



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Sheraton Gateway Hotel at Toronto International Airport
March 22, 2024 10:00 AM ET**

Present:

Charmaine Crooks, President
Paul-Claude Bérubé, Vice President
Charisse Bacchus
Dale Briggs (Arrived at 11:20am ET)
Kelly Brown
Charlie Cuzzetto
Stephanie Geosits
Dominique Grégoire
Orest Konowalchuk
Pierre Marchand
Don Story
Kevin Blue, CEO & General Secretary

Present via Microsoft Teams:

Brian Burden

Absent:

Brittany Timko Baxter

Also in attendance:

Lisa Spina, Executive Assistant
Sean Heffernan, Chief Financial Officer
Mathieu Chamberland, Chief Operating Officer
Félix Cardin, Corporate Secretary

1. Call to Order

The Chair called the meeting to order at 9:59 AM ET and stated the vision, mission, and values of the organization. Director Bacchus acknowledged the land on which the Board members gathered for this meeting.

The Chair welcomed both the new CEO & General Secretary Kevin Blue and the new Corporate Secretary Félix Cardin to their first meeting. She also thanked the transition team and senior leadership team for all of their excellent work and effort over the past months.

2. Declarations of Conflict of Interest

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

3. Approval of Consent Agenda

3.1 Minutes from Previous Board Meetings

3.1.1 Minutes from 22.01.24

3.1.2. Minutes from 27.01.24

3.1.3. Minutes from 31.01.24

3.1.4. Minutes from 09.02.24

3.2 Minutes from previous Committee Meetings

3.2.1 Audit & Finance Committee Minutes from 26.02.24

3.2.2 Audit & Finance Committee Minutes from 11.03.24

3.2.3 Audit & Finance Committee Minutes from 14.03.24

3.2.4 Risk Oversight Committee Minutes from 20.02.24

3.3 Outstanding Actions

3.4 Head of Delegation

The Board discussed the Board minutes of January 22, 2024, January 31, 2024 and February 9, 2024 and decided that a minor amendments to those minutes were necessary.

M-74 MOTION: On motion duly made and seconded, it is unanimously resolved to approve the consent agenda as amended, with the minor edits to the January 22, 2024, January 31, 2024 and February 9, 2024 minutes.

CARRIED.

ACT-4 ACTION: For the Corporate Secretary to determine whether or not Standing Committee minutes are required to be approved by the Board.
Responsibility: Corporate Secretary

ACT-5 ACTION: For the Corporate Secretary and the Governance Committee to review and formalize the process of publishing minutes on the Canada Soccer website and report back to the Board.
Responsibility: Corporate Secretary and Governance Committee

It was agreed by the Board that sections of minutes from any Board Meetings that contain privileged and confidential information will not be made public.

4. Approval of Agenda

M-75 MOTION: On motion duly made and seconded, it is unanimously resolved to approve the agenda as amended, with the addition of Item 8.4 Agenda Structure & Review.

CARRIED.

5. Board Calendar

The Board calendar was received for information. The next Board meeting will be held in person on Thursday, May 2, 2024, in Montreal prior to the Annual Meeting of the Members on Saturday, May 4, 2024.

6. President's Report

The Chair provided a brief summary of the meetings and initiatives that she was a part of throughout February and March 2024, highlighting Canada Soccer's recent DEI initiatives, Legacy Fund events, CEO & General Secretary onboarding, and a meeting with the Federal Minister of Sport.

The Chair noted that Benoit Girardin of LBB Strategies will report the key findings of his Governance Review with the Board on April 25, 2024, before presenting the findings to the entire membership at the Annual Meeting of the Members.

She also noted that herself and Vice-President Bérubé attended a meeting in San Diego in March 2024, with Concacaf & FIFA, where a new Women's Football Strategy was presented and discussed.

7. CEO & General Secretary Report

Chief Operating Officer Mathieu Chamberland provided the Board with an in-depth operational report, highlighting the priorities of each department of the organization.

CEO & General Secretary Kevin Blue provided a detailed update on his early learnings since stepping into the role, his approach to communications, ongoing issues that he is familiarizing himself with, organizational culture, and expectations moving forward.

He noted that he has already reached out to several stakeholders and his strategy will be to communicate directly, transparently, and frequently to the membership, players, and the public. He informed the Board that his main focus in the short-term will be on the following important issues:

- Resolving the Collective Bargaining Agreements with both National Teams;
- Re-negotiating the CSB Agreement;
- Leading the search for a Men's National Team Head Coach; and
- Focusing on revenue generation, including a potential member fee increase and a strong philanthropic strategy.

Director Briggs arrived at 11:20am ET.

