



OFAH MEMBERSHIP

Hunt. Fish. Conserve.

DIRECTOR COMPLIANCE

(Excerpts taken from the OFAH Membership Governance Manual.)

CODE OF CONDUCT

Purpose

This Code of Conduct establishes clear standards of ethical behavior, professionalism, and integrity for Directors of the Ontario Federation of Anglers and Hunters Membership (OFAH Membership). Directors must uphold the highest standards of accountability and act in a manner that maintains public trust, supports OFAH Membership's mission, and ensures effective governance.

Scope

This Code applies to:

- Directors
- Zone Executives
- Advisory Committee members
- Any individual serving in a governance capacity for OFAH Membership

Core Principles

Directors shall uphold the following core principles:

- **Loyalty:** Prioritize OFAH Membership's interests over personal or professional ones.
- **Accountability:** Accept responsibility and support collective Board decisions.
- **Integrity:** Avoid actions that could damage OFAH Membership's credibility or trust.
- **Respect:** Treat others with dignity, fairness, and professionalism.
- **Confidentiality:** Safeguard sensitive organizational information.
- **Transparency:** Disclose conflicts of interest promptly and fully.
- **Mission-Driven:** Actively support OFAH Membership's conservation-focused mission.

Fiduciary Responsibilities of Directors

4.1 Duty of Care

Use reasonable care and good judgment when making decisions.

4.2 Duty of Loyalty

Always act in the best interest of OFAH Membership and disclose any conflicts.

4.3 Duty of Compliance

Comply with all laws, regulations, OFAH Membership's Articles, By-laws, and Board policies.

Director Responsibilities

Directors are expected to:

- Maintain active OFAH membership.
- Maintain all eligibility requirements.
- Attend and participate fully in Board meetings and strategic planning.
- Come prepared and contribute constructively.
- Respect collective decisions and represent OFAH Membership positively.
- Engage in annual evaluations and governance training.

Conduct at Meetings

Directors are expected to:

- Attend meetings regularly and punctually.
- Be informed and prepared to participate.
- Express disagreements respectfully.
- Publicly support Board decisions once made.
- Serve as ambassadors for OFAH Membership.

Confidentiality

Directors shall:

- Keep all confidential information secure.
- Not disclose sensitive materials without proper authorization.
- Return or destroy records when leaving the Board.
- Continue to respect confidentiality after their term ends.

Conflict of Interest

All directors must:

- Disclose any actual, potential, or perceived conflict of interest.
- Recuse themselves from related discussions and decisions.
- Complete and update an annual conflict disclosure form.

Conflicts include any situation that may result in direct or indirect financial or personal gain for the director or immediate family.

Interactions with Staff and Members

- Respect the Executive Director's role and staff boundaries.
- Do not provide direction to staff unless authorized.

Public Statements and Political Activity

- Do not speak on behalf of OFAH Membership without authorization.
- Refer public/media inquiries to the President or Executive Director.
- Distinguish personal views from OFAH Membership's positions in any public commentary.

Use of OFAH Resources

- Use OFAH Membership resources only for approved purposes.
- Do not use OFAH Membership information or property for personal gain.

Gifts and Hospitality

- Do not accept gifts, favors, or hospitality that may influence decisions.
- Modest, non-influential tokens may be accepted with discretion.

Compliance

- Adhere to all applicable laws, especially those governing conservation, hunting, fishing, and non-profits.
- Avoid harassment, discrimination, or unethical conduct.

Breach of Code and Complaint Handling

Reporting and Investigation

- Complaints are submitted to the Executive Director and President.
- A report is prepared and reviewed by the Executive Committee.
- The director is notified and given a right to respond.
- The Executive Committee may recommend action to the full Board.

Sanctions

- Informal resolution or education.
- Reprimand or removal from committees.
- Recommendation for resignation or formal Board removal (per By-laws).

Acknowledgment

All directors will receive a *Board Compliance Package* including an acknowledgment to sign that confirms they have read, understood, and will abide by the Code of Conduct.

Code of Conduct - Summary Table

Obligation Area	Key Expectations
Good Faith & Fiduciary Duty	Act honestly, avoid personal gain, prioritize OFAH Membership's interests
Conflict of Interest	Disclose conflicts, abstain from related decisions, complete annual declarations
Confidentiality	Protect confidential info, return materials at end of term
Conduct at Meetings	Attend regularly, be prepared, express dissent respectfully, support Board decisions
Use of Resources	Use only for OFAH Membership-approved purposes
Public Representation	Do not speak on OFAH Membership's behalf unless authorized
Gifts & Hospitality	Avoid accepting anything that may influence decisions
Compliance	Follow laws and OFAH Membership policies
Complaints & Discipline	Complaints reviewed by Executive Committee, sanctions based on severity
Acknowledgment	Sign agreement confirming understanding of and commitment to this Code

CONFLICT OF INTEREST POLICY

Purpose

The purpose of this policy is to preserve the integrity of governance within the Ontario Federation of Anglers and Hunters Membership (OFAH Membership) by ensuring that all decisions made by the Board of Directors are impartial, transparent, and free from actual, perceived, or potential conflicts of interest. This supports ethical governance, builds public and member trust, and ensures that directors fulfill their fiduciary obligations to act in the best interests of the Corporation.

Accountability & Application

The Board of Directors is accountable for the implementation and enforcement of this policy. The President, or a designated Officer, is responsible for managing conflict of interest disclosures, ensuring they are documented, and referring concerns for investigation when necessary. The Executive Committee is responsible for reviewing any alleged breaches and recommending corrective action, if warranted.

This policy applies to:

- All directors of the OFAH Membership Board of Directors
- Zone Executive Committee Members

Definition of Conflict of Interest

A conflict of interest exists when a director's personal, financial, or professional interests—or those of a close associate—conflict or appear to conflict with the interests of the Corporation. A conflict is **material** if the director may receive a direct or indirect financial or personal benefit from a matter before the Board, as determined by the Board.

Disclosure Requirements

- Directors must disclose all actual, perceived, or potential conflicts of interest in writing, using the *Director Conflict of Interest Disclosure Form* (Schedule E of the OFAH Membership Governance Manual), to the President or Board as soon as they arise.
- All disclosures must be recorded in the official minutes of the Board meeting.

Recusal

- Directors with a conflict must **recuse themselves** from participating in discussions or decision-making related to the matter.
- The Board may request that the director leave the meeting during those discussions.

Board Oversight

- The President (or designate) manages all declarations and may seek guidance from legal counsel if needed.
- Breaches of this policy will be reviewed by the Executive Committee and may result in disciplinary action, including a request for resignation or referral to the full Board.
- All conflicts and actions taken must be documented in writing.

Annual Declaration

- All directors must complete and sign the *Annual Director Declaration Form* (Schedule D of the OFAH Membership Governance Manual), which includes a Conflict-of-Interest section.
- Directors are responsible for updating their declaration if their circumstances change during the year and submitting a *Director Conflict of Interest Disclosure Statement*.

Policy Review

This policy shall be reviewed every three years by the Governance Committee or sooner if:

- Significant changes are made to legislation or regulations governing not-for-profit organizations.
- Issues arise that warrant clarification or policy revision.

Any amendments must be approved by the OFAH Membership Board of Directors.