the case of a public office holder under paragraph (c) of the definition “designated authority”, the Chief of the Defence Staff or a person designated by the Chief of the Defence Staff to administer the Code, and

(d) in the case of a public office holder under paragraph (d) of the definition “designated authority”, the person designated by the Commissioner of the Royal Canadian Mounted Police to administer the Code. (administrateur désigné)

“public office holder” means:

(a) a Minister of the Crown;

(b) a parliamentary secretary;

(c) a full-time Governor in Council appointee, other than a Lieutenant-Governor of a province and a judge who receives a salary under the *Judges Act*;

(d) an employee of a department classified at a level of, or above, Senior Manager, or the equivalent, for whom Treasury Board represents the Government as employer;

(e) every member of ministerial exempt staff designated by their Minister to be subject to this Part;

(f) a full-time ministerial appointee designated by their Minister to be subject to this Part;

(g) every member of the Canadian Armed Forces at a rank of, or above, Colonel, or the equivalent;

(h) a Commissioned Officer of the Royal Canadian Mounted Police; and

(i) every incumbent in a position designated pursuant to section 55. (titulaire d’une charge publique)

DESIGNATED POSITIONS

55.(1) Where a position in a department in respect of whose employees Treasury Board represents the Government as employer is classified at a level below Senior Manager, or the equivalent, and involves duties and responsibilities that raise post-employment concerns with respect to the possibilities set out in section 57, the Treasury Board may, on the recommendation of the Minister responsible for the department, designate that position as being subject to this Part.

(2) Where a position in the Canadian Armed Forces that is classified at a rank below the rank of Colonel, or the equivalent, involves the duties and responsibilities described in subsection (1), the Minister of National Defence may designate that position as being subject to this Part.

(3) Where a position in the Royal Canadian Mounted Police that is classified at a rank below Commissioned Officer involves the duties and responsibilities described in subsection (1), the Solicitor General may designate that position as being subject to this Part.

EXCLUSION

56.(1) The Treasury Board may, on the recommendation of the Minister responsible for a department in respect of whose employees the Treasury Board represents the Government as employer, exclude positions or groups of positions in that department that are classified at a level of, or above, Senior Manager, or the equivalent, from the application of sections 59 and 60 if the positions or groups of positions meet the conditions set out in subsection (4).

(2) The Minister of National Defence may exclude positions or groups of positions in the Canadian Armed Forces that are classified at a rank of and above Colonel, or the equivalent, from the application of sections 59 and 60, if the positions or groups of positions meet the conditions set out in subsection (4).

(3) The Solicitor General may exclude positions or groups of positions that are classified at a rank of Commissioned Officer from the application of sections 59 and 60, if the positions or group of positions meet the conditions set out in subsection (4).

(4) Positions or groups of positions may be excluded under subsections (1) to (3) if the positions or groups of positions:

- (a) do not involve duties and responsibilities that raise post-employment concerns with respect to the possibilities set out in section 57; or
- (b) are occupied by persons with knowledge and skills that, in the public interest, should be transferred rapidly from the Government to private and other governmental sectors.

OBJECTS

57. Public office holders shall not act, after they leave public office, in such a manner as to take improper advantage of their previous public office. Observance of this Part will minimize the possibilities of:

- (a) allowing prospects of outside employment to create a real, potential or apparent conflict of interest for public office holders while in public office;
- (b) obtaining preferential treatment or privileged access to government after leaving public office;
- (c) taking personal advantage of information obtained in the course of official duties and responsibilities until it has become generally available to the public; and
- (d) using public office to unfair advantage in obtaining opportunities for outside employment.

COMPLIANCE MEASURES

Before Leaving Office

58.(1) Public office holders should not allow themselves to be influenced in the pursuit of their official duties and responsibilities by plans for or offers of outside employment.

(2) Subject to subsection (4), a public office holder shall disclose in writing to the designated official all firm offers of outside employment that could place the public office holder in a position of conflict of interest.

(3) Subject to subsection (4), a public office holder who accepts an offer of outside employment shall immediately disclose in writing to the designated official the acceptance of the offer. In such an event, where it is determined by the designated official that the public office holder is engaged in significant official dealings with the future employer, the public office holder shall be assigned to other duties and responsibilities as soon as possible. The period of time spent in public office following such an assignment shall be counted towards the limitation period on employment imposed under sections 60 and 61.

(4) Disclosure under subsections (2) and (3), shall be:

(a) in the case of Ministers of the Crown, to the Prime Minister;

(b) in the case of deputy heads, to a person designated by the Prime Minister;

(c) in the case of ministerial exempt staff, full-time ministerial appointees and full-time Governor in Council appointees other than those referred to in paragraph (b), to the appropriate Minister of the Crown; and

(d) in the case of parliamentary secretaries, to the Minister of the Crown whom the parliamentary secretary assists.

After Leaving Office

Prohibited Activities

59. At no time shall a former public office holder act for or on behalf of any person, commercial entity, association, or union in connection with any specific ongoing proceeding, transaction, negotiation or case to which the Government is a party:

(a) in respect of which the former public office holder acted for or advised a department; and

(b) which would result in the conferring of a benefit not for general application or of a purely commercial or private nature.

Limitation Period

60. Former public office holders, except for Ministers of the Crown for whom the prescribed period is two years, shall not, within a period of one year after leaving office,

(a) accept appointment to a board of directors of, or employment with, an entity with which they had significant official dealings during the period of one year immediately prior to the termination of their service in public office;

(b) make representations for or on behalf of any other person or entity to any department with which they had significant official dealings during the period of one year immediately prior to the termination of their service in public office; or

(c) give counsel, for the commercial purposes of the recipient of the counsel, concerning the programs or policies of the department with which they were employed, or with

which they had a direct and substantial relationship during the period of one year immediately prior to the termination of their service in public office.

Reduction of Limitation Period

61.(1) On application from a public office holder or former public office holder, the designated authority may reduce the limitation period on employment imposed under section 60.

(2) In deciding whether to reduce the limitation period on employment imposed under section 60, the designated authority shall consider the following factors:

- (a) the circumstances under which the termination of their service in public office occurred;
- (b) the general employment prospects of the public office holder or former public office holder making the application;
- (c) the significance to the Government of information possessed by the public office holder or former public office holder by virtue of that office holder's public office;
- (d) the desirability of a rapid transfer from the Government to private or other governmental sectors of the public office holder's or former public office holder's knowledge and skills;
- (e) the degree to which the new employer might gain unfair commercial advantage by hiring the public office holder or former public office holder;
- (f) the authority and influence possessed by the public office holder or former public office holder while in public office; and
- (g) the disposition of other cases.

(3) Decisions made by the designated authority shall be provided in writing to the applicant under subsection (1) and to all departments affected by the decision.

ADVISORY PANELS

62. The designated authority may convene advisory panels to advise the designated authority on the application of the compliance measures set out in this Part in particular cases and to help a public office holder or former public office holder understand how the compliance measures set out in this Part apply to his or her particular case. Advisory panels shall respond without delay to any requests for advice.

EXIT ARRANGEMENTS

63. Prior to a public office holder's official separation from public office, the designated official shall, in order to facilitate the observance of the compliance measures set out in this Part, communicate with the public office holder to advise about post-employment requirements.

RECONSIDERATION

64. A public office holder or former public office holder may apply to the designated authority for reconsideration of any determination respecting that office holder's compliance with this Part or any decision respecting the reduction of the limitation period. On receipt of an application for reconsideration, the designated authority may convene an advisory panel to make recommendations respecting the reconsideration.

FAILURE TO COMPLY

65. Where a public office holder does not comply with the compliance measures set out in this Part, the office holder is subject to such appropriate measures as may be determined by the designated authority, including, where applicable, discharge or termination of appointment.

Part IV

COMPLIANCE MEASURES FOR EMPLOYEES OF CROWN CORPORATIONS AND FOR PUBLIC OFFICE HOLDERS AS DEFINED IN SECTION 2 WHO ARE NOT SUBJECT TO PART II OR PART III

CROWN CORPORATIONS

66. Crown corporations that are subject to Divisions I to IV of Part XII of the *Financial Administration Act* shall be subject to compliance measures established by, and in accordance with, the established practices of their own organization.

LIEUTENANT-GOVERNORS OF A PROVINCE

67. Such provisions of the conflict of interest compliance measures set out in Part II as may be relevant shall be brought to the attention of Lieutenant-Governors at the time of their appointment.

CANADIAN ARMED FORCES

68. Part I applies to members of the Canadian Armed Forces but in lieu of the conflict of interest compliance measures set out in Part II, members of the Canadian Armed Forces shall be governed in accordance with the Code of Service Discipline and any regulations and orders made pursuant to the *National Defence Act* respecting conflict of interest.

ROYAL CANADIAN MOUNTED POLICE

69. Part I applies to members of the Royal Canadian Mounted Police but in lieu of the conflict of interest compliance measures set out in Part II, members of the Royal Canadian Mounted Police shall be governed in accordance with the conflict of interest provisions of the *Royal Canadian Mounted Police Act* and the Commissioner's Standing Orders.

INTERCHANGE CANADA

70.(1) Before entering into an Interchange Canada agreement to accept a person on assignment, the parties to the agreement shall satisfy themselves that there is no risk of conflict of interest or that the risk of conflict of interest is not significant. If the parties determine that the risk of conflict of interest is significant, the parties shall make such provisions as are necessary to prevent the conflict of interest from arising.

(2) Persons entering public office on an Interchange Canada assignment shall not act, after they leave such office, in such a manner as to take improper advantage of that office.

BOARDS, COMMISSIONS AND OTHER TRIBUNALS

71.(1) Officers, directors and employees of any federal board, commission or other tribunal as defined in the *Federal Court Act* shall be subject to the compliance measures established by their own board, commission or other tribunal.

(2) Federal boards, commissions and other tribunals as defined in the *Federal Court Act* shall establish, in consultation with the ADRG, written compliance measures that shall be adopted within one year of the coming into force of the Code and published in the first annual report of the board, commission or tribunal following the adoption of the compliance measures.

SEPARATE EMPLOYERS

72.(1) Part II in respect of Category B public office holders applies, with such modifications as the circumstances require, to the employees of a separate employer as defined in the *Public Service Staff Relations Act*, with the exception that the designated authority for such employees is the Chief Executive Officer, or the equivalent, of the separate employer.

(2) Part III applies, with such modifications as the circumstances require, to the employees of a separate employer as defined in the *Public Service Staff Relations Act* who are classified at a level of, or above, the equivalent of Senior Manager, with the exception that the designated authority for such employees is the Chief Executive Officer, or the equivalent, of the separate employer.

Part V

TRANSITION

73. Where a person has been appointed to hold office during good behaviour prior to the coming into force of this Code, adherence to the compliance measures set out in this Code is voluntary unless the public office holder is reappointed after the coming into force of this Code.

74. Where a Category A public office holder, Category B public office holder as defined in subsection 2(2) or a public office holder as defined in section 54 was, immediately prior to the coming into force of this Code, subject to any conflict of interest guidelines or post-employment guidelines of the Government, the public office holder shall continue to be subject to those guidelines, in lieu of this Code, until a review of his or her compliance arrangements under this Code is completed by the designated official. The designated official shall complete the review of those compliance arrangements within one year after the date that the public office holder signs a document pursuant to subsection 8(2).

Schedule

TRUSTS

1. The following trusts are examples of the most common trusts that may be established by public office holders for the purpose of divestment under the Code:

a) *BLIND TRUST*

A blind trust is one in which the trustee makes all investment decisions concerning the management of the trust assets with no direction from or control by the public office holder who has placed the assets in trust.

No information is provided to the public office holder (settlor) except information that is required by law to be filed. A public office holder who establishes a blind trust may receive any income earned by the trust, add or withdraw capital funds, and be informed of the aggregate value of the entrusted assets.

b) *FROZEN TRUST*

A frozen trust is one in which the trustee maintains the holdings essentially as they were when the trust was established. Public office holders who establish a frozen trust are entitled to any income earned by the trust.

Assets requiring active decision making by the trustee (such as convertible securities and real estate) or assets easily affected by Government action are not considered suitable for a frozen trust.

c) *RETENTION TRUST*

A retention trust is one in which the trustee maintains rights in holding companies, established for estate planning purposes, essentially as they were when the trust was established. The settlor makes arrangements to have third parties exercise his or her voting rights in relation to the shares in the holding company as long as such arrangements will not result in a conflict of interest. Retention trusts usually do not generate income for the settlor.

This form of divestment is useful for a public office holder who has assets to be held under special proper management through a holding company for estate planning purposes.

PROVISIONS COMMON TO ALL TRUSTS

2. Provisions common to all trusts are:

(a) Custody of the Assets:

The assets to be placed in trust must vest in the trustee.

(b) Power of Management or Control:

The public office holder (settlor) may not have any power of management or control over trust assets. The trustee, likewise, may not seek or accept any instruction or advice from the public office holder concerning the management or the administration of the assets.

(c) Schedule of Assets:

The assets placed in trust shall be listed on a schedule attached to the trust agreement.

(d) Duration of Trust:

The term of any trust is to be for as long as the public office holder who establishes the trust continues to hold an office that makes that method of divestment appropriate. A trust may be dismantled once the trust assets have been depleted.

(e) Return of Trust Assets:

Whenever a trust agreement is dismantled, the trustee shall deliver the trust assets to the public office holder.

TRUSTEES

3. Care must be exercised in selecting trustees for each type of trust arrangement. If a single trustee, other than the ADRG, is appointed, the trustee should be:

- (a) a public trustee;
- (b) a company, such as a trust company or investment company, that is public and known to be qualified in performing the duties of a trustee; or
- (c) an individual who performs trustee duties in the normal course of his or her work.

4. If a single trustee is appointed he or she shall clearly be at arm's length from the public office holder.

5. If more than one trustee is selected, at least one of them shall be a public trustee or a company at arm's length from the public office holder.

TRUST INDENTURE

6. Acceptable blind, frozen and retention trust indentures are available from the ADRG. Any amendments to such trust indenture shall be submitted to the ADRG before it is executed.

FILING OF TRUST DOCUMENTS

7. Under the trust options available, public office holders are required to file with the ADRG a copy of any trust instrument. Except for the fact that a trust exists, detailed trust information will be kept in the public office holder's confidential file and will not be made available to anyone for any purpose.

REIMBURSEMENT FOR COSTS INCURRED

8. On the recommendation of the ADRG, the following reimbursements for costs of trusts established to comply with the Conflict of Interest Compliance Measures set out in this Code may be permitted:

- (a) reasonable legal, accounting and transfer costs to establish the trust;
- (b) reasonable legal, accounting and transfer costs to dismantle the trust; and
- (c) annual, actual and reasonable costs to maintain and administer the trust, as follows:
 - (i) up to a maximum of \$500 for a portfolio with a market value of \$100,000 or less, or
 - (ii) up to a maximum of \$5,000 for a portfolio with a market value over \$100,000, 1/2 of 1% on the first \$400,000 and 1/4 of 1% on the remaining value.

The public office holder is responsible for any income tax adjustment that may result from the reimbursement of trust costs.

PRINCIPLES

Every public office holder shall conform to the following principles:

- (a) public office holders shall perform their official duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of government are conserved and enhanced;
- (b) public office holders have an obligation to act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
- (c) public office holders shall not have private interests, other than those permitted pursuant to this Code, that would be affected particularly or significantly by government actions in which they participate;
- (d) on appointment to office, and thereafter, public office holders shall arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but if such a conflict does arise between the private interests of a public office holder and the official duties and responsibilities of that public office holder, the conflict shall be resolved in favour of the public interest;
- (e) public office holders shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property right of the public office holder;
- (f) public office holders shall not step out of their official roles to assist private entities or persons in their dealings with the government where this would result in preferential treatment to any person;
- (g) public office holders shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public;
- (h) public office holders shall not directly or indirectly use, or allow the use of, government property of any kind, including property leased to the government, for anything other than officially approved activities; and
- (i) public office holders shall not act, after they leave public office, in such a manner as to take improper advantage of their previous office.



Memorandum

To: Members of the Audit Committee Our File: 2015
1009.3

From: Garry A. Comber

Date: May 25, 1987

Re: New Banking Resolution, Halifax Account.

BACKGROUND

Officials of the Office of the Auditor-General of Canada have suggested that, as ICOD's budget is growing and as there is now a Finance Officer, it would be prudent for ICOD to implement the traditional requirement for two signatures on any ICOD cheque or other form of request for drawing funds from the bank.

PROPOSAL

The attached Banking Resolution indicates that the first signature on a cheque or other request for the drawing funds would be that of either the Finance Officer or the Administrative Officer. The Administrative Officer is included as there will be occasions when the Finance Officer is on vacation, on business travel, or ill. The Administrative Officer (Paula Scott) is the ICOD Officer who has been designated as backup for the Finance Officer. It should be noted that Paula Scott kept ICOD's accounts until the arrival of the Finance Officer and is fully conversant with ICOD's accounting procedures. The standard operating practice will be that the Finance Officer will sign all cheques when he is present.

The proposal for the second signature is a simplification of the previous banking resolution in that three Officers of the Company, the Chairman, the President, and the Secretary-Treasurer would have signing authority. We have never had to utilize the authority granted in the previous banking resolution for two Directors to sign in lieu of the President or Secretary-Treasurer. Therefore, we are suggesting dropping this provision. At the present time, the standard operating practice is that the Secretary-Treasurer signs the vast majority of ICOD's cheques. The President has been asked to sign only in the absence of the Secretary-Treasurer and for cheques payable to the Secretary-Treasurer.

(Name of Company)

BANKING RESOLUTION OF DIRECTORS

Elisabeth
I have contacted a lawyer and this wording will be changed

RESOLVED:

1. THAT an account in the name of the Company shall be kept at THE BANK OF NOVA SCOTIA (herein called the "Bank".)

STATE TITLES RATHER THAN NAMES

2. THAT any two of A) the Chairman, the Secretary-Treasurer or the President; and B) the Finance Officer or the Administrative Officer be and are

hereby authorized on behalf of the Company:

- (a) to borrow money from the Bank upon the credit of the Company on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable;
(b) to assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Company, real or personal, moveable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Company's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Company to the Bank and to empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property;
(c) to sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Company all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by and other banking business of the Company.

STATE TITLES RATHER THAN NAMES

3. THAT any one of the Chairman, the President, the Secretary-Treasurer, the Finance Officer, or the Administrative Officer

be and is hereby authorized on behalf of the Company:

- (a) to negotiate with or transfer to the Bank for deposit or discount with or collection by the Bank (but for the credit of the Company's account only) cheques, promissory notes, bills of exchange, drafts, orders for the payment of money and other instruments, whether negotiable or not, purporting to be signed or endorsed on behalf of the Company by any one of them or having the name of the Company impressed thereon by rubber stamp or other device without any signature;
(b) to arrange, settle, balance and certify all books and accounts between the Company and the Bank and to receive all paid cheques and other vouchers, unpaid and unaccepted bills of exchange and other negotiable instruments and to sign the Bank's form of settlement of balances and release;
(c) to delegate any authority conferred on such person by sub-paragraphs (a) and (b) of this paragraph to any other employee of the Company, by notice in writing filed with the Bank.

4. THAT all agreements, documents and instruments signed, made, drawn, accepted, endorsed or executed as aforesaid shall be valid and binding on the Company.

5. THAT the Company shall furnish the Bank with a list of the names of all persons authorized by this Resolution to do any act or thing, together with specimens of their signatures, and shall notify the Bank from time to time in writing of all changes of such persons; and such list when received by the Bank shall be binding on the Company until written notice to the contrary shall have been given to the Bank and receipt of such notice acknowledged by the Bank.

6. THAT this Resolution shall be communicated to the Bank and shall continue in force as between the Company and the Bank until written notice to the contrary shall have been given to the Bank and receipt of such notice acknowledged by the Bank.

CERTIFICATE

(For use by Companies to which the Companies Act of British Columbia or Newfoundland applies)

I hereby certify that the foregoing is a true copy of a Resolution duly

[*DELETE WHICHEVER IS INAPPLICABLE]

*passed at a meeting of the Directors of the Company held on day of 19...

*signed by all the Directors of the Company in the manner authorized by law

and that the said Resolution is now in full force and effect.

I further certify that, according to the Memorandum and Articles of Association of the Company, the Directors have full power to enact the foregoing Resolution so as to bind the Company in all respects and that all the provisions of the applicable Companies Act which are conditions precedent to the borrowing of money have been fulfilled.

(CORPORATE SEAL) DATE

SECRETARY

CERTIFICATE

(For use by Companies other than those to which the Companies Act of British Columbia or Newfoundland applies)

I/We hereby certify that the foregoing is a true copy of a Resolution duly

[*DELETE WHICHEVER IS INAPPLICABLE]

*passed at a meeting of the Directors of the Company held on day of 19...

*signed by all the Directors of the Company in the manner authorized by law

and that the said Resolution is now in full force and effect.

DATE RECEIVED
RECORDED
APPROVED
GO INSPECTOR

(CORPORATE SEAL)

DATE

** PRESIDENT

SECRETARY

** (Additional signature of President required for Alberta Companies Only)



Memorandum

Confidential

BD87/D30

1009.3

To: Members of the Board of Directors Our File:

From: Ellen McLean

Date: June ¹⁰/₄, 1987

Re: Audit Committee Meeting - May 29, 1987

The Audit Committee met on May 29, 1987 to review ICOD's Audited Financial Statements and to discuss other items indicated on the attached Agenda.

The comments of the officials of the Office of the Auditor General can be found in the attached draft minutes of our meeting. No major problems were identified and we have noted a number of points for follow-up by ICOD.

I trust the attached documents will provide the basis for a fruitful discussion at the forthcoming Board Meeting.

A handwritten signature in cursive script that reads "Ellen McLean".

Ellen McLean
Chairman
Audit Committee

Excerpt from the Conflict of
Interest and Post Employment
Code for Public Office Holders
dated September 1985.

PRINCIPLES

Every public office holder shall conform to the following principles:

- (a) public office holders shall perform their official duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity and impartiality of government are conserved and enhanced;
- (b) public office holders have an obligation to act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
- (c) public office holders shall not have private interests, other than those permitted pursuant to this Code, that would be affected particularly or significantly by government actions in which they participate;
- (d) on appointment to office, and thereafter, public office holders shall arrange their private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but if such a conflict does arise between the private interests of a public office holder and the official duties and responsibilities of that public office holder, the conflict shall be resolved in favour of the public interest;
- (e) public office holders shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property right of the public office holder;
- (f) public office holders shall not step out of their official roles to assist private entities or persons in their dealings with the government where this would result in preferential treatment to any person;
- (g) public office holders shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public;
- (h) public office holders shall not directly or indirectly use, or allow the use of, government property of any kind, including property leased to the government, for anything other than officially approved activities; and
- (i) public office holders shall not act, after they leave public office, in such a manner as to take improper advantage of their previous office.



Office of the Assistant Deputy
Registrar General of Canada

4th Floor
Trafalgar Building
207 Queen Street
Ottawa, Ontario
K1A 0C9

Bureau du Sous-registraire
général adjoint du Canada

4^e étage
Édifice Trafalgar
207, rue Queen
Ottawa, Ontario
K1A 0C9

2009.1.5

PROTECTED - PERSONAL INFORMATION

May 14, 1987

ICOD / CIEO
RECEIVED HFX.

DATE May 25/87
ACTION Mr Vernon

Mr. Gary C. Vernon
President
International Centre for Ocean Development
5670 Spring Garden Road
9th Floor
Halifax, Nova Scotia
B3J 1H6

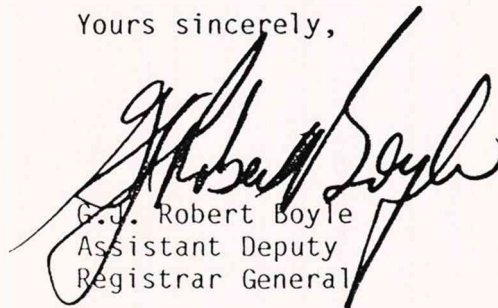
Dear Mr. Vernon,

Thank you for your letter of May 12, 1987, informing me that the International Centre for Ocean Development has adopted the Conflict of Interest and Post Employment Code for Public Service. A note to that effect has been placed in the Public Registry, maintained by the Assistant Deputy Registrar General, and the Minister responsible for your corporation will be informed accordingly.

