



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Sutton Place Hotel, Vancouver, BC
December 9, 2023 8:30 AM PT

Present:

Charmaine Crooks, President and Chair
Paul-Claude Bérubé, Vice President
Charisse Bacchus
Dale Briggs
Kelly Brown
Brian Burden
Charlie Cuzzetto
Stephanie Geosits
Dominique Grégoire
Orest Konowalchuk
Pierre Marchand
Don Story
Brittany Timko Baxter
Jason deVos, Interim General Secretary

Via Microsoft Teams:

Dino Rossi

Also in attendance:

Lisa Spina, Executive Assistant
Sean Heffernan, Chief Financial Officer

1. Call to Order

The Chair called the meeting to order at 8:30 AM PT and stated the vision, mission, and values of the organization. She also acknowledged the land on which the Directors have gathered for this meeting.

2. Declarations of Conflict of Interest

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

3. Approval of Consent Agenda

3.1 Minutes from Previous Board Meeting

3.1.1 Minutes from 13.10.23

3.2 Minutes from previous Committee Meetings

3.2.1 Audit & Finance Committee Minutes from 14.11.23

3.2.2 Governance Committee Minutes from 02.11.23

3.2.3 Governance Committee Minutes from 20.11.23

3.2.4 HR Committee Minutes from 14.09.23

3.2.5 HR Committee Minutes from 26.10.23

3.2.6 HR Committee Minutes from 21.11.23

3.3 GS Executive Limitations

3.4 Outstanding Actions

M-51 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

4. Approval of Agenda

M-52 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as amended, with the addition of 10.4 Report of the Nominations Committee.

5. Board Calendar

The Board calendar was received for information. The Board discussed the meeting dates for 2024 and potential opportunities to meet in-person.

ACT-3 ACTION: For the Governance Committee to review the Board calendar and ensure that all relevant activities for the year are added.

Responsibility: Governance Committee

6. President's Report

The Chair provided a brief update on the meetings with CSA partners, members and matches she attended over the last two months, including the Women's National Team matches in Montreal vs Brazil and in Vancouver vs. Australia. She acknowledged the Canada Soccer staff for their tremendous efforts with all home matches and a job well done in honouring Christine Sinclair, Sophie Schmidt, and Erin McLeod for their retirement at the most recent match on December 5 in Vancouver.

She also recently attended the Concacaf Presidents' Meeting in the Dominican Republic. She noted that Concacaf has broken ground on the new regional "Home of Football", a state-of-the-art football facility in the Dominican Republic that will be ready in 2025.

7. Interim General Secretary Report

The Interim General Secretary provided an update on the following items, including operational and technical reports.

7.1 WNT & MNT Negotiations

Discussions regarding player compensation have been on pause between Canada Soccer and the Men's National Soccer Team Players' Association (CMNSTPA) to allow the team to focus on their recent 2-match series vs Jamaica.

7.2 WNT & MNT Update

Once the permanent General Secretary has been named, the main focus early in the new year should be on the search for a new MNT Head Coach.

The Interim General Secretary also congratulated and thanked the Canada Soccer staff for successfully putting on six home games in five different cities throughout October, November, and December.

7.3 Canadian Soccer Business (CSB) Discussions

This item will be discussed later on in the meeting.

8. Governance Review

Benoit Girardin of LBB Strategies, who has been mandated by Canada Soccer to perform an independent governance review of the organization, joined the group for a brief presentation. He provided the Board with an overview of the process and methodology that will be used in the review and gathered input on various issues.

9. Audit & Finance Committee

9.1 Q3 Forecast

The Chair of the Audit & Finance Committee, Director Burden, provided an in-depth overview of the Q3 forecast, which was shared with the Board prior to the meeting for their review.

9.2 Expense Policy Amendments

Director Burden outlined some minor changes to be made to the President's expense policy.

M-53 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the amendments to the President's expense policy as presented.

9.3 2024 Budget

Chief Financial Officer Sean Heffernan took the Board through the 2024 Budget presentation. The objectives of the presentation were to approve the budget and review significant revenue shifts and expense shifts.

M-54 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the 2024 budget as presented.

10. Governance Committee

10.1 GC Report

The Chair of the Governance Committee, Director Geosits, shared a copy of the Governance Committee report with the Board in advance of the meeting.

10.2 Board Materials

Director Geosits noted that the Governance Committee has done a significant amount of work on the Board meeting materials, including the meeting agenda, minutes template, and Board meeting evaluation. Moving forward, a link to the Board meeting evaluation survey will be sent to all Directors following every meeting.

10.3 FIFA Football Agent Regulations

Director Geosits shared the updated FIFA Football Agent Regulations in the Board package.

M-55 MOTION: On motion duly made and seconded, it was unanimously resolved to adopt the implementation of the updated FIFA Football Agent Regulations.

10.4 Nominations Committee

Director Story updated the Board on the status of the candidates for the two open positions of Independent members on the Nominations Committee. A number of candidates have been interviewed, but the process is not yet complete.

ACT-4 ACTION: For the President and the Chair of the Governance Committee to set up a meeting with the Chair of the Nominations Committee to discuss committee processes and protocol.

Responsibility: President/Chair of Governance Committee

11. Safe Sport

The Interim General Secretary informed the Board that Canada Soccer is very close to finalizing an agreement with Allison Forsyth of Generation Safe to continue as the organization's Safe Sport officer and provide support, training, and education for staff, players, and Board members.

12. Adjournment

M-56 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.