

BY-LAW NO. 1

THE ONTARIO SHEEP MARKETING AGENCY
Established under O.Reg. 430
Under The Ontario Farm Products Marketing Act

Interpretation

1. In this By-law,
 - (a) "Agency" means Ontario Sheep Marketing Agency (OSMA);
 - (b) "Board" means the Directors when they meet as a group either face-to-face or by electronic means.
 - (c) "Commission" means the Ontario Farm Products Marketing Commission;
 - (d) "Act" means the Farm Products Marketing Act
 - (e) "Registered Delegates" are persons elected each year in a district to act as the voice of those producers in the district that are not present.
 - (f) "Ontario Sheep Farmers Board Governance Manual" means the policies and procedures adopted by the Board as set out in Schedule 1 attached and on its website as amended from time to time.

Head Office

2. The Head Office of OSMA shall be located in the City of Guelph, or as otherwise determined by the Agency By-law from time to time.

Fiscal Year

3. The fiscal year of the Agency shall commence on the 1st day of September each year.

Chair and Vice-Chairs

4.
 - (1) The Agency shall at the first meeting after every general election or appointment of its Directors elect from its Directors a Chair a 1st Vice-Chair and a 2nd Vice-Chair to serve at the pleasure of the board unless same have been otherwise appointed.
 - (2) The Chair shall, when present, preside at all meetings of the Agency.
 - (3) During the absence of the Chair or his/her inability to Act, his/her duties may be performed by the 1st Vice-Chair.
 - (4) Where the Chair and 1st Vice-Chair are absent from a meeting, the 2nd Vice-Chair will perform the duties of Chair
 - (5) The Chair and the Vice-Chairs of the Agency shall hold office to serve at the pleasure of the board until their successors are elected.

Quorum

5. A majority of the Directors of the Agency constitutes a quorum for the transaction of business.

Secretary and Treasurer

6. (1) The Agency shall appoint a Secretary and a Treasurer to serve at the pleasure of the board. "Secretary" means an officer appointed to perform the functions of a Secretary and "Treasurer" means an officer appointed to perform the functions of a treasurer.
- (2) The same person may be appointed Secretary and Treasurer. The Secretary-Treasurer may also be referred to as the OSMA General Manager.
- (3) The Agency may appoint such officers and employees as it considers necessary.

Duties of the Secretary

7. Secretary of the Agency shall,
 - (a) attend all meetings of the Agency and keep true minutes thereof and shall send a copy of the minutes to every Director of the Agency within ten days, excluding Saturday and holidays after the meeting.
 - (b) conduct the correspondence of the Agency;
 - (c) keep a record of,
 - (i) all business transactions of the Agency;
 - (ii) all orders, directions of the Agency;
 - (iii) all reports of committees that are from time to time appointed by the Agency to serve at the pleasure of the board; and
 - (iv) all annual statements and financial auditor's reports;
 - (d) maintain at the head office of the Agency true copies of all regulations, orders and policy statements of the agency and an index identifying all regulations, including amendments by subject matter and shall during the normal business hours of the Agency,
 - (i) permit any person to inspect the copies and index (as per Reg 400) without charge; and
 - (ii) provide to any person upon request copies of the regulations, orders and policy statements within 10 days; and
 - (iii) perform such other duties as may be prescribed from time to time by the Agency
 - (e) maintain at the head office of the Agency true copies of all minutes of meetings of the Board of Directors and committees of the Board, and may
 - (i) permit any member to inspect the approved minutes, without charge, during the normal business hours of the Agency;and

- provide to any member, upon written request, ten (10) days in advance, to the Agency, copies of the approved minutes, which may be subject to an administration fee, which the Agency shall determine by policy from time to time
- (ii) Electronic copies of minutes will not be circulated

Duties of the Treasurer

- 8. The Treasurer of the Agency shall,
 - (a) under the direction of the Agency, provide for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Agency;
 - (b) maintain separate accounts for the deposit of,
 - (i) monies received by the Agency in trust for any other person and,
 - (ii) levies or charges imposed by the Agency pursuant to powers exercised under authority granted under the Agricultural Products Marketing Act (Canada);
 - (c) keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Agency;
 - (d) prepare reports showing the financial position of the Agency as the Agency may direct from time to time; and
 - (e) perform such other duties as may be prescribed from time to time by the Agency

Assistance

- 9. (1) Any of the powers and duties of an officer to whom an assistant has been appointed by the Board may be exercised and performed by the assistant
- (2) The Board may add to or limit the powers and duties of an officer or his/her assistant.