I look forward to receiving additional information regarding the compliance measures adopted by your Board of Directors later in June. If at any time in the future you introduce any revisions to the compliance measures for your employees, we should be advised and receive a copy of all changes so that they can also be placed in the Public Registry.

I very much appreciate your cooperation in this matter. If I can be helpful in any matters pertaining to the conflict of interest issue, please do not hesitate to contact me.

Yours sincerely,



G.J. Robert Boyle
Assistant Deputy
Registrar General



Memorandum

To: Elisabeth Mann Borgese Our File: 4016
From: Wendy Harrington *Wendy A*
Date: June 17, 1987
Re: LOAN OF MAP

This memo will acknowledge that the map:

General Bathymetric Chart of the Oceans (GEBCO)

has been loaned to the International Ocean Institute (IOI) from the ICOD library for use during the present Training Programme course.

It also requests that the map be returned at the end of the course.

Thank you.

Wendy Harrington
Administration Officer
Information Division

WH/ad

cc: Bridget McConnell



THE PROPOSED ICOD YEARLY SEMINAR:

OUTLINE OF PLAN TO ORGANIZE THE 1988 SEMINAR

A. ORIGIN OF IDEA

- Idea proposed at Board of Directors Annual Meeting in June 1987 where the following points were noted:
 - 1) First seminar would be on the "The contribution of the marine sector to development".
 - 2) Seminar to be presented in different Canadian cities each year. Approximately 100 guests to be invited to first seminar.
 - 3) Seminar to be understandable to a lay audience.
 - 4) Seminar presentation to be followed by roundtable discussion with ICOD Board members and staff and perhaps invited guests followed by comments from the floor.

B. OBJECTIVES

- 1) To provide a forum for the discussion of major issues underlying ocean development and the law of the sea.
- 2) To provide a focal point for ICOD Board Members (and staff) to discuss in roundtable fashion ocean development issues affecting the world and in particular developing countries.
- 3) To enhance the profile of ICOD locally (in various Canadian cities as seminar is expected to be held in different locations from year to year) and, through publication of the seminar proceedings, nationally and internationally.

C. TOPIC

- Suggested working title: "The contribution of the marine sector to national and global GNP, with particular reference to food, energy (offshore oil), international trade, and tourism."



D. SPEAKER

- Should be an economist for first seminar.
- ICOD Chairman proposed that Dr. Orio Giarini, a Geneva-based economist, member of the Club of Rome, and author of Dialogue on Wealth and Welfare, a report to the Club of Rome, be contracted to prepare seminar. PLEASE REFER TO ATTACHMENTS 1 AND 2 for details.

E. SCHEDULING

- Presentation of seminar on May 25th, immediately prior to 1988 ICOD Board meeting of May 26-27.
- Publication of proceedings of seminar and roundtable discussion about 6-8 months after presentation.

F. AUDIENCES

- About 100 community leaders and persons involved in ocean affairs (mainly from local area but also including other Canadians).
- ICOD Board of Directors.
- All ICOD 'clients' and others in ocean affairs outside the local area for publication of seminar proceedings.

G. VENUES

- Presentation of seminar at World Trade and Convention Centre (WTCC).
- Reception also at WTCC.
- Dinner for speaker with Board of Directors at restaurant to be determined later.



H. FORMAT

- 3:00 to 3:15 p.m. - official start of seminar and welcome/introduction of speaker, ICOD, and ICOD seminar series by Chairman and President of the Centre.
- 3:15 to 4:00 p.m. - presentation of seminar by Dr. Orio Giarini.
- 4:00 to 4:15 p.m. - Coffee Break
- 4:15 to 5:00 p.m. - panel discussion led by speaker, members of ICOD Board of Directors and staff, and invited experts in ocean-related affairs. Also, discussion and comments from the floor.
- 5:00 - 5:30 p.m. - Break
- 5:30 to 7:00 p.m. - Reception.
- 7:00 to 9:00 p.m. - Dinner for speaker and Board.

I. SIMULTANEOUS TRANSLATION

- Costs for simultaneous translation of all aspects of the seminar including the panel discussion have not been included under "Estimated Costs" below.
- ICOD will ascertain whether or not these services are required after replies from invitations to the seminar have been received.
- Expected costs for simultaneous translation and production of French typescript after the seminar would be about \$1600.

J. PUBLICATION

- Detailed plans for publishing the seminar proceedings (and associated costs) have not been worked out as much will depend on the specific contract let with Dr. Giarini and the length of the resulting transcript.
- Tentatively, we would plan to produce the proceedings at a minimum cost to ICOD via arrangements with outside publishers if possible.
- Publication would require review of manuscripts and would not be completed until 6-8 months after the seminar.



K. BASIC TIMETABLE AND PROPOSED PUBLICITY

- July 24, 1987 - Send preliminary plan and cost breakdown to Chairman of ICOD.
- End August - Draft outline at ICOD of desired seminar content, guidelines for speaker, and contract terms.
- Contact potential speaker by phone and telex.
- End September - Circulate proposal to Board of Directors.
- End October - Establish contract to prepare seminar.
- Book local arrangements (dates, rooms, etc.).
- End December - Prepare list of VIP's (and addresses) to be invited to seminar.
- End January, 1988 - Receive material from speaker to be prepared as slides by ICOD.
- End February - Print invitations to seminar to mail to VIP's.
- Receive draft version at ICOD of seminar typescript together with biographical notes on speaker.
- Mail invitations to VIP's.
- Approve final brochure text for printing. [Brochure would contain abstract of seminar content, description of seminar purpose and objectives, and short biography of speaker. It would be handed out to the audience at the seminar and perhaps used to promote the second seminar in a different city.]
- Mid March - Circulate seminar typescript to Board of Directors.
- Send completed slides to speaker (retain duplicates at ICOD).



- End April
- Receive printed brochures at ICOD.
 - Receive (if needed only) final corrected draft of seminar typescript at ICOD.
- May 20
- Press release sent out on the seminar.
- May 24
- Speaker arrives in Halifax.
 - Speaker (possibly with Chairman and President) is interviewed on local TV and/or radio.
- May 25
- Seminar presentation as outlined under "FORMAT"
- June 10
- Written comments on seminar from Board of Directors received at ICOD.



L. ESTIMATED COSTS

Cost	Item
Preparation of Seminar	
\$ 4,500	1 - Contract for seminar preparation by speaker with ICOD [see attachment 2].
1,200	2 - Preparation of audio-visual materials for speaker by ICOD. [Assumes will prepare about 20-25 professional colour slides of graphical material for the speaker. This will enable us to control the quality of the visual presentation.]
Travel and Accommodation for Speaker	
\$ 2,526	1 - Return air fare (business class from Geneva).
340	2 - 4 nights @ \$85 at the Prince George Hotel.
185	3 - Per diem for 5 days.
Local Arrangements	
\$ 225	1 - Rental of seminar room for 2 hours (World Trade and Convention Centre).
620	2 - Liquor at reception for 100 people.
900	3 - Food at reception for 100 people.
600	4 - Dinner for Board of Directors plus speaker.
200	5 - Decorations and flowers for seminar and reception rooms; name tags; microphone; etc.
Promotion and Publicity	
\$ 1,000	1 - Brochure on seminar series.
500	2 - Invitations to VIP's and postage.
\$ 1,200	Contingency for Inflation and Miscellaneous Expenses
<hr/>	
\$13,996	TOTAL COST

ATTACHMENT 1:

ITX TELEX 0500 4523358 AUTO MSG 249
CONNECTED 14-Aug-87 10:46 57

Telex from
ICOD to
Dr. Giarini

162750 0846 140887
INTLX MTL CA
ICOD HFX

FTS
4523358+
23358 SOYX CH
ICOD HFX

GA

14-AUG-87 08:53

23358 SOYX CH
ICOD HFX

OUR MESSAGE #IIN0005

TELEX TO:
DR. ORIO GIARINI
GENEVA, SWITZERLAND

RE: PAPER & SEMINAR FOR ICOD
CONTRACT #177

CONFIRMING CONVERSATION, INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT (ICOD) WISHES TO ESTABLISH CONTRACT WITH YOU TO:
(1) PREPARE FORWARD-LOOKING PAPER ON CONTRIBUTION OF MARINE SECTOR TO ECONOMIC DEVELOPMENT AND (2) PRESENT PAPER AT SEMINAR AND ROUNDTABLE DISCUSSION IN HALIFAX MAY 25, 1988.

IF BASIC DETAILS NOTED BELOW ARE ACCEPTABLE, PLEASE ADVISE BY RETURN TELEX INCLUDING POINT-FORM OUTLINE OF SUBJECT AREAS YOU ANTICIPATE COVERING IN PAPER. EXCHANGE OF TELEXES CAN SERVE AS CONTRACT AND WORK CAN BEGIN ONCE ACCEPTANCE RECEIVED.

(1) CLEAN TYPESCRIPT OF PAPER DUE END FEBRUARY 1988 AT ICOD. NOTE: ICOD WILL LIKELY PUBLISH PAPER (AFTER REVIEW) FALL 1988.

(2) SEMINAR MAY 25TH, 1988 (3 P.M.) TO ABOUT 200 INVITED LEADERS INVOLVED IN CANADIAN OCEAN AFFAIRS. PRESENTATION FOLLOWED BY PANEL DISCUSSION.

(3) FEE FOR ABOVE \$2000 (CANADIAN) PAYABLE AFTER SEMINAR. ICOD WOULD PAY TRAVEL AND ACCOMODATION EXPENSES.

(4) BRIEF INTERVIEWS ON LOCAL RADIO OR TV MAY BE INCLUDED IN SEMINAR PREPARATION.

(5) TOPICS WE WOULD LIKE ADDRESSED INCLUDE:

- NATURE AND CONTRIBUTION OF MARINE SECTOR TO NATIONAL AND GLOBAL GNP (INCLUDING EFFECTS OF LAW OF THE SEA)
- FOCUS ON CONTRIBUTIONS OF MARINE SECTOR TO FOOD, ENERGY, INTERNATIONAL TRADE, AND TOURISM
- APPROACHES TO CAPITALIZING ON MARINE SECTOR FOR DEVELOPING AND DEVELOPED COUNTRIES INCLUDING CANADA
- FUTURE CHALLENGES AND DIRECTIONS FOR MARINE SECTOR

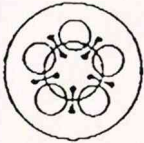
NOTE TOPICS ARE NOT/NOT TO BE SEEN AS CONSTRAINT IN YOUR APPROACH TO SUBJECT.

REGARDS,

MICHAEL P. LATRENGUILLE
SR. PROGRAMME OFFICER
INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT (ICOD)
5670 SPRING GARDEN ROAD, 9TH FLOOR
HALIFAX, NOVA SCOTIA
CANADA B3J 1H6
PHONE: (902) 426-9778
FACS: 9024264464
TLX: #019-21670 ICOD HFX

ICOD HFX

23358 SOYX CH



Association Internationale pour
l'Etude de l'Economie de l'Assurance

« Association de Genève »

ATTACHMENT 2:
Reply from
Dr. Giarini
to ICOD Telex

18, chemin Rieu
1208 Genève
Téléphone (022) 47 09 38
Télex 423 358
Télégramme Ecosur Genève

Mr. P. LATREMOUILLE
ICOD
HALIFAX
CANADA

sent per FAX Nr. 9024264464

Genève, le August 18, 1987

Re: Your telex of August 14, 1987. Contract 177

Dear Mr. Latremouille,

I can confirm your proposal under following conditions:

- Shall prepare paper on basis idea of economic accounting of monetarized and non-monetarized assets of oceans contribution to wealth as per my report to Club of Rome and Elisabeth Mann Report. Can do my personal work for free.
- Need assistant contribution with oceanographic and related knowledge for preliminary but adequate research for specific indicators of ocean and marine wealth contributions whom we should pay for at least 5.000 (five thousand) Swiss Francs. Can you support it?
- Need also your own input-documentation, on assessments of marine wealth, use and depletion-pollution. Please send available documentation.
- Report would conclude on a standing wealth monitoring mechanism. Shall also contact on this unless objection Yves Cousteau I met last week.

Please confirm and/or comment.

Best regards,

Signed: Orio Giarini

OG/bv

Note:

5000 Swiss Francs =

\$ 4473.00 Canadian



Memorandum

CONFIDENTIAL
BD87/D55

To: Elisabeth Mann Borgese, Chairperson Our File: 1004.10
2000

From: Gary C. Vernon

Date: October 28, 1987

Re: Change in ICOD Reporting Relationship

You may recall that the Standing Committee on External Affairs and International Trade submitted a report to Parliament entitled: "For Whose Benefit? Canada's Official Development Assistance Policies and Programmes". The Government response to this report was tabled in the House of Commons in September, 1987.

One of the recommendations of the Standing Committee was that the reporting relationship of ICOD should be changed so that instead of reporting to the Secretary of State for External Affairs, ICOD would report directly to the Minister responsible for CIDA.

This recommendation was accepted by the Government and we are expecting to be officially notified by the Secretary of State for External Affairs of the change in reporting relationship in the near future. The title of Madame Landry will become "Minister for External Relations and International Development."

Gary C. Vernon
President

GAC/jp

cc: Board of Directors



To be filed

Memorandum

CONFIDENTIAL
BD87/D56
1004.10
1005

To: Elisabeth Mann Borgese, Chairperson **Our File:**

From: Garry A. Comber

Date: October 28, 1987

Re: Appointment of Directors

The purpose of this memorandum is to advise that the term of appointment of four of ICOD's Directors will expire in April, 1988. These are:

Mr. Roy Cheeseman,
Dr. Ellen McLean,
Dr. Sharon Proctor, and
Dr. John Vandermeulen.

As was the case last year, you may wish to discuss this matter with each Director to determine whether or not they would be interested in standing for another term. You should also raise this matter at the next Board meeting with a view to preparing a recommendation to the Minister.

We are also advised that Douglas Lindores has assumed new responsibilities with the Privy Council Office of Canada and has now left his position as Vice-President in CIDA. It would appear, therefore, that the Government may wish to nominate a replacement on the ICOD Board.

You may wish to discuss this matter further with the Minister's office to determine how best to proceed. Until a replacement has been named, we would expect Mr. Lindores to continue to participate as a member of the Board of Directors.

Garry A. Comber
Secretary- Treasurer

GAC/jp



P.C. 1985-1331
19 April, 1985

PRIVY COUNCIL • CONSEIL PRIVÉ

HER EXCELLENCY THE GOVERNOR GENERAL IN COUNCIL, on the recommendation of the Secretary of State for External Affairs, pursuant to section 114 of the Financial Administration Act and subsection 7(2) of the International Centre for Ocean Development Act, is pleased hereby to approve the appointment of each of the following persons, as a director of the Board of Directors of the International Centre for Ocean Development to hold office during pleasure for a term of three years:

Dr. J.H. Vandermeulen
Halifax, Nova Scotia

Dr. Sharon Proctor
North Vancouver, British Columbia

Dr. Ellen McLean
Eureka, Nova Scotia

Mr. Roy Cheeseman
St. John's, Newfoundland

CERTIFIED TO BE A TRUE COPY - COPIE CERTIFIÉE CONFORMÉMENT

A handwritten signature in cursive script, appearing to read 'Gordon F. Chalmers'.

CLERK OF THE PRIVY COUNCIL - LE GREFFIER DU CONSEIL PRIVÉ



CANADA
PRIVY COUNCIL • CONSEIL PRIVÉ

1000 NO. _____
O. 6 _____
P.C. 1985-1328
19 April, 1985

HER EXCELLENCY THE GOVERNOR GENERAL IN
COUNCIL, on the recommendation of the Secretary
of State for External Affairs, pursuant to
section 114 of the Financial Administration Act
and subsection 7(3) of the International Centre
for Ocean Development Act, is pleased hereby to
appoint Mr. Gary C. Vernon of Ottawa, Ontario, to
be President of the International Centre for Ocean
Development to hold office during pleasure for a
term of three years.

CERTIFIED TO BE A TRUE COPY - COPIE CERTIFIÉE CONFORMÉMENT

Gordon F. Chalkley

CLERK OF THE PRIVY COUNCIL - LE GREFFIER DU CONSEIL PRIVÉ



To be filed

Memorandum

CONFIDENTIAL
BD87/D57

To: Elisabeth Mann Borgese, Chairperson Out File: 1004.10
1005
8001.1

From: Garry A. Comber

Date: October 28, 1987

Re: Appointment of the President

The purpose of this memorandum is to advise that the term of appointment of Gary Vernon, both as a member of the Board of Directors and as President, will expire in April, 1988.

You may wish to discuss this matter further with Mr. Vernon and to raise the matter at the Board meeting with a view to making a recommendation to the Minister.

Garry A. Comber
Secretary-Treasurer

GAC/jp



Memorandum

BDS7/10 54

To: Members of the Board of Directors Our File: CONFIDENTIAL
1004.10
J-68-87

From: Gary C. Vernon

Date: October 29, 1987

Re: Proposed ICOD Seminar for May, 1988.

At the June 1987 meeting of the Board of Directors, agreement in principle was reached to hold a seminar in May 1988 on "The Contribution of the Marine Sector to Development". It was the consensus of the Board that the idea should be developed and that the Chairman and myself would prepare a paper providing details of the seminar which would be distributed to Board members for approval on a no-objection basis.

On September 29, 1987, I wrote to you with a proposal for the May 1988 seminar. We received written comments from one Director and verbal comments from four others. Several questions were raised concerning the principles on which the seminar series would be based and/or on the proposed approach to the first seminar. It was considered, therefore, that we had not received the support required to proceed.

In order not to incur undue delays in the development of the first seminar and to confirm the intent of the seminar series, I recommend that the matter be discussed and, hopefully, resolved at the November Board meeting.

Please bring to the next meeting the document entitled "The Proposed ICOD Yearly Seminar: Outline of Plan to Organize the 1988 Seminar" which was attached to my memorandum of September 29, 1987.

Gary C. Vernon
President

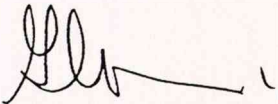
GCV/jp

3. Based on the above considerations, ICOD should provide the Board with a mid-term report on the Marine Affairs Diploma programmes to indicate whether or not ICOD will be able to withdraw from core funding after the 5 to 6 year project is completed, scholarships aside. (Carol Amaratunga for November 1988).
4. The Board was occasionally concerned about references to certain matters which were not properly explained and therefore did not contribute to the knowledge of the Board in relation to the project. Reference to other projects, work of other agencies, the titles of other organizations, etc. must be clearly explained.
5. ICOD must provide detailed information on and common terminology for standard budget items such as salaries, fees, relocation costs, travel costs, etc. The Board was advised that ICOD was in the final steps of implementing a project approval system which would address this concern. (Phillip Saunders and Garry Comber)
6. ICOD must be clear on the use of words such as "consultants". For instance, educational personnel would not normally be considered as "consultants". There were also questions raised on one or two projects about the term "professional fees" which was used rather than "consulting fees". This led to questions as to whether the "professionals" being hired were "consultants" or whether they were "employees" of organizations (public health organizations, educational institutions, etc.) getting "consultant" fees.
7. ICOD's submissions must give a balanced account of advantages and disadvantages. Therefore, the section on "Disadvantages or Constraints" must be shown in future submissions. This would include references to potentially unstable political situations.
8. The relationship to other projects, be they ICOD projects or other aid projects, must be clearly explained. A simple reference to the name of another project is not sufficient.

9. Projects of a scientific nature must be checked out with independent reviewers before they are submitted to the Board.
10. ICOD should undertake a literature search before proposing technical projects to the Board in order to assure that we will not duplicate work that has been done before.
11. ICOD should consider including environmental assessments of projects which have a potential effect on the environment in a country or region. If we decide not to do an environmental assessment, we should explain why.
12. ICOD should always look for ways in which to reduce costs including seeking the cooperation of other Canadian or international organizations such as the World Health Organization, UNEP, UNESCO, CUSO, CESO, etc.
13. Similarly, ICOD must attempt to keep personnel related costs on projects in check by attempting whenever possible to use professors on sabbatical or people willing to serve as "volunteers" (e.g. possibly CESO people).
14. ICOD must review the daily subsistence allowances provided to experts and ensure that they are consistent and reasonable.
15. ICOD will prepare a paper for the Board defining the consulting rates normally paid for certain types of activities and providing comparisons with other Canadian and international organizations. The paper will also include comparisons of subsistence allowances indicating the meal rate used by the Canadian Government and the average rate of hotels in particular countries. (Comber)
16. ICOD should indicate and/or encourage linkages between projects in different regions to demonstrate that our South to South transfers strategy is indeed being followed.

17. When presenting jointly funded projects, ICOD should provide a total project budget showing what parts ICOD will fund and what parts the other donor (donors) will fund, indicating dollar values whenever possible.

These points will be further discussed at Senior Management or at staff meetings. Please bear them in mind when planning projects and preparing approval documents.



Gary C. Vernon
President

GAC/jp



Memorandum

To:

Our File: *D 16*

Members of the Executive Committee

1003.1

From:

Gary C. Vernon

Date:

January 22, 1988

Re:

Capital Expenditures on Projects

ICOD has always stressed that its projects are non-capital-intensive. The Board and ICOD staff have operated on the assumption that the vast majority of funding on any given project must be for human resource development activities and not capital costs.

However, projects have occasionally come to light in which some capital costs had to be considered in order to achieve project objectives.

One of the projects being presented to the Executive Committee in February underlines again the question of capital expenditures on projects. As an integral part of the Fisheries Data Management project in the Caribbean there is a component dealing with the purchase of computers and related accessories and software. As explained in the project document, the Centre had hoped to obtain CIDA funding for the capital portion of this project. CIDA has indicated that they fully support the project. However, the administrative workload required within CIDA to obtain the relatively small capital funding required for the project is entirely disproportionate to the amount involved. As a result they are reluctant to undertake it.

This raises the question of whether, and to what degree, ICOD itself should be prepared to accommodate a small capital funding element when necessary in project proposals. We already have some precedents for this - viz, purchase of materials in the CECAF Offshore Stock Assessment Course; materials for Fishermen's Assistance - Dominican Republic; furnishings, computers for OECS Fisheries Desk. It is to be expected that many more projects coming forward will require at least some capital outlays.

.../2



In order to provide a guideline for in-house preparation of project proposals, it is suggested that the Board be prepared to consider a ceiling of 33 1/3 % for capital costs in any project submitted to them. Obviously this guideline would only apply in certain projects; it does not indicate that ICOD is moving toward a more capital intensive type of project. Rather it reflects the fact that the human resource types of projects which are being done often require small capital expenditures in the form of equipment if they are to be truly effective.

We believe that this clarification in ICOD's approach to capital expenditures on projects will: a) assist in project selection and planning; and b) provide a more rational approach to this issue.

A handwritten signature in dark ink, appearing to read 'Gary C. Vernon', with a long horizontal line extending to the right.

Gary C. Vernon
President

GAC/am



Memorandum

To: Members of the Executive Committee Our File: 1003.7

From: Garry A. Comber

Date: January 22, 1988

Re: Documentation for the Executive Committee Meeting of
February 5, 1988.

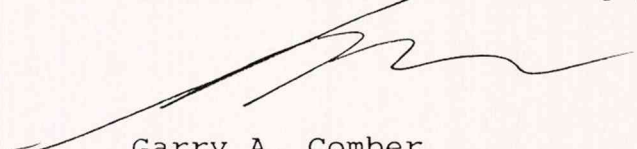
Please find attached the Draft Agenda and related documentation for the forthcoming Executive Committee Meeting.

