



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
Toronto
March 28-29, 2026 8:00 AM ET

Present:

Peter Augruso, President and Chair
Paul-Claude Bérubé, Vice President (virtually on March 28, absent on March 29)
Brad Baker
Kelly Brown
Dominique Grégoire
Tony Delblond
Michael Downey
Stephanie Geosits
Orest Konowalchuk
Tara Larsen
Terri Mattucci
Gayle Statton
Don Story
Davide Xausa (virtually)
Kevin Blue, CEO & General Secretary (virtually on March 29)

Absent:

Don Story

Also in attendance:

Timothy Hutzul, General Counsel & Corporate Secretary (present on March 28 only)
Erin Crowe, Chief Operating & Chief Financial Officer (present on March 28 only)
Lisa Spina, Executive Assistant (present on March 28 only)
Mathieu Chamberland, Chief of Soccer Operations - Associate General Secretary (present on March 28 only and left at 10 AM)
Kenneth Heiner-Møller, Sporting Director (present on March 28 only and left at 8:08 AM, March 28)
David Choinere, Board Secretary

1. Call to Order

The Chair called the meeting to order at 8:02 AM ET and stated the vision, mission, and values of the organization.

Kenneth Heiner-Møller introduced himself to the Board of Directors and expressed his gratitude for the opportunity to be part of Canada Soccer. He noted the challenges and opportunities that lie ahead.

2. Land Acknowledgement

Director Baker acknowledged the land on which everyone gathered for the Board meeting.

3. Declarations of Conflict of Interest

It was noted that a declaration of conflict of interest was received in respect of a commercial matter.

4. Approval of Agenda

M-65 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the meeting agenda as presented.

MOTION BY: Kelly Brown

SECONDED BY: Stephanie Geosits

CARRIED.

5. Discussion Arising from Reports

Directors requested that the CEO report be addressed as a separate agenda item.

Mathieu Chamberland then addressed the questions regarding Disciplinary Code, Annual meeting of the members and transgender policy:

- Disciplinary Code update: provided an overview of proposed changes to the Disciplinary Code, including updates to the hearing process and sanctions.
- AMM (Part 2 - August 15, 2026): Reviewed the agenda and logistics for the AMM;
- Transgender and Non-Binary Policy: summarized the consultation process and discussions with the PTSOs.

A discussion ensued, during which directors asked questions and provided feedback.

6. Approval of Consent Agenda

Minutes from the previous Board Meeting

6.1 Minutes from 23.01.2026

6.2 Minutes from 11.02.2026

Minutes from Previous Committee Meetings

6.3 Governance Committee Minutes from 16.01.2026

6.4 Compensation Committee Minutes from 19.03.2026

6.5 Soccer Stakeholders Minutes from 08.01.2026

6.6 Soccer Stakeholders Minutes from 18.03.2026

6.7 Member Association Committee Minutes from 06.02.2026

The directors discussed minor amendments to the minutes of the January 23 meeting.

M-67 MOTION: On motion duly made and seconded, it was resolved to approve the consent agenda as presented in the meeting materials with removal of the CEO report for discussion later and minor

amendments to the minutes of the January 23 meeting.

MOTION BY: Dominique Gregoire.

SECONDED BY: Kelly Brown.

CARRIED.

It was noted that Paul-Claude Bérubé abstained.

7. Update on the Electoral Committee's work

Jeff Russell (Chair of the Electoral Committee) provided an update on the Committee's mandate, progress, and challenges. He explained the Committee's work in relation with the new Compliance Committee. He noted that the recruitment process for the Board of Directors began on April 1, 2026.

A discussion ensued among the Directors, notably regarding the by-laws, the skills matrix, and the position to be filled on the standing committees.

8. CEO Report

Paul-Claude Berubé recused himself from the discussion.

The GS then presented and discussed his report.

A discussion ensued, notably regarding: (i) the update on the CMSE relationship (ii) the National Training Centre, and (iii) the ongoing litigation.

Following the discussion, Paul-Claude Berubé rejoined the meeting.

9. Review of outstanding Item

The Chair and the GS gave an update on the Item in progress in the Board outstanding actions list, notably the:

- Sports-betting opportunity: Next steps on the business case for a sponsorship are delayed because there was not an immediate tangible opportunity to consider. The Directors reaffirmed their caution regarding the category.
- Letter from FIFA regarding the governance of a PTSO: GC provided a follow-up regarding the matter involving safe sport education and monitoring of coaches by the PTSO in question. He also provided a broader update on governance and legal processes related to the PTSO.

ACT 1 ACTION: Tim Hutzul to prepare and send a formal letter demanding certain follow up actions from the PTSO, with a short deadline for compliance.

Responsibility: GC

- Transgender and Non-Binary Policy – discussed in a separate Item later.

10. Board Calendar & Adjustments

The Board calendar has not been updated yet. The Annual Meeting of Members (Part 1) is scheduled for May 2, and there will be no Board meeting on the same day.

11. Motions from Chairs Committee

The motions presented by the Committee Chairs were all approved under different items in the agenda.

12. Transgender and Non-Binary Policy

Stephanie Geosits provided an update on the most recent revisions to the policy and reminded the Board that no policy is currently in place. The Governance Committee recommended the policy for approval.

The Directors discussed the policy, including the wording of specific provisions.

M-68 MOTION: On motion duly made and seconded, it was resolved to approve the Transgender and Non-Binary Policy, with the friendly amendments proposed below:

A. Purpose and first paragraph of the Policy Statement should be modified as follows:

The purpose of this policy is to affirm Canada Soccer and its Member Association's commitment to creating inclusive and respectful environments for transgender, nonbinary, and gender diverse players at all levels of amateur play in Canada. [This policy establishes the eligibility framework for transgender, nonbinary and gender diverse players participating in amateur soccer programs and competitions governed by Canada Soccer and its Member Associations.]