Meetings of the Agency

- 10. (1) Meetings of the Agency shall be held from time to time at such place, at such time and on such day as the Chair or Vice-Chair or any two Directors of the Agency may determine and the Secretary, when directed or authorized by either of the said officers or by any two Directors of the Agency, shall give or cause to be given notice of the meeting.
- (2) Unless otherwise stated in the notice calling the meeting, meetings of the Agency shall be held at the head office.
- (3) Notice of a meeting shall,
 - (a) include the date and time of the meeting; and
 - (b) be given,
 - (i) in writing, by mail, by Facsimile, or electronic transmission
 - (ii) orally or by telephone.

- (4) Notice of a meeting shall be given at least 14 days in advance of the meeting when the notice is provided by mail and at least 7 days in advance of the meeting when notice is provided by facsimile or electronic transmission.
- (5) No notice of a meeting is required to be given, where, in addition to the Directors of the Agency present those absent waive notice of the meeting either before or after the meeting.
- (6) Notice in writing, by mail, by facsimile or electronic transmission shall be sufficiently given if mailed to a Director at his/her last address as recorded in the books of the Agency.

11. All questions arising at a meeting of the Agency shall be decided by the majority of the votes of the Directors present. The Chair of the Agency meeting is also the representative of a District. In the event of a tie vote, the Chair shall have a second or deciding vote.

All decisions of the Board are binding on Directors and the Board speaks as one voice on Board decisions.

12. Any meeting of the Agency Board may be held in camera if the majority of the Board decides it should be for discussion of issues relating to personnel, property, finances, legal matters or performance of the Agency or member of the Board.

Transaction of Business other Than at a Meeting

- 13. (1) The Agency may transact business matters other than at a meeting called and conducted in accordance with sections 10 and 11 upon condition that,
 - (a) the Chair of the Agency believes the matter of business should be decided sooner than a meeting can be called;
 - (b) the Chair submits the matter to be decided to the Secretary of the Agency,
 - (c) the Chair or the Secretary submits the matter for decision to at least two-thirds of the Directors of the Agency,
 - (i) by mail, routing document, facsimile, or electronic transmission
 - (ii) followed in 24 hours by telephone if there has been no response
 - (iii) orally; and
 - (d) the secretary makes a record in the minute book of the Agency of the matter to be decided and the decision of each Director.
- (2) Where the conditions prescribed in subsection (1) have been complied with and the record shows a majority of Directors in favour of, or against, the matter of business, it shall be decided accordingly.
- (3) Where the Secretary of the Agency makes a record in the minute book under subsection (1), the record shall be read and confirmed at the next meeting of the Agency.

Finances

14. (1) A By-law passed by the Agency,
- (a) for borrowing money on the credit of the Agency;
 - (b) for issuing, selling or pledging securities of the Agency;
 - (c) for charging, mortgaging, hypothecating or pledging all or any of the real or personal property of the Agency including book debts and unpaid calls, rights, powers, franchises and undertakings; or
 - (d) to negotiate for any securities or any money borrowed, or other debt, or any other obligation or liability of the Agency, shall state the purpose or purposes for which the money, credit, debt or liability are to be used.
- (2) No by-law referred to in subsection (1) is effective unless it is passed at a meeting of the Directors of the Agency called for the purpose of considering the by-law and not less than two-thirds of the Directors are present and vote in favour thereof.

Bonding

15. (1) The Agency requires the Treasurer to furnish a bond for the faithful discharge of his/her duties in such form and with such security as the Agency may from time to time prescribe.
- (2) The Agency may require such other officers and such employees and agents as the Agency considers advisable to furnish bonds for the faithful discharge of their duties in such form and with such security as the Agency may from time to time prescribe.
- (3) The Agency shall pay the cost of any bond required under subsection (1) or (2).

Investments

16. (1) Subject to section 8, the Agency shall not invest any surplus funds of the Agency other than in,
- (a) bonds, debentures or other evidences of indebtedness,
 - (i) of or guaranteed by the Government of Canada,
 - (ii) of or guaranteed by the government of any province of Canada,
 - (iv) of or guaranteed by the Government of the United Kingdom,
 - (iv) of any municipal corporation in Canada, including debentures issued for public, separate, secondary or vocational school purposes, or guaranteed by any municipal corporation in Ontario, or secured by or payable out of rates or taxes levied under the law of any province of Canada on property in that province and collectible by or through the municipality in which the property is situated;
 - (a.1) bonds, debentures or other evidences of indebtedness of a corporation that are secured by the assignment to a trustee of payments that the Government of Canada has agreed to make, if those payments are sufficient to meet the

interest as it falls due on the bonds, debentures or other evidences of indebtedness outstanding and to meet the principal amount of the bonds, debentures or other evidences of indebtedness upon maturity;