We are attaching for your information an advance copy of the Draft Minutes of the Board Meeting held in November 1987 in Victoria. We are also providing a copy of a memo to ICOD staff indicating the general issues which were raised at the last Board Meeting concerning projects submissions. (This provides greater detail than the Draft Minutes.) These two documents should be considered as background or supporting material to assist the Members of the Executive Committee in their consideration of the five projects which have been submitted for approval.

If members of the Executive Committee have other items which they would like to add to the Draft Agenda, may I suggest you telephone to allow us time to prepare a revised Agenda and to obtain any relevant documentation.

You will note that the format of the Project Summary has been updated in light of comments made at recent Board meetings. The first page of the Summary has been modified to provide a more formalized approach to the recording of project approvals and the comments or conditions relating to such approvals.

We look forward to seeing you on February 5.



Garry A. Comber
Secretary-Treasurer

GAC/am
att.



Memorandum

To: Members of the Executive Committee Our File: EC87/D17
8008
1003.1

From: Gary C. Vernon

Date: January 22, 1988

Re: Dental Care Plan for ICOD.

The Federal Government introduced a Dental Care Plan for government employees effective March 1, 1987. In June 1987 the Treasury Board agreed that this dental plan should be offered to other agencies of the Government including Crown Corporations. Membership of a corporation in the plan was to be voluntary but, if a Crown Corporation decided to join, then membership of all its employees was mandatory.

The employees of the Centre were given the option of joining the Federal Government Plan or looking into alternatives. After some debate, it was agreed that, while not perfect, the Federal Government Plan was the most cost effective for both the employee and the employer.

On this basis, we advised the Treasury Board of Canada of our intention to join the plan and have registered with effect from January 1, 1988.

The monthly premium for employees ranges from \$6.20 a month for a single employee to \$18.60 a month for an employee and family. The employer matches the employee contribution. In estimating the cost to ICOD for the Dental Care Plan, it appears that the average cost would be approximately \$12.40 per employee per month. Assuming 35 employees, this comes to a total cost to ICOD of approximately \$ 5,200 per year.

Should further information be required, this can be discussed at the meeting on February 5, 1988.

A handwritten signature in black ink, appearing to be 'G. Vernon', written in a cursive style.

Gary C. Vernon
President

GC/amd



Memorandum

To: Members of the Board of Directors Our File: 1015

From: Garry A. Comber

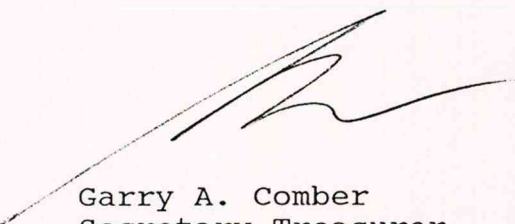
Date: April 18, 1988

Re: Governor in Council Appointments in Crown Corporations

Please refer to the attached letter and document.

The letter from Mr. Manion of the Privy Council Office concerning the attached booklet is self explanatory.

If there are any points in the attached booklet which Board Members feel should be clarified, I would suggest that they call either the President or myself so that we can make arrangements to seek clarification from the Privy Council Office or to put the item on the Agenda for the next Board Meeting in June.



Garry A. Comber
Secretary-Treasurer

GAC/am

Attachment



Government of Canada
Privy Council Office

Gouvernement du Canada
Bureau du Conseil privé

Ottawa, Canada
K1A 0A3

File 1015

March 25, 1988

Mrs. Elisabeth Mann Borgese
Chairman
International Centre for Ocean Development
Pearson Institute
Dalhousie University
1325 Edward Street
Halifax, Nova Scotia
B3H 3J5

*See by Emb &
forward to ICOD
for distribution
MV 1/4*

Dear Mrs. Borgese,

In cooperation with the Crown Corporations Directorate of the Treasury Board Secretariat, I am pleased to provide you with copies of the booklet: "Governor in Council Appointments in Crown Corporations".

This booklet has been developed for directors, chairmen and chief executive officers of parent Crown corporations. It is designed to provide a broad overview of the several roles and responsibilities of corporate management generally, and the terms and conditions associated with appointment in particular.

I would be grateful for your cooperation in ensuring that copies are made available to all directors.

Yours sincerely,

John L. Manion
Associate Secretary to the Cabinet
and Deputy Clerk of the Privy Council

Attachments

Canada



Memorandum

To: Executive Committee Our File: 1003

From: Gary C. Vernon

Date: April 29, 1988

Re: Fishing Vessel Evaluation - Seychelles EC88/D03

I have gone through our files to seek out further background information which might help the Executive Committee come to a decision on the above project.

As I noted at the meeting, the project has been reviewed extensively by the African Development Bank (ADB), by the British Overseas Development Agency (ODA) and, earlier this year, by Harry Winsor, a Canadian consultant. All have supported it. As a result of direct discussions with the Seychelles Fishing Authority, the project submitted to the Board is a slightly modified version of the one reviewed by Mr. Winsor.

I am attaching Winsor's report of February 1988 for your information. The ODA report is also available but will be expensive to copy and distribute; however I am prepared to do so if Board members consider they need additional information.

Since the Seychelles government runs a risk of losing the ADB loan if no action is taken soon, they are understandably anxious for a quick decision.

Our options are either to reconvene the Executive Committee through a conference call or to canvass members by telephone. In view of the time constraints, I am recommending the latter course on the assumption it meets with the Committee's approval.

I would be grateful, then, if members would notify me or Garry Comber by the end of next week whether they:

- a) approve this method of canvassing views
- b) require more information (i.e. the ODA report)
- c) accept or reject project proposal EC88/D03.

cc Garry Comber

A handwritten signature in dark ink, appearing to be 'G. Vernon', with a long horizontal line extending to the right.

HARRY C. WINSOR

GRANITE PLACE, APT. 401
61 ST. CLAIR AVENUE WEST
TORONTO, ONT. M4V 2Y8
CANADA

DATE Feb 15/88

ACTION Larry
(by [unclear])
1942

12 February, 1988 a.m.

Mr. Laurence M. Edelstein
Programme Officer
International Centre for Ocean Development
9th Floor, 5670 Spring Garden Road
Halifax, Nova Scotia B3J 1H6

Dear Larry,

There may be some delay in getting my report back from the typist. I am therefore forwarding to you today John Tarbit's report.

Generally speaking I concur with Tarbit's assessment of the situation and would support the proposal. Care should be taken however to try to ensure that the technical expertise supplied is not saddled with the responsibility for producing results without the necessary authority to take the required actions.

Please note that in the submission to ICOD a Programme Coordinator has been added through whom your experts would report to the Managing Director of SFA. It is suggested in the submission that David Parker, the FAO economist attached to the SFA, would be the Coordinator. I have good reports of Parker's work over the past several years, including his work in the Seychelles, but I don't know how ICOD would view this arrangement.

Secondly, you should bear in mind that this commercially oriented exercise is to be carried out by a Government agency. Lablache and Carrara, in their 1984 study of schooners operated by the parastatal FIDECO, said that in the period for which figures were available - October and November 1983 - the catch rates of schooners in the private sector were 34% greater than those operated by FIDECO.

You should receive my report in the next day or two.

Have a good trip and give my regards to our mutual friends in Seychelles, Mauritius and Maldives. Say a special hello for me to Alec Dawson Shepherd, David Ardell and Philippe Michaud.

Sincerely,



Harry C. Winsor



OVERSEAS DEVELOPMENT ADMINISTRATION

Eland House, Stag Place, London SW1E 5DH

Telex: 263907/8 FAX: 01-273

Telephone: 01-273
or Switchboard: 01-273 3000
GTN: 01-273

Mr H Windsor
Apartment 401
61 St Clair Ave West
Toronto
Ontario M4V 2Y8
Canada

Your ref

Our ref

Date 2 February 1988

Dear Harry

SEYCHELLES: DEMERSAL FISHERIES DEVELOPMENT/FISHING VESSEL EVALUATION

It was a pleasure to talk to you today and to renew an old acquaintance. I am pleased to learn that ICOD is giving serious consideration to a recent Seychelles Government request for support in an evaluation of new fishing vessels for the island-based fishery. So much attention has been devoted to the licenced foreign fishery for tuna, a natural response to its growing importance in generating foreign exchange, that the development of those fisheries actually operated by Seychellois have been somewhat neglected. The Seychelles Fisheries Authority and its forerunners have collected much data on artisanal fisheries and their resources, a number of new vessel types have been constructed and all that remains is to form a suitable link between the two. ODA was unable to support this programme because of financial constraints in the financial year 1988/9. I enclose Annex 2 of my own visit report of September 1987, which contains background data and proposals for the vessel evaluation programme. The release of this document to ICOD has been approved by the relevant ODA Department. I hope you will find it of use in preparing an appropriate response to the request from Seychelles Government.

With best wishes

Yours sincerely

Dr J Tarbit
Senior Fisheries Adviser

Dictated by Dr Tarbit
and signed in his absence

cc: Miss Gent

EVALUATION
OF
SUBMISSION FOR TECHNICAL
ASSISTANCE TO THE ARTISANAL FISHERIES
SECTOR IN SEYCHELLES

Prepared for ICOD
by
H.C. WINSOR
FEBRUARY, 1988

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4. Consultation with Other Relevant Donor Agencies	8
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Appendices

- A. Letter and Report from ODA
 - (i) Demersal Fisheries Development and the Evaluation of New Fishing Vessel Designs and Operating Strategies
 - (ii) Fisheries Development Project - Technical and Cost Details for Boats
 - (iii) Outline Fishing Technology and Vessel Evaluation Programme
 - (iv) Fishing Vessel Evaluation Programme - Terms of Reference for a Technical Assistance Team
 - (v) Fishing Strategies and Profit/Loss Simulation for New Vessels in the Traditional Fishery.
 - (vi) Suggested Modifications to the 22.5M Wooden Vessel to Adapt the Design for Demersal Fishing in Seychelles

- B. Letter from GOS to ICOD
 - (i) Background Information - Indicative Vessel Evaluation Programme
 - (ii) Terms of Reference - Technical Assistance Team
 - (iii) Instructions to Offerers

- C. External Aid Projects Concerned With Artisanal Fisheries in Seychelles

Abbreviations

ACB	African Development Bank
FIDECO	Fishing Development Company
GOS	Government of Seychelles
ODA	Overseas Development Administration
SFA	Seychelles Fishing Authority
SMB	Seychelles Marketing Board
SR	Seychelles Rupee
SWIOP	UNDP/FAO Regional Project for the Development and Management of Fisheries in the Southwest Indian Ocean.

EVALUATION OF A SUBMISSION FOR TECHNICAL ASSISTANCE TO THE ARTISANAL FISHERIES SECTOR IN SEYCHELLES

I. INTRODUCTION

ICOD is considering the possibility of providing technical assistance to the Seychelles Fishing Authority in organizing and implementing an "Indicative Vessel Evaluation Programme". This activity, which is essentially a technical and economic evaluation of new classes of fishing vessels for the artisanal fisheries sector is within the context of a Fisheries Development Project supported by the African Development Bank.

The Consultant has been asked to (i) evaluate the submission, (ii) investigate project background and opinions of other relevant donor agencies and (iii) make recommendations regarding the potential for project success.

The Consultant in carrying out this assignment has been in touch with contacts in the World Bank, the FAO Department of Fisheries and the Overseas Development Administration of the U.K. Time did not permit consultation with officers of the UNDP/FAO Southwest Indian Ocean Fisheries Development Project but reference was made to relevant SWIOP documentation.

The Agencies contacted were cooperative but the ODA was particularly so. ✓
The Government of Seychelles had requested ODA to provide the services of a Fisheries Advisor to review recent developments in the traditional or artisanal fishery and to prepare an outline programme aimed at technical and economic evaluation of new classes of fishing vessels. Dr. John Tarbit, ODA Fishery Advisor, visited Seychelles in September 1987. The Consultant talked with Dr. Tarbit and, with the approval of the relevant ODA Department, Dr. Tarbit has provided the part of his visit report which contains background data and proposals for the evaluation programme (Appendix A). In a personal

communication to the Consultant, Dr. Tarbit says that the ODA was unable to support the programme because of financial constraints in the financial year 1988/89. ✓

Dr. Tarbit was based in the Seychelles as ODA Fishery Advisor in the latter part of the 1970's and has continued to have contact with the country since that time. His report describes in some detail the institutions involved in the traditional fishery of Seychelles, the structure and performance of the fishery, the demersal fish resource, shore facilities and the market. This information will not be repeated in the Consultant's report but reference will be made to it from time to time.

2. THE SUBMISSION

The technical assistance requested is:

Master Fisherman/Fleet Manager	15 months
Naval Architect	3 to 6 months

This TA team is to support the Seychelles Fishing Authority in "managing" a programme to evaluate the technical and economic performance of four "new" types of fishing vessel "which are expected to comprise the next generation of vessels for the Seychelles artisanal fisheries."

As mentioned in the Introduction, the evaluation programme arises from the ADB supported Fisheries Development Project which was approved in 1984. That project provides for the construction of:

5 units of 8m - 12m boats
Fibreglass construction

5 units of 12m - 16m schooners
Wooden construction

5 units of 20m - 22m schooners
Wooden Construction

The ADB Appraisal Report gave outline specifications for the three classes of vessel as shown in Annex I to the ODA Report. The vessels to be built were to comply with Lloyds rules and regulations for fishing vessels operating under tropical conditions. The final design was to include complete building specifications and design drawings. It was envisaged that the technical assistance would be financed from the ADB loan and that invitations would be issued for proposals. The selection of personnel and their terms of service would be subject to the "Bank's normal rules".

In the event, implementations has not proceeded as anticipated in the ADB Appraisal Report. The Government of Seychelles obtained technical assistance from a Spanish organization (related, it is believed, to the granting of fishing licenses to the Spanish tuna fleet). According to the ODA report a Spanish boat building company brought designs of wooden 11.6m and 21.5m vessels from Spain. There were frequent changes in TA personnel during the construction period and no specifications or design drawings were made available to SFA. The technical assistance was terminated when two of the 21.5m vessels and three of the 11.6m vessels were nearing completion. No design or specifications are now available at the La Digue boatyard where the vessels are being constructed.

One 8.5m fibreglass boat of Swedish design was obtained from a Swedish assisted boatyard - Somali GRP Ltd. in Mogadishu.

What are to be evaluated now are:

One 8.5m GRP boat (Swedish design)

On extended version of a locally built GRP "Lekonomie" vessel.

One 11.6m locally built wooden Spanish design vessel.

One 21.5m locally built wooden Spanish design vessel.

The objectives of the Evaluation Programme are set out in an attachment (Background Information) to the letter to ICOD of 16 December, 1987 (Appendix B) - as are also the manpower requirements and the fishing strategies to be evaluated. They are more or less the same as those contained in the ODA report (Appendix A). The following variations are, perhaps, worth noting.

ODA Report

Contemplates a "fully commercial fishing programme" - that the evaluation fleet will be crewed by experienced fishermen - that it is not feasible to combine the evaluation with a programme aimed at training inexperienced young fishermen - that the conditions of service will be set at levels which will attract dedication and interest from fishing crews; suggests that operating

costs should be covered during the first three months by funds from the ADB project while crews are gaining experience with the new vessels, new ground and new fishing technologies.

Submission to ICOD

Contemplates a "commercially oriented program of fishing trials" and operating costs to be met out of Seychelles funds through the ADB loan.

ODA Report

Fleet Manager/Master Fisherman will be responsible to the Managing Director of SFA for "the overall direction and supervision of the evaluation programme --". He will "assist the SFA in selection and employment of skippers and crew for the evaluation fleet --- he will establish the necessary shore based support facilities and operations for the evaluation fleet and supervise their management."

Submission to ICOD

The Master Fisherman/Fleet Manager will be responsible to the Managing Director of the SFA but will normally work through the Programme Coordinator --- he will guide and assist the Assistant Fleet Manager in the establishment and supervision of the necessary shore based support facilities and operations. (No reference is made to a role for the Fleet Manager in the selection and employment of skippers and crews).

3. PROJECT BACKGROUND

The Seychelles Government has shown a keen interest in developing its fisheries ever since the country achieved independence. This is not surprising because the people of the Seychelles have always been highly dependent on the sea for an important part of their diet. Annual per capital consumption is amongst the highest in the world - over 65 kg. There are approximately 1000 fishermen in Sechelles with another 600 in ancilliary activities, together forming some 9% of the active workforce. The domestic fishery yields between 4,000 and 5,000 tonnes a year. Exports (largely demersal fish) were 753 tonnes in 1985 and 368 tonnes in 1986.

There have been a number of aid projects designed to assist the artisanal fishery sector. The UK and French Aid Agencies have been active. The SWIOP have carried out a number of fishing trials and demonstrations and have conducted a number of studies. Some of these activities are summarized in Appendix C.

The traditional fishing fleet in recent years has consisted mainly of (i) open fibreglass boats with outboard engines, usually 16 feet long, operating within a 10 mile range of the main islands; (ii) "whalers" - planked boats with inboard engines, fishing mostly for jacks (Carangidae) but entering the demersal fishery during the good weather season; (iii) Schooners - planked boats with inboard engines, some sleeping accommodation and ice box, rigged with cutter marconi sails.

The existing schooner fleet is aging and suffers from mechanical and structural faults. They are built traditionally of wood, are said to be uncomfortable and increasingly unreliable. In 1984 there were 38 schooners in the fleet, of which 19 were owned and operated by FIDECO, a parastatal company.

The ADB loan, approved in 1984, included provision of some SR 1,130,000 for the rehabilitation of the FIDECO owned schooners. However, only 10 were

considered suitable for repair and improvement and these, after repair, were resold to artisanal fishermen. There are now only 21 schooners in operation. In 1984 a study (Schooner Handlining in Seychelles - G. Lablache and G. Carrara) was made of the schooners operated by FIDECO. The schooners showed a net loss throughout the year and during the S.E. Monsoon they even showed a negative "gross return". When an improved production level was used, based on the catch per man/day of privately owned schooners (an increase of 34% in the catch rate) the "yearly net balance was still negative". It goes without saying that any increase in fleet size must be accompanied by increased efficiency.

Fishermen can sell their catch in the local markets or to the Seychelles Marketing Board. The SMB has a guaranteed price structure but prices in the domestic market both in urban and rural areas are usually higher except in periods of peak production. Furthermore, according to the ODA report "the hours worked by the fishing community and by the parastatal do not, at present, coincide and more could be done to provide a service to the fishing community."

4. CONSULTATION WITH OTHER RELEVANT DONOR AGENCIES

In the first instance contact was made with the United Kingdom Overseas Development Administration and because of its significance is described in Section I of this report. The ODA report (Appendix A) which the ODA has graciously provided contains up-to-date information on the artisanal/traditional fishery in Seychelles as well as the several Government Agencies involved with this sector. It makes proposals for implementing the technical assistance part of the vessel evaluation component of the ADB Fisheries Development Project. The submission to ICOD is more or less in line with these proposals as far as objectives are concerned. The variations noted in the previous section are concerned with the organization of the project.

The Consultant made telephone contact with the FAO Department of Fisheries. He spoke to the Operations Officer concerned with Seychelles - Miss Dora Blessich - and with Mr. Ian Robertson, Senior Fishery Industry Officer. The Department feels that the vessel evaluation programme is of great importance and should be carried out as soon as possible. Relevant documentation was forwarded to the Consultant but had not been received at the time of writing this report. It will be forwarded to ICOD when received. Mr. Robertson said that the appointment of the FAO Advisor to SFA, Mr. David Parker, was being or had been extended.

5. POTENTIAL FOR PROJECT SUCCESS

There is no question that a vessel evaluation programme needs to be carried out. The work may have been simpler and the potential for success greater if the procedure envisaged in the ADB Appraisal Report had been followed. As described in Section 2, the GOS chose to deviate from that procedure. (See ODA Report paras 20 to 39 and Annex I to that report). Conventional wisdom is that the three newly acquired prototypes will have to undergo modifications to have any chance of success. The ODA Report suggests some modifications to be carried out in advance of the evaluation.

If ICOD decides to provide the technical assistance, it should try to ensure that the expertise is deployed in such a way as to generate maximum results. The Consultant wonders if the kind of man who can perform most effectively as Masterfisherman can find the time and have the inclination to be equally effective as a team leader. The SFA may also have some doubts about this arrangement, because in the Instructions to Offerers, it is said "A technical assistance team leader should be appointed who may or may not be one of the two experts mentioned above but who must be able to answer for the work carried out, co-ordinate report writing, deal with any unforeseen difficulties and liaise with the evaluation programme coordinator (who will probably be the Seychelles Fishing Authority's FAO Advisor reporting to the Managing Director of SFA)."

Two
Doucet
in
New
Brunswick

The FAO Advisor to SFA is an economist and the Consultant has heard good reports of his work over the past several years - e.g. in the West Indies, Somalia and Seychelles. If there is to be a Programme Coordinator, perhaps the terms of reference should be spelt out.

Perhaps ICOD should explore with SFA the most effective way of delivering the required expertise. Consideration might be given to a separate Fleet Manager who would function as Team Leader. Alternatively, a Canadian executing

agency could be engaged with the necessary capability to provide the expertise and backstopping for evaluation of vessel performance and preparation of the final report.

Finally, ICOD should seek clarification of the GOS position on a possible reduction in tax on fuel used by fishing vessels. In this connection please refer to the appendix to the ODA Report headed "Fishing Strategies and Profit/Loss Simulation for new Vessels in the Traditional Fishery".

EXTERNAL AID PROJECTS CONCERNED WITH
ARTISANAL FISHERIES IN SEYCHELLES

1. Artisanal Tuna Fisheries Research 1980-1986, - ORSTOM, France.
2. La Digue Boatyard - Construction of replacements of Seychelles Schooner, 1985-87 - Spain (tied in with tuna licensing agreement).
3. Assistance to SFA. Technical and financial assistance for research and development in the artisanal fisheries - EEC.
4. Praslin Boatyard. Provision of equipment, technical assistance and training - UNDP/UNIDO (1982-85).
5. SFA/NORAD. Assistance with fishing trials of new types of boats and gear - Norway.
6. Praslin Fishermen's Cooperative, 1980-85 - France.
7. SWIOP Activities in Seychelles:
 - (a) Evaluation of Fishing Craft
 - (b) Design of Sail Rig for training vessel L'Etoile
 - (c) Practical use and demonstration of deepwater fishing reels.
 - (d) Small boat purse seining.
 - (e) Demonstration of Shallow Water FADs.
 - (f) Improvement of the Quality of Handline-caught Fish.
 - (g) Assessment of Demersal Fish Stocks - Seychelles.



Memorandum

To: Members of the Audit Committee Our File: 1009.4

From: Garry A. Comber

Date: June 23, 1988

Re: Auditors Report on Financial Statements

Please find attached the final version of the Auditors Report on ICOD's financial statements for fiscal year 1987/1988.

The combined Audit/Executive Committee meeting of June 8, 1988 approved the draft of these statements. The Board concurred on June 10, 1988.

The Auditors report will also appear in ICOD's Annual Report which will be available as soon as it is tabled in Parliament.

A handwritten signature in black ink, appearing to read 'Garry A. Comber', with a long horizontal flourish extending to the right.

Garry A. Comber
Secretary-Treasurer

GAC/am

cc: Elisabeth Mann Borgese ✓
Gary C. Vernon



Memorandum

To: Board of Directors Our File: 4005

From: Gary C. Vernon

Date: September 8, 1988

Re: PUBLICITY FOR SOUTH PACIFIC SIGNINGS

Enclosed are copies of press releases prepared in advance of the signing ceremonies for the ICOD/CIDA initiative and for various ICOD projects.

The ICOD Information Division prepared comprehensive press kits for all the signings and arranged coverage from radio, daily newspapers, newsletters and magazines. Coverage was extensive and the press kits were enthusiastically received and used by the press. ICOD, as a result, was able to convey an appropriate message throughout the South Pacific.

So far we only have two press items. Others will be sent to you as we receive them.

