



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Sheraton Gateway Hotel in Toronto International Airport, Toronto, ON
June 24, 2023 9:00 AM ET

Present:

Charmaine Crooks, President and Chair
Paul-Claude Bérubé, Vice President
Charisse Bacchus
Dale Briggs
Kelly Brown
Charlie Cuzzetto
Stephanie Geosits
Dominique Grégoire
Orest Konowalchuk
Dino Rossi
Don Story
Jason deVos, Interim General Secretary

Via Microsoft Teams:

Brian Burden
Brittany Timko Baxter

Also in attendance:

Lisa Spina, Executive Assistant
Sean Heffernan, Chief Financial Officer (CFO)

1. Call to Order

The Chair called the meeting to order at 9:00 AM ET and welcomed new Directors Grégoire, Konowalchuk, and Rossi to their first full Board meeting. She stated the vision, mission, and values of the organization. The Interim General Secretary acknowledged the land on which the Board members have gathered for this meeting.

2. Approval of Consent Agenda

2.1 Minutes from Previous Board Meeting(s)

- 2.1.1** Minutes from 04.05.23
- 2.1.2** Minutes from 06.05.23
- 2.1.3** Minutes from 07.06.23

2.2 Outstanding Actions

2.3 HOD Report

Director Bacchus provided the Board with a brief overview of her time spent as Head of Delegation at the Concacaf Women's U-20 Championship from May 24-June 5 in the Dominican Republic, where Canada finished in third place and qualified for the FIFA U-20 Women's World Cup.

M-8 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

3. Approval of Agenda

M-9 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as amended, with the addition of item 9.3 Board Evaluation Survey.

4. Declarations of Conflict of Interest

Lisa Spina confirmed that the required declaration forms from all Directors had been received prior to the meeting.

The Chair noted that the current conflict of interest disclosure forms will be reviewed and assessed and enhancements to the forms will be made in the near future. She reminded each of the Directors of their fiduciary duty and responsibility to the organization and the importance of Board confidentiality.

5. Board Calendar

The Board calendar was received for information. The Chair noted that the date and location of the September meeting will be determined by mid-July at the latest.

It was also noted that the new Director orientation will take place sometime in late August or early September and the approval of the budget and annual operating plan will move to the December meeting.

6. President's Report/FIFA & Concacaf Updates

The Chair provided the Board with a summary document of all of the activities and meetings she had participated in throughout the months of May and June. She reiterated that a lot of work is being done with Paulo Senra in the area of communications and that a Canada Soccer newsletter will be re-launched in the near future. The newsletter will be used as an internal communications tool to share news with the membership on a regular basis.

Directors Cuzzetto, Story, and Rossi provided brief updates from their respective FIFA and Concacaf committees (FIFA Disciplinary Committee, Concacaf Governance Committee, and Concacaf Competitions Committee). The Chair reminded Directors that with the 2026 FIFA World Cup approaching, Canada Soccer will be working even more closely with Concacaf and FIFA in the coming months.

7. Interim General Secretary Report

The Interim General Secretary walked the Board through his in-depth report, which was circulated prior to the meeting.

7.1 WNT & MNT Negotiations

Along with Canada Soccer's legal counsel Sean Bawden, and Chief Financial Officer Sean Heffernan, the Interim General Secretary met in person with the legal counsel and player representatives of the Men's and Women's National Teams on two separate occasions, with one virtual meeting taking place.

The Chair thanked Director Brown for her excellent work as Chair of the Ad Hoc Committee throughout the discussions with the WNT and MNT.

7.2 WNT & MNT Update

The WNT preparation for the 2023 FIFA Women's World Cup Australia and New Zealand began in June with training hubs established for players in Toronto and Vancouver. Players are due to travel to Australia on June 28. The roster announcement is scheduled for July 9 at 1:00pm as part of a 30-minute show on CTV & TSN.

The MNT are preparing for the 2023 Concacaf Gold Cup, starting with the first game on June 27 in Toronto against Guadeloupe. The squad for the Gold Cup will be made up of younger players with limited international experience, mixed with several experienced players.

7.3 Report of the Interim General Secretary

The Interim General Secretary also provided a brief update on the status of the Sport Canada compliance audit and governance review, and ongoing projects in the Department of Development and Department of Marketing and Communications.

8. Standing Committees

8.1 Approval of President's Appointments

The proposed Standing Committees for 2023-24 were circulated to the Board prior to the meeting.

M-10 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the President's appointments to the Canada Soccer Standing Committees.

8.2 Standing Committee Structure

The Governance Committee wanted to take the opportunity to discuss the potential review and revision of the current structure of Canada Soccer's standing committees. The Board had a thorough discussion of the current Standing Committees and of instituting additional committees dealing with stakeholder relations and human resources/management.