- (a.2) debentures of any loan corporation that is registered under the *Loan and Trust Corporations Act*;
 - (a.3) guaranteed investment certificates of any trust corporation that is registered under the *Loan and Trust Corporations Act*;
 - (a.4) deposit receipts, deposit notes, certificates of deposits, acceptances, guaranteed and market backed investment certificates and other similar instruments issued or endorsed by any bank listed in Schedule I or II to the *Bank Act* (Canada) or by any authorized foreign bank within the meaning of section 2 of the *Bank Act* (Canada);
 - (a.5) deposit receipts, deposit notes, certificates of deposits, guaranteed and market backed investment certificates issued or accepted by a credit union as defined in the *Credit Unions and Caisses Populaires Act*;
 - (b) investment certificates of a bank listed in Schedule I or II to the *Bank Act* (Canada) or of an authorized foreign bank within the meaning of section 2 of the *Bank Act* (Canada); and
 - (c) paid up shares of,
 - (i) any credit union league to which the *Credit Unions and Caisses Populaires Act* applies, and
 - (ii) The Ontario Co-operative Credit Society. R.R.O. 1990, Reg. 400, s. 16 (1); O. Reg. 618/99, s. 2 (1, 2).
- (1.1) Despite subsection (1), the Agency shall not invest its surplus funds in the investments listed in that subsection unless the investment is in other respects reasonable and proper. O. Reg. 618/99, s. 2 (3).
- (2) The Agency may lend money to a fund established under the *Farm Products Payments Act*. R.R.O. 1990, Reg. 400, s. 16 (2).

Auditors

17. (1) The Agency shall cause its accounts to be audited annually by one or more auditors within three months after the end of the fiscal year of the Agency.
- (2) The auditor shall make a report to the Agency based on the accounts examined by him/her and on every balance sheet laid before the Agency at a general meeting and in the report state whether, in his/her opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Agency's affairs as shown by its books and the Treasurer's financial statement.
- (3) The Secretary of the Agency shall file the report of the auditor.

Seal

18. (1) The Agency shall have a corporate seal.
- (2) The seal shall be in the form of two concentric circles with the name of the Agency inserted in the space between the two circles.
- (3) The Secretary shall have custody of the seal.

Annual Meetings of Producers

19. (1) The Agency shall call annual district meetings of producers under each of the districts under the Plan in each district and an annual meeting of delegates from all annual district meetings.
- (2) The boundaries of every district for the purpose of the annual district meetings and the method of electing or appointing delegates from the district area meetings to the annual meetings of delegates shall be as set out in the Plan.
- (3) The annual district meetings and the annual meetings of delegates to the Agency shall be held at such time and at such place in every year as the Agency determines.
- (4) At every annual meeting of delegates the Agency shall present at the meeting the auditor's report referred to in Section 17(2) and shall announce the appointment of auditors for the next succeeding annual meeting.

Special Meetings of Producers

20. (1) Where the Agency receives a petition or request from at least ten percent of the producers under the Plan requesting that a special meeting of the producers be held for discussion of matters respecting the operation of the Plan or of the Agency, provided the Agency has jurisdiction in the matter, the Agency shall call a special meeting, within thirty days of receipt of the petition or request.
- (2) A petition or request shall contain or be accompanied by a statement of the matters for discussion at the special meeting of the Agency.

Notice of Meetings

21. (1) Any meeting of producers whether annual or special may be called,
 - (a) by giving notice thereof to each producer or delegate who is entitled to attend; or
 - (b) by publication of a notice in at least one newspaper or magazine having a general circulation among the producers.
- (2) Notice of an annual meeting shall be given or published at least 14 days before the date of the meeting if sent by mail, or at least 7 days if sent by electronic transmission or by facsimile before the date of the meeting.

Indemnification of Directors and Officers

22. (1) Every Director or officer of the Agency and his heirs, executors or administrators, and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the money of the Agency, from and against any action, suit or proceeding that is brought, commenced or prosecuted against him/her in respect of any matter to which subsection 3(6) of the Act applies.
- (2) Where any Director or officer of the Agency or his/her heirs, executors or administrators or estate and effects receives any money from any person on account of any matter with respect to which he/she has already received money from the Agency under subsection (1), he/she shall forthwith pay to the Agency the amount of money that he/she received respecting that matter from the Agency or the amount of money that he/she received respecting that matter from the other person, whichever is the lesser amount.