8. Governance Committee

8.1 Governance Committee Report

The Chair of the Governance Committee shared a copy of the Governance Committee report with the Board in advance of the meeting. She noted the continued collaboration on proper governance with the Member Associations and also shared that she attended and presented at the Alberta Soccer Association Annual General Meeting in February 2024.

8.2 Corporate Secretary Role

The Chair of the Governance Committee noted that Félix Cardin has officially started in his new role as Corporate Secretary and welcomed him to the team.

8.3 By-Law Amendments for Annual Meeting of the Members

A summary of both the proposed Member Council amendments and the proposed Canada Soccer amendments were provided to the Board in advance of the meeting, the latter of which requires Board approval. The Chair of the Governance Committee highlighted the main areas of the Canada Soccer proposed amendments and walked the Board through them in greater detail.

M-76 MOTION: On motion duly made and seconded, it is unanimously resolved to approve the Canada Soccer proposed By-law amendments, subject to the approval of the Governance Committee.

CARRIED.

8.4 Agenda Structure & Review

The importance of a revised agenda was raised, which will allow for Board meetings to be more efficient and effective and will also allow for the Board to focus more on their strategic priorities. It was agreed that this item be placed on either the agenda of next meeting or the agenda of our first meeting following the Annual Meeting of the Members for further discussion and implementation.

9. Audit & Finance Committee

9.1 Q4 Financial Report

The Chair of the Audit & Finance Committee provided a detailed summary of the Q4 Financial Report, which was shared with the Board in advance of the meeting.

9.2 2023 Financials

The audited financial statements were also shared with the Board for their review prior to the meeting.

Chief Financial Officer Sean Heffernan provided a top-line version of both sets of the financial statements.

M-77 **MOTION:** On motion duly made and seconded, it is unanimously resolved to approve both sets of the audited Financial Statements for the fiscal year ended December 31, 2023 as presented.

CARRIED.

The Chair of the Audit & Finance Committee recommended approval of PricewaterhouseCoopers as the auditors for next year 2024.

M-78 **MOTION:** On motion duly made and seconded, it is unanimously resolved to approve the appointment of the firm of PricewaterhouseCoopers as the Association's auditors for fiscal year 2024.

CARRIED.

9.3 **Gift Acceptance Policy**

The Chair of the Audit & Finance Committee, presented a draft gift acceptance policy, which outlines the guidelines and procedures for Canada Soccer to accept donations.

M-79 **MOTION:** On motion duly made and seconded, it is unanimously resolved to approve the gift acceptance policy in principle, subject to further operational review and/or amendments by the CEO & General Secretary.

CARRIED.

The Board discussed the strategy and rationale behind the proposal of a Member fee increase and the importance of continued collaboration on this topic with the Member Council.

10. Annual Meeting of the Members Award Recipients

Chief Operating Officer Mathieu Chamberland presented the proposed award recipients for this year's annual awards banquet.

President's Award – Charlie Cuzzetto
Aubrey Sanford Award – TBD
Brian Budd Award – Shona Schleppe
Ray Morgan Award – Marie-Soleil Beaudoin
Tony Waiters Coaching Excellence Award – Ray Clark
Award of Merit – Claudine Douville & Yves Phaneuf

M-80 **MOTION:** On motion duly made and seconded, it is unanimously resolved to approve the proposed award recipients for 2024 as presented.

CARRIED.

As one of the award recipients, Director Cuzzetto abstained from voting.

11. Safe Sport

Chief Operating Officer Mathieu Chamberland provided a brief update on safe sport. He informed the Board that Allison Forsyth will be in Montreal on May 2, 2024, to give a presentation on the status of the McLaren report recommendations and the progress that has been made to date.

Director Geosits provided an update on her experience as Head of Delegation at the Concacaf Women's Under-17 Championship in Toluca, Mexico in February 2024. She noted that there were some serious safety/security concerns for the young players and the staff at the competition, and as a result of these concerns, she proposed that Canada Soccer needs a solid internal process or crisis committee around managing risk to ensure that the safest environment is created for players and staff at all times.

12. Other information from Stakeholders/Members

No items were discussed.

13. In Camera

The Board members met in camera, first in the presence of CEO & General Secretary, and then alone.

M-81 MOTION: On motion duly made and seconded, it is unanimously resolved to go in camera.

CARRIED.

M-82 MOTION: On motion duly made and seconded, it is unanimously resolved to come out of camera.

CARRIED.

14. Next Meeting

The next meeting will be held in person on Thursday, May 2, 2024 in Montreal.

15. Adjournment

M-83 MOTION: On motion duly made and seconded, it is unanimously resolved to adjourn the meeting.

CARRIED.