1. Policy Statement

Canada Soccer and its Member Associations are committed to providing an inclusive and safe environment to all players wanting to play and participate in soccer within Canada. [Canada Soccer recognizes the historic and ongoing barriers to participation that transgender, non-binary, and gender diverse people face in sport, and is committed to addressing these through proactive and sustained efforts.]

B. Article 4.1 should be modified as follows:

4.1 All players including trans, non-binary, and gender diverse players, participating in amateur programming in Canada [may] register with a Club and team or program in the category that aligns with their gender or that they are most comfortable with.

C. Article 7.2 should be modified as follows:

This document provides comprehensive information on player status and eligibility. [...]

D. Article 7.3 should be modified as follows:

[...]Canada Soccer from time to time can provide guidance to soccer organizations related to amateur soccer programs in supporting and facilitating inclusion for transgender (trans), non-binary, and gender diverse players.

MOTION BY: Brad Baker

SECONDED BY: Michael Downey

CARRIED.

It was noted that Paul-Claude Bérubé, Tony Delblond and Davide Xausa abstained.

13. Approval of Financial Statements and Appointment of Auditor

Dominique Grégoire presented and recommended the motions in her report.

Directors asked specific questions about the report.

M-69 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the audited Financial Statements for the year ended December 31,2025 as presented.

MOTION BY: Dominique Grégoire

SECONDED BY: Stephanie Geosits

CARRIED.

M-70 MOTION: On motion duly made and seconded, it was resolved to recommend the members to appoint KPMG as auditors for the Financial Statements for the year ended December 31,2026.

MOTION BY: Dominique Grégoire

SECONDED BY: Brad Baker

CARRIED.

It was noted that members will receive the financial statements during Part 1 of the Annual Meeting of Members on May 2, 2026.

14. 2026 Budget revision and financial update

The CFO presented the revised 2026 budget and provided a financial update. The GS explained that the adjustments are necessary.

M-71 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the revised budget for 2026 as presented.

MOTION BY: Dominique Grégoire

SECONDED BY: Gayle Statton

CARRIED.

15. Risk report

The CEO provided brief comments, noting that there was nothing further to add beyond the report.

[The meeting was suspended at approximately 1:00 p.m. (ET) on March 28 and resumed at 8:39 a.m. (ET) on March 29]

16. Governance regulations

Stephanie Geosits explained the recent amendments to the governance regulations and how the Board's comments were incorporated.

Dominique Gregoire commented on the need for management support in maintaining the standing governance documents; the GS agreed with the principle.

ACT 2 ACTION: Assign a designated staff resource to each Standing Committee (senior staff support for all Standing Committees), with governance expertise.

Responsibility: GS

The Directors commented on specific provisions of the governance regulations and discussed the role of the Vice-President.

M-72 MOTION: On motion duly made and seconded, it was unanimously resolved to approve the Governance regulations, with minor amendments below:

Amendment :Page 12:

f. Stakeholder Accountability

Ensures transparency and integrity in Canada Soccer's communication and engagement with Members, athletes, coaches, officials, partners, funders and other stakeholders.

MOTION BY: Dominique Grégoire

SECONDED BY: Brad Baker

CARRIED.

ACT 3 ACTION: Chair will return with a recommendation regarding fixed terms for committee appointments. The proposed amendment: Standing Committee members should be appointed for terms not exceeding three (3) years.

Responsibility: Chair

ACT 4 ACTION: Ensure that the CEO's report includes a section confirming compliance with FIFA and CONCACAF requirements to respect the requirement of the governance regulations.

Responsibility: GS

17. Risk report

The GS provided brief comments. No additional matters were raised beyond those set out in the report.

The Directors discussed the World Cup in the context of risk considerations and reviewed best practices for maintaining the risk register.

18. Safe sport

The GS provided brief comments noted no additional matters were raised beyond those set out in the report.

The Board affirmed its commitment to be a leader in safe sport.

19. In Camera with GS

M-73 MOTION: On motion duly made and seconded, it was unanimously resolved to go in camera.
MOTION BY: Orest Konowalchuk
SECONDED BY: Brad Baker
CARRIED.

A brief discussion ensued. The GS then left the meeting.

20. In Camera (Without GS)

A brief discussion ensued.

M-74 MOTION: On motion duly made, it was unanimously resolved to come out of camera.
MOTION BY: Brad Baker
SECONDED BY: Dominique Grégoire
CARRIED.

21. GS Performance Appraisal Recommended Bonus and Approval of General Secretary's Annual Objectives.

M-75 MOTION: On motion duly made, it was unanimously resolved to approve the 2025 CEO Performance Review of Kevin Blue, which results in a 100% payout of his performance bonus pursuant to Kevin Blue's employment agreement.
MOTION Y: Orest Konowalchuk
SECONDED BY: Kelly Brown
CARRIED.

M-76 MOTION: On motion duly made, it was unanimously resolved to approve the 2026 CEO Performance Goals & Evaluation.
MOTION Y: Orest Konowalchuk
SECONDED BY: Michael Downey
CARRIED.

M-77 MOTION: On motion duly made, it was unanimously resolved to authorize the Compensation Committee to engage the Talent Company to conduct a CEO compensation market study and review as outlined in the Talent Company proposal dated March 11, 2026.
MOTION BY: Orest Konowalchuk
SECONDED BY: Terri Mattucci
CARRIED.

22. Other Business

No further business was brought forward.

23. Adjournment

M-78 MOTION: On motion duly made, it was unanimously resolved to adjourn the meeting.
CARRIED.