Board Member Removal

23. The board may, by written notice, request the resignation as of a fixed date of any Board director whom the board has found to be in breach of OSF regulations, by-laws or policies including the Director Compliance Statement. Where the Board director whose resignation has been requested fails to do so within the time specified in the written notice, the Board may, by a vote of not less than two-thirds of Board members in favour, declare that Board director's position vacant. In either event, the Board shall then fill the vacancy following the board director replacement procedure outlined in Regulation 430, for the balance of the term of office of the Board director removed from the Board.

Filings with the Ontario Farm Products Marketing Commission

24. An agenda for each meeting of the Agency shall be filed with the Commission.
25. Where the Agency issues a direction or makes an order or a regulation or policy statement, the Agency shall, within five days of issuance or making, excluding weekends and holidays, file with the Commission a true copy of the direction, order or regulation.
26. The Agency shall file with the Ontario Farm Products Marketing Commission a true copy of the index to the Agency's regulations and where the agency amends a regulation the agency shall within five days of amendment, excluding weekends and holidays, file with the Commission a true copy of the amended page or pages of the index.
27. Within four months after the close of the fiscal year of the Agency, the Agency shall file with the Commission a true copy of all reports of its operations the fiscal year.
28. (1) The Agency shall file with the Commission a true copy of the annual financial statement and audited reports for each fiscal year of the Agency within ten days, excluding weekends and holidays, after the Agency receives the audited report.

(2) The annual financial statement of the Agency shall include

- (a) the threshold reporting amount established by the Agency in its by-laws;
- (b) the amount of each grant or other like payment of money made by the Agency to any person or association or body of persons during the fiscal year that is greater than or equal to the threshold reporting amount
- (c) the amount of each grant or other like payment of money that is less than the threshold reporting amount and was made by the Agency to any person or association or body of persons during the fiscal year and before the by-law establishing the threshold reporting amount is passed by an annual meeting of delegates of the Agency;
- (d) the name of the person or association or body of persons to whom each grant or other like payment of money described in clause (b) or (c) was made;
- (e) the total number of grants and other like payments of money that are each less than the threshold reporting amount and were made by the Agency to any persons, associations and bodies of persons during the fiscal year and after the by-law establishing the threshold reporting amount is passed by an annual meeting of delegates; and
- (f) the total amount of the grants and other like payments described in clause (e). O. Reg. 617/99, s. 2.

(3) On request, the Agency shall provide to the Commission or to a sheep or wool producer registered with the Agency, any information respecting the grants or other like payments of money that are included in the total amount reported under clause (2) (f). O. Reg. 617/99, s. 2.

- 29. Where the Agency appoints an agent under Regulation 1, the Agency shall file with the Commission a true copy of the appointment and the terms thereof within twenty-one days after the appointment is made.
- 30. Where the Commission requires from the Agency true copies of statements and reports other than those provided for in Sections 24, 25, 26, 27, 28 and 29, the Agency shall, as soon as is practical, but not later than thirty days, from the date that the request is received from the Commission, file with the Commission true copies of the statements and reports.
- 31. Subject to section 9, within four months after the end of its fiscal year, the Agency shall furnish to the producers of the regulated product during the fiscal year copies of the annual statement of operations and the financial report of the Agency. R.R.O. 1990, Reg. 421, s. 8.
- 32. Where, within four months of the close of its fiscal year the Agency publishes in one issue of at least one edition of a newspaper or magazine having a general circulation among its producers, its annual statement of operations and its financial report the Agency is not required to comply with Section 31.

Ontario Sheep Farmers Governance Manual

33. (1) The “Ontario Sheep Farmers Board Governance Manual” attached hereto as Schedule 1, as amended from time to time, forms part of this By-law.
- (2) In the event of any conflict, inconsistency or ambiguity between any provision of this By-law and any provision of the Ontario Sheep Farmers Board Governance Manual, the provisions of this By-law shall govern, except to the extent that the provision in the Ontario Sheep Farmers Governance Manual expressly refers to a specific provision of this By-law and specifies that such provision is overridden by same.

THIS BY-LAW ADOPTED BY THE AGENCY, April 10, 2024



Chair



Secretary

(Replaces by-law # 1, adopted September 12, 1985) (Further replaces by-law #1, adopted May 29, 2013) (Further replaces by-law #1, adopted December 7, 2017)

THE ONTARIO SHEEP MARKETING AGENCY

BY-LAW NO. 2

A by-law respecting the borrowing of money, the issuing of debt obligations and the security of obligations by The Ontario Sheep Marketing Agency made pursuant to the *Farm Products Marketing Act* and Regulations 429 and 430, as amended.

