



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
January 27, 2024, 10:00 AM ET

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
Dino Rossi
Don Story
Brittany Timko Baxter

Also in attendance:

Mathieu Chamberland, Chief Operating Officer
Lisa Spina, Executive Assistant
Sean Heffernan, Chief Financial Officer
Sean Bawden, Legal Counsel

1. Call to Order

The Chair called the meeting to order at 10:03 AM ET and stated the vision, mission, and values of the organization. Director Cuzzetto acknowledged the land on which each of the individual Board members 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 Meetings

- 3.1.1 Minutes from 09.12.23
- 3.1.2. Minutes from 10.12.23

3.2 Minutes from previous Committee Meetings

- 3.2.2 Governance Committee Minutes from 30.11.23
- 3.2.3 Governance Committee Minutes from 05.01.24
- 3.2.4 Governance Committee Minutes from 19.01.24
- 3.2.5 Risk Oversight Committee Minutes from 16.01.24

3.3 GS Executive Limitations

3.4 Outstanding Actions

- M-62 **MOTION:** On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

4. Approval of Agenda

- M-63 **MOTION:** On motion duly made and seconded, it was unanimously resolved to approve the agenda as amended, with the addition of legal counsel Sean Bawden joining the call at 10:30am ET to update the Board on WNT & MNT matters.

5. Board Calendar

The Board calendar was received for information. The next Board meeting will be held in person on Friday, March 22 in either Toronto or Ottawa.

The Chair noted that herself and Director Rossi will represent Canada Soccer at the Ontario Soccer Summit from February 23-25, while Directors Geosits and Konowalchuk will attend the Alberta Soccer Association AGM the same weekend.

6. President's Report

The Chair addressed the unfortunate news of newly announced General Secretary Alyson Walker not being able to accept the role due to an unforeseen personal issue. A transition team led by Director Brown and consisting of Chief Operating Officer Mathieu Chamberland, Chief Communications & Content Officer Paulo Senra, and Chief Financial Officer Sean Heffernan has been put in place and next steps are being discussed with recruiting firm Korn Ferry. The Chair and Vice President made a visit to the Canada Soccer Head Office in Ottawa to show their support to the entire staff during this period of transition and commented on their

resilience and strength.

The Chair also noted that she will attend the 2026 FIFA World Cup match schedule announcement on February 4, in Miami.

Discussion was had both on the extension of WNT Head Coach Bev Priestman's contract and the selection process that will be followed in the hiring of a MNT Head Coach. It was agreed that the Governance Committee will review the current selection process and will ensure that policies and by-laws are being adhered to throughout the process.

7. Sean Bawden, Legal Counsel

Canada Soccer legal counsel Sean Bawden joined the call to provide an update to the Board on the latest developments in collective bargaining with both the WNT & MNT. There were some questions and discussions.

Director Rossi recused himself from the discussion.

8. General Secretary Report

Chief Operating Officer Mathieu Chamberland provided the Board with an in-depth operational report, highlighting the priorities of each department. He acknowledged the great work that the staff continues to do and thanked the Chair and Vice President for showing their support to the staff in Ottawa.

9. Governance Committee

9.1 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. She thanked her fellow committee members for all of their hard work.

9.2 By-law Amendments

Director Geosits informed the Board that the committee has been working closely with the Member Council and is on track for the proposed by-law amendments to be ready to present to the Board at the March meeting and then to the membership at the AMM in May.

9.3 Updated Governance Policies

Director Geosits noted two material changes in the updated Governance Policies, which included a clarification on the language around the Nominations Committee and an addition of the HR Committee Terms of Reference.

9.4 UCCMS Consent Form

The Universal Code of Conduct to Prevent and Address Maltreatment in Sport (UCCMS) consent form is required to be signed off by everyone involved at a sport organization, affiliated at the national level.

M-64 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the updated Governance Policies and UCCMS consent form.

9.4 Board Secretary Terms of Reference

The Board Secretary Terms of Reference were shared with the Board prior to the meeting. It is important to note that this would be a volunteer position to help support the work already being done by staff.

M-65 MOTION: On motion duly made and seconded, it was unanimously resolved to approve moving forward with a Board Secretary, subject to review by the Governance Committee and to give a mandate to the Chair of the Board and the Chief Operating Officer, Mathieu Chamberland to fill the role.

Also included in the Board package was a general declaration form for individuals joining any of Canada Soccer's operational committees with the expectation that they will follow all of Canada Soccer's policies, including Code of Ethics, Conflict of Interest, etc.

M-66 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the declaration requirements for all Canada Soccer Committee Members to sign off on.

M-67 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Member Council confidentiality agreement.

9.5 Member Council TOR

The Member Council TOR is a document belonging to the Member Council, therefore does not need to be approved by the Board. It was agreed by the Board that this document should be sent to Michael Leaver for review to make sure it is aligned with the Canada Soccer by-laws and then be returned to the Member Council.

10. Risk Oversight Committee

10.1 Revised Risk Oversight Policy

The Chair of the Risk Oversight Committee, Director Briggs, presented the revised Risk Oversight Policy for approval and briefly went over the revisions made. He also noted the committee's priorities in the coming months, namely the Risk Registry, DEI, and an official languages policy.

M-68 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the revised Risk Oversight policy.

11. Audit & Finance Committee

11.1 Financial Update

The Chair of the Audit & Finance Committee, Director Burden, provided a brief financial update and flagged the importance of ensuring that all steps are taken now in preparation for a member fee increase to be implemented at the AMM in May.

Chief Operating Officer, Mathieu Chamberland, noted that the next Member Council meetings will take place at the end of February and once again in March, where an in-depth member fee proposal will need to be presented.

12. Nominations Committee

12.1 Nominations Committee

Director Story informed the Board that the Call for Nominations for the Board of Directors will be posted next week with a deadline of early March. He noted that the main difference in the process this year will be that the nominations for Independent Directors will go directly to the membership, instead of being presented to the Board first and then ratified by the membership.

13. Safe Sport

The Chief Operating Officer, Mathieu Chamberland, informed the Board that Canada Soccer finalized an agreement with Allison Forsyth of Generation Safe on January 1st to continue as the organization's Safe Sport officer throughout 2024 and provide support, training, and education for staff, players, and Board members. He noted that Allison is currently working closely with HR consultant Mark Thompson and will deliver a report to the Board at the next meeting.

Director Geosits requested an itemization or checklist of all recommendations coming out of the McLaren report and the status of each to provide clarity on which items have been completed and which items still remain.

14. Other information from Stakeholders/Members

Director Brown thanked the Transition Team for their work so far. She noted that the Transition team is in place for a short period and will continue to do its work until a new General Secretary is in place. It was agreed by the Board that Committee Chairs will make themselves available when necessary to support the Transition team, but any material decisions must go through the Board.

M-69 MOTION: On motion duly made and seconded, it was unanimously resolved to add Committee Chairs as additional support to the Transition Team when needed.

M-70 MOTION: On motion duly made and seconded, it was unanimously resolved to go in camera.

M-71 MOTION: On motion duly made and seconded, it was unanimously resolved to come out of

camera.

15. Next Meeting

The next meeting will be held in person on Friday, March 22, in either Toronto or Ottawa.

16. Adjournment

M-72 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.