M-11 MOTION: On motion duly made and seconded, it was unanimously resolved to ask the

Governance Committee to perform a review of all of the current Standing Committees and make recommendations to the Board accordingly.

9. Governance Committee

9.1 Follow-up to the last AMM

The Chair of the Governance Committee informed the Board that there is a commitment on the part of FIFA, through Concacaf, to have representation on the working group that will propose a revised member voting structure for Canada Soccer. The working group will be extremely valuable in working with our stakeholder groups in exploring an improved Member voting structure.

9.2 Composition of Ad Hoc Committee

The Chair noted that the current Ad Hoc committee, which is chaired by Director Brown, and consists of the Interim General Secretary, President, Vice President, Chair of the Audit & Finance Committee, and Chair of the Governance Committee, has been meeting on a regular basis and will continue to operate with the purpose of acting in a support role to the Interim General Secretary.

M-12 MOTION: On motion duly made and seconded, it was unanimously resolved to confirm the composition of the Ad Hoc Committee as it stands, with a mandate to continue until the end of the year, and having the specific purpose of continuing the ongoing discussions with the MNT/WNT and the CSB.

9.3 Board Evaluation Survey Results

Director Geosits presented a brief summary of the results of the annual Board evaluation or are works in progress; for example, the implementation of new decision-making processes, and more effective meeting agendas. The Board agreed that a follow-up from the Governance Committee is required in order to ensure that recommendations are implemented.

M-13 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Board evaluation survey results as presented.

10. Audit & Finance Committee

10.1 Workplan 22-23

The 2022-23 Workplan was received for information.

10.2 FIFA Loan & FIFA WWC Prize Structure

The Chair of the Audit & Finance Committee provided a brief summary of the conditions of the FIFA loan, and of repayment of the loan.

He also provided a summary of the 2023 FIFA Women's World Cup prize money structure, which was announced on June 6.

11. Presentation by Representatives of Canadian Soccer Business (CSB) and the Canadian Premier League (CPL)

The Chair welcomed Scott Mitchell, Chairman of the CSB and the CPL and Mark Noonan, Commissioner of the CPL and CEO of CSB. They provided a brief background on why CSB was created and an overview of what they do, their current partnerships, and the properties they represent, including the Canadian MNT, WNT, Youth National Teams, CPL, Canadian Championship, League1 Canada, MediaPro, One Soccer, and community grassroots programs. They then provided a high-level overview of the CPL and the value and benefits it has generated for soccer in Canada, including stadium infrastructure, employment for players, coaches, referees, and sport administrators, community impact, and a clear pathway to the MNT.

Following the presentation and a short question period, the Board had, on motion duly made and seconded to go in and out, an in-camera discussion with Mr. Mitchell and Mr. Noonan. Director Rossi recused himself from the discussion.

12. Philanthropic Strategy and Terms of Reference

The proposed terms of reference for the Canada Soccer fundraising committee were shared with the Board prior to the meeting for their review. The objective is for the Board to approve the terms of reference and general mandate so that a special committee can be formed quickly and Canada Soccer can begin to solicit charitable funds through corporations, individual sponsors, and donors.

M-14 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the proposed terms of reference of the fundraising committee substantially in the form presented, which will allow some flexibility to make changes to non-material issues if necessary.

The Governance Committee will lead the refinement of the terms of reference and begin work on a policy around receiving charitable gifts.

13. Board Meeting Agenda Revision

Vice President suggested that the current Board meeting agenda needs to be linked more clearly to the organization's strategic plan. He also suggested that reports to the Board need to be prepared and shared in advance, in order to allow for more discussion during meetings.

The Chair stepped out for a moment, therefore in her absence, the Vice President called for a motion.

M-15 MOTION: On motion duly made and seconded, it was unanimously resolved to give mandate to the Governance Committee to review the current meeting agenda and bring recommendations for its revision back to the Board.

14. Other Information from Stakeholders/Members

The Chair noted that the purpose of this agenda item is to ensure that all Directors have a chance to speak

and provide updates.

Vice President encouraged the Regional Directors on the Board to be the link to their respective provincial/territorial Member Associations and provide the Board with any updates the MAs may have. He shared with the Board that Soccer Quebec has recently elected a new President.

The Chair informed the group that a Special Board meeting will take place in July to appoint the Regional Director (QC).

15. In Camera

M-16 MOTION: On motion duly made and seconded, it was unanimously resolved to go in camera.

M-17 MOTION: On motion duly made and seconded, it was unanimously resolved to come out of camera.

16. Next Meeting

The next meeting will be held in person on Saturday, September 16. Location to be determined.

17. Adjournment

M-18 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.