



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams Call
June 7, 2023 6:00 PM ET

Present:

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

Absent with regrets:

Charisse Bacchus

Also in attendance:

Lisa Spina, Executive Assistant
Michael Leaver, Legal Counsel

1. Call to Order

The Chair called the meeting to order at 6:04 PM ET.

2. Approval of Agenda

M-4 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda.

3. Approval of Appointment of Directors to Nominations Committee

Due to Director Bérubé's recent election as Vice President-elect, there was an immediate vacancy on the Board for Regional Director (QC). In order to move forward with filling this vacancy, the Chair proposed the appointment of Directors Story and Gregoire as the Director members of the Nominations Committee, in order to allow the committee to begin its work. The Chair thanked Director Geosits for her excellent work on

the Nominations Committee in the past year.

M-5 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the appointment of Directors Story and Gregoire as new members of the Nominations Committee.

4. Report of the General Secretary

The Interim General Secretary and President received a letter from the Minister of Sport, on May 30, requesting that Canada Soccer undertake the following:

- A compliance audit to cover the period of March 2017-March 2023 to confirm that the funding from the Government has been allocated appropriately; (this audit is already underway by CFO Sean Heffernan and the finance team);
- An independent third-party governance review; once there is clarity on this request, Chief Operating Officer Mathieu Chamberland will work with Sport Canada to issue a public Request for Proposals to select the best organization/group to help with this review; and
- An external advisory group to offer support to Canada Soccer for addressing the recommendations of the audit and governance review.

The Interim General Secretary also received a letter from FIFA stating that they had learned that by-law amendments had come forward at the AMM without their involvement. They are requesting that they be part of any statutory changes or amendments to Canada Soccer's by-laws and/or membership voting structure in the future.

5. Michael Leaver Presentation re: CSA Philanthropy

Canada Soccer's legal counsel, Michael Leaver informed the Board that the Canadian Soccer Foundation, which has been dormant since 2010, is now beginning to actively seek donations to benefit soccer in Canada and have stated that they are not willing to relinquish control of the entity.

He was tasked with developing a short summary of options and presenting recommendations, based on current legal requirements, on the optimal way for Canada Soccer to move forward with a philanthropic strategy for the organization. He presented the options that were outlined in a memo which had been provided to the Board, with the recommended option being to leverage what is already in place and immediately start fundraising under Canada Soccer's own umbrella, as an internal operational committee with support from the Board.

It was agreed that this strategy needs to be implemented with urgency and next steps need to be taken on moving forward and beginning work on the terms of reference of a newly formed committee.

M-6 MOTION: On motion duly made and seconded, it was unanimously resolved to explore the possibility of Canada Soccer having its own philanthropic strategy and internal vehicle for receiving donations, and to give the Interim General Secretary authority to move forward and begin work on a plan.

6. WNT/MNT Negotiations

The Interim General Secretary informed the Board of the increased investment of \$110 M USD in funding from FIFA that is being allocated to the FWWC. This represents an increase of 300% since 2019 and will equate to significantly more funding for each FIFA Member Association in accordance with their performance. This funding must be used by the Member Association as follows:

- An allocation dedicated to National team tournament costs and football development investment.
- An allocation dedicated to Player prize money.

A proposal for the players is currently being prepared for the Audit & Finance Committee's review, and ultimately for the Board's consideration and approval.

The Interim General Secretary noted that positive discussions continue with both teams, but there is still much work to be done. The immediate goal is to ensure that the players have the resources they need for their respective competitions this summer.

7. Canadian Soccer Business (CSB) Update

Director Rossi recused himself from the conversation due to a perceived conflict of interest with CSB.

The Interim General Secretary, President, and Vice President attended the CSB Board meeting in person in Toronto yesterday. The main objective was to listen and begin to strengthen the relationship between Canada Soccer and CSB. Overall, the meeting was a positive first step and the Interim General Secretary will meet with CPL Commissioner Mark Noonan in the near future to continue the discussions.

Representatives from CSB are confirmed to attend the next Board meeting on June 24 in Toronto.

8. Adjournment

M-7 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.