MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
January 17, 2025 12:00 PM ET

Present:

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

Absent:

Dominique Grégoire

Also in attendance:

Lisa Spina, Executive Assistant

1. Call to Order & Land Acknowledgement

Prior to calling the meeting to order, the Chair introduced the new Corporate Secretary, Timothy Hutzul. The CEO & General Secretary provided the Board with a summary of Timothy's extensive experience with not-for-profit Boards and sport organizations. The Board collectively welcomed Timothy to his new role.

The Chair called the meeting to order at 12:10 PM ET and stated the vision, mission, and values of the organization. Director Baker 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 18.11.24
3.2 Minutes from 09.12.24

Minutes from Previous Committee Meetings

3.3 Governance Committee Minutes from 17.11.24
3.4 HR Committee Minutes from 27.11.24
3.5 HR Committee Minutes from 16.12.24

M-52 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

CARRIED.

4. Approval of Agenda

M-53 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as presented.

CARRIED.

5. CEO Executive Limitations

The Chair noted that the Executive Limitations document continues to be under review by the Governance Committee and will be updated in due time.

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

The CEO & General Secretary highlighted some of the important items included in his written report. Questions from the Board arose and a thorough discussion was had. The Board had feedback about several items related to marketing and brand management.

Actions taken by the organization as a follow-up to the drone investigation were also discussed and all relevant materials related to the investigation and these actions were reviewed in detail by the Board and supported fully.

The CEO & General Secretary outlined the internal framework that has been put in place to manage the upcoming organizational workload and opportunities that the 2026 FIFA World Cup will bring. The 2026 project now has a designated lead, along with other staff members accountable for their various areas of specialization, and work in this area has commenced.

After continued discussion on the implementation of the Independent Governance Review recommendations, the Chair proposed to the Board that, given the recommendation related to reducing the size of the Board, a Special General Meeting (SGM) of the members should be called to eliminate one of the Board positions prior to the 2025 Annual Meeting of the Members. It was noted by the Chair of the Governance Committee that FIFA approval would be required to move forward with this.

M-54 **MOTION:** On motion duly made and seconded, it was unanimously resolved to potentially convene a Special General Meeting in advance of the AMM to reduce the Board size by one, subject to FIFA approval.

CARRIED.

The Chair will inform the Board of FIFA's decision on this proposed course of action by next week.

The CEO & General Secretary reiterated the fact that the recommendations from the Independent Governance Review need to be implemented in full and be acted upon as soon as possible.

The Chair of the Governance Committee shared a document with the Board outlining the current requirements for the appointment of the Canada Soccer President, comparing it to the FIFA Statutes, and the Canadian Sport Governance Code, as well as the recommendation coming out of the Independent Governance Review. There was brief discussion and feedback was shared.

7. Board Calendar Update

The Board calendar was received for information.

It was confirmed that the September Board meeting will be held in-person in Calgary, Alberta.

8. Review of Outstanding Actions/Motions

There are currently no outstanding action items to discuss.

9. Motions by the Committee Chairs

The following motion was presented to the Board for their approval:

Risk Oversight Committee

M-55 **MOTION:** On motion duly made and seconded, it was unanimously resolved to adopt a Conflict of Interest disclosure form that is only required to be submitted when a conflict exists.

CARRIED.

10. Presentation from Nominations Committee Independent Members

The Chair introduced Eva Havaris and Michelle Richard, both independent members of the Nominations Committee, to provide a brief update on the status of the 2025 nominations process for Regional and Independent Directors. The committee is currently working on updating the nominations forms, finalizing the committee workplan, and updating the Board skills matrix. It was noted that the deadline for the call for nominations this year will be February 26th, 2025. The Board thanked Eva and Michelle for the excellent work being done by the committee.

11. Canada Soccer Foundation

The CEO & General Secretary provided a brief overview of the newly restructured Canada Soccer Foundation (CSF), which will exist specifically to serve the stated fundraising objectives of Canada Soccer. The CSF's mandate is to raise money for the programs of Canada Soccer and to distribute these funds to Canada Soccer for appropriate use according to donor intent and Canada Soccer priorities. Further discussions will be had on the specific relationship between the two organizations, as well as Canada Soccer Board representation on the CSF Board.

12. Strategic Priorities

The CEO & General Secretary shared the latest version of the organization's specific strategic priorities to focus on through the 2026 World Cup and through 2027. The Board provided positive feedback and suggested that there be a tool that is used to measure these priorities and a standard reference to these priorities at each Board meeting. A formal presentation will be developed to present to the membership at the AMM in May.

13. Risk Management Follow-Up

The CEO & General Secretary updated the risk registry in advance of the meeting. The Board recommended the addition of another item to be added to the registry and discussed the risk-level of certain items.

14. Safe Sport Update

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

15. Stakeholder Update

The Chair of the Board and the Chair of the Governance Committee will meet next week with FIFA to further discuss Governance issues and by-law reform.

16. In Camera

M-56 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-57 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

17. Adjournment

M-58 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.

CARRIED.