A handwritten signature in cursive script, appearing to read "G. Vernon", with a long horizontal flourish extending to the right.

Gary C. Vernon
President

GCV:JW/ad
Enclosures



Memorandum

EC88/D30

CONFIDENTIAL

To: Executive Committee

Our File: 7007/1003.10

From: Garry A. Comber

Date: September 16, 1988

Re: List of ICOD Recipient Countries

In November 1987, the Board reviewed and approved a document entitled "Country Eligibility" as part of the background information presented with the Corporate Plan (See Annex A).

At the request of CIDA, we undertook some editorial changes in that document to avoid the use of the term "Country Eligibility" which has a specific meaning within Canada's Official Development Assistance program. The amended document is attached as Annex B and is entitled "List of ICOD Recipient Countries".

Based on discussions with CIDA and internal discussions concerning ICOD programming, the following amendments are proposed:

Caribbean: Target Countries - add Dominican Republic
Secondary Focus - delete Dominican Republic
- add Bahamas
Non-Recipients - delete Bahamas

South and West Indian Ocean:

Target Countries - add Mozambique, Tanzania, Kenya, Somalia, Djibouti

Secondary Focus - delete above countries

West Africa: no amendments

South Pacific: no amendments proposed, but discussions are on-going with CIDA concerning the Federated States of Micronesia, the Marshall Islands and Palau



It is requested that the Executive Committee approve these changes.

A handwritten signature in black ink, appearing to be "Garry A. Comber". The signature is written in a cursive style with a long, sweeping underline that extends to the left.

Garry A. Comber
Secretary-Treasurer

Attchments

GAC/ps



Memorandum

To: Board of Directors Our File: 4005

From: M.P. Latremouille

Date: November 3, 1988

Re: ARTICLE IN "ENTREFILETS" MAGAZINE

At the request of Mr. Gary Vernon, I am enclosing for your information a copy of an article on ICOD that was recently published in "Entrefilets". About 8000 copies of this monthly news magazine are distributed to commercial fishermen and producers and others within Quebec who are involved in fisheries and oceans related endeavours.

The article was prepared to increase awareness of ICOD in Quebec particularly among potential consultants for ICOD projects and timed to coincide with World Food Day on October 16. The Quebec committee of the World Food Day Association of Canada has arranged for extra copies of the article to be distributed to their network of educational institutions and non-governmental organizations in the province. I should also add the article was put together interally with help from all ICOD divisions.

A handwritten signature in cursive script, appearing to read "M.P. Latremouille".

M.P. Latremouille
Program Officer
Information Division

MPL/ad
Attachment

cc: Gary Vernon



Memorandum

To: Gary C. Vernon

Our File: 8000

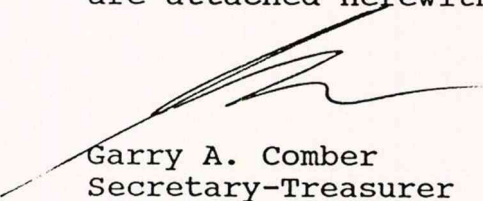
From: Garry A. Comber

Date: November 18, 1988

Re: Cost of Living Increase for ICOD Staff

In keeping with the Board decision of November 1987, this is to advise that the cost of living increase for ICOD staff for 1988 is 4.0%. This is the increase in the Halifax consumer price index as reported by Statistics Canada for the past 12 month period.

The salary scales, which will come into force on January 1, 1989, are attached herewith.


Garry A. Comber
Secretary-Treasurer

GAC/smm

I C O D

WAGE SCALE JANUARY 1, 1989 TO DECEMBER 31, 1989

<u>Level</u>	<u>Minimum</u>	<u>Maximum</u>
1	\$14,412	\$18,740
2	18,019	23,449
3	22,508	29,268
4	28,159	36,587
5	35,252	44,068
6	42,356	52,991
7	50,887	63,637
8	61,085	76,387

NOTES: This wage scale includes an increase of 4.0% over the 1988 rates.



Memorandum

To: Members of the Audit Committee Our File: 1009.5

From: Garry A. Comber

Date: November 25, 1988

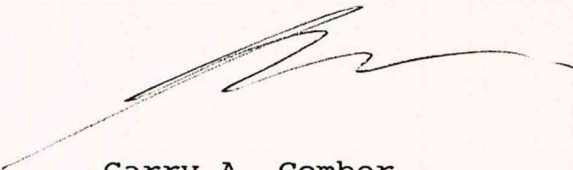
Re: Meeting in December

After consultations with Ellen McLean, as Chairperson of the Audit Committee, we have scheduled a meeting at 9:00 A.M. on Friday, December 2 at ICOD.

We have been informed that the Office of the Auditor-General has replaced one of the Auditors involved in ICOD's audit, Mr. Rick Lewis, with Mr. Kevin Potter. Mr. Brian Pearce remains the Audit Principal with overall responsibility.

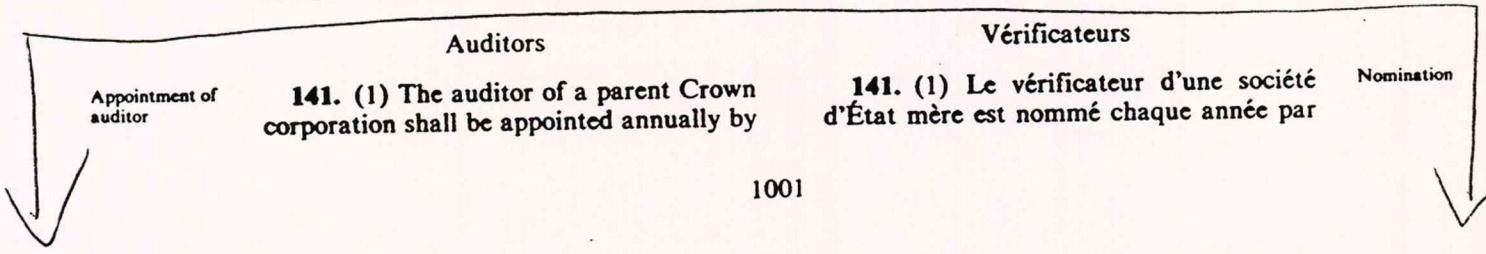
Mr. Potter would like to present to the Audit Committee the Audit Plan for the 1988/89 audit before the work commences. In addition to discussing the Audit Plan, the Committee may wish to discuss the appointment of the Special Examiner as per the Financial Administration Act (excerpts attached). Our suggestion would be to confirm the Auditor-General in this role in view of their familiarity with ICOD and the fact that they would not charge for their services. This can be discussed further at the meeting.

The Committee may also wish to discuss their role in evaluation activities based on recommendations that the Board will consider.



Garry A. Comber
Secretary-Treasurer

Other reports	(6) The auditor of a parent Crown corporation shall prepare such other reports respecting the corporation or any wholly-owned subsidiary of the corporation as the Governor in Council may require.	(6) Le vérificateur d'une société d'État mère établit tout autre rapport sur la société ou sur l'une de ses filiales à cent pour cent que le gouverneur en conseil peut exiger.	Autres rapports
Examination	(7) An auditor shall make such examination as he considers necessary to enable him to prepare a report under subsection (1) or (6).	(7) Le vérificateur d'une société d'État fait les examens qu'il estime nécessaires pour lui permettre d'établir les rapports visés aux paragraphes (1) ou (6).	Examens
Reliance on internal audit	(8) An auditor shall, to the extent he considers practicable, rely on any internal audit of the corporation being audited that is conducted pursuant to subsection 138(3).	(8) Le vérificateur, dans la mesure où il le juge utile, se fie aux résultats de toute vérification interne faite en conformité avec le paragraphe 138(3).	Utilisation des données d'une vérification interne
Errors and omissions	140. (1) A director or officer of a Crown corporation shall forthwith notify the auditor and the audit committee of the corporation, if any, of any error or omission of which the director or officer becomes aware in a financial statement that the auditor or a former auditor has reported on or in a report prepared by the auditor or a former auditor pursuant to section 139.	140. (1) Les administrateurs et les dirigeants d'une société d'État avisent immédiatement le vérificateur et le comité de vérification de la société des erreurs ou omissions qu'ils trouvent dans les états financiers sur lesquels le vérificateur ou son prédécesseur a fait un rapport ou dans un rapport établi par l'un de ceux-ci en vertu de l'article 139.	Erreurs et omissions
Idem	(2) Where an auditor or former auditor of a Crown corporation is notified or becomes aware of any error or omission in a financial statement that the auditor or former auditor has reported on or in a report prepared by the auditor or former auditor pursuant to section 139, he shall forthwith notify each director of the corporation of the error or omission if he is of the opinion that the error or omission is material.	(2) Le vérificateur d'une société d'État ou son prédécesseur qui est avisé de l'existence d'une erreur ou d'une omission dans les états financiers sur lesquels il a fait un rapport ou dans un rapport qu'il a établi en vertu de l'article 139, ou qui en trouve une, en avise immédiatement tous les administrateurs de la société s'il estime que l'erreur ou l'omission est importante.	Idem
Correction	(3) Where an auditor or former auditor of a Crown corporation notifies the directors of an error or omission in a financial statement or report pursuant to subsection (2), the corporation shall prepare a revised financial statement or the auditor or former auditor shall issue a correction to the report, as the case may be, and a copy thereof shall be given to the appropriate Minister.	(3) Dans le cas où un vérificateur d'une société d'État ou son prédécesseur avise les administrateurs de la société en conformité avec le paragraphe (2), la société établit des états financiers révisés ou le vérificateur, ou son prédécesseur, apporte un rectificatif à son rapport; un exemplaire de ceux-ci est remis au ministre de tutelle.	Rectificatif



ration of the appointment of an incumbent auditor, the incumbent auditor continues in office until his successor is appointed.

Persons not eligible

(8) A person is disqualified from being appointed or re-appointed or continuing as an auditor of a parent Crown corporation if he is not independent of the corporation, any of its affiliates, or the directors or officers of the corporation or any of its affiliates.

Qualités requises

d'État mère se poursuit jusqu'à la nomination de son remplaçant.

(8) Pour être vérificateur d'une société d'État mère, il faut être indépendant de la société, des personnes morales de son groupe et de leurs administrateurs ou dirigeants.

Independence

(9) For the purposes of this section,

(a) independence is a question of fact; and

(b) a person is deemed not to be independent if he or any of his business partners

(i) is a business partner, director, officer or employee of the parent Crown corporation or any of its affiliates, or a business partner of any director, officer or employee of the corporation or any of its affiliates,

(ii) beneficially owns or controls, directly or indirectly through a trustee, legal representative, agent or other intermediary, a material interest in the shares or debt of the parent Crown corporation or any of its affiliates, or

(iii) has been a receiver, receiver-manager, liquidator or trustee in bankruptcy of the parent Crown corporation or any of its affiliates within two years of his proposed appointment as auditor of the corporation.

Indépendance

(9) Pour l'application du présent article :

a) l'indépendance est une question de fait;

b) est réputée ne pas être indépendante la personne qui, ou dont un associé,

(i) est associé, administrateur, dirigeant ou salarié de la société d'État mère, d'une personne morale de son groupe ou est associé d'un de leurs administrateurs, dirigeants ou salariés,

(ii) est le véritable propriétaire ou détient, directement ou indirectement, le contrôle d'une partie importante des actions ou dettes de la société d'État mère ou de l'une des personnes morales de son groupe,

(iii) a été séquestre, séquestre-gérant, liquidateur ou syndic de faillite de la société d'État mère ou d'une personne morale de son groupe dans les deux ans précédant sa nomination éventuelle au poste de vérificateur de la société.

Resignation

(10) An auditor of a parent Crown corporation who becomes disqualified under this section shall resign forthwith after becoming aware of his disqualification.

Démission

(10) Le vérificateur d'une société d'État mère doit se démettre dès qu'à sa connaissance il ne possède plus les qualités requises par le présent article.

Qualifications preserved

(11) Nothing in this section shall be construed as empowering the appointment, re-appointment or continuation in office as an auditor of a parent Crown corporation of any person who does not meet any qualifications for such appointment, re-appointment or continuation established by any other Act of Parliament.

Maintien des restrictions spéciales

(11) Le présent article ne porte nullement atteinte aux restrictions qu'une loi fédérale apporte à la nomination, au renouvellement du mandat ou à la poursuite du mandat du vérificateur d'une société d'État mère.

Resignation

142. A resignation of an auditor of a parent Crown corporation becomes effective

Démission

142. La démission du vérificateur d'une société d'État mère prend effet au moment

(b) in the case of a wholly-owned subsidiary, by the parent Crown corporation that wholly owns the subsidiary.

Reliance on internal audit

(5) An examiner shall, to the extent he considers practicable, rely on any internal audit of the corporation being examined conducted pursuant to subsection 138(3).

Report

(6) An examiner shall, on completion of the special examination, submit a report on his findings to the board of directors of the corporation examined.

Contents

(7) The report of an examiner under subsection (6) shall include

(a) a statement, whether in the examiner's opinion, with respect to the criteria established pursuant to subsection (3), there is reasonable assurance that there are no significant deficiencies in the systems and practices examined; and

(b) a statement of the extent to which the examiner relied on internal audits.

Special report to appropriate Minister

(8) Where the examiner of a parent Crown corporation named in Part I of Schedule C is of the opinion that his report under subsection (6) contains information that should be brought to the attention of the appropriate Minister, he shall, after consultation with the board of directors of the corporation, report that information to the Minister and furnish a copy of the report to the board.

Idem

(9) Where the examiner of a wholly-owned subsidiary of a parent Crown corporation named in Part I of Schedule C is of the opinion that his report under subsection (6) contains information that should be brought to the attention of the appropriate Minister, he shall, after consultation with the boards of directors of the subsidiary and corporation, report that information to the Minister and furnish copies of the report to the boards.

Special report to Parliament

(10) Where the examiner of a parent Crown corporation named in Part I of Schedule C is of the opinion that his report under subsection (6) contains information

(5) L'examineur, dans la mesure où il le juge utile, se fie aux résultats de toute vérification interne qui a pu avoir lieu en conformité avec le paragraphe 138(3).

Utilisation des données d'une vérification interne

(6) Une fois terminé l'examen spécial, l'examineur établit un rapport de ses résultats qu'il soumet au conseil d'administration.

Rapport

(7) Le rapport visé au paragraphe (6) comporte notamment les éléments suivants :

Contenu

a) un énoncé indiquant si, à son avis, compte tenu des critères établis en conformité avec le paragraphe (3), les systèmes et les pratiques étudiés ne comportent vraisemblablement aucun défaut majeur;

b) un énoncé indiquant dans quelle mesure il s'est fié aux résultats d'une vérification interne.

(8) L'examineur d'une société d'État mère mentionnée à la partie I de l'annexe C qui est d'avis que le rapport qu'il établit en vertu du paragraphe (6) contient des renseignements qui devraient être portés à l'attention du ministre de tutelle, fait rapport à celui-ci de ces renseignements, après avoir consulté le conseil d'administration de la société; il remet un exemplaire de ce dernier rapport au conseil.

Rapport spécial

(9) L'examineur d'une filiale à cent pour cent d'une société d'État mère mentionnée à la partie I de l'annexe C, qui est d'avis que le rapport qu'il établit en vertu du paragraphe (6) contient des renseignements qui devraient être portés à l'attention du ministre de tutelle, fait rapport à celui-ci de ses renseignements après avoir consulté le conseil d'administration de la filiale et celui de la société mère; il remet un exemplaire de ce dernier rapport aux conseils.

Idem

(10) L'examineur d'une société d'État mère mentionnée à la partie I de l'annexe C, qui est d'avis que le rapport qu'il établit en vertu du paragraphe (6) contient des

Idem

tor who is to carry out the special examination.

Applicable provisions

(4) Subject to subsection (5), subsections 141(8) to (10) and section 142 apply in respect of an examiner as though the references therein to an auditor were references to an examiner.

(4) Sous réserve du paragraphe (5), les paragraphes 141(8) à (10) et l'article 142 s'appliquent à l'examineur comme s'il s'agissait du vérificateur.

Dispositions applicables

Auditor General eligible

(5) The Auditor General of Canada is eligible to be appointed an examiner and subsections 141(8) to (10) do not apply to him in respect of such an appointment.

(5) Le vérificateur général du Canada peut être nommé examinateur; le cas échéant, les paragraphes 141(8) à (10) ne s'appliquent pas à lui.

Admissibilité du vérificateur général

Consultation with Auditor General

Consultation with Auditor General

145. The auditor or examiner of a Crown corporation may at any time consult the Auditor General of Canada on any matter relating to his audit or special examination and shall consult the Auditor General with respect to any matter that, in the opinion of the auditor or examiner, should be brought to the attention of Parliament pursuant to paragraph 139(2)(b) or subsection 143(10) or (11).

Consultation du vérificateur général

145. Le vérificateur et l'examineur d'une société d'État peuvent à tout moment consulter le vérificateur général du Canada sur tout point qui relève de la vérification ou de l'examen spécial; ils doivent le consulter à l'égard de toute question qui, à leur avis, devrait être portée à l'attention du Parlement en vertu de l'alinéa 139(2)b) ou des paragraphes 143(10) ou (11).

Règle générale

Right to Information

Right to information

146. (1) On the demand of the auditor or examiner of a Crown corporation, the present or former directors, officers, employees or agents of the corporation shall furnish such

Accès aux renseignements

146. (1) Les administrateurs, dirigeants, salariés ou mandataires d'une société d'État, ou leurs prédécesseurs, doivent, à la demande du vérificateur ou de l'examineur :

Règle générale

- (a) information and explanations, and
- (b) access to records, documents, books, accounts and vouchers of the corporation or any of its subsidiaries

as the auditor or examiner considers necessary to enable him to prepare any report as required by this Division and that the directors, officers, employees or agents are reasonably able to furnish.

- a) lui fournir des renseignements et des éclaircissements;
- b) lui donner accès à tous les registres, documents, livres, comptes et pièces justificatives de la société.

Ils se conforment à la demande dans la mesure où le vérificateur ou l'examineur l'estime nécessaire pour établir les rapports qu'exige la présente section et où il leur est normalement possible de le faire.

Idem

(2) On the demand of the auditor or examiner of a Crown corporation, the directors of the corporation shall

- (a) obtain from the present or former directors, officers, employees or agents of any subsidiary of the corporation such information and explanations as the auditor or examiner considers necessary to enable him to prepare any report

(2) À la demande du vérificateur ou de l'examineur d'une société d'État, les administrateurs de la société :

- a) recueillent auprès des administrateurs, dirigeants, salariés ou mandataires, ou de leurs prédécesseurs, les renseignements et éclaircissements que ces personnes peuvent normalement fournir et que le vérificateur ou l'examineur

Idem



Memorandum

To: Gary Vernon Our File: J-68-87

From: Wendy L. Harrington

Date: November 25, 1988

Re: ICOD SEMINAR UPDATE

As of today's date the following is the most recent information available concerning the status of ICOD's first Seminar:

1. Almost two hundred invitations have been sent out with a total of 70 responses. Of those responding, 44 will attend from as far away as New York, Boston and Ottawa.
2. In addition to the invitations sent, 47 students have been invited. These include ICOD students, students of the Development Economics class at Dalhousie and Political Science students taught by our Chairman.
3. It is anticipated that approximately 115 people will attend the seminar.
4. In light of Dr. Vandermeulen's illness we do not have a chair for the seminar, but are looking into some possibilities.
5. Dinner after the Seminar will be held for the ICOD Board of Directors, Speakers and Directors in the "Board Room" at the World Trade and Convention Centre beginning at 7:30pm.
6. The ICOD Breakfast is scheduled for 9:00am, Saturday, December 3 at the Sheraton. The purpose of this meeting is to pursue initiatives which came to light during the seminar the previous day.



7. Media contacts are being made today and Monday.
8. A photographer is being engaged for the middle section of the Seminar.

Of course, final details will continue to change and settle as the day of the Seminar approaches, I will let you know of anything of major importance.

A handwritten signature in cursive script, appearing to read 'Wendy L. Harrington'.

Wendy L. Harrington
Administration Officer
Information Division

WH:



Memorandum

To: Chairman
Board of Directors

Our File: J-52-87

From: Michael Latremouille *ML*

Date: November 30, 1988

Re: COST OF ICOD INFO/INFO CIEO
VOLUME 1, NUMBER 2, 1988

Contract editor/writer	-	\$ 1,575.00
Design and layout	-	6,400.00
Film and photography	-	1,552.00
Printing [3600 English 1000 French]	-	4,624.00
Distribution (postage)	-	<u>1,500.00</u>
TOTAL	-	<u>\$15,651.00</u>
COST PER COPY	-	\$ 3.40

ML/ad

cc: Mr. Gary Vernon



Memorandum

To: To All Staff

Our File: 2013.1

From: Gary C. Vernon

A handwritten signature in dark ink, appearing to be 'G. Vernon', written over a horizontal line.

Date: January 12, 1989

Re: ICOD Reorganization - The Transition

I. Introduction

This memo is the first in a series of information packages designed to inform ICOD staff of plans and progress toward implementation of the reorganization plan approved by the Board of Directors. (See Appendix A for the approved structure of ICOD). Future memos in this series will be provided as information is compiled to ensure that staff are involved in, and kept informed about, reorganization activities.

Although a great deal of effort and analysis has gone into the initial definition of ICOD's future organization, much remains to be done to affect a smooth transition. Coordination of staffing activities and other initiatives which must be completed is essential to move the present organization to the future. Towards this end I am pleased to announce the appointment of Ed Cayer as ICOD's first Sectoral Consultant - Management to assume responsibility for development and implementation of the organizational transition plan. Mr. Cayer will also assume responsibility for establishment of the Sectoral Consultants Group, and the supporting administrative and management systems.

2. Staffing Process

2.1 Completed Activities

The staffing process has been initiated to implement the structural changes approved by the Board. Its focus to date has been to acquire the necessary resources to assist management during the upcoming transition stage. Active recruitment for the positions of Personnel Manager, Counsel and Director of Finance is now nearing completion.

I am pleased to announce the appointment of Mr. Ian Glasgow as ICOD's Personnel Manager effective the 1st of February 1989. (See Appendix B for a profile of Mr. Glasgow.) It is also my pleasure to announce the selection of Mr. David Copp as ICOD's

Legal Counselor. We expect Mr. Copp to assume his duties in early March 1989. (See Appendix C for a profile of Mr. Copp.)

In line with the approved structure, I am also announcing today that effective January 31, 1989 Mr. Joshua John and Mr. Michael Latremouille will report directly to the President of ICOD as Senior Policy Planning Officer and Communications Officer, respectively.

2.2 Ongoing activities

While it is expected that the detailed program for staffing will be the Personnel Manager's first task, guidelines have been prepared and these are outlined below.

Staffing Guidelines and Schedule

- a) Work load assessment completed for each new division by February 3, 1989.
- b) Finalized divisional organization charts and job descriptions will be completed and circulated by February 13, 1989 for each division and group based on immediate staffing needs.
- c) Questionnaires will be circulated and interviews will be completed with individual staff to ascertain their interests in available positions within each of the new Divisions and groups by February 24, 1989.
- d) Assessments of internal staffing actions will be completed by March 3, 1989.
- e) Appointments of internal staff effective May 1, 1989 will be determined and announced by March 17, 1989.
- f) Advertisements will be placed by March 24, 1989 and competitions held for remaining positions to be filled by May 1, 1989.
- g) Schedules for filling remaining positions will be prepared by April 3, 1989.
- h) Present ICOD staff will be invited to apply for positions which are advertised, if they so desire.

3. PARALLEL INITIATIVES

A changing organizational structure requires that other work be undertaken and completed in the coming months and weeks ahead.

To undertake this work a steering committee has been established under my chairmanship including Garry Comber, Ed Cayer and Ian Glasgow. It is also my intention to involve as many staff as possible in the process by establishing work groups. Each work group would assume responsibility for specific activities which must be completed as part of the orderly transition to ICOD's new structure, by May 1, 1989. Activities which must be completed in addition to those related to staffing are identified below.