BE IT ENACTED as a by-law of The Ontario Sheep Marketing Agency (the “Agency”) as follows:

The Directors of the Agency may from time to time for the purpose of financing the activities and operating expenses of the Agency:

- (i) borrow money on the credit of the Agency;
- (ii) issue, sell or pledge securities of the Agency;
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Agency, including book debts, unpaid calls, rights, powers, franchises and undertakings; and
- (iv) delegate the powers conferred on the Directors under this by-law to such officers of the Agency and to such extent and in such manner as the Directors shall determine.

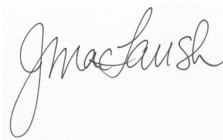
PASSED the 16th day of November, 2020 at a meeting of the Board of Directors of Ontario Sheep Marketing Agency called for the purpose of considering the by-law at which not less than two-thirds of the Directors were present and voted in favour thereof.

ONTARIO SHEEP MARKETING AGENCY

Per:



Chair



Secretary

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4.1 Financial Policy

The Ontario Sheep Farmers' (OSF's) financial management requirements and investment activities are governed by OSF's By-Law No. 1 and Regulation 400 By-Laws for Local Boards under the Farm Products Marketing Act. The Farm Products Marketing Commission (FPMC) gives guidance on reserves and allowed expenditures.

1. **Roles and Responsibility:** The Finance Committee has the primary responsibility to review auditing services, perform reviews of the organization's financial activities, oversee the annual budget development, and determine the allocation of investment deposits. The Finance Committee will meet regularly to address the above responsibilities and report its' findings to the Board. The Executive Director is responsible for administering the agreed policies and ensuring that procedures comply.
2. **Administration:** Financial duties and responsibilities are to be structured so that no one person has sole control over receipts, disbursements, payroll, reconciliation of bank accounts, or any critical accounting function without secondary scrutiny. Proper accounting system practices are to be used to accurately record financial transactions and maintain financial history. Reasonable logical and physical security will be used to ensure the integrity of retained accounting and payment records. The Executive Director and Finance Committee has access to accounting and operational record storage files when needed.
3. **Financial Statements:** The Executive Director will provide the Finance Committee and Board with monthly financial reports that include the balance sheet, profit and loss statement, and comparative prior-year profit and loss position. Other reports may be requested by the Finance Committee or Board.

A financial statement audit will be done within 3 months of a fiscal year-end. A report on the status of the Agency finances shall be provided based on the accounts examined and for every balance sheet presented at a general meeting.

4. **Banking services:** The Ontario Sheep Farmers will maintain its banking services with a chartered bank supervised by the Office of the Superintendent of Financial Institutions Canada or a credit union supervised by the Financial Services Commission of Ontario and Deposit Insurance Corporation of Ontario. Consideration will be given to institutions which provide the most appropriate low cost-effective services.

With continued traditional collection and cheque payment systems, OSF will pursue online electronic payment processes that embed proper authorization controls to improve the segregation of duties and enhance audit trails. Options will be explored to improve the collection of funds by electronic web, credit card and wire processes.

5. **Budgets:** The fiscal year is September 1 through August 31. The annual budget is presented to the Finance Committee by the Executive Director, for discussion. Once the Finance Committee is satisfied with the budget it recommends it to the Board for approval prior to the beginning of the fiscal year. Members review a new budget at the annual general meeting and approve by vote. The budget is compared to the monthly financial statements to monitor actual results and projected

annual results. Expense variances are reviewed by the Board and discussed if necessary during financial statement reviews. The Executive Director will review any material planned changes from budgeted expenditure levels during the year with the Finance Committee and Board.

6. **Funded Operating Reserve and Surplus Fund Investments:** Prior to each year-end, the Executive Director will review the OSF funded operating reserve to ensure compliance with FPMC guidance. The Finance Committee and Board will approve the proposed reserve balance based on the budget agreed for the next fiscal year.

Surplus fund investment options are limited by OSF By-law #1 and Regulation #400. Though conservative investment options are defined, finance industry products can offer different liquidity and return options. On investment renewal, the market options will be reviewed regularly by the Finance Committee to optimize investment return and mitigate future economic, regulatory and organization viability risks.

