



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Microsoft Teams
June 20, 2025 12:00 PM ET

Present:

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

Also in attendance:

Timothy Hutzul, General Counsel & Corporate Secretary
Erin Crowe, Chief Operating & Chief Financial Officer
Lisa Spina, Executive Assistant

1. Call to Order & Land Acknowledgement

The Chair called the meeting to order at 12:03 PM ET and stated the vision, mission, and values of the organization.

2. Land Acknowledgement

Director Baker acknowledged the land on which everyone gathered virtually for this Board meeting and noted that June 21st is National Indigenous People's Day.

3. Declarations of Conflict of Interest

Lisa Spina confirmed that one declaration of conflict of interest was received.

4. Approval of Consent Agenda

Minutes from Previous Board Meetings

- 4.1 Minutes from 01.05.25
- 4.2 Minutes from 03.05.25
- 4.3 Minutes from 21.05.25

Minutes from Previous Committee Meetings

- 4.4 Governance Committee Minutes from 02.06.25

M-10 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the consent agenda as presented.

CARRIED.

5. Approval of Agenda

M-11 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the agenda as presented.

CARRIED.

6. Board Calendar Update

The Board calendar was received for information.

The September Board meeting will be held in-person in either Toronto or Ottawa from September 19-20, potentially in conjunction with a Concacaf governance training session.

It was suggested that Board meeting dates should be determined for the coming year in order for Directors to be able to plan their schedules in advance.

ACT-1 ACTION: To create a Board calendar that includes proposed meeting dates for at least the next twelve months and to share with the Board within a week.
Responsibility: Chair and Office of the CEO & General Secretary

The Chair also proposed that the 2026 Annual Meeting of the Members be postponed from May to later in the calendar year due to the 2026 FIFA World Cup and the work involved in preparing for such a major event.

M-12 MOTION: On motion duly made and seconded, it was unanimously resolved to postpone the 2026 AMM to later in the year, pending the Ministry's approval of this postponement.

CARRIED.

External counsel Jim Bunting and Anna White joined the call to provide an update on an ongoing legal matter.

Director Bérubé and Director Story recused themselves.

M-13 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-14 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

7. Board Strategic Action Plan

Director Bérubé shared a proposed Board Strategic Action Plan for Good Governance earlier in June in order to gather feedback from the Directors prior to this meeting. He made the suggested edits to the document and included the revised version in the Board package.

The Board discussed and provided further comments on the document. It was agreed that once the most recent comments are integrated into the document, it can be shared once again with the Board for approval to move forward with an action plan. Director Bérubé and Director Story will reach out to external consultant Benoit Girardin to help move part of this initiative forward at the September Board meeting.

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

The President highlighted that with the help of third-party consultant Matt Young, he will be looking to move forward with the One Canada initiative in the fall and has started to reach out to the Member Associations to set up meetings with them in September.

The CEO & General Secretary highlighted some of the important items outlined in his written report, including updates on staff core priorities, the need for clarity in governance practices, and the ongoing Gold Cup competition.

9. Review of Outstanding Actions/Motions

There were three action items that remained on the list as “in progress”. The Chair and CEO & General Secretary provided an update on each of them. The Chair will draft a memo that will go out next week to select three Directors to serve as Head of Delegation at the upcoming Youth World Cups and Futsal Women’s World Cup later this year.

The Canada Soccer Foundation Board will be meeting on Friday, June 27th and a Memorandum of Understanding between the CSA and CSF Board will be drafted and discussed.

10. Financial Update

The Chief Operating and Financial Officer provided a very high-level update on the Q1 financial statements. She highlighted a few of the major revenue streams and expenses from the quarter. She also provided an update on the status of the Sport Canada audit and the positive progress being made, with a report on the initial findings expected to be received sometime this fall.

11. Risk Report

The CEO & General Secretary highlighted some of the risks currently facing the organization.

The Board had a thorough discussion about the current risk registry and how it is managed. There was discussion about potentially having the Audit & Finance Committee oversee the risk registry on a quarterly basis. The CEO & General Secretary will follow up with the COO/CFO to discuss the committee potentially taking this on.

The CEO & General Secretary will also re-share the Enterprise Risk Management document with the entire Board.

12. New Director Orientation Update

The Chair of the Governance Committee addressed the new Directors and informed them to reach out to their Board Buddies if they have any questions. He will review the Board orientation PowerPoint slides in SharePoint and get back to the new Directors with an updated version for their reference.

13. Electoral Committee

The Chair of the Governance Committee included the Call for Nominations for the Electoral Committee in the Board package for information. He noted that the deadline to receive nominations for this newly-formed committee is July 24th.

14. Questions & Motions arising from Committee Reports

There were no motions presented to the Board for their approval.

Director Bérubé shared with the Board that as the Chair of the new Member Association Committee, he has prepared the draft Terms of Reference and will be ready to begin work with the committee soon. He has reached out to Director Statton, who will chair the Soccer Stakeholder Committee, to confirm that the work of the two committees will not overlap or duplicate. The Terms of Reference for both new committees must be finalized and added to the Governance regulations before committee work begins.

15. Review of Code of Conduct & Ethics

M-15 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Code of Conduct & Ethics as presented.

CARRIED.

It was noted that the Code of Conduct & Ethics should be included in the Board calendar as an item to be reviewed annually.

16. Other Business

There was no update for this item.

17. In Camera

M-16 MOTION: On motion duly made, it was unanimously resolved to go in camera.

CARRIED.

M-17 MOTION: On motion duly made, it was unanimously resolved to come out of camera.

CARRIED.

18. Adjournment

M-18 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.

CARRIED.