Activity

- a) Manpower allocation
- b) Accommodation/equipment/File allocations
- c) Program roll-up (Geographic)
List of trainees, cooperants,
consultants, projects, contracts,
etc.
- d) Financial Records (Geographic)
- e) Compilation of Country and Regional Profiles and Briefing of Staff
- f) Telephone switching
- g) Standards for Performance Objectives
- h) Public announcements - correspondence
- i) Handover procedures

Mr. Cayer is presently preparing draft work plans for the groups and discussions will be initiated shortly to identify members of each work group.

4. CONCLUSION

While we realize that this memo may not answer all of the questions which staff may have, it is our hope that this will begin the process and provide some insights into management's present views on the re-organization ahead of us.

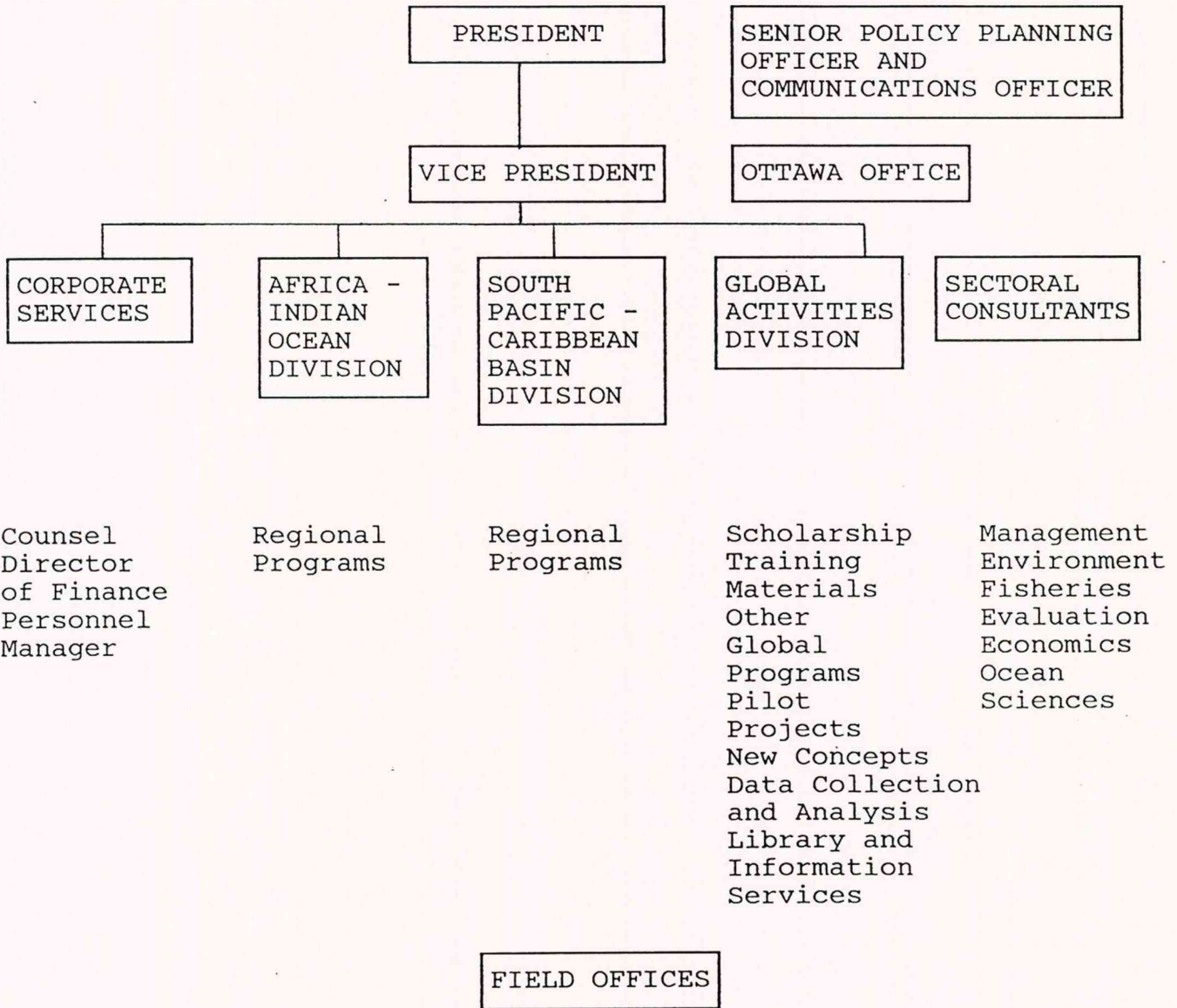
GCV/amd

enclosure

Appendix A

APPROVED ICOD ORGANIZATION

NOVEMBER 30, 1988



David A. Copp

ICOD's Counsel will be David A. Copp, a lawyer and engineer with a longstanding involvement in development work. David has experience in all major areas of general practice law, most recently with the firm of Doucet MacNeil Chiasson. His specialty is intellectual property law and the related merchandizing and licensing agreements, especially those involving computer software and technology transfer. David holds a B. Sc. in Engineering (University of New Brunswick) and a Master of Engineering (Technical University of Nova Scotia) as well as a Bachelor of Laws degree (Dalhousie University). His development assistance experience includes work with the Ethiopia Airlift Society, Red Cross, and Third World Medical Equipment Assistance Project.

Ian Glasgow

Ian Glasgow will be ICOD's Personnel Administrator. Ian is an administrator and manager with 13 years of experience in the provincial public service. He is joining ICOD from the Nova Scotia Department of Health where he was responsible for two health care units with a combined staff of 70 people. Ian's previous experience includes four years as Manager of Personnel and Administration for the Nova Scotia Department of Tourism, three years as an Office Automation Analyst with the Nova Scotia Government Services Group (where he analyzed word processing requirements), and two years in the province's Civil Service Commission and the Treasury Board. Mr. Glasgow holds a Masters Degree in Public Administration and a Bachelor of Arts Degree.



CONFIDENTIAL

Memorandum

To: Directors
Our File: 2016
870135

From: Gary C. Vernon

Date: January 27, 1989

Re: Donors Meeting for Mauritius Environment Program

1. Plenary Session

The meeting was convened by the World Bank to receive commitments from donors to a comprehensive environmental program developed by the Bank for Mauritius (see cost table, attachment I). Sessions were held at the World Bank headquarters in Paris on January 19-20, 1989.

The meeting was attended by delegations from 21 countries and organizations (see attachment II).

ICOD had expressed concern in our telegram of January 3 that: (a) our project on Lagoonal Health had been misrepresented in the World Bank Report; and (b) a potential overlap existed with an EEC project in the region. This issue was addressed directly in the opening statement of the Hon. B. Ghurburrun, Minister of Economic Planning and Development (attachment IV). The Minister clarified the scope of both the ICOD and EEC projects, promised close coordination between the two and indicated that Mauritian counterparts would be trained on schedule.

The morning of the first day was taken up with general statements and discussion of details of the proposed project. The World Bank spokesman indicated that the Bank would cover a portion of the unfunded elements in the proposal but that as much assistance as possible was being sought from other donors.

The UNDP regional representative in Mauritius spoke of the importance of the approach as a guide for future action on the part of his agency and other UN bodies. This was echoed by UNDP, UNESCO, FAO and the other delegations that spoke. ICOD did not intervene in the general debate.

2. Individual Meetings

The afternoon was devoted to individual discussions between donors and teams lead by the three Mauritian ministers. It was clear that coordination of offers would be difficult since there had been little time for donors to consult in advance. The World Bank spokesman warned early on that coordination of both offers and the management of the program was going to be a major challenge. During the individual meetings, which were divided according to subject matter, I indicated that ICOD was prepared to follow-up in three of the ocean project areas - either alone or in concert with others. I stressed however, that several ancillary activities should form part of the program if it was to be effective and provide maximum demonstration effect in the region. These included enhanced training, information and possibly South-South exchanges in the form of seminars or courses. These suggestions were well received by ministers although they were not sure how many scholarships could be taken up. In any event, I agreed to make an "offer" at the plenary session which extended beyond the projects contained in the World Bank paper.

3. Offers from delegations

A plenary was held on the second day at which each delegation in turn was asked for an indication of support. A summary of proposed contributions is as follows:

- UNDP - \$525,000 from its regular and "outside" programs with an undertaking to marshall expertise from other UN agencies.
- Australia - through the framework of its existing development assistance programs, technical assistance on marine parks, mangroves, protection of coral reefs and commodity assistance.
- France - an offer to undertake the central planning role foreseen in the program as well as support for institutional structures. The spokesman for the Caisse Centrale offered loans of \$15 million for the infrastructure elements of the program.
- FRG - concessional loan of 5.7 million DM for reforestation at 2% to be repaid over 30 years with a 10 year grace period.
- U.K. - help with the planning process - no direct assistance offered.

- U.S. - offer of support but no money commitments. Referred to the possibility of accessing \$4.5 million over the next year for institutional strengthening and training. (It should be noted that the U.S. representative was from EPA and not USAID).
- Commonwealth Development Corporation (UK) - already providing assistance and will open an office in Mauritius. It was not clear how much new money would be committed but the main interest was in a proposed industrial park.
- CFTC - offered three experts on overall policy development, legal review and scientific support as well as fellowships and attachments.
- EEC - already heavily involved in the area and stressed particular support for regional approaches being undertaken by COI. Part of their commitment to marine funding at the regional level will be for Mauritius. EEC have committed 23 million ECU to the regional funding package.
- European Investment Bank - already working in the area. Undertook to extend their activities and their line of credit (unspecified).
- FAO - undertook to continue their technical assistance program. Focus is on agrochemicals, legislation and institutional strengthening.
- Nordic Investment Bank - offered \$10 million in loans under favourable terms. Will fill gaps on an untied basis if closely coordinated with WB and UNDP.
- UNEP - unable to offer funding. Stressed the desirability of Mauritius signing the Regional Seas Program.
- UNESCO - exchange of information.
- African Development Bank - \$1 million from their Technical Assistance Fund.

4. ICOD Proposal

On behalf of ICOD, I commended the initiative and noted that the Centre had projects already underway with Mauritius in excess of \$300,000. I noted that our offers to follow were indicative only and subject to the approval of the Board of Directors. I made the following proposal:

A) From the World Bank List of Projects

1) Marine Environment Management Plan \$150,000

Support in cooperation with other donors who might provide tropical specialists. The ICOD offer is a little over $\frac{1}{2}$ the total cost (\$225,000). Another potential donor is Australia.

2) Marine Parks \$60,000

Support for the non-capital elements of the Marine Park Management Plan.

3) Investigation of Marine and Estuarine Pollution \$300,000

Support for additional elements to build on the existing project and to do future monitoring if required. This project should be closely coordinated with the EEC.

Potential commitment c \$500,000

B. In General Support of Mauritius and the Sector

I noted in opening, the list of scholarships and training programs for which Mauritius was already eligible. I then indicated we would entertain further proposals for the following (the costs were recognized as being indicative only):

1) Special Scholarships to Support the Environmental Program

Up to 10 MA scholarships (2 yrs) for study in
Canada or the Region \$300,000
2 per year for five years.

Up to 3 PhD scholarships (4 yrs) for study in
Canada or the Region \$500,000
1 per year for three years.

Short term practical attachments (unspecified) \$250,000

Potential commitment c \$1,000,000

2. Special courses on ocean and environmental matters to be convened in Mauritius or elsewhere (to which Mauritius attendees would be eligible for support) \$150,000
I mentioned in particular offshore drilling, boundary making, ocean ecology as examples.

3. (a) Development of environmentally - oriented courses and materials for middle and high schools. \$200,000

(b) Support for increased capacity to teach Marine Affairs at the University of Mauritius.	\$100,000
4. Seminars to demonstrate progress of the Mauritius experiment to representatives from other areas of ICOD interest; other South-South exchanges as warranted.	\$100,000
Potential commitment	<u>\$450,000</u>

ICOD's proposal was the most far reaching of the smaller organisations; indeed aside from references to providing experts, none of the other agencies (except the Banks) attempted to indicate the value of their contributions.

5. Summary

In summing up the World Bank representative noted that the process had not been flawless and that there were numerous donors for some elements of the program and none for others. He stressed that the program should go forward immediately and would need strong coordination from the outset; indeed he indicated that a fourth high level technical adviser should be appointed to look after implementation. \$60.5 million had been committed; about \$22 million on a grant basis. The World Bank undertook to fund the gaps up to \$25 million. The Bank's stated concerns reflected much of the opinion around the table.

In response the Chairman (Finance Minister, S. Lutchmeenaraidoo) noted that all grant funding and line of credit proposals were accepted. The Ministry of Housing, Lands and Environment would follow up bilaterally and develop flow charts for implementation as soon as possible. He estimated this would take 2-3 months.

Subsequent to the meeting the World Bank representative asked why ICOD hadn't made a bid for the whole marine program. I indicated that all projects did not fit within our guidelines and that, in any event, other donors had made bids before our turn came. He seemed to suggest that we should reconsider and at least bid for complete projects.

We now have a 1-2 month window to consider and refine our bids and areas of interest. My impression is that there will not be great interest in the scholarship offer although Mauritius may take up a few. Under those circumstances I would like Technical Assistance Division to review our project bids from the World Bank document and provide advice on whether we should reconsider our approach.

IV. SUMMARY PROJECT COST TABLE

<u>Project Components</u>	<u>US\$</u>
B. INSTITUTIONAL STRENGTHENING	
1. Technical Adviser - Policy & Institutional	200,000
2. Technical Adviser - Environmental Legislation	100,000
3. Technical Adviser - Environmental Scientist	200,000

Sub-total	500,000 =====

C. LAND MANAGEMENT AND TOURISM	
1. National Physical Development Planning	1,234,000
2. Strengthening detailed planning and control	2,238,000
3. Establishing a Crown Lands Information and Management System	380,000
4. Regional planning of tourist zones	
- Eastern Zone	600,000
- South Western Zone	600,000
5. Historic and Architectural Conservation	
- Establish Institution	102,000
- Implementation of Conservation Works	240,000
6. Infrastructure Rehabilitation - North Tourist Zone (Grand Baie)	
- Detailed design, supervision	400,000
- Implement civil works (Ph I)	3,600,000

Total for Land Management and Tourism	9,394,000 =====

US\$

D. INDUSTRY, SEWERAGE AND SOLID WASTES	
1. Laboratory Requirements	
- Central Laboratory	1,250,000
- Satellite Laboratories for	
Ministry of Works	280,000
Ministry of Health	320,000
Ministry of Housing, Lands and the Environment	400,000
Ministry of Agriculture, Fisheries & Natural Resources	200,000
Ministry of Labour and Ministry of Health	250,000
Ministry of Energy,	320,000
Central Water Authority	320,000

2.	Provision of Infrastructure for Industrial Park	
-	Study for site selection and development	250,000
-	Detail Design	450,000
-	Implementation of Infrastructure	9,000,000
3.	Baie du Tombeau Emergency Sewerage Project	
-	Study and detail design	40,000
-	Implementation of Sewerage Scheme	1,500,000
		<u>US\$</u>
4.	Preparation and Implementation of a National Sewage Master Plan	
-	Master Plan Study	1,000,000
-	Sewerage Tariff Study	40,000
-	Implementation of immediate works	
	Detailed Design	40,000
	Implementation of Civil Works	1,500,000
-	Implementation of main project	
	Detailed Design for Phase I	1,500,000
	Implementation of Civil Works	20,000,000
5.	Study on Economic Incentives for Industrial Pollution Control	45,000
6.	Establishment of a Hazardous Substances Control Board	
	Technical Assistance and Consultancy Services	290,000
7.	Health Studies	
-	Worker Health and Accident Surveys for High Risk Workplaces	
	Consultancy Services	320,000
-	Impact of Dust and leaded Gasoline on High Risk Exposure Groups in the Mauritian Population	
	Consultancy Services	160,000

8.	Development and Implementation of a National Solid Waste Management Plan	
-	Solid waste management plan study	150,000
-	Detailed design	40,000
-	Implementation of Civil Works and procurement of equipment	3,000,000
9.	Characterization of Sugar Industry Waters	
	Consultancy Services	200,000
	Sub-total	<u>\$42,510,000</u>
E.	AGRICULTURE	
1.	Pesticide Assay Laboratory - Consultancy	230,000
2.	Training	127,000
3.	Integrated Pest Management and Fertilizer Research	312,000
4.	Fertilizers Study and Research	40,000
	Sub-total	<u>709,000</u>
F.	MARINE CONSERVATION	
1.	Management Plan	235,000
2.	Marine Park	120,000
3.	Investigation Marine & Estuarine Pollution	140,000
4.	Marine Ecosystem Monitoring	140,000
5.	Oceanographic Data Collection	143,000
6.	Marine Conservation Centre	150,000
	Sub-total	<u>928,000</u>
		<u>US\$</u>
G.	TERRESTRIAL CONSERVATION	
1.	Black River National Park	292,000
2.	Nature Reserves	45,000

3. Offshore Islands	80,000
4. Reafforestation	1,665,000
Sub-total	<u>2,082,000</u>
BASE COST	<u>\$56,123,000</u>
Contingencies (15 percent)	8,417,000
TOTAL	<u>\$64,540,000</u>

MAURITIUS DONORS' MEETING ON ENVIRONMENTAL INVESTMENT PROGRAM

Paris, January 19-20, 1989

PROVISIONAL LIST OF PARTICIPANTS

MAURITIUS

The Hon. Seetanah Lutchmeenaraidoo Chairman
Minister of Finance

The Hon. Beergoonath Ghurburrun
Minister of Economic Planning and Development

The Hon. Ramesh Jeewoolall
Minister of Housing, Lands and the Environment

x Mr. Guy Wong So
Ministry of Economic Planning

x Mr. D. Manna
Ministry of Finance

x Mr. S. Seebaluck
Ministry of Housing

Mr. R. Laulloo
Ministry of Works

Mr. R. Kisnah
Ministry of Energy

Mr. P. Tirvengadam
Ministry of Housing

Mr. M. Dilmahamood
Deputy High Commissioner
Mauritius High Commission, London

Mr. B. Taposeea
Charge d'Affaires a.i.
Embassy of Mauritius, Paris

Mr. B. Appadoo
First Secretary
Embassy of Mauritius, Paris

AUSTRALIA

Mr. Ronald McInnes
Deputy Permanent Representative
Permanent Delegation to the OECD

Mr. Stefan Trofimovs
Trade Commissioner
Embassy of Australia, Washington, DC

DENMARK

Mr. Christian Stausboell
Danish Ministry of Environment

FRANCE

Mr. Jean-Pierre Gonon
Directeur
Département Afrique du Nord,
Afrique de l'Est et Océan Indien
Caisse Centrale de Coopération
Economique (CCCE)

Mr. Gabriel Cattin
Responsable
Division Industrie et Infrastructure
Département Afrique du Nord,
Afrique de l'Est et Océan Indien
CCCE

Mr. Alain Chetaille
Responsable
Division Financière
Département Afrique du Nord,
Afrique de l'Est et Océan Indien
CCCE

Mr. Marc-Antoine Martin
Ingénieur
Département Afrique du Nord,
Afrique de l'Est et Océan Indien
CCCE

Mr. Philippe Proust
Directeur
CCCE, Port-Louis

Mr. Jean-Marie Bruno
Chargé de mission géographique
Ministère de la Coopération

Mr. P. Geny
Chargé de mission environnement
Ministère de la Coopération

Mr. Pierre Castella
Adjoint-chef service de la coopération technique
Ministère de l'Environnement

GERMANY

Mr. Egbert Von Brewern
Division Chief
Kreditanstalt für Wiederaufbau (KfW)

Mr. Wolfgang Buch
Advisor
Permanent Delegation to the OECD

UNITED KINGDOM

Mr. J.H.S. Chard
Desk Officer
Overseas Development Administration (ODA)

Dr. I.H. Haines
Environmental Adviser
ODA

UNITED STATES

Ms. Monica Sinding
Regional Office of Economic Services
U.S. Agency for International
Development (USAID)
Nairobi

Mr. G. Patrick
Deputy Director
EPA

AFRICAN DEVELOPMENT
BANK (AfDB)

Mr. Kothle

Mrs. Bertilsson

Mr. J. Johnston

COMMONWEALTH
DEVELOPMENT CORPORATION
(CDC)

Mr. Martin Dove

Mr. Tim Yates

COMMONWEALTH FUND
FOR TECHNICAL
COOPERATION (CFTC)

COMMISSION OF THE
EUROPEAN COMMUNITIES
(CEC)

Mr. Giovanni Livi
Director, East and Southern Africa
Indian Ocean and Pacific
Directorate General for Development

Mr. Aziz
Division Chief
Indian Ocean and Pacific

Mrs. Alice Giudicelli
Country Officer for Mauritius

EUROPEAN INVESTMENT
BANK (EIB)

Mr. Jean Vrla
Loan Officer

Mr. Peter Bond
Technical Adviser

FOOD AND AGRICULTURE
ORGANIZATION (FAO)

Mr. J. Perez de Vega
Senior Liaison Officer

Mr. Moutappa
Environment

INTERNATIONAL CENTRE
FOR OCEAN DEVELOPMENT
(ICOD)

Mr. Gary C. Vernon
President

JERSEY WILDLIFE
PRESERVATION TRUST

Mr. John Hartley

NORDIC INVESTMENT
BANK (NIB)

Mr. Peter Laurson
Executive Vice President

Mr. Eivind Dingstad
Vice President

UNITED NATIONS
DEVELOPMENT
PROGRAMME (UNDP)

Mr. J.N. Marchal
Resident Representative
Mauritius

UNITED NATIONS
EDUCATIONAL, SCIENTIFIC
AND CULTURAL
ORGANIZATION (UNESCO)

Mr. Pierre Ayala
Division of Ecological Sciences

Mr. Cessé Mamadou
Education Sector

UNITED NATIONS
ENVIRONMENT
PROGRAMME (UNEP)

Mr. Ferrari
Nairobi Office

Ms. Aloisi de Larderel
Paris Office

WORLD WIDE FUND
FOR NATURE (WWF)

Mr. Tom McShane

Mr. Hugh Synge

WORLD BANK

Mr. Jonathan C. Brown
Division Chief
Infrastructure Operations
Eastern Africa Department

Mr. Michael S.V. Rathnam
Senior Financial Analyst and
Country Officer for Mauritius
Eastern Africa Department

Mr. Bernard Baratz
Senior Chemical Engineer
Environmental Operations & Strategy Division
Environment Department

Mr. Karl Kleiner
Senior Municipal Engineer
Infrastructure Operations
Eastern Africa Department

OBSERVERS

INDIA

Mr. P.K. Ghosh
First Secretary
Embassy of India, Paris

JAPAN

Mr. Mamoru Umemoto
First Secretary
Embassy of Japan, Paris

Mr. Hitoshi Sejima
Finance Counsellor
Embassy of Japan, Paris

Mr. Yoshitaro Fuwa
Chief Representative
OECD Bureau, Paris

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Attachment III

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TO: MR. S. LUTCHMEENARAIDOO
DEPUTY PRIME MINISTER AND
MINISTER OF FINANCE
PORT LOUIS, MAURITIUS

SUBJ: MAURITIUS DONORS MEETING, PARIS JAN 19-20/89

I MET WITH HON. SIR RAMESH JEEWOLALL, OTTAWA DEC 14 RE SUBJECT MEETING. I PROPOSE TO ATTEND. MEANWHILE APPRECIATE DETAILS ON MEETING STRUCTURE AND EXPECTATIONS FROM DONOR AGENCIES. REVIEW OF QUOTE MAURITIUS ENVIRONMENTAL INVESTMENT PROGRAM FOR SUSTAINABLE DEVELOPMENT UNQUOTE REVEALS TWO AREAS OF CONCERN I WLD LIKE TO CLARIFY PRIOR TO PARIS.