7. **Bank accounts:** Separate bank accounts are maintained for chequing and daily savings. The chequing account maintains sufficient funds to meet all required expenditures, which will generally be kept at a \$25,000 float. The daily savings account is used to hold excess cash funds. Authorized staff will manage fund transfers between the accounts to optimize potential interest earnings.
8. **Segregation of Duties:** Whenever possible, persons receiving and processing the deposit are not the person recording the deposit. Procedures will ensure that no one person can record, process and approve financial payments without secondary monitoring via bank reconciliation and asset review. No one can approve or release a payment, and not one which is payable to themselves or to related parties and organizations where there may be a perceived conflict of interest.
9. **Personal and Board expenses:** All personal expenses considered for reimbursement must be incurred while performing recognized organization business and be submitted on a proper expense report with valid supporting documentation. Staff expenses are to be approved by the Executive Director. The Executive Director's expenses shall be approved by the Chair or Vice-Chair.

Board expenses must be submitted on an approved report template with proper support documentation and be approved by the Chair or Vice-Chair. The expense reports of the Chair or Vice-Chair must be approved by the alternate party.

10. **Signing Authority Responsibility:** The responsibility of the bank signing authorities is to ensure that expenditures are appropriate and required for OSF operations, and to identify where there may be a potential or perceived conflict of interest for expenditures.

Before payment approval/release, all expenses payable will be reviewed by the Executive Director to ensure that each invoice is valid, that goods or services were received, and that sufficient funds are available for payment.

11. **Payment Approvers/Signatories:** The Board designates approved payment signatories. The release of a payment (by cheque signature or online electronic release authorization) requires two approvers from the Executive Director (up to \$3,000 and up to \$25,000 for Yield More Financing transfer), 1st Vice-Chair or Chair positions. The approver of a payment cannot record an invoice for payment.

12. **Company Credit Cards:** The Board authorizes the use of two VISA credits with aggregated credit of \$15,000 for board and operational expenses. The cards are to be used for OSF business purposes only and held by the Executive Director and one staff person who does not manage credit card reconciliation or payment. All expenses must be supported by proper receipts. All expenses are to be matched to backup invoice. Improper card use will result in the removal of the card.

13. **Commitment Approval Limits:**

The Executive Director may commit to and approve expenditures up to \$3,000 without prior authorization, and up to \$5,000 with prior authorization of the Chair or Vice-Chair.

The Executive Director may grant authority for staff to have online transaction and phone communication with payroll, HST and corporate tax agencies. Disbursements and official responses must require two official approvers (as per section 11).

Otherwise, only the Chair and Vice-Chair positions can:

- a. execute any agreement relating to any banking business and define the rights and powers of the parties thereto, and
- b. authorize any office of the bank to do any act or thing on the Agency's behalf to facilitate its banking business.

District Financial Reports

Each district is required to provide a yearly update of its fiscal financial report in November. The Finance Committee will review the stewardship of funds managed by each district.

Last revised and authorized by the Board: February 10, 2021

4.2 Board Attendance Policy

This policy is intended to support the full contribution of all Board Directors to the activities of the Ontario Sheep Farmers (OSF). All Board Directors receive a copy of this official policy which is maintained in each Director's Governance Manual.

Definition of a Board Attendance Problem

A Board attendance problem occurs if any of the following conditions exist regarding a Board Director's attendance at Board or committee meetings:

1. The Director has two un-notified absences in a row ("un-notified" means the Director did not provide prior notice to the Chair, Executive Director of the Agency that they would be absent from an upcoming meeting).
2. The Director has three notified absences in a row.

Suggested Response to a Board Attendance Problem

1. If a Board attendance problem exists regarding a Director, the Board Chair will promptly contact the Director to discuss the problem. The Director's response will be shared by the Chair with the Board of Directors.
2. The Board will decide what actions to take regarding the Director's membership on the Board. If the Board determines that further action is required, the relevant District Committee will be contacted regarding the failure of their elected Director to attend OSF Board meetings on a regular basis.
3. If the Director is unable or unwilling to complete his/her term on the Board, the Chair will request a letter of resignation from the Director to be received within two weeks. The Chair will also request the Director to return their Governance Manual to OSF or ensure it is destroyed.
4. Upon receipt of the written notice of resignation from the Director, the Executive Director will notify the District Sheep Committee in writing of the resignation and follow-up with the District to confirm receipt.
5. If a director is asked to resign and refuses, the Board may follow the director removal process outlined in OSF By-Law 1.
6. Replacement of a Director must be done in accordance with Regulation 430 and OSF Governance policy 4-33.

