



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
September 28, 2024 11:00 AM ET

Present:

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

Absent:

Orest Konowalchuk
Félix Cardin, Corporate Secretary

Also in attendance:

Mathieu Chamberland, Chief Operating Officer
Lisa Spina, Executive Assistant

1. Call to Order

The Chair called the meeting to order at 11:01 AM ET and stated the vision, mission, and values of the organization. He acknowledged the land on which the Directors virtually gathered for this Board meeting. Director Baker added some brief comments about the importance of the National Day for Truth and Reconciliation.

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.

Moving forward, the Chair will verbally ask if there are any conflicts of interest at the start of each meeting.

3. Approval of Agenda

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

CARRIED.

4. Approval of Consent Agenda

4.1 Minutes from Previous Board Meetings

- 4.1a Minutes from 13.06.24
- 4.1b Minutes from 26.07.24
- 4.1c Minutes from 31.07.24
- 4.1d Minutes from 07.08.24
- 4.1e Minutes from 14.08.24
- 4.1f Minutes from 21.08.24

4.2 Minutes from Previous Committee Meetings

- 4.2a Audit & Finance Committee Minutes from 05.06.24
- 4.2b Audit & Finance Committee Minutes from 29.07.24
- 4.2c Audit & Finance Committee Minutes from 11.09.24
- 4.2d Governance Committee Minutes from 07.08.24
- 4.2e Governance Committee Minutes from 05.09.24
- 4.2f Governance Committee Minutes from 16.09.24
- 4.2g HR Committee Minutes from 28.07.24
- 4.2h HR Committee Minutes from 31.07.24
- 4.2i HR Committee Minutes from 14.08.24
- 4.2j HR Committee Minutes from 26.08.24
- 4.2k HR Committee Minutes from 27.08.24
- 4.2l HR Committee Minutes from 09.09.24
- 4.2m HR Committee Minutes from 13.09.24
- 4.2n Risk Oversight Committee Minutes from 12.09.24

4.3 Outstanding Actions

There are currently no outstanding action items to discuss.

M-27 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the previous Board meeting minutes and to receive the previous Committee meeting minutes as presented.

CARRIED.

5. Canada Soccer Brand Identity Presentation

The CEO & General Secretary introduced Elemental Inc. to provide an update on the takeaways from the discovery sessions they held, which will help shape a more concise articulation of Canada Soccer's strategic priorities, and to share a potential updated visual identity for the organization. Elemental Inc. walked the Board

through the process they've followed so far and the key themes they came across in their research.

6. Debrief of Discovery Sessions and Discussion about Strategic Priorities

Following the presentation from Elemental Inc., the Board had a thorough discussion and provided feedback and input on the ideas presented. The Board agreed that there is an appetite to continue with the project and is supportive of the CEO & General Secretary to move forward with the work that is being done.

The CEO & General Secretary shared an early draft of an update to the organization's strategic priorities to engage the Board and gather their feedback on the substance of the document. The CEO & General Secretary will take the suggestions received and continue to work on the document with the objective of obtaining formal approval from the Board at the November meeting.

7. Standing Committees

7.1 Audit & Finance Committee

The Chair of the Audit & Finance Committee, Director Burden, provided a high-level overview of the Q2 and full year forecast. He noted that the Q3 report will be ready to review at the November meeting before the Board will have to approve the budget for the coming year in December.

He also noted that as of the next Board meeting, Director Grégoire will take over as the Chair of the Audit & Finance Committee.

The committee's 2024-2025 work plan was received for information.

7.2 Governance Committee

The Governance Committee report was shared with the Board prior to the meeting. The Chair of the committee highlighted the fact that they have commenced their work on preparing recommendations for the Board of Directors regarding a modified framework of governance for Canada Soccer. This work is the result of both the Independent Governance Review and a directive from FIFA/Concacaf that Canada Soccer needs to re-write its by-laws.

The committee's 2024-2025 work plan was received for information.

7.3 HR Committee

The HR Committee shared a document outlining the draft CEO 2024 Objectives prior to the meeting.

M-28 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the draft CEO 2024 Objectives as presented.

CARRIED.

The Chair of the HR Committee, Director Brown, noted that the independent investigation is ongoing. Once complete, a thorough draft report will be issued to the HR committee with recommended actions and will be reviewed by the committee.

7.4 Risk Oversight Committee

The Risk Oversight Committee shared a briefing note with the Board prior to the meeting regarding an Enterprise Risk Management framework and the reasons it is important that organizations have one in place. It is a critical strategic tool that will enable Canada Soccer to identify, assess, and manage risk across all levels of the organization.

M-29 MOTION: On motion duly made and seconded, it was unanimously resolved 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 year.

CARRIED.

The committee's 2024-2025 work plan was received for information.

8. Human Capital and Staffing

The CEO & General Secretary provided an update on staffing needs and requirements and noted that building the capacity of the organization's human capital is a top-priority item. Following the completion of the independent investigation, a search will be launched for a head of administration to oversee Human Resources, Finance, Legal, and Compliance.

9. National Sport Structure Project

The Chair has asked the CEO & General Secretary to lead a National Training Centre legacy project to determine timing, scope, and feasibility of creating a facility for the National Teams to train at.

He has also established a working group to begin drafting ideas on unifying soccer across the country. The group will meet formally for the first time on November 19th in Toronto.

M-30 MOTION: On motion duly made and seconded, it was unanimously resolved to request support from the Board to proceed with an assessment of a strategic vision and transformation for Canada Soccer.

CARRIED.

10. President's Report

The Chair provided a brief summary of the important events and initiatives that he took part of throughout the summer of 2024 – including the Copa America and the Paris Olympics.

11. CEO & General Secretary Report

The CEO & General Secretary provided the Board with a more in-depth update on the following two areas of his report:

- Memo regarding administrative adjustments following the conclusion of the investigation; the memo outlined a set of proposed operational adjustments for Canada Soccer as a follow-up to the issues that occurred at the Paris Olympics, such as required ethics training for National Team staff and coaches.
- Update on ongoing CSB negotiations.

Directors Bérubé, Burden, and Story recused themselves from this portion of the meeting.

12. Safe Sport

A Safe Sport update was shared with the Board prior to the meeting.

13. Board Calendar

The proposed Board calendar for the upcoming year was received for information.

14. Board Education

In the coming months, the Chair will work on surveying the Board to identify any gaps in skill that may exist, and will then plan to target those gaps by finding and offering courses to the Directors for individual development.

15. In Camera

No in-camera session.

16. Adjournment

M-31 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.

CARRIED.