ONE, SUMMARY OF ICOD PROJECT, INVESTIGATION OF LAGOONAL HEALTH CHARACTERISTICS AND COASTAL POLLUTION - MAURITIUS P.66 APPEARS MISLEADING. REPORT INDICATES PROJECT IS MAINLY TRAINING HOWEVER NOA BETWEEN US INDICATES CANADIAN TEAM TO BE COMPRISED OF BROAD RANGE OF EXPERTS CHARGED WITH ESTABLISHMENT OF SET OF BASELINE ENVIRONMENTAL PARAMETERS AROUND ISLAND AND IN LAGOONS. ESTABLISHMENT OF TEST SITES TO DETERMINE STATE OF THE MARINE AND CORAL REEF ECOSYSTEMS PLUS, SOURCES AND IMPACTS OF POLLUTION. DATA ON WIDE RANGE OF OTHER ELEMENTS WILL BE COLLECTED AND ANALYZED. DESIGNATED MAURITIAN SCIENTISTS AND TECHNICIANS WILL ESTABLISH ONGOING MONITORING SYSTEM TO ENABLE ASSESSMENT OF IMPACTS OF FUTURE DEVELOPMENT ON THE ECOSYSTEM. THIS WILL OCCUR ONCE MAURITIAN COUNTERPARTS HAVE COMPLETED CERTIFIED DIVER TRAINING. HENCE, ICOD PROJECT EXTENDS WELL BEYOND DESCRIPTION STATED AND TOUCHES ON SEVERAL OTHER PROPOSED MARINE CONSERVATION INITIATIVES IN THE REPORT.

A SECOND CONCERN CAME TO LIGHT DURING VISIT OF MR. FLEWELLING OF ICOD. EEC FUNDED UNIVERSITY OF MARSEILLES (DR. MULLER) PROJECT WITH UNIVERSITY OF MAURITIUS HAS RECENTLY EXPANDED ITS TERMS OF REFERENCE SUCH THAT THERE APPEARS ALMOST 100 OVERLAP WITH THE ICOD PROJECT. AS FLEWELLING NOTED AT INTERDEPARTMENTAL STEERING COMMITTEE MEETING ON THE SUBJECT, ICOD PROJECT IS ON HOLD UNTIL MARCH TO ENABLE MAURITIUS TO COMPLETE DIVER TRAINING FOR DESIGNATED SCIENTISTS AND TECHNICIANS. MEANWHILE WE HOPE REVIEW OF MULLER PROJECT WILL RESOLVE ANY APPARENT OVERLAP IN DONOR EFFORTS. ONE SUGGESTION IS CONTINUATION OF ICOD PROJECT WITH UNIVERSITY OF MAURITIUS INPUT AND, ON COMPLETION, MULLER PROJECT COULD PROVIDE ONGOING CONTINUITY FOR MONITORING SYSTEM. I WOULD APPRECIATE CONFIRMATION OF STATUS OF REVIEW OF MULLER PROJECT PRIOR TO PARIS MEETING IN ORDER TO BETTER ASSESS ICOD'S POSSIBLE PARTICIPATION IN YOUR OVERALL ENVIRONMENT INITIATIVE.

LOOK FORWARD TO HEARING FROM YOU SOON AND SEEING YOU IN PARIS. BEST REGARDS.

G. VERNON
PRESIDENT
ICOD HFX 019-21670

CC. HON. SIR RAMESH JEEWOLALL

....

DURATION MINS 07:13

H. S. S. S. S.

MAURITIUS DONOR'S MEETING ON ENVIRONMENTAL INVESTMENT PROGRAM

Paris, January 19-20, 1989

STATEMENT BY DEPUTY PRIME MINISTER AND
MINISTER OF ECONOMIC PLANNING AND DEVELOPMENT

Chairman,
Ladies and Gentlemen,

This is the first time that Mauritius is drawing up a comprehensive environment programme. Up till now, we have been dealing with environment programmes on a piecemeal basis with a risk that actions are not well co-ordinated among the various organisations.

You will note that the programme we are proposing is quite ambitious with a total expenditure of around \$ 65 million. This is quite a significant amount for a country of the size of Mauritius. It is also the first time that we are presenting a project with such a high component of technical assistance.

We do believe that in the field of environment control, it is better and much cheaper to prevent than to cure. Mauritius is still a clean island compared to many others in a similar state of development. If you look at our lagoons, they are still clean with good visibility for those who like underwater sports and our sandy beaches are still white as they have always been.

There are emerging signs which, however, have triggered us to react. My colleague the Minister responsible for the environment has spoken amply on this; and I do not intend to go over this again. I would just like to say that we attach a lot of importance to the quality of life in our planning process. Our country has experienced a fast rate of growth of more than 7% over the past few years and we expect the growth rate to be high for the coming years, albeit at a lower level than we witnessed since 1984.

Economic growth per se, however, is not enough. We have to watch over what is going on in our living environment, and make sure that in the development process we do not endanger the health of our population, create unsightly areas through pollution, and generate changes in our environment which are irreversible.

As said, the investment programme you have in front of you is impressive. You will note that most of the projects concern studies and consultancies for which we are seeking outside assistance. Mauritius still lacks the necessary expertise to undertake these assignments given that most of them are of a highly technical nature. Unfortunately, outside expertise is highly expensive and Mauritius finds it difficult to shoulder this burden alone.

In addition, none of the projects we are proposing yield high revenue to the public coffers. In fact the projects aim at institution-building or the establishment of a framework to prevent a degradation of the environment. Many of the projects have a long gestation period and their effects will not be immediately felt. The implementation of this programme, therefore, will constitute a heavy burden on the public budget. This explains the decision of the Government of Mauritius to organise this meeting in Paris with the help of our friends from the World Bank and UNDP.

Many countries and organisations have already responded to our request for assistance in the field of environment control.

For example, in the field of marine environment protection we have various projects which are being undertaken with the help of the specialised agencies.

The ICOD is helping us in a project for the establishment of a system of monitoring the marine ecosystem. This project consists in the preparation of baseline parameters and the training of Mauritian

staff in the collection and analysis of samples. The first part of this project has now been completed, and the second phase will be started during the second half of this year once our scientists have been trained in scuba-diving techniques. The Canadian Government has made available some equipment for this project.

The Commission of European Communities is financing a three-year project for the study of the ecosystem of two specific coastal zones of the island. This project will be co-ordinated with the ICOD project which I just mentioned so that there are exchanges of information between the participants of the two studies. These two projects are interrelated. While the ICOD project aims at the establishment of a mechanism of monitoring of the ecosystem the other project relates to the indepth study of parts of the West and East coasts.

A study is also being undertaken on the ecological effects of sand removal from the sea with the assistance of ICOD.

The UNEP/IMO have financed a study for an oil-spill contingency plan. This is a serious problem as our country rely on tourism and any spoilage of our beaches by oil tankers will have a bad effect on this sector.

The Commission of European Communities is financing several projects in some fifty housing estates. Most of our housing states have been constucted in the 1960's and do not have proper sewage facilities. There is thus a risk of pollution of the aquifer.

Ladies and Gentlemen, I have just mentioned some of the subjects we have implemented or in the process of implementing.

We are at your disposal to answer your queries or clarifications you need on these projects during the working session.

Thank you.



Memorandum

To: Board Members Our File: 11,000

From: Gary C. Vernon

Date: January 30, 1989

Re: President's List of Objectives

At the last Board meeting I undertook to present a list of personal objectives for the year 1989 to assist in evaluation of the President's performance. The objectives of the Centre (and of the President) are outlined in the Corporate Plan and other documents which are presented to the Board throughout the year. The primary measure of performance will be your assessment of how well the Board-approved objectives are met.

In addition, I have attached for your perusal, the objectives I had developed for 1987 and 1988. The latter I discussed with the Chairman but unfortunately did not officially submit to the Board; I have rectified that by attaching an updated set of objectives for this year as well as copies of the former lists for your consideration.

attachments

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LA 218⁴⁰
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International Centre for Ocean Development
Centre international d'exploitation des océans

17.3.87
Raymond
Aug 4

Gary
I think this is pretty good
I have added (very tentatively)
one point -- just to think about!

Our File/Notre référence
1004..9
Your File/Votre référence

July 9, 1987

Mrs. Elisabeth Mann Borgese
Pearson Institute
Dalhousie University
1321 Edward Street
Halifax, Nova Scotia
B3H 3J5

ICOD / CIEO
RECEIVED HFX.
DATE Aug 4
ACTION Gary V

Dear Elisabeth:

During discussions at the last meeting, the Board asked that I submit a list of specific objectives for ICOD in the current year. Since the year is now well along, some of the listed objectives will already be familiar to you. The basic objectives are (as always):

- a) To conduct ICOD's programme activities so as to satisfy our legislative mandate and the resolutions of the Board of Directors.
- b) To manage ICOD's affairs efficiently and effectively.

Following are two lists of specific objectives which we are attempting to pursue this year. As stated above, most of these objectives have already been discussed by the Board.

Yours sincerely,

Gary C. Vernon
President

GCV/rp

P.S. I'm available next week if you wish to discuss.



1987 OBJECTIVES

Policy

1. Continue to develop ICOD programmes in the four geographical areas of concentration.
2. Develop a policy paper for the Board of Directors which will discuss various possible new directions for ICOD activities.
3. Develop proposals for a series of yearly ICOD seminars on topics of relevance to ocean activities.
4. Develop the modalities for CIDA funding of fisheries and oceans programmes in the South Pacific to be executed by ICOD.
5. Pursue the question of funding for other ICOD programmes with donor agencies and banks.
6. Develop a proposal for CIDA to take over funding of ICOD scholarships in Canada.
7. Develop a publications policy for Board consideration.
8. Develop an improved system for ICOD identification of candidates for open scholarships and for the ICOD-supported diploma courses at UQAR and Dalhousie University.
9. Continue to apply policies which will ensure the recognition of ICOD as an operationally bilingual organization.
10. *Attempt to get a better balance between support to fisheries and other major ocean areas.*



1987 OBJECTIVES

Administration/Financial

1. Continue to develop and refine financial and operational procedures for ICOD.
2. Arrange for the identification and appointment of international members to ICOD's Board.
3. Secure the agreement of the Department of Fisheries and Oceans for the secondment of personnel to ICOD projects.
4. Conduct a review and analysis on the need for ICOD accommodation in Ottawa and submit a proposal to the Board.
5. Develop an effective system of project evaluation within ICOD.
6. Establish contracting procedures which utilize the inputs of outside "referees".
7. Prepare and submit to the Board, a full review of cost comparisons for ICOD's training courses.
8. Complete ICOD staffing.
9. Develop internal security procedures for the handling of government documents.

1988
Basic Objectives

1. To conduct ICOD's program activities in keeping with the Centre's mandate and with Board-approved objectives and targets.
2. To manage ICOD's affairs efficiently and effectively.

Specific Objectives

1. Manage ICOD's programming to achieve:
 - (a) a more even balance between fisheries and other ocean programs.
 - (b) an expenditure commitment of \$8 million for fiscal year 1988-89.
2. Prepare a reorganization proposal for Board approval to strengthen the administration functions in ICOD and restructure the Centre along geographical lines.
3. Conclude negotiations with CIDA on the South Pacific program.
4. Open an ICOD office in the South Pacific.
5. Seek to increase ICOD's role as an executor of CIDA-funded programs; develop with CIDA a sectoral scholarship program which ICOD could manage.

1989
Basic Objectives

1. To conduct ICOD's program activities in keeping with the Centre's mandate and with Board-approved objectives and targets.
2. To manage ICOD's affairs efficiently and effectively.

Specific Objectives

1. Manage ICOD's programming to achieve:
 - (a) an increased ratio of activities in the new Africa-Indian Ocean area.
 - (b) continued expansion of the non-fisheries area of programming.
 - (c) an expenditure commitment of \$11.5 million in fiscal year 1989-90.
2. Complete the reorganization of ICOD - including the placement of key personnel, organization of administrative processes and proposals for future space commitments.
3. Conclude ICOD negotiations with CIDA on the sectoral scholarship program.
4. Arrange with CIDA for an equitable sharing of the position of fisheries advisor in the Caribbean.
5. Complete feasibility estimates of posting ICOD personnel in the remaining target regions.
6. Attempt to expand ICOD's project/program management role to projects funded by the World Bank, UNDP and other funding agencies.
7. Complete an assessment of ICOD's potential role in developing economic valuations for ocean activities and resources.
8. Complete the work done on ICOD country and regional profiles.
9. Submit to CIDA the proposal for a revised resource survey in the Caribbean.
10. begin development of "policy research"
11. develop some limited relationship with developing landlocked states in ~~area~~ regions of ICOD concentration in accordance with Canada's basic principle to assist a poorer nation, by including them + scheduling system by including the regional studies and improve



Elisabeth Marx-Bogers

Memorandum

To: Board Members

Our File: J-68-87

From: Gary C. Vernon

Date: February 13, 1989

Re: Follow-up on ICOD Seminar and ICOD Brokerage Function

The purpose of this memorandum is to report on recent discussions in New York and Washington D.C. concerning the above. Joshua John and I represented ICOD.

Follow-up on ICOD Seminar

As you may recall, the conclusion of the Seminar was that ICOD should consult with international organisations to determine what work, if any, was being undertaken by them in terms of ocean wealth indicators. Accordingly, we held discussions on the subject with the following:

- (a) UN office of Ocean Affairs and Law of the Sea, New York;
- (b) UNDP, New York;
- (c) World Bank, Washington D.C.; and
- (d) Inter-American Development Bank, Washington, D.C.

While there was general recognition of the strategic importance of the oceans and their critical role in economic development particularly for island and coastal states, only passing interest was shown in the development of the kind of indicators discussed at our Seminar. The World Bank has been for some time engaged in developing a methodology for environmental and resource accounting. It intends to publish, shortly, a compendium on "Environmental and Resource Accounting and Its Relevance to the Measurement of Sustainable Income". Further, the recently established Environment Department of the World Bank is initiating "action plans" under the environment/ecology umbrella encompassing a wide range of inter-related economic and social sectors on a country basis. For example, as I reported at the last Executive Committee Meeting, the Bank recently held a donor's meeting in Paris to consider an integrated and environmentally ordered economic development program for Mauritius. I understand that a similar action plan is now under preparation on Madagascar. The UN office of Ocean Affairs and Law of the Sea expressed some interest in the subject, but has no financial resources to pursue a regional project to develop and

test ocean wealth indicators. The UNDP and the Inter-American Development Bank also recognize the critical importance of sustainable development considerations in all development assistance work and have recently strengthened their environmental expertise and resources to ensure that such considerations are an integral part of all project feasibility analysis.

The UN office for Ocean Affairs and Law of the Sea is in my view rightly positioned to coordinate initiatives of this kind and I have assured them that if they decide to take on a lead role and convene a meeting of interested international organisations, ICOD would be prepared to assist by funding a presentation by Prof. Giarini. I am also making available to the Under Secretary of the UN office of ocean affairs and Law of the Sea a copy of the paper presented at the Seminar by Messrs Giarini and Börlin. I will keep you advised of further developments as they arise.

ICOD's Brokerage Function

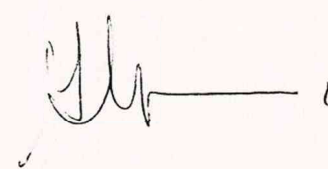
As you may know, we have already registered ICOD with all major donor agencies. We have also informed them of the Centre's intention and capability to manage programs on behalf of donors, particularly in the niche of ocean resource development. During our meetings with UNDP, World Bank and the Inter-American Development Bank, I raised this matter with the several senior officials. While they all were receptive to the idea, it was suggested that in order to obtain projects, ICOD should target more on recipient countries than on donors. They added that selection of consultants is often the responsibility of the recipients. To this end, I intend to review on a regular basis the "Monthly Operational Summary of Proposed Projects" of the World Bank, the International Development Association and the Inter-American Development Bank. On this basis, we will be able to identify projects of interest to us and convey our interests to the respective recipients and donors at an early stage.

As a result of our visit, we have been able to identify all the appropriate procedures and establish the necessary contacts, particularly with the World Bank, IDA and the Inter-American Development Bank, to pursue this matter on a systematic basis.

Economic Reports and Publications of the World Bank

We met with the Canadian Executive Director of the World Bank and have made arrangements for the regular transmission of World Bank economic reports and other publications to ICOD to assist in our economic analysis and project evaluation.

JJ:GCV/amd

A handwritten signature in dark ink, appearing to be 'JJ', followed by a horizontal line and a small vertical tick mark at the end.



Memorandum

To: Board Members

Our File: 2013.1

From: Gary C. Vernon

Date: March 3, 1989

Re: Senior Staff Appointments

I would like to bring to your attention some personal details with reference to three appointments recently made to strengthen the administrative structure of the Centre. The re-organization and expansion of the Centre has recognized the need for a Corporate Counsel, a Director of Human Resources and a Director of Finance. Now that the positions are filled, I would like to forward to you a few brief comments with reference to the individuals filling these new positions.

David Copp (Corporate Counsel)

Effective March 1st, David Copp became our Corporate Solicitor. David is a lawyer and engineer with a long standing involvement in development work. He has experience in all major areas of general practice law, most recently with the firm of Doucet, MacNeil and Chiasson. His specialty is intellectual property law as well as related merchandising and licensing agreements, especially those involving computer software and technology transfer. David holds a BSc in Engineering from the University of New Brunswick and a Masters of Engineering from the Technical University of Nova Scotia. In addition, he has a Bachelor of Law degree from Dalhousie University. David's development assistance experience includes work with the Ethiopia Airlift Society, Red Cross, and Third World Medical Equipment Assistance Project.

Ian Glasgow (Director, Human Resources)

Effective on February 1st, Ian Glasgow became ICOD's Director of Human Resources. Ian has thirteen years of experience in the Provincial Public Service. He joins ICOD from the Nova Scotia Department of Health, where he was responsible for the administration of two health units, with a combined staff of seventy people. Ian's previous experience includes four years as Manager of Personnel and Administration with the Nova Scotia Department of Tourism, and three years as an Office Automation Analyst with the Nova Scotia Government Services Group. Prior service included two years with the Province's Civil Service Commission and two years with the Provincial Treasury Board. He holds a Bachelor of Arts degree from St. Francis University and a Masters Degree in Public Administration from Dalhousie University.

Christopher Barr (Director of Finance)

Effective April 1st, Mr. Christopher Barr will become the Director of Finance for the Centre. Chris is a Certified General Accountant who has fourteen years of experience in the New Brunswick Provincial Service. For the last six years Chris has been Director of Finance and Administration for the Department of Advanced Education and Training, Province of New Brunswick. As Director, he supervised a staff of twenty-three as well as providing financial services to his central office and eighteen educational institutions. Prior positions include Treasury Officer with the New Brunswick Department of Finance; Finance Officer for School Boards; and Auditor with the operational audit section of the Controllers Office. Since July 1988, Chris has been Acting Assistant Deputy Minister, Administrative Services, a position which involved him in a wide variety of administrative matters.

The creation of these three new positions and the staffing of these positions with the individuals named above, provides a solid management base for our restructured organization.



Gary C. Vernon
President

IG/smm



Elisabeth M. Borgese

file →

Memorandum

To: Board of Directors Our File: 1002.10
From: Gary C. Vernon
Date: April 7, 1989
Re: RE-APPOINTMENT OF THE CHAIRMAN

The purpose of this memo is to seek your approval, on a no objection basis, for a recommendation to the Minister responsible for ICOD for the re-appointment of Elisabeth Mann Borgese as the Chairman of ICOD for a further three year term.

It has recently come to our attention that the Chairman's term of office was for a three year period which expired in February 1989. ICOD was not provided copies of the documentation relating to the Chairman's appointment in 1986. In recently updating our files concerning all ICOD Order in Council appointments, we were able to obtain a copy of the relevant Order in Council; this was when we discovered that the Chairman's term of office had expired. I should add that both the Chairman and ourselves had considered that her appointment was 'at pleasure' without a fixed term.

I therefore request that Members of the Board officially communicate any question or objection on the subject of the re-appointment of the Chairman by telex, fax, or letter (sent by courier) to arrive before May 1 so that we may proceed quickly with the necessary documentation to put into effect the wishes of the Board. If Board Members require further clarification in relation to this matter, they should speak to the Vice-President since I will be absent for the next few weeks.

Heretofore we have re-appointed serving Board Members and we assume that the same practice will be followed in the case of the Chairman.



On a separate issue you may be interested to know that CIDA has named a new Vice-President for their Policy Branch, Ms. Nicole Senecal. We would expect that the Minister will appoint her as the Government's representative on our Board of Directors in the near future. Also, the Minister's Office has accepted the Board's recommendation concerning the re-appointment of the three International Directors whose terms were to expire in April. We will advise when these re-appointments have been confirmed.

A handwritten signature in black ink, appearing to read "G. Vernon", with a long horizontal flourish extending to the right.

Gary C. Vernon
President

GCV:GAC/ad



Memorandum

To: ALL BOARD MEMBERS

Our File: 1004.13

From: Jeanne-Mance Côté

Date: 11 April 1989

Re: November Board Meeting

Dates for the November Board Meeting have been finalized to the 9th and 10th in Barbados, followed by a visit to the University of the West Indies on the 11th and side trips to St. Lucia and St. Vincent taking us up to the following Wednesday.

As this is the tourist season in the Caribbean, I will have to proceed with hotel reservations as quickly as possible. For that reason, can each of you please confirm your attendance with me at the earliest.

Thank you.



Memorandum

To: Senior Management Our File: 2016

From: Gary C. Vernon

Date: May 4, 1989

Re: World Conservation Strategy Project

I mentioned at the informal Senior Management Meeting this week that I had met with David Munro in Switzerland. Attached is the plan for development of Phase 2 of the World Conservation Strategy which ICOD will be asked to participate in.

A handwritten signature in cursive script, appearing to be 'GCV'.

GCV/amd

*Please do cc. for
Elisabeth & return*

The 2nd World Conservation Strategy Project

The belief that conservation and development depend upon one another was set forth in the World Conservation Strategy published in 1980 by the International Union for Conservation of Nature and Natural Resources (IUCN), the United Nations Environment Programme (UNEP) and the World Wide Fund for Nature (WWF).

The World Conservation Strategy helped define how development should be planned and managed to be sustainable; it stimulated the preparation of national and sub-national conservation strategies in more than 45 countries and it contributed significantly to the work of the World Commission on Environment and Development. The Commission's report, Our Common Future, and the Environmental Perspective to the Year 2000 and Beyond, prepared by UNEP, both published in 1987, reflected a major advance in thinking about environment and development. They broadened the concept of development and gave conservation greater humanitarian and developmental dimensions.

IUCN, UNEP, and WWF have now agreed that it is time for another major statement on sustainable development. Advances in thinking and refinements in approach must be consolidated and recorded. The momentum to achieve sustainable development must be maintained. Preparation of a successor to the World Conservation Strategy is particularly timely now since it will be published in 1991, and be available during the preparatory period for the United Nations Conference on Environment and Development in 1992.

The principal product of the Second World Conservation Strategy Project will be a 50 page framework of action - as yet untitled. So that it can stand on its own, the framework will restate simply and succinctly the principles defined in the World Conservation Strategy, but it will go on to relate them to factors such as ethics, economics, population, use of traditional knowledge and other topics that have become prominent in the thinking about sustainable development during the past decade. An important feature of the framework will be guidance on key actions to achieve lasting conservation and development at the local, national and international levels. Thus it will be relevant to decision-makers in government and industry who require brief, well-argued statements of the need for development to be sustainable and practical prescriptions for its achievement. Because the framework will be brief, more detailed treatments of the subjects it deals with will appear as a series of separate, associated publications.

The framework and associated publications will be prepared through a broadly participatory process. Workshops are planned to synthesize thinking about environmental economics, assessing and monitoring sustainability, bringing about change and building institutions for integrating environment and development. Other workshops that may be held will deal with needs in conservation science, managing information, coastal zone management and other topics. The results of the workshops will be used in preparing chapters of the framework; they will also contribute to the series of associated publications that is planned. In addition to the workshops, consultations will be held in various regions of the world. Their purpose will be twofold. Regional views on the basic issues of sustainable development will be sought and reflected in the final text. The consultations will also give visibility to the project and help mobilize support for recommended actions.