4.3 Board to Staff Communications Policy

Communications is a vital ingredient to the success of the Ontario Sheep Farmers (OSF) both at the Board and staff levels as well as between the Board and OSF staff. Communication between Directors is encouraged as well as communication with staff. However, the proper communication channels must be adhered to.

1. The Chair is the only Board representative to communicate directly with the Executive Director on issues regarding Board direction and human resources as well as other confidential and/or sensitive topics. The Board, as a collective, speaks through the Chair in order to provide a unified voice.
2. At no time does the Chair instruct the Executive Director on how to handle day-to-day OSF operations or staffing issues unless requested by the Executive Director or directed to do so by a motion of the Board.
3. The Chairs of OSF Committees have the right to communicate with the Executive Director directly on issues relating to their committee only. In certain cases, Committee Chairs may communicate directly with other OSF staff in order to further the business that is being conducted.
4. Any communication between committees and OSF staff must be channelled through the Committee Chair to the Executive Director and it may be prudent to briefly inform the Chair of the Board of any communication, e.g. copying the Chair on e-mail correspondence.
5. Directors not functioning in a capacity listed above, shall not direct the Executive Director or other OSF staff on any OSF-related issue other than District matters and personal sheep production inquiries. If a Director is in doubt regarding the appropriateness of a request, he/she should contact the Chair.

Last revised and authorized by the Board: September 2, 2021

4.4 Board Meeting Policy

The Ontario Sheep Farmers (OSF) is committed to ensuring open communication between producers and the Board. To this end, OSF shall notify producers of all its regularly scheduled Board meetings in Sheep News, on the OSF website, or other means deemed appropriate (e.g. the Messenger).

1. All Board meetings are held in closed session; Directors, and the Executive Director attend. The Board may at its discretion open portions of its meetings to staff and other individuals to provide information in their subject area and/or input on matters before the Board.
2. When the OSF Board receives a resolution passed by a District Committee, the Board shall duly consider that resolution at the next meeting of the Board. Any decision taken with respect to such resolution shall be communicated to the District Committee.
3. Special or Emergency Board meetings may be called from time to time to deal with issues on a timelier basis than waiting until the next regular Board meeting. Such meeting can be called by the Chair, 1st Vice-Chair, 2nd Vice-Chair or any two Directors.
4. Regular Board meetings are scheduled at least 30 days before the meeting. Meeting dates, times and location are decided by the Board.
5. Notice of Board meetings will be provided in writing by mail, e-mail or fax based on the most recent contact information recorded for each Director at least 14 days in advance of the meeting date.
6. Discussion involving personnel, specific people, property, financial or legal matters, shall be held in-camera. In camera sessions will not include directors participating in the meeting via teleconference. Use of electronic communications devices is strictly prohibited. Should an electronic communications device be required to support the discussion, the Board may agree to its use. Recording in camera sessions is not allowed.
7. A proposed Board meeting agenda will be prepared by the Chair in consultation with the Executive Director. The deadline for the submission of agenda items will be 14 days prior to the scheduled Board meeting date.
8. The board may use a consent agenda to group routine business and reports into one agenda item to expedite reporting at board meetings and increase productive meeting time. A single motion to approve the consent agenda approves all items within the consent agenda. Items that can be included in the consent agenda are board minutes, internal committee meeting minutes, external meeting reports and correspondence. A document included in the consent agenda will be moved to the board agenda for discussion at the request of a board member.
9. A declaration by the Chair that a motion has been carried or lost, and recorded as such in the minutes, is conclusive evidence of the passing or failing of the motion, without proof of the number of proportion of votes recorded in favour of or against the motion.
10. Any Director may request a recorded vote whereby the official minutes will report the name of the Director requesting the recorded vote and the votes in favour and against the motion reported by District number. Any Director may also request a secret ballot on any vote. Votes of this nature should be conducted by the Secretary. The results will be reported by the Chair.

11. The Chair may also call for a vote by fax or e-mail when decisions need to be made between Board meetings. The same procedure will be followed for votes by this method as with those conducted during face-to-face meetings or when using electronic communications such as conference calls and web conferences. A motion must be duly moved and seconded and an opportunity provided for comments or clarification before calling the vote. Timelines will be dependent upon the requirement of the decision and will be communicated with the call for voting on the motion. The result of the motion and vote will be reported at the next regularly scheduled Board meeting and duly recorded in the minutes.
12. The Chair, Vice-Chair, individual Directors or committees do not have the authority to make decisions on behalf of the Board.

Last revised and authorized by the Board: May 22, 2024

4.5 Business Travel and Expenses Policy

Ontario Sheep Farmers (OSF) Directors, committee members, and Board designees are compensated for some of the costs associated with their activities conducted on behalf of OSF. Regrettably, OSF does not fully compensate Directors, committee members and Board designees for all costs or lost opportunities; there is a volunteer component to the position of Provincial Director and those serving on committees or other Board designated roles.

1. Reasonable travel costs incurred while carrying out Board responsibilities for OSF shall be reimbursed. Eligible expenses must include receipts.
2. All claims for reimbursement of monies expended by a director, committee member or Board designee on OSF business must be submitted in writing, on the official expense reporting form of the OSF, including receipts substantiating the claim to the Chair, 1st Vice Chair or 2nd Vice Chair in the absence of the Chair, for approval. Chair's expense for will be approved by the 1st Vice Chair.
3. The Director, committee member or Board designee has the responsibility to ensure that all travel arrangements are fair and reasonable.
4. Travel by car may be necessary to efficiently conduct the business of OSF. The use by Directors, committee members or Board designees of their personal vehicle is to be reimbursed at the kilometric rate of \$0.68/km up to 5,000 kms, then \$0.62 afterward (as of September, 2023). This rate reimburses Directors, committee members and Board designees for the cost of gas, maintenance, depreciation, insurance, and deductibles. Mileage is calculated based on the actual number of kilometers travelled that day on OSF business. If it is less costly and convenient, OSF representatives are strongly encouraged to use other methods of transportation such as traveling with another Director, committee member or OSF representative, renting a vehicle, air travel, etc. to assist in controlling expenses.
5. OSF does not assume any responsibility in case of accident, fines or penalties related to parking or traffic violations incurred by the Director, committee member or Board designee.
6. Directors, committee members and Board designees are responsible for ensuring their personal vehicle insurance coverage applies to any incidents, which may occur when driving their vehicle on business related travel.
7. Whether driving their personal vehicle or vehicles belonging, rented or leased to OSF, Directors, committee members and Board designees are to adhere to the rules and regulations governing the operation of a vehicle on public roadways and operate the vehicle in a responsible and controlled manner.
8. A vehicle while on OSF business (in the case of an OSF-owned or leased vehicle), shall only be used for OSF business purpose, personal use may result in disciplinary action being taken, up to and including the loss of the Director's, committee member's or Board designee's rights and privileges related to the Board.

9. All expenses must be submitted with 15 days of OSF's fiscal year end (currently August 31st). Failure to do so will require an explanation to the Board as to why expenses were not submitted. A Board motion to have expenses paid will be required in such instances.
10. Refer to the Per Diems and Honorariums Policy for compensation of Directors', committee members' and Board designees' time.
11. This policy is periodically reviewed and amended by the Board as required.

Last revised and authorized by the Board: April 10, 2024

4.6 Code of Ethics and Personal Conduct Policy

The business and affairs of the Ontario Sheep Farmers (OSF) are to be conducted in accordance with the highest ethical standards of business conduct and professionalism. The OSF Board and staff take pride in representing the Ontario sheep industry in a professional and businesslike manner.

Some of the areas covered by this Policy are dealt with in greater detail in other policies contained in the OSF Governance binder, e.g., Conflict-of-Interest Policy, Confidentiality Policy, and Workplace Violence and Harassment Policy.

1. All Directors are to conduct their Board duties in a responsible and professional manner. This refers to activities within the traditional workplace and at off-site business-related functions or activities.
2. All Directors are expected to:
 - respect and comply with all applicable federal, provincial and municipal laws;
 - demonstrate honesty and integrity;
 - respect and treat others fairly, regardless of their race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, age or disability;
 - respect differences in people, their ideas and opinions;
 - treat other Directors, staff, members, suppliers and contractors with dignity and respect always and;
 - show proper care and regard for OSF property.
3. A Director, in exercising the powers and discharging the duties of a Director, shall:
 - comply with the Farm Products Marketing Act and its regulations, any other applicable provincial or federal laws and the OSF by-laws and policy manual;
 - act honestly and in good faith with a view to the best interests of OSF including not communicating or purporting to communicate to staff, producer members, or the public on behalf of OSF without the prior approval of the Board of Directors of OSF and;
 - exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances including reviewing all material provided to the Director in anticipation of a meeting of the Board of Directors of OSF or a committee of which the Director is a member.
4. A Director who is present at a meeting of Directors or a committee of Directors is deemed to have consented to any resolution passed or action taken thereat unless the Director requests that the dissent of the