MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
March 21, 2025 12:00 PM ET

Present:

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

Absent:

Brian Burden

Also in attendance:

Timothy Hutzul, General Counsel & Corporate Secretary
Lisa Spina, Executive Assistant

1. Call to Order & Land Acknowledgement

The Chair called the meeting to order at 12:04 PM ET and stated the vision, mission, and values of the organization. Director Baker acknowledged the land on which the Directors virtually 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 12.01.25
3.2 Minutes from 17.01.25
3.3 Minutes from 11.02.25

Minutes from Previous Committee Meetings

3.3 Governance Committee Minutes from 15.01.25
3.4 Governance Committee Minutes from 12.02.25
3.5 Governance Committee Minutes from 08.03.25
3.6 HR Committee Minutes from 23.01.25
3.7 HR Committee Minutes from 20.02.25

M-62 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

CARRIED.

4. Approval of Agenda

The Board agreed to move the in-camera session earlier in the meeting, following Item 8 Board Calendar Update.

M-63 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as amended.

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.

The Governance Committee will look at different models and will follow up with an update to the Board at the September meeting. Until then, this item will be removed as a standing item on the agenda.

ACT-1 **ACTION:** To review different models of CEO Executive Limitations documents and to follow up with a recommendation to the Board at the September meeting.
Responsibility: Governance Committee

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

The CEO & General Secretary highlighted some of the important items outlined in his written report, including updates on Sport Canada funding, organizational HR, the Canada Soccer Foundation, and the upcoming June Men's National Team competition window. Questions from the Board arose and a thorough discussion was had.

7. Board Calendar Update

The Board calendar was received for information.

The September Board meeting will be held in-person in Calgary, Alberta from September 19-20, potentially in conjunction with a Concacaf governance training session and an in-person meeting with the Member Council.

8. In Camera

M-64 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-65 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

9. Review of Outstanding Actions/Motions

There are currently no outstanding action items to discuss.

10. Motions by the Committee Chairs

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

HR & Compensation Committee

M-66 MOTION: On motion duly made and seconded, it was unanimously resolved, as recommended by the HR & Compensation Committee, that the Board of Directors approve the CEO seeking a final settlement on an HR matter, ending on a specified date, and contingent upon Canada Soccer receiving a final signed release.

CARRIED.

It was noted that two directors opposed the motion.

A second motion was brought forward by the HR & Compensation Committee, but before approving it, the Board agreed to go in camera to discuss.

M-67 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-68 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

M-69 **MOTION:** On motion duly made and seconded, it was unanimously resolved, as recommended by the HR & Compensation Committee, that the Board of Directors approve the 2024 performance review of the CEO & General Secretary.

CARRIED.

Audit & Finance Committee

M-70 **MOTION:** On motion duly made and seconded, it was unanimously resolved to recommend to the members to appoint KPMG as the external auditors for the year ending December 31, 2025.

CARRIED.

Risk Oversight Committee

M-71 **MOTION:** On motion duly made and seconded, it was unanimously resolved to increase the current Directors & Officers liability insurance by $5M for an additional annual premium of $17,209.00.

CARRIED.

11. Nominations Committee Report

The Chair of the Nominations Committee, Jeff Russell, joined the call to provide a brief update on the 2025 nominations process for Regional and Independent Directors and the progress the committee has made to date. The Board thanked Jeff for the excellent work being done by the committee.

12. Canada Soccer Foundation

The CEO & General Secretary will draft an MOU for the Board's approval to define the specific relationship between Canada Soccer and the Canada Soccer Foundation, as well as Canada Soccer Board representation on the CSF Board. The Board discussed the possibility of having the Chair of the CSF attend Canada Soccer Board meetings or Audit & Finance Committee meetings as an ex-officio member of the Board.

ACT-2 **ACTION:** To draft an MOU for the Board's approval to define the specific relationship between Canada Soccer and the Canada Soccer Foundation.
Responsibility: CEO & General Secretary

It was agreed that one Canada Soccer Board member, appointed by the President, should sit on the Foundation Board.

M-72 **MOTION:** On motion duly made and seconded, it was unanimously resolved to approve a Canada Soccer Board member to sit on the Canada Soccer Foundation Board.

CARRIED.

13. Head of Delegation

The current Head of Delegation operational document was reviewed and discussed by the Board. The Board discussed the need and importance for a Head of Delegation to be present alongside the national teams, especially at international youth tournaments. The Chair confirmed that there will not be any Head of Delegations assigned to competitions in 2025 due to financial constraints, but that him and the CEO & General Secretary will review and update the policy for consideration in future years.

ACT-3 **ACTION:** To review and update the Head of Delegation document/policy and bring it back to the Board for discussion at a future meeting.
Responsibility: Chair/CEO & General Secretary

14. By-laws Review

The Chair of the Governance Committee provided some introductory remarks on the proposed by-law revisions and thanked his fellow Governance Committee members, as well as representatives from the Member Council, for their hard work and effort throughout this process.

The Chair highlighted some of the major changes that are being proposed in the revised by-laws, including an updated Member Voting Structure, changes to the composition and term of Directors and Officers, as well as the newly proposed Electoral Committee and process.

The Board discussed the proposed revisions thoroughly and agreed to meet the following week to continue the discussion and provide additional feedback.

15. AMM Award Recipients

M-73 **MOTION:** On motion duly made, it was unanimously resolved to approve the proposed AMM award recipients.

CARRIED.

16. Enterprise Risk Management & Risk Registry

This item will be moved to a future meeting to discuss.

17. Safe Sport Update

The following motion was brought forward for Board discussion and adoption.

M-74 **MOTION:** On motion duly made, it was unanimously resolved to adopt the Canadian Safe Sport Program.

CARRIED.

18. Stakeholder Update

There was no update for this item.

19. Adjournment

M-75 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.

CARRIED.