The project director is David A. Munro, former Director-General of IUCN. Robert Prescott-Allen, the compiler of the World Conservation Strategy, is writer/senior consultant. During the course of the project, information and expert advice will be sought from many sources including the members of IUCN's six professional commissions, and the Secretariats of the three partner organizations. IUCN's members and collaborating organizations will be asked to review a final draft.

The Second World Conservation Strategy Project

Working Outline(7.3.89.)

The following topic outline for the "framework of action" that is to be the successor to the World Conservation Strategy is the basis upon which the first draft will be prepared. It reflects the intended scope of the document accurately, but in general terms. It is quite possible that the structure of the document will be modified as drafting proceeds and the relationships among the various topics and the relative emphasis that should be assigned to each become more clear.

The length of each section in pages is indicated below: each page will be about 1000 words. The two page spreads in the World Conservation Strategy were 2000 words each, and there were 20 spreads, i.e. 40,000 words. It is intended that the successor document be approximately the same length.

<u>PERSPECTIVE</u>	<u>No. of pages</u>
The Changing World	
Critical Issues	
The Conceptual Background	2
 <u>PRINCIPLES</u>	
The Goals of Sustainable Development	2
The Processes of Sustainable Development	1
Ethics and Equity	1 or 2
Values and Decision Making	2
 <u>HUMAN ELEMENTS</u>	
Population, Human Settlements and Resource Consumption	2
Women	1
Indigenous People	1
 <u>PRIORITY ACTIONS</u>	
Sustainable Resource Development	2
Sustainable Development of Forest Lands	2
Sustainable Development of Farm Lands	2
Sustainable Development of Arid Lands	2
Sustainable Development of Wetlands and Coastal Zones	2
<u>Managing the Global Commons</u>	2
 <u>TOOLS for SUSTAINABLE DEVELOPMENT</u>	
Assessment, Policy and Planning	2
Institution Building	2
Developing Human Potential	2
Conservation Strategies	2
 <u>FROM STRATEGY TO ACTION - WHO DOES WHAT?</u>	
Local Action	2
National Action	2
International Action	2
The Partner Organizations	2



Canada

file →

International Centre for Ocean Development
Centre international d'exploitation des océans

INVITATION

To: Students and Faculty of
The International Ocean Institute

From: The International Centre for Ocean Development

Date: July 12, 1989

Re: DELMAR Presentation and IOI Reception

You are cordially invited to a reception following the DELMAR presentation.

DATE: Monday, July 17, 1989

TIME: Presentation: 4:00 pm
Reception: 5:00 pm

PLACE: 9th Floor
5670 Spring Garden Road
Halifax

R.S.V.P. Wendy Harrington 426-4546
by July 14

We look forward to meeting you.



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

MEMORANDUM

To: Audit & Evaluation Committee Our File: 220.1

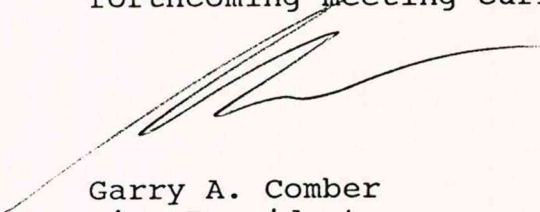
From: Garry A. Comber

Date: January 3, 1990

Re: INTERNAL AUDIT PLAN

Please find attached an updated version (dated November 1989) of ICOD's Internal Audit Plan. This reflects discussions at the June 1989 Audit and Evaluation Committee Meeting and a reduction in audit activities due to the budget cuts.

During our latest update of financial information within ICOD, it became apparent that audit activities during 1989/90 could be increased to their previous level of \$50,000. Discussions are currently underway as to which audit activities to undertake given the availability of funds. This information will be communicated to the Audit & Evaluation Committee during the forthcoming meeting currently proposed for late January 1990.



Garry A. Comber
Vice-President

GAC/ad
Attach.

Distribution: Ellen McLean
Sharon Proctor
Gastien Godin
Elisabeth Mann Borgese
Gary Vernon

cc: Christopher Barr, Director of Finance



Canada

**International Centre for Ocean Development
Centre international d'exploitation des océans**

5670 Spring Garden Road
9th Floor
Halifax, Nova Scotia
Canada B3J 1H6

Fax To: Mrs. Elisabeth Mann Borgese **Date:** August 8, 1989
Pearson Institute
Dalhousie University
1321 Edward Street
Halifax, Nova Scotia
B3H 3J5

From: Terry Higgins **Fax No.:** 868-2818
for Jeanne-Mance Coté
Admin. Officer

Our Fax No.: (902) 426-4464

Number of Sheets (including cover sheet): 3

If you do not receive the number of pages indicated, please advise immediately by phone (902) 426-1512 or by fax (902) 426-4464.

/2

8 August 1989

November Board Meeting

make their own flight reservations according to the above schedule and I would look after inter-island flights. I will be on holidays from 7 to 21 August so if you need any more information, please call Mrs. Terry Higgins, Administration Officer, South Pacific and Caribbean Division, at 902-426-1512.

cc. for Board.
M.V.

TAB #5



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

MEMORANDUM

To: File Our File: 2007.2

From: Garry A. Comber

Date: January 11, 1990


Re: OTTAWA OFFICE - DISCUSSIONS WITH IDRC

On December 4, 1989, Anne Irvin and myself met with Mr. Robert Auger and Mr. A. St-Amand of IDRC to discuss the possibility of ICOD moving its office into the IDRC building.

IDRC offered us up to three offices at approximately 150 square feet each which would have been quite acceptable for ICOD operations. However, it turns out that IDRC occupies a class A building in the prime downtown core of Ottawa. Their rent is therefore \$29.00 per square feet at the present time which is comprised of basic rent of \$20.50 per square foot and O & M costs of \$8.50 per square foot. IDRC officials indicated that this was actually a very good rate because they were on a ten year lease. Normally, such space in downtown Ottawa rents for about \$33.00 per square foot. However, compared to our current office costs of \$17.23 per square foot, it is not appropriate to further consider this option.

I therefore advised Anne Irvin to look around within the Ottawa area to see if other suitable accommodation could be found and, simultaneously, to pursue with Public Works the possibility of staying in our existing office space. Public Works is currently undertaking a tender and it is expected that the landlord of our current building will be successful in order to accommodate two other major governmental tenants. Presumably, the rent will increase by a reasonable amount (say 10%).

Anne will advise us of her findings sometime in January.



Garry A. Comber
Vice-President

GAC/ad

cc: Gary Vernon
Ian Glasgow
Anne Irvin



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

EMB

MEMORANDUM

To: MEMBERS OF AUDIT AND EVALUATION COMMITTEE Our File: 1009.8

From: Garry A. Comber

Date: January 19, 1990

Re: Update to Internal Audit Plan

The Internal Audit Plan has undergone some adjustments which impact the current fiscal year (1989/90) as well as 1990/91. Fortunately, the auditors have been able to maintain sufficient flexibility to address ICOD's changing needs. It should be assumed that the plan will continue to be somewhat dynamic.

In view of the comprehensive audit by the Office of the Auditor General, which included a visit to the Organization of Eastern Caribbean States during this current year, a decision was made to delay the follow-up Internal Audit until 1990/91. This would eliminate 20 days of auditing and \$13,000 from the contract for the current year.

However, some additional resources have been allocated to Internal Audit for 1989/90 and the Plan now includes an audit of the Communication function as well as a field audit of CIDA and ICOD projects delivered through the University of the South Pacific (USP) and SOPAC. These audits will bring total Internal Audit costs for the 1989/90 fiscal year to approximately \$60,000, instead of the \$30,000 included in the Plan forwarded to you in November.

Year 2 of the Plan, (1990-91), has been adjusted downward by \$2,000 for project #86-0041 SOPAC Reg. Marine Geology, which will be included in current year activities. However, the OECS follow-up audit, which has been delayed, as referenced above, will add \$13,000 to the 1990/91 Plan. In addition, \$24,000 has been set aside to meet requirements identified during the year, for a total of \$100,000 in Internal Audit activities for 1990/91, up from the \$65,000 indicated in the Plan.

Any questions or concerns that you may have in this regard will be addressed at the forthcoming Audit and Evaluation Committee Meeting on January 30 and 31.

A handwritten signature in black ink, appearing to read 'Garry A. Comber', written in a cursive style.

Garry A. Comber
Vice-President

CB:pal



International Centre for Ocean Development
Centre international d'exploitation des océans

Canada

CONFIDENTIAL

MEMORANDUM

Our File: 1003.15
7003

To: Members of the Executive Committee

From: Garry A. Comber

Date: January 24, 1990

Re: DELEGATION OF AUTHORITIES TO THE PRESIDENT

At the Executive Committee Meeting in November 1989, there was a brief discussion about the proposed updating of the Financial Signing Authorities Chart. It was agreed at that time not to present the Chart to the Board. The Executive Committee suggested that a different approach be adopted. At the June 1990 Board meeting, ICOD should summarize the authorities delegated to the President by the Board and seek confirmation that the President could delegate to the staff of ICOD authorities within his competence, as he deemed appropriate.

I have reviewed the initial Board resolution of December 1985 relating to the delegation of project approval authority and project development authority to the President (see attached).

Given the tremendous growth in ICOD's budget since that time, and taking into account the procedures which currently exist within ICOD concerning project approval, it seems an appropriate time to raise with the Executive Committee the question of increasing the delegated project approval and program development authorities. In my dual capacities as Secretary to the Board and ICOD's Chief Operations Officer, I would suggest that increasing the delegated authorities would facilitate the internal operations of ICOD and would allow both the Executive and Board more time to concentrate on strategic and policy issues.

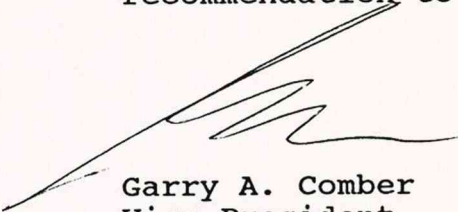
Up until the present time, ICOD has approved 208 projects worth \$29,845,600 (see attached chart). Of these, 113 projects (54%) worth \$2,795,700 (9%) have been within the delegated level of \$50,000. (Some of these were approved by the Executive Committee

.../2

or Board when policy matters have been involved.) If the President's authority had been \$100,000, this would have allowed him to approve an additional 30 projects (14%) worth \$2,160,200 (7%). At the current Executive Committee, you will be asked to give final approval to eleven projects with a total value of approximately \$1,956,000. Of these projects, five are below \$100,000 with a total value of \$347,000. If the President's delegated authority were increased to \$100,000, the Executive would still be required to approve the six other projects with a total value of \$1,609,000. Thus, the Executive Committee would approve 55% of the number of projects at hand with 82% of the total value of the projects.

I would suggest that the same approach should be followed with Program Development Activity approval as the change in approach to planning programs rather than projects will also have an effect upon the size and value of our forthcoming Program/Project Development Activities.

It would be appreciated if this matter could be discussed at the forthcoming Executive Committee Meeting with the view to making a recommendation to the Board Meeting in June.



Garry A. Comber
Vice-President

GAC/ad
Attach.

CONFIDENTIAL

BD86/1/D1

INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT

BOARD OF DIRECTORS MEETING
HALIFAX, NOVA SCOTIA

4th Draft
March 14, 1986

DECEMBER 11-13, 1985

MINUTES

- 1) PRESENT: C. Hanson Dowell, Q.C., Chairman
John Vandermeulen, Vice-Chairman
Roy Cheeseman
Gerald Ewing
Douglas Lindores
Robert Maguire
Ellen McLean
Gary Vernon, President
Garry Comber, Secretary-Treasurer

- 2) The meeting was called to order at 9:50 a.m.

The Chairman indicated that notice of the meeting had been sent in accordance with the By-Laws and a quorum was present. The Chairman declared the meeting duly constituted.

- 3) APPOINTMENT OF SECRETARY-TREASURER
(Document BD85/4/D45)

It was moved by Gary Vernon, seconded by Ellen McLean:

THAT GARRY COMBER IS CONFIRMED AS TREASURER OF ICOD AND APPOINTED AS SECRETARY TO THE BOARD WITH THE TITLE OF SECRETARY-TREASURER.

As discussion of the Staffing and Salary Scale proposal (Agenda Item 5.1) could have an impact on the candidate's eligibility and perhaps his acceptance, the motion concerning the appointment of the Secretary-Treasurer was tabled:

It was moved by Gary Vernon, seconded by Ellen McLean:

THAT THE FOREGOING MOTION BE TABLED UNTIL THE STAFFING AND SALARY SCALE PROPOSAL HAS BEEN DISCUSSED.

MOTION CARRIED UNANIMOUSLY

BD85/4/R1

- Section VII on Performance Indicators has been completely rewritten in considerable detail at the request of the Treasury Board Secretariat;
- the Operational Plans and Budget in Section VIII have been updated.

During the discussion, the Board requested that the full fiscal year designation be used throughout the document (i.e. 1986/87).

It was recommended that ICOD not inflate cost estimates when developing projects or programmes, as the ICOD budget is part of the Government's Official Development Assistance (ODA) envelope and any lapses in funding at ICOD would result in a net loss of funds to developing countries.

It was suggested that Board members refer to the Background Notes (dated July 19, 1985) as a guide for assessing ICOD programmes.

It was moved by Roy Cheeseman, seconded by Ellen McLean:

THAT THE CORPORATE PLAN BE APPROVED IN PRINCIPLE.

MOTION CARRIED UNANIMOUSLY

BD85/4/R13

7(2) (b)(iii) Staffing

This was considered under Item 5(1).

7(2) (b)(iv) Programme/Project Approval Authorities and Delegation of Financial Signing Authorities
(Document BD85/4/D51)

After a review of, and discussion on, the Programme/Project Approval Authorities proposal:

It was moved by Douglas Lindores, seconded by John Vandermeulen:

A) THAT THE PRESIDENT SHALL HAVE FULL AUTHORITY FOR THE EXPENDITURE OF FUNDS TO DEFINE AND PLAN PROJECTS WHICH ARE SPECIFICALLY MENTIONED WITHIN THE CORPORATE PLAN; AND

B) THAT THE PRESIDENT MAY EXPEND FUNDS TO A MAXIMUM OF \$50,000 TO IDENTIFY, DEFINE AND PLAN PROJECTS WHICH ARE NOT SPECIFICALLY IDENTIFIED IN THE CORPORATE PLAN, BUT WHICH ARE WITHIN THE POLICY FRAMEWORK ESTABLISHED BY ICOD.

MOTION CARRIED UNANIMOUSLY

BD85/4/R14

It was moved by John Vandermeulen, seconded by Ellen McLean:
THAT THE PRESIDENT IS AUTHORIZED TO APPROVE SMALL SCALE
PROJECTS WITH A VALUE UP TO AND INCLUDING \$50,000 EACH
WHICH ARE WITHIN THE POLICY FRAMEWORK ESTABLISHED BY ICOD.

MOTION CARRIED UNANIMOUSLY

BD85/4/R15

When discussing the Draft Delegation of Financial Signing Authorities Chart, it was requested that a line be added to the Chart to show the Signing Authorities of Board members. Also, the President should circulate a memo to the Board listing items for which the Board is not empowered to commit funds under the Financial Administration Act.

The Chart will provide a proper definition of the term "full", to include a notation that Commitment Certification must be in accordance with the By-Laws and/or other Resolutions and decisions of the Board.

It was agreed that to prevent abuses, the authorities provided under "Contract Performance" and "Payment Authority" should not be exercised by the same person for the same transaction.

It was also the consensus of the Board that the hospitality limits on the Chart be increased to \$1,000 for the President and \$500 for the Secretary-Treasurer and Programme Directors.

There was a discussion as to whether or not a Programme Director (i.e. Information, Technical Assistance, or Training) on contract would have financial signing authority. The President said that a person on contract would not likely assume the title of Director [see also Item 7(2)(a)(ii)].

There was also a discussion concerning the potential delegation of cheque signing authority and the removal of such a delegation. It was agreed that the safest way to prevent abuse would be to advise the bank, in writing, of the duration of the delegation of authority.

It was moved by Douglas Lindores, seconded by Roy Cheeseman:

THAT THE BOARD

A) APPROVES THE DELEGATION OF FINANCIAL AUTHORITY TO THE PRESIDENT AND SECRETARY-TREASURER ACCORDING TO THE "DELEGATION OF FINANCIAL AUTHORITY CHART" (AS AMENDED) THAT IS ATTACHED HERETO AS APPENDIX B;

B) AUTHORIZES THE PRESIDENT TO DELEGATE THE FINANCIAL AUTHORITY VESTED IN THE POSITION OF SECRETARY-TREASURER TO ANY OF THE THREE SENIOR OFFICERS EMPLOYED BY ICOD (I.E. DIRECTORS OF TRAINING, INFORMATION AND TECHNICAL ASSISTANCE) IF THE SECRETARY-TREASURER IS AWAY FOR MORE THAT FIVE (5) DAYS;

C) AUTHORIZES THE PRESIDENT TO DELEGATE THE FINANCIAL AUTHORITY ACCORDED TO THE POSITIONS OF PRESIDENT AND SECRETARY-TREASURER TO ANY OTHER SENIOR OFFICER EMPLOYED BY THE CORPORATION IF BOTH THE PRESIDENT AND SECRETARY-TREASURER ARE ABSENT FROM THE OFFICE FOR A PERIOD IN EXCESS OF FIVE (5) DAYS, SUBJECT TO THE PRESIDENT NOTIFYING THE EXECUTIVE COMMITTEE OF THE OFFICER SO DELEGATED AT LEAST THREE (3) DAYS IN ADVANCE OF THE DELEGATION.

MOTION CARRIED UNANIMOUSLY

BD85/4/R16

7(2) (b)(v) Proposed Projects

ICOD SCHOLARSHIP PROGRAMME
(BD85/4/D52)

It was moved by Roy Cheeseman, seconded by Robert Maguire:

THAT THE ICOD SCHOLARSHIP PROGRAMME AS OUTLINED IN BD85/4/D52 IS APPROVED.

MOTION CARRIED UNANIMOUSLY

BD85/4/R17

It was the consensus of the Board that the amount of the individual awards for ICOD Fellowships indicated in Section #1 of the Scholarship Proposal be changed to \$15,000 plus travel expenses. This may affect the number of awards to be offered.

INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT
DELEGATION OF AUTHORITY CHART

AS APPROVED
DECEMBER 1985

POSITIONS	AREA OF AUTHORITY	EXPENDITURES INITIATION											
		Commitment Certification	Requisitioning for Staff	Consulting Services	Professional and Special Services	Repair/Maintenance	Acquisition of Capital Assets	Travel	Removal	Hospitality	Office Supplies and Equipment	Rental/Leases	Advertising
MEMBERS OF THE BOARD	BOARD ACTIVITY												
PRESIDENT	WHOLE OF ICOD	F	F	F	F	F	F	F	F	1000	F	F	F
SECRETARY/TREASURER	WHOLE OF ICOD	F	F	F	F	F	25K	F	F	500	F	10K	10K
DIRECTOR TRAINING	DIVISION	F	F	-	10K	F	10K	F	-	500	500	-	-
DIRECTOR TECHNICAL ASSISTANCE	DIVISION	F	F	-	10K	F	10K	F	-	500	500	-	-
DIRECTOR INFORMATION	DIVISION	F	F	-	10K	F	10K	F	-	500	500	-	20K
SENIOR PROGRAM OFFICERS	OWN PROJECT	-	-	-	-	F	-	-	-	-	-	-	-
PROGRAM OFFICERS	OWN PROJECT	-	-	-	-	-	-	-	-	-	-	-	-
OTTAWA OFFICE MANAGER	OTTAWA OFFICE	-	-	-	-	F	-	-	-	-	-	-	-
ADMINISTRATION/FINANCE OFFICER OR CLERK	WHOLE OF ICOD	-	-	-	-	F	-	-	-	-	-	-	-

CONTRACT PERFORMANCE					
Personnel Pay	Consulting Services	Professional and Special Services	Supplies and Other Services	Travel and Removal	Advertising
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F
F	F	F	F	F	F

PAYMENT AUTHORITIES						
Personnel Pay	Professional Consulting Services	Travel Claims and Advances	Removal, Travel and Advances	Other Advances	Emergency Salary Advances	Supplies and Other Services
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F
F	F	F	F	F	F	F

Expenditures Initiation

Authority to commit funds up to the budgetary allotments approved for the area of authority.

Contract Performance

Authority to certify that the service has been rendered according to the performance specifications identified.

Payment Authority

Authority to issue payment for the services rendered.

General Provisions

The delegation of authority is to the Organizational position and not to the individual. The authority limits provided in this document cannot be exceeded; however, they can be restricted as deemed appropriate by the incumbent's superior. All authorities are subject to the terms and conditions of existing acts, regulations, Centre policies, by-laws and other resolutions passed by the Board of Directors. An incumbent cannot delegate his/her own authority to alternate or acting persons.

NOTE #1: "F" means Full Authority. However, Full Authority means the exercising of authority within the governing or applicable regulation or project approval.

NOTE #2: The authorities given under "Contract Performance" and "Payment Authority" cannot be exercised by the same person for the same transaction.

ICOD PROJECT APPROVAL HISTORY
FOR SPECIFIED \$ RANGES
(ICOD PROJECTS ONLY)
 JANUARY 26/90

	# OF PROJECTS	%	\$	%
PROJECTS LESS THAN \$50,001	113	54 \	2,795.7	9 \
PROJECTS 50,001 TO 100,000	30	14 /	2,160.2	7 /
PROJECTS 100,001 TO 250,000	38	18	5,911.4	20
PROJECTS 250,001 TO 500,000	18	9	6,517.2	22
PROJECTS GREATER THAN 500,000	9	4	12,461.1	42
<hr/>				
TOTALS	208	99	29,845.6	100
<hr/> <hr/>				



International Centre for Ocean Development
Centre international d'exploitation des océans

M E M O R A N D U M

To: EXECUTIVE COMMITTEE MEMBERS

File: 105

From: Gary C. Vernon
President

Date: 30 August 1990

Re: Executive Committee Meeting Documents

Attached for your attention are documents with the following Agenda references for consideration at the 13 September 1990 Executive Committee meeting.

Item 2 - Review and Tabling of Minutes

- | | |
|---|----------|
| i. Minutes of the 11 June 1990 Executive meeting
(For discussion and approval) | EC90/D61 |
| ii. Minutes of the 12 & 13 June 1990 Board meeting
(for information) | EC90/D62 |
| iii. Minutes of the 11 June 1990 A&EC meeting
(For information) | EC90/D63 |

Item 3 - Business Arising

- | | |
|---|----------|
| i. Candidates for President - Memo on Extension of
the President's Appointment - CIDA General
Counsel, 20 August 1990 (For information) | EC90/D69 |
| ii. Board Membership - Dates of Board Appointments
(For information) | EC90/D70 |

OCT 23 1990



International Centre for Ocean Development
Centre international d'exploitation des océans

M E M O R A N D U M

To: ALL BOARD MEMBERS

File: 104

From: Gary C. Vernon
President

Date: 23 October 1990

I would like to inform you of a very sad and tragic event which happened last Sunday, 14 October.

Garry Comber's Administrative Assistant, Angela (Deveaux) Graham and her husband of two months Ian, were hit by a car while walking near their home in Portugese Cove. Unfortunately, Ian was killed instantly. Angela suffered a number of injuries and is presently in intensive care in the hospital following an operation on her arm and shoulder. She will be in traction for a broken pelvis and may have to undergo another operation. We do not expect her back in the office until some time next year.

I thought I should alert you to the situation in case any of you would like to send her a note. If you wish to do so, please address your correspondence to Jeanne-Mance who will reroute it to Angela.

