



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
September 16, 2023 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
Jason deVos, Interim General Secretary

Also in attendance:

Lisa Spina, Executive Assistant
Sean Heffernan, Chief Financial Officer

1. Call to Order

The Chair called the meeting to order at 10:03 AM ET. She stated the vision, mission, and values of the organization and acknowledged the virtual space on which the Board members have gathered for this meeting.

2. Approval of Consent Agenda

2.1 Minutes from Previous Board Meeting(s)

- 2.1a.** Minutes from 24.06.23
- 2.1b.** Minutes from 13.07.23
- 2.1c.** Minutes from 08.08.23
- 2.1d.** Minutes from 28.08.23

2.2 Minutes from Previous Committee Meetings

- 2.2a.** Risk Oversight Committee Minutes 28.08.23

- 2.2b. Governance Committee Minutes 14.07.23
- 2.2c. Governance Committee Minutes 10.08.23
- 2.2d. Governance Committee Minutes 24.08.23
- 2.2e. Audit & Finance Committee Minutes 02.05.23
- 2.2f. Audit & Finance Committee Minutes 30.06.23
- 2.2g. HR Committee Minutes 21.08.23
- 2.2h. HR Committee Minutes 25.08.23
- 2.2i. HR Committee Minutes 11.09.23
- 2.2j. HR Committee Minutes 13.09.23
- 2.2k. HR Committee Minutes 14.09.23

2.3 Committee Workplans

- 2.3a. Risk Oversight Committee Workplan
- 2.3b. Governance Committee Workplan
- 2.3c. HR & Compensation Committee Workplan

2.4 Outstanding Actions

There were no outstanding actions to discuss.

2.5 Head of Delegation Report

Director Geosits' Head of Delegation report from the 2023 FIFA Women's World Cup was shared with the Board prior to the meeting.

It was noted that the General Secretary's Executive Limitations document was missing from the consent agenda and should be added moving forward.

- M-26 MOTION:** On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

3. Approval of Agenda

- M-27 MOTION:** On motion duly made and seconded, it was unanimously resolved to approve the agenda as amended, with item 10.5 Conflict of Interest moved to the in-camera portion of the meeting.

4. Declarations of Conflict of Interest

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

5. Board Calendar

The Board calendar was received for information. The Chair informed the Board that the next two meetings will be held in-person; October 13 in Toronto, and December 9 in Vancouver. She noted that the December meeting will be a joint meeting with the Member Council.

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 July, August, and September, including the 2023 FIFA Women's World Cup Australia and New Zealand and the FIFA Women's Football Convention in Sydney, Australia.

She noted that she is very grateful for the response of the Board, who have gone above and beyond to support the strategy and direction of Canada Soccer during these challenging times. The next quarter will be strongly focused on the search for a permanent General Secretary and a new MNT Head Coach.

7. Interim General Secretary Report

The Interim General Secretary provided the Board with a lengthy report, which was circulated prior to the meeting.

7.1 WNT Discussions

On July 24, the WNT players signed an interim agreement with Canada Soccer to provide compensation for 2023, including the distribution of prize money from the FIFA Women's World Cup. Further discussions have been parked until after the Olympic qualifying matches vs Jamaica. The Interim General Secretary noted that the team is in a good space with respect to the negotiations.

7.2 WNT & MNT Update

On his way home from Australia following the Women's World Cup, the Interim General Secretary stopped in Vancouver for a few days and completed in-depth interviews with WNT Head Coach Bev Priestman and eight other staff members.

It was noted that Canada Soccer staff did a tremendous job with executing the Friends and Family program in Australia and provided the friends and families of the WNT players with a very memorable experience. This program helped to re-establish trust between the players and Canada Soccer and will go a long way in proving that Canada Soccer will deliver on its promises.

On the men's side, with the recent departure of Head Coach John Herdman, the Interim General Secretary recommended to the Board to withhold from making a decision on a new Head Coach until a permanent General Secretary is in place. Assistant Coach Mauro Biello has been appointed to serve as interim Head Coach.

7.3 CSB Discussions

This topic will be discussed in-camera.

8. Standing Committees (Composition)

With new Director Marchand joining the Board, the Chair proposed that he be added to both the Audit and Finance Committee and the Risk Oversight Committee.

M-28 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the

addition of Pierre Marchand to the Audit and Finance Committee and to the Risk Oversight Committee.

Director Marchand expressed his appreciation to the Board.

9. Risk Oversight Committee

9.1 Draft Amendments to the Whistleblower Policy

The Chair of the Risk Oversight Committee, Director Briggs, informed the Board that the committee is seeking approval of the draft amendments to the Whistleblower Policy, which were circulated prior to the meeting. He noted that the committee will be reviewing all of the policies under the Risk Oversight Committee as part of its mandate, including the Risk Policy and the Conflict of Interest Policy, and will then tackle the Risk Registry.

M-29 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the draft amendments to the Whistleblower Policy as presented.

9.2 Approval of April Minutes

Director Briggs also informed the Board that the minutes from the April Risk Oversight Committee meeting were never approved, due to a lack of continuity in the committee's members.

M-30 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the April 2023 minutes of the Risk Oversight Committee.

ACT-1 ACTION: To work with staff to ensure that all policies that are posted on the Canada Soccer website are the most up-to-date and current versions.

Responsibility: Office of the General Secretary

10. Governance Committee

10.1 Updated Governance Policies

The Chair of the Governance Committee, Director Geosits, informed the Board that the committee is seeking approval of the updated Governance Policies, which were circulated prior to the meeting.

M-31 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the updated Governance Policies as presented.

10.2 Basic Principles of Governance

The Governance Committee is also seeking approval of the Basic Principles of Governance document, which was shared with the Board prior to the meeting, and is a guide to be followed by both Canada Soccer and all of its members, in order to ensure the success of everyone. A memo, along with the document, will be sent to the Chair of the Members Council and the document will also be posted on the Canada Soccer website.

M-32 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Basic Principles of Governance as presented.

10.3 Updated Committee Terms of Reference

The Governance Committee has created a more robust Terms of Reference for the HR & Compensation Committee, which better encapsulates the role of this committee. The updated Terms of Reference are meant to modernize the committee and allow for better succession planning moving forward.

M-33 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the updated Terms of Reference for the HR & Compensation Committee as presented.

10.4 Ad Hoc Committee

The Ad Hoc Committee was created for a specific purpose to help support the interim General Secretary in dealing with the urgent matters surrounding the organization, including the WNT/MNT negotiations and CSB negotiations. After discussions with the interim General Secretary and the Chair of the Ad Hoc Committee, the Governance Committee is proposing that the Ad Hoc Committee wraps up its work by October 13. As the issues are not yet fully resolved, the Interim General Secretary can continue to lean on the support of Directors as needed. It was agreed that the committee was very effective in its work and Director Brown provided excellent leadership as the Chair.

M-34 MOTION: On motion duly made and seconded, it was unanimously resolved to dissolve the Ad Hoc Committee, with their final report to the Board by October 13.

10.5 Conflict of Interest

It was agreed that this item should be discussed in-camera.

10.6 FIFA Voting Structure

Members were made aware on September 5 that a Special General Meeting to discuss the member voting structure will no longer be taking place this fall, but instead, discussions will be had at the joint Board and Members Council meeting, which will take place in Vancouver on December 9. The Interim General Secretary noted that he had reached out to FIFA with regards to this matter, but he has not received a response.

11. Audit & Finance Committee

11.1 Q2 Report

The Q2 forecast was shared with the Board prior to the meeting for their review. The Chair of the Audit & Finance Committee provided a high-level overview of the current forecast. He informed the Board that revenue and expenditures.

The Audit & Finance Committee recommended that the Board approve the Q2 forecast.

M-35 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Q2 forecast as presented.

Director Burden reiterated the importance of generating extra revenue, using the help of the legacy fund and an increase in member fees.

The Board had a lengthy discussion around the increase of member fees. The interim General Secretary and

Chief Operating Officer Mathieu Chamberland are working on a presentation to show the members that Canada Soccer is working on a revenue generation plan, including other major sources of revenue outside of the member fee increase.

It was requested that the interim General Secretary and the Chair of the Audit & Finance Committee work together to prepare a draft proposal to bring back to the Board for review and discussion at the next meeting on October 13.

12. HR & Compensation Committee

12.1 GS Recruitment RFP

The Chair of the HR & Compensation Committee updated the Board on the status of the Request for Proposal for the General Secretary recruitment firm. She informed them that four proposals were received, but Korn Ferry was the lead candidate because of its strong commitment to diversity, excellent references, ability to meet very tight timelines, and leadership development training (post-hiring).

M-36 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the HR & Compensation Committee to move forward with the recruiting fee associated with executive search firm Korn Ferry.

The Chair of the Committee will contact Korn Ferry and the other firms on Monday to let them know the outcome.

13. Nominations Committee

13.1 Nomination of Jeff Russell

Director Story updated the Board on the current situation of the Nominations Committee. With the departure of former Chair Mark Thompson and the completion of independent committee member Jeff Russell's one-year term, the committee currently consists of only one independent member, Chris Morrissey and two Directors, Story and Grégoire. In order to maintain some continuity within the committee, Director Story proposed to appoint Jeff Russell to a three-year term in order for him to continue his involvement with the committee.

M-37 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the appointment of Nominations Committee member Jeff Russell to a three-year term.

The Board discussed the possibility of inviting the independent committee members to a future Board meeting or dinner.

14. Video Message from WNT Head Coach

WNT Head Coach Bev Priestman provided the Board with a detailed update video post-WWC, which shared different learnings coming out of the competition, immediate changes being made, and next steps heading into the Olympic qualifying matches vs Jamaica.

15. Safe Sport

The Interim General Secretary provided an overview of the latest developments in Safe Sport within the organization:

- The National Championships are under the domain of the Office of the Sport Integrity Commissioner (OSIC), which is an independent mechanism that oversees all National Sport Organizations. Canada Soccer is required to integrate education modules and inform participants of their Safe Sport responsibilities.
- Work continues with Allison Forsyth and ITP Sport to review the Complaint Management Process to align with OSIC's demands.
- Follow-up is carried out with all Member Associations to ensure that they have an Independent Complaint Management Process as required by OSIC.

It was agreed by the Board that Safe Sport should be a standing item on the agenda moving forward.

The Interim General Secretary also noted that the RFP application process has concluded for the Governance review, and Canada Soccer is moving to the interview stage with a view to select the preferred vendor by the end of the month. A subcommittee has been created to analyze the proposals received and interviews will be conducted the week of September 11.

16. Other Information from Stakeholders/Members

The Chair noted that on behalf of Canada Soccer, Director Rossi will attend the Ontario Soccer Annual General Meeting, being held on September 23, in Toronto.

17. In Camera

As a result of in-camera discussion, the Board approved the following Actions:

ACT-2 ACTION: On motion duly made and seconded, it is unanimously resolved to accept the transition plan presented by Director Rossi.

ACT-3 ACTION: For the Governance Committee to re-examine the conflict of interest provisions in the by-laws with the consultation of the Risk Oversight Committee.

Responsibility: Governance Committee/Risk Oversight Committee

18. Next Meeting

The next meeting will be held in person on Friday, October 13 in Toronto.

19. Adjournment

M-41 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.