



OFAH MEMBERSHIP

Hunt. Fish. Conserve.

ROLE OF THE BOARD

(Excerpts taken from the OFAH Membership Governance Manual.)

The Board of Directors is the governing body of OFAH Membership, responsible for the strategic direction, fiduciary oversight, and stewardship of the organization. The Board acts in the best interests of the Corporation and its members and ensures that OFAH Membership fulfills its mission.

The Board operates collectively, with directors having no individual authority outside the scope of Board or committee decisions unless expressly delegated.

Powers

The Board is the highest governance authority of OFAH Membership and manages or supervises the management of the Corporation's activities and affairs (By-law Section 7.01).

Accountability

Directors are accountable to the membership as a whole, not to specific individuals, zones, or interest groups; even if elected from a particular region. This means they must:

- Act in the **best interests of the organization**, as defined by its mission, values, and strategic priorities.
- Uphold **fiduciary duties** (care, loyalty, compliance) to the corporation, not to personal or regional preferences.
- Provide oversight and governance that benefits the **entire membership**, not only a subset.

Accountability to Individual Members

While formal accountability is to the collective membership, directors still have a duty to be responsive to concerns raised by individual members. However:

- They must not promise preferential treatment or act solely on individual requests.
- They should refer individual or operational issues to the appropriate staff or executive leadership when necessary.

Mechanisms of Accountability

- **Transparency:** Providing accessible reports and information on Board decisions, finances, and strategic progress.
- **Member Engagement:** Participating in member meetings, zone consultations, or forums to listen and communicate.
- **Elections and Reappointment:** Members hold directors accountable through the election process; failure to act responsibly can result in non-renewal.
- **Removal or Sanctions:** The by-laws empower members to remove a director who fails in their duties.

Board Responsibilities

Fiduciary Responsibilities

The fiduciary role of the Board of Directors involves the stewardship of OFAH Membership's assets, reputation, and compliance obligations. It represents the foundational legal and ethical duties of the Board and is essential to maintaining public trust and organizational integrity.

Definition of Purpose

Fiduciary governance refers to the Board's responsibility to act in good faith, with loyalty and care, in the best interests of the organization. It includes oversight of financial management, legal and regulatory compliance, risk management, and adherence to the organization's mission and policies.

Directors have a duty to place the interests of OFAH Membership above personal or regional interests and must exercise care and diligence in their decision-making and oversight roles.

Core Fiduciary Duties

- **Duty of Care:** Directors must be informed, engaged, and prudent in their oversight. This includes preparing for meetings, understanding materials, and participating actively.
- **Duty of Loyalty:** Directors must avoid conflicts of interest and always act in the best interests of OFAH Membership.
- **Duty of Obedience:** Directors must ensure that the organization operates in alignment with its mission and complies with applicable laws, regulations, and internal policies.

Examples of Fiduciary Activities

- Risk identification, assessment and mitigation.
- Reviewing and approving annual budgets and financial statements to ensure financial sustainability.
- Monitoring financial performance and risk.
- Overseeing legal and ethical compliance.
- Providing oversight of the Executive Director.
- Approving and upholding bylaws and key policies/procedures.
- Ensuring strong, ethical governance aligned with non-profit best practices.
- Safeguarding the organization's reputation and credibility.
- Representing and advocating for members and stakeholders.
- Upholding the values, mission, and integrity of OFAH Membership.

Strategic Responsibilities

Strategic Responsibilities of the Board

The strategic role of the Board focuses on guiding the long-term direction, priorities, and effectiveness of OFAH Membership. While the Board does not manage day-to-day operations, it plays a critical role in shaping and approving strategies and ensuring alignment with the mission.

Definition and Purpose

Strategic governance refers to the Board's role in setting direction, defining priorities, assessing performance, and ensuring that the organization is achieving meaningful impact. The Board partners with the senior staff leadership team to ensure that strategies are realistic, well-resourced, and mission aligned.

Strategic governance bridges the high-level vision and goals of the organization with accountability and performance monitoring.

Key Strategic Responsibilities

- Strategic leadership and oversight.
- Approving and monitoring the Strategic Plan.
- Setting long-term goals and priorities.
- Assessing progress and organizational performance against objectives.
- Monitoring external trends and changes that affect OFAH Membership.
- Aligning programs and policies with strategic objectives.
- Supporting innovation and mission-driven growth.

Examples of Strategic Activities

- Participating in strategic planning processes.
- Reviewing performance dashboards and outcome metrics.
- Approving key initiatives and program directions.
- Considering organizational capacity, partnerships, and sustainability.
- Balancing short-term decisions with long-term goals.
- Asking questions about value, impact, and alignment.

Visionary Governance Responsibilities

In addition to their fiduciary and strategic responsibilities, directors are expected to engage in visionary governance -- a forward-looking, big-picture approach to shaping organizational direction. This mode of governance reflects the Board's role in making sense of complex issues, generating insights, and shaping decisions that are aligned with the organization's long-term purpose and values. It positions the Board not only as a decision-making body, but as a thought partner and strategic compass for the organization.

Definition and Purpose

Visionary governance involves identifying and framing the key questions and issues that influence the organization's direction before decisions or strategies are made. It is forward-looking and purpose-driven, ensuring that the Board reflects on mission, identity, and core values while navigating an evolving external landscape.

This responsibility complements with the Board's duty to act in the best interests of the organization, not only through legal and financial oversight but by safeguarding the long-term relevance, impact, and adaptability of OFAH Membership.

Examples of Visionary Board Activities

- **Exploring emerging challenges or trends** in conservation, fishing and hunting policy, or membership engagement.
- **Reframing strategic dilemmas** and testing underlying assumptions.
- **Reflecting on mission relevance**, organizational identity, and public expectations.
- **Discussing the meaning of success** for OFAH Membership beyond traditional performance indicators.
- **Challenging the status quo** and surfacing creative or unconventional insights.
- **Engaging diverse voices** to broaden the Board's perspective on complex issues.

Integrating Visionary Governance into Board Practice

To support generative thinking, the Board may:

- Allocate time on regular Board meeting agendas for **generative conversations**.
- Schedule **dedicated sessions** to explore emerging issues or reassess strategic direction.
- Use **framing questions** at the beginning of discussions (e.g., "What's the real issue here?" or "Why does this matter now?").
- Review critical issues through the lens of **mission alignment, long-term relevance, and community impact**.
- Encourage directors to share insights from their **personal, professional, and regional perspectives**.

Director Engagement

All directors are encouraged to participate actively in visionary discussions by:

- Staying informed about sector trends and challenges.
- Bringing diverse lived experience and expertise to bear.
- Asking open-ended questions that uncover new dimensions of issues.
- Listening actively and respectfully to differing viewpoints.
- Collaborating with fellow directors to deepen collective understanding.

By embracing its visionary responsibilities, the Board ensures it is not only governing the organization but stewarding its future.