A handwritten signature in black ink, appearing to be 'G. Vernon', written in a cursive style.



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

DEC 7 1990

MEMORANDUM

Our File: 104


To: Members of the Board of Directors
From: Garry A. Comber
Date: 5 December 1990
Re: **Candidates for President**

You will recall that at the discussions on November 1, 1990, Board Members were invited to submit the names of suitable candidates for the position of President (along with their CVs) in strict confidence to the Chairman of the Board c/o ICOD. I indicated that I would collect these and give them to the Chairman in preparation for a meeting of the Special Ad Hoc Committee dealing with presidential candidates.

To date, only one candidate has been suggested through these means for the position of President. The Chairman has asked me to advise all Board members that it is her intention to call a meeting of the Special Ad Hoc Committee prior to the next Executive Committee meeting scheduled for January 18, 1991 in Halifax.

Would you please forward any suggestions you have so that they arrive at ICOD by January 11. If you have a suggestion to make but have been unable to obtain a CV, we would prefer that you send the information or call either the Chairman or myself and we will undertake to follow up and try to obtain the necessary CV.

Thank you for your attention to this matter.



Garry A. Comber
Vice President

GAC/lc



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

DEC 7 1990

MEMORANDUM

To: See Distribution List Our File:

From: Gary C. Vernon, President

Date: 6 December 1990

Re: Ocean Forum Steering Committee

Attached are Joshua's draft minutes of our last meeting for your review and comments.

Notification of the tentative dates for the Forum and for the ICOD Board Meetings has gone out to Directors. Initial contacts have been made with IRPP and the World Bank but as yet no response has been received concerning their participation.

GCV/amc

A handwritten signature in black ink, appearing to be 'GCV', with a long horizontal line extending to the right.

enclosure

Distribution List

✓ Mrs. Elisabeth Mann-Borgese
Dr. John Vandermeulen
Dr. Art Hansen
Dr. Joshua John
Mr. Michael P. Latremouille

Summary Record of ICOD Ocean Forum
Steering Committee Meeting,
December 3, 1990 (2:00 p.m.)

1. In attendance:

Gary C. Vernon (Chairman)
Elisabeth Mann Borgese
John Vandermeulen
Art Hansen
Mike Latremouille
Jeanne-Mance Côté
Joshua John

2. The Committee felt that it would be beneficial to expand the Steering Committee to include two additional members from outside ICOD and the local community. Several names of experts in sustainable development, environment and the oceans sector were considered. It was decided that Mr. Jim MacNeill of the Institute for Research on Public Policy (Ottawa) and a representative of the World Bank (Washington, D.C.) should be invited to join the committee. The President would accordingly make the appropriate approach both to Mr. MacNeill and the World Bank to determine the availability of two additional members to serve on the Steering Committee.

3. The Committee discussed in some detail the adequacy of the main theme of the Forum as stated in the draft Forum proposal: Is Sustainable Development of the oceans possible? Several suggestions were made to improve the scope of the Forum to cover philosophical principles of sustainable development of the oceans, its operational as well as practical specifics with a window on UNCED 1992 in Brazil. It was felt that the determination of the specific theme of the Forum should await the choice of panel topics/issues. Dr. John Vandermeulen agreed to provide a draft of panel discussion topics and related deliverables and elements of sustainable ocean development on Day 1 in consultation with Prof. Art Hansen and Prof. Elisabeth Mann Borgese. While Sustainable Development of the Oceans was desirable and necessary, the issue was to identify the steps necessary to achieve it. In the interim, it was decided to keep in mind theme headings such as "Sustainable Development and the Oceans - How can it be achieved"; and "Sustainable Development of the Oceans - is it feasible"?

4. The objectives of Day 1 and Day 2 sessions were discussed and clarified. It was stressed that the panel and plenary sessions on Day 1 should be managed in such a way as to produce meaningful questions and critical issues for discussion during the workshops on Day 2. There was a need for ICOD to do considerable homework during and at the end of Day 1 in order to ensure a productive workshop on Day 2.

5. It was noted that the deadline for submission of papers for UNCED 1992 was September 1991 and ICOD's Ocean Forum will be held on November 1991 (following the November Board Meeting). The President mentioned that he had already discussed the matter with the Ottawa based Inter-departmental Committee on UNCED, indicating that any publication from the Forum would be offered as a contribution to the Canadian input into UNCED 1992.

6. The Committee discussed the question of contracting out the preparation of the background paper. The need to ensure consistency of the background paper with the expected output of the plenary was noted. The possibility of engaging Prof. Art Hansen to prepare the paper was considered. It was felt that the discussion on this matter should await the elaboration of the elements of panel sessions on Day 1 by Dr. John Vandermeulen.

7. It was felt that many basic details relating to the Forum including the choice of speakers, etc. could be discussed and finalised by the Steering Committee by mid January or if possible at an earlier meeting in December.

8. It was agreed that the next meeting of the Committee will be held on Tuesday the 18th December at 2:00 p.m. (Information Resource Centre, 9th Floor, 5670 Spring Garden Road).

P.S. Following the meeting, the President's Office indicated that a proposal would go out to Board Members to hold the November 1991, Board meeting on the 19th and 20th. The Forum therefore would be scheduled for November 20 and 21.

JJ/amc

4/12/90



Canada

International Centre for Ocean Development
Centre international d'exploitation des océans

MEMORANDUM

To: Members of the Board of Directors BD91/2/D05
File: 104; 106

From: Garry A. Comber
Vice-President

Date: 17 October 1991

Re: AMENDMENT TO THE ICOD BY-LAWS

Pursuant to discussions at the Board Meeting in June 1991 and Executive Committee Meeting held September 26, 1991, and in keeping with clause XV of the ICOD By-Laws currently in effect, notice is hereby given of a proposed amendment to ICOD's By-Laws attached hereto as a draft dated October 17, 1991.

The proposed amendment is in the form of a complete rewrite of the By-Laws to incorporate both the suggestions made by Members of the Board of Directors and a restructuring of the By-Laws from a technical point of view to allow for greater uniformity in presentation. The attached proposed amendment has been reviewed by the Executive Committee and recommended to them for consideration by the Board of Directors. However, one change has been made to the document since its review by the Executive Committee which I wish to bring to your attention. Under section XII of the proposed amendment dealing with the "Terms and Conditions of Employment" there were previously two paragraphs as contained in the original By-Laws and the draft reviewed by the Executive Committee in September. The first clause stated that: "The Board may, on recommendation of the President, fix the salaries and the terms and conditions of employment of the Vice-President, Secretary, Treasurer and the other Executive Officers." Since the Executive Committee Meeting in September, it has been brought to our attention that this does not, in fact, reflect the current practice within ICOD dealing with the salaries and the terms and conditions of ICOD employees. The Board had indicated in the past that this matter is to be handled by the President and, in June 1990, confirmed this through the delegation of all financial and administrative signing authorities to the President.

We further believe that the second paragraph of the original By-Laws, which is now shown as the only paragraph of the proposed amendment, still allows an appropriate role for the Board of

Directors on the subject of the remuneration and terms and conditions of employment of employees of the Centre as the Board may consider appropriate. Therefore, the proposed deletion of the original first paragraph: (a) does not change the authority of the Board to deal with matters of remuneration should they so desire; and (b) better reflects the existing practice of ICOD based on previous Board decisions.

We had hoped to provide Board Members with an annotated copy of the proposed amendments indicating the changes and differences in the current draft from the original By-Laws currently in effect. Unfortunately, due to other pressing matters and the departure of our Counsel to the South Pacific, we were not able to complete that activity prior to the deadline for submitting the proposed amendments to Board Members. To facilitate discussions at the Board Meeting itself, an annotated version will be available at that time should Board Members wish to use it for reference purposes.

GAC/ad
Attach.

DRAFT ONLY
17OCT91

BY-LAWS

OF

THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT

Halifax, Nova Scotia

Effective XXXX
Amended XXXX

**BY-LAWS
OF
THE INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT**

1.0 Citation

1.1 These By-laws are approved by resolution of the Board pursuant to section 14 of the Act and may be cited as the ICOD By-Laws.

2.0 Definitions

2.1 In these By-laws,

- (a) "Act" means the International Centre for Ocean Development Act, RSC 1985, c. 17 (1st Supp.)
- (b) "Board" means the Board of Directors of the International Centre for Ocean Development;
- (c) "Centre" means the International Centre for Ocean Development;
- (d) "Chairman" means the Chairman of the Board and includes an acting Chairman;
- (e) "Executive Officer" means a person designated by section 11.1;
- (f) "ICOD" means the International Centre for Ocean Development;
- (g) "Officer" means a person designated by section 9.1;
- (h) "President" means the President of the Centre and includes an acting President;
- (i) "Regular meeting" of the Board means a meeting of the Board required to be held pursuant to the Act and includes the annual meeting.

3.0 Offices

3.1 The principal office of the Centre shall be located in accordance with the Act.

3.2 The Centre may establish and maintain such other offices as the Board may determine from time to time.

4.0 Corporate Seal

- 4.1 The corporate Seal of the Centre shall be in such form as may be approved by the Board from time to time.
- 4.2 The Board may approve such ancilliary corporate seals of the Centre as the Board may consider appropriate and may specify conditions for the custody and use of ancilliary seals.

5.0 Meetings of the Board

- 5.1 The meetings of the Board shall be held in accordance with the Act and at such times and places as the Board may from time to time determine.
- 5.2 An annual meeting of the Board shall be held in each year at a time and place determined by the Board.
- 5.3 At each annual meeting of the Board, the following agenda items shall be transacted:
- (a) Election of the Vice-Chairman
 - (b) Election of Executive Committee members
 - (c) Election of Audit and Evaluation Committee members
 - (d) Designation of the Chairman of the Audit and Evaluation Committee
 - (e) Election of additional committee members
 - (f) Designation of additional committee chairmen
- 5.4 The Chairman, after consultation with the members of the Executive Committee, may call a special meeting of the Board when the Chairman deems it necessary and shall call a special meeting of the Board upon the receipt of a written request from the President, the Executive Committee or three or more directors.
- 5.5 Upon the receipt of a written request for a meeting of the Board from the President, the Executive Committee or three or more directors, the Chairman shall call such a special meeting of the Board not less than 30 days and not more than 60 days from the receipt of the request.
- 5.6 Notice of meetings of the Board shall be delivered or mailed or telegraphed or sent by any other form of transmitted or recorded message to each Director not less than twenty (20) clear days before the meeting is to take place, provided that:
- (a) meetings of the Board may be held at any time without the formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence; and

- (b) notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.

- 5.7 The Chairman shall preside at all meetings of the Board.
- 5.8 If the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Board and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Board may elect one of the directors who is not an executive officer of the Centre to act as chairman of the meeting.
- 5.9 Questions arising at any meeting of the Board shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
- 5.10 Where, at the time and place set for a meeting of the Board a quorum pursuant to the Act does not exist, the Directors who are present may adjourn the meeting from time to time until a quorum is present.
- 5.11 Where the President is unable to attend a meeting of the Board, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.

6.0 Executive Committee

- 6.1 The Executive Committee of the Board shall be composed of the Chairman, the Vice-Chairman, the President, and two other Directors who shall be elected by the Board at each annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
- 6.2 A Director may resign from the Executive Committee by written notice to the Chairman.
- 6.3 A Director whose term of service as a member of the Executive Committee has expired shall be eligible for re-election.
- 6.4 Where, the position of a Director on the Executive Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to the Executive Committee for the unexpired committee term of the former member.
- 6.5 The Chairman shall preside at all meetings of the Executive Committee and if the Chairman is absent or incapacitated or if the office of Chairman is vacant, the Vice-Chairman shall preside at all meetings of the Executive Committee and if the Vice-Chairman is absent or incapacitated or if the office of Vice-Chairman is vacant, the Executive Committee may elect one of the members present who is not an executive officer of the Centre to act as chairman of the meeting.
- 6.6 The Executive Committee shall meet as required between regular meetings of the Board.

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- 6.7 The Chairman shall give reasonable notice of meetings of the Executive Committee to all Executive Committee members.
 - 6.8 No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or any proceedings taken thereat.
 - 6.9 With the consent of a majority of members of the Executive Committee, meetings of the Executive Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
 - 6.10 Questions arising at any meeting of the Executive Committee shall be decided by majority of the votes of the Directors present. In case of an equality of votes, the chairman of the meeting, shall have a second, or casting, vote.
 - 6.11 Three members of the Executive Committee, one of whom shall be the Chairman or the President, and two of whom shall be Canadian Citizens, shall constitute a quorum at any meeting of the Executive Committee.
 - 6.12 Where, at the time and place set for a meeting of the Executive Committee a quorum does not exist, the members who are present may adjourn the meeting from time to time until a quorum is present.
 - 6.13 Minutes of all proceedings of the Executive Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
 - 6.14 Where the President is unable to attend a meeting of the Executive Committee, the President may designate a representative to attend in the place of the President, but such representative shall not be entitled to vote.
 - 6.15 The Executive Committee may exercise all of the powers and perform all of the functions of the Board between meetings of the Board in a manner consistent with the general policies of the Centre, and subject to the direction of the Board from time to time, provided that the Executive Committee shall not:
 - (a) alter any general policy of the Centre:
 - (b) approve the corporate plan of the Centre or amend an approved corporate plan of the Centre;
 - (c) approve or increase the operating budget of the Centre;
 - (d) approve the annual report of the Centre or amend an approved annual report of the Centre;
 - (e) amend or repeal the By-laws.

7.0 Audit and Evaluation Committee

- 7.1 There shall be an Audit and Evaluation Committee of the Board comprised of three Directors, the majority of whom shall be Canadian citizens and shall not be executive officers or employees of the Centre, which shall be the audit committee of the Board in accordance with the Financial Administration Act.
- 7.2 The members of the Audit and Evaluation Committee shall be elected by the Board at the annual meeting of the Board and shall hold office until the next annual meeting of the Board or until their successors are elected, whichever shall later occur.
- 7.3 A Director may resign from the Audit and Evaluation Committee by written notice to the Chairman.
- 7.4 A Director whose term of service as a member of the Audit and Evaluation Committee has expired shall be eligible for re-election.
- 7.5 Where, the position of a Director on the Audit and Evaluation Committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to the Audit and Evaluation Committee for the unexpired committee term of the former member.
- 7.6 One member of the Audit and Evaluation Committee shall be designated by the Board of Directors to be chairman of that committee.
- 7.7 The chairman of the Audit and Evaluation Committee shall preside at all meetings of the Audit and Evaluation Committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of the Audit and Evaluation Committee who are present shall elect one of the Audit and Evaluation Committee members who is not an executive officer of the Centre to act as chairman of the meeting.
- 7.8 Two members of Audit and Evaluation Committee, one of whom shall be a Canadian citizen, shall constitute a quorum at meetings of the Audit and Evaluation Committee.
- 7.9 The Audit and Evaluation Committee shall meet as required between regular meetings of the Board.
- 7.10 In addition to any meetings of the Audit and Evaluation Committee convened pursuant to the Financial Administration Act, special meetings of that committee shall be called upon the direction of the Board or the Chairman or the chairman of the Audit and Evaluation Committee.
- 7.11 Reasonable notice of every meeting of the Audit and Evaluation Committee shall be given to all members of that committee and any person entitled to notice pursuant to the Financial Administration Act by the person calling such meeting.
- 7.12 With the consent of a majority of members of the Audit and Evaluation Committee, meetings of the Audit and Evaluation Committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.

- 7.13 Questions arising at any meeting of the Audit and Evaluation Committee shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
- 7.14 Decisions of the Audit and Evaluation Committee shall be communicated to the Board in the form of a recommendation.
- 7.15 Minutes of all proceedings of the Audit and Evaluation Committee shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
- 7.16 The Chairman or, in the Chairman's absence, the Vice-Chairman, and the President shall receive notice and agenda of all meetings of the Audit and Evaluation Committee and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.
- 7.17 In addition to the powers and functions conferred upon the Audit and Evaluation Committee by the Financial Administration Act, that committee shall exercise such powers and perform such functions as may be prescribed by the Board.

8.0 Additional Committees of the Board

- 8.1 The Board may, from time to time, appoint from amongst its members such additional committees as the Board may consider advisable to consider, review, monitor, or supervise on behalf of the Board and otherwise make recommendations to the Board, on such matters and under such terms of reference as the Board may direct.
- 8.2 Additional committees of of the Board shall consist of not less than three and not more than five members.
- 8.3 A Director may resign from an additional committee of the Board by written notice to the Chairman.
- 8.4 A Director whose term of service as a member of an additional committee has expired shall be eligible for re-election.
- 8.5 Where, the position of a Director on an additional committee becomes vacant during the term of that Director, the Executive Committee may appoint another Director to that committee for the unexpired committee term of the former member.
- 8.6 One member of each additional committee of the Board shall be designated by the Board to be chairman of that committee.
- 8.7 The chairman of an additional committee shall preside at all meetings of such additional committee and if the chairman is absent or incapacitated or if the office of chairman is vacant the members of an additional committee who are present shall elect one of its members who is not an executive officer of the Centre to act as chairman of the meeting.

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- 8.8 Two members of an additional committee of the Board, one of whom shall be a Canadian citizen, shall constitute a quorum.
- 8.9 Additional committees of the Board shall meet as required between regular meetings of the Board.
- 8.10 Special meetings of an additional committee of the Board shall be called upon the direction of the Board, the Chairman or the chairman of that additional committee.
- 8.11 Reasonable notice of every meeting of an additional committee shall be given to all members of that committee by the person calling such meeting.
- 8.12 With the consent of a majority of members of an additional committee of the Board, meetings of such committee may be conducted by telephone conference or other means where it is impossible or impractical for members to assemble in person.
- 8.13 Questions arising at any meeting of an additional committee of the Board shall be decided by majority of the votes of the members present. In case of an equality of votes, the question shall be referred to the Board for resolution and the chairman of the meeting shall not have a second, or casting, vote.
- 8.14 Decisions of an additional committee of the Board shall be communicated to the Board in the form of a recommendation.
- 8.15 Minutes of all proceedings of every additional committee of the Board shall be transmitted forthwith to the Chairman and President and shall be tabled at regular meetings of the Board.
- 8.16 The Chairman or, in the Chairman's absence, the Vice-Chairman, and the President shall receive notice and agenda of all meetings of every additional committee of the Board and shall be entitled to attend all such meetings, but, unless they are members of that committee, they shall be under no obligation to attend any meeting and shall not be counted in the determination of whether or not a quorum is present.
- 9.0 Officers of the Centre**
- 9.1 The Officers of the Centre are the Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer and such other Executive Officers as the Board from time to time may designate.
- 10.0 Vice-Chairman of the Centre**
- 10.1 The Vice-Chairman of the Centre shall be elected by the Board from amongst the Directors who are Canadian Citizens at each annual meeting of the Board and shall hold office until the next annual meeting or until a successor is elected, whichever is later.
- 10.2 A Vice-Chairman whose term of office as Vice-Chairman has expired shall be eligible for reelection.

10.3 The Vice-Chairman shall exercise such powers and perform such functions of the Chairman as the Chairman may from time to time delegate.

11.0 Executive Officers of the Centre

11.1 The Executive Officers of the Centre are the President, Vice-President, Secretary, Treasurer and such additional executive officers as the Board from time to time may appoint.

11.2 Executive Officers other than the President shall be appointed by the Board upon the recommendation of the President and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the President.

11.3 In the event of the absence or incapacity of the President or the vacancy of the office of President, Executive Officers other than the President may be appointed by the Board and shall carry out such duties as are prescribed by the By-laws and as may be assigned to them by the Board.

11.4 In addition to powers and functions prescribed by the Act, the President has, on behalf of the Board, the direction and management of the affairs of the Centre.

11.5 The Vice-President shall:

- (a) act as the Chief Operating Officer of the Centre;
- (b) ensure that the systems and procedures of the Centre are developed and maintained;
- (c) direct the administrative activities of the Centre;
- (d) manage the selection and allocation of expert resources within ICODE;
- (e) manage and participate in the planning processes within the Centre and ensure that the Centre responds to the requirements of central agencies and regulatory bodies;
- (f) participate in the long range planning, forecasting and defining of corporate goals and objectives;
- (g) guide the development of the personnel of the Centre and formulate plans for the enhancement of the Centre's human resources;
- (h) assist the President in the conduct of the Centre's affairs;
- (i) oversee the undertakings of the Centre on behalf of funding agencies;
- (j) unless the Board otherwise directs, have the interim direction and management of the Centre if the President is absent or incapacitated or the office of President is vacant.

11.6 The Secretary shall:

- (a) serve as Secretary to the Board;
- (b) keep the records of the Centre;
- (c) enter or cause to be entered into the books kept for that purpose the minutes of proceedings at meetings of the Board, the Executive Committee, the Audit and Evaluation Committee, and any additional committees appointed by the Board;
- (d) give, on behalf of the Board, the Chairman and the President, the required notice of all meetings of the Board, the Executive Committee the Audit and Evaluation Committee and any additional committees of the Board;
- (e) co-ordinate the preparation of the annual report relating to the activities of the Centre for each fiscal year;
- (f) keep the custody of the seal of the Centre;
- (g) carry out such other duties as are assigned to the Secretary by the Board or the President.

11.7 The Treasurer shall:

- (a) manage the financial affairs of the Centre;
- (b) have custody of the funds and securities of the Centre;
- (c) co-ordinate the preparation of the budget of the Centre for each fiscal year;
- (d) prepare the financial statements required for the annual report of the Centre for each fiscal year;
- (e) supervise the operation of any accounts established by the Centre for its operations;
- (f) provide for the Auditor General of Canada or his representatives such information relating to the accounts and financial transactions of the Centre as may be required;
- (h) carry out such other duties as are assigned to the Treasurer by the President or the Audit and Evaluation Committee.

11.8 Where for any reason the office of the Vice-President, Secretary, Treasurer, or any other Executive Officer becomes vacant, the President may appoint a replacement to that office on the same terms and conditions, but such appointment shall not extend past the date of the next meeting of the Board.

12.0 Terms and Conditions of Employment

- 12.1 Subject to the direction of the Board, the President shall fix the remuneration and the terms and conditions of employment of employees, consultants and advisors of the Centre.

13.1 Bank Accounts, Cheques, Drafts and Notes

- 13.2 Cheques on the bank accounts of the Centre, drafts drawn or accepted by the Centre, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officers or persons as the Board may designate.
- 13.3 Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable instruments may be endorsed for deposit to the credit of the Centre's bank accounts of the Centre by such officers or persons, as the Board may designate for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the name of the Centre.

14.0 Execution of Documents

- 14.1 Deeds, agreements, contracts, instruments in writing and any other administrative documents that require execution or certification on behalf of the Centre shall be signed by the President or by the Vice-President unless the President otherwise directs, or by such other persons as may be designated by the President in writing.

15.0 Bequests and Donations

- 15.1 No gift, bequest or donation shall be accepted by or on behalf of the Centre without the prior approval of the Board.
- 15.2 Where a gift, bequest or donation to the Centre is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

16.0 Conflict of Interest

- 16.1 During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a Committee thereof, any director who is officially or formally connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.
- 16.2 No Director, other than the President, shall, during his term of office as a Director, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

17.0 Amendment of By-Laws

- 17.1 At any duly constituted meeting of the Board, a vote of the majority of the Directors in office may make, amend or repeal the By-Laws, provided that written notice of any proposed amendment, which notice shall include the full text of the amendment, has been given to all Directors not less than thirty (30) clear days prior to the meeting.

Created: XXXX
Amended: XXXX

**CENTRE INTERNATIONAL D'EXPLOITATION DES OCEANS
INTERNATIONAL CENTRE FOR OCEAN DEVELOPMENT**

BY-LAWS

IT IS HEREBY CERTIFIED THAT the attached document is a true and accurate statement of the By-Laws of the International Centre for Ocean Development, effective as of the present date.

DATED AT HALIFAX, County of Halifax and in the Province of Nova Scotia the day of 1991.

David A. Copp

SECRETARY