



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
November 18, 2024 9:00 AM ET

Present:

Peter Augruso, President and Chair
Paul-Claude Bérubé, Vice President
Dale Briggs
Brian Burden
Brad Baker
Tony Delblond
Stephanie Geosits
Dominique Grégoire
Orest Konowalchuk
Terri Mattucci
Gayle Statton
Don Story
Davide Xausa
Kevin Blue, CEO & General Secretary

Also in attendance:

Lisa Spina, Executive Assistant

1. Call to Order & Land Acknowledgement

The Chair called the meeting to order at 9:16 AM ET and stated the vision, mission, and values of the organization. He acknowledged the land on which the Directors gathered for this Board meeting.

2. Declarations of Conflict of Interest

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

3. Approval of Consent Agenda

Minutes from Previous Board Meetings

- 3.1 Minutes from 28.09.24
- 3.2 Minutes from 26.10.24

Minutes from Previous Committee Meetings

- 3.3 Audit & Finance Committee Minutes from 08.11.24
- 3.4 Governance Committee Minutes from 17.10.24
- 3.5 Governance Committee Minutes from 06.11.24
- 3.6 Special Committee Minutes from 29.10.24
- 3.7 Special Committee Minutes from 05.11.24
- 3.8 HR Committee Minutes from 26.09.24
- 3.9 HR Committee Minutes from 04.10.24
- 3.10 HR Committee Minutes from 18.10.24
- 3.11 HR Committee Minutes from 29.10.24
- 3.12 HR Committee Minutes from 03.11.24
- 3.13 HR Committee Minutes from 11.11.24

M-36 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as amended.

CARRIED.

4. Approval of Agenda

M-37 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as presented.

CARRIED.

5. CEO Executive Limitations

The Chair of the Governance Committee noted that the Executive Limitations document is currently under review and will be updated.

6. Discussion Arising from Reports from President, CEO, and Committee Chairs

The CEO & General Secretary expanded on some of the topics included in his written report, including upcoming plans for staffing and organizational change, operational changes, considerations for more in-person teamwork, and ensuring an appropriate prioritization focus for the organization. Questions from the Board arose and a thorough discussion was had.

The CEO & General Secretary presented an update on ongoing CSB negotiations. The Board had a detailed discussion on this item.

Directors Bérubé, Burden, and Story recused themselves from this discussion.

The CEO & General Secretary agreed to move forward with steps that reflected the outcomes of the Board's discussion.

7. Board Calendar Update

The Board calendar was received for information.

8. Review of Outstanding Actions/Motions

There are currently no outstanding action items to discuss.

The Board discussed Motion 29 from the previous meeting and agreed that it should be amended to the following to allow the CEO & General Secretary to draft an Enterprise Risk Management framework by the March Board meeting instead of by the end of this year.

M-38 MOTION: On motion duly made and seconded, it was unanimously resolved to amend M-29 to read as follows:

To direct the CEO & General Secretary to draft an Enterprise Risk Management framework for the review of the Board of Directors by the end of the first quarter of 2025.

CARRIED.

9. Motions by the Committee Chairs

The following motions were presented to the Board for their approval:

Audit & Finance Committee

M-39 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Board going to RFP in early 2025 for a new auditor for the year ending December 31, 2025 to present a new audit firm at the next AMM in May 2025.

CARRIED.

It was noted that one Director was opposed.

Governance Committee

M-40 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the revised Code of Conduct & Ethics as presented.

CARRIED.

The CEO & General Secretary clarified that the primary use for the revised version of the Code of Conduct & Ethics is to work with the Canadian Centre for Ethics in Sport on an acknowledgement tool/course that all Canada

Soccer staff will be required to attest to on an annual basis.

10. Presentation from Ontario Soccer Chair & CEO

The Chair introduced Alan O'Brien, Chair of the Board of Ontario Soccer and Johnny Miskey, CEO of Ontario Soccer to provide a brief overview of Ontario Soccer's operations and current priorities. They outlined to the Board the areas that are going very well for them and also discussed some of the challenges that they are currently facing.

11. Strategic Priorities: Report on Follow-up

The CEO & General Secretary shared a revised draft of the organization's specific strategic priorities to focus on through the 2026 World Cup and into 2027 after receiving initial feedback from the Board at the September meeting. The Board provided further feedback and suggested that the priorities need to be even more concise and should focus primarily on financial health, organizational health, and sport growth from the World Cup in 2026.

The CEO & General Secretary will take the suggestions received and will discuss with staff with the aim to condense the list of priorities and follow up with a more concise list to share with the Board, and subsequently to the community of stakeholders that informed this work.

M-41 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-42 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

12. Safe Sport Update

A brief Safe Sport update was shared in the Board package prior to the meeting.

13. Stakeholder Update

There was no update for this item.

14. In Camera

M-43 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-44 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

15. Adjournment

M-45 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.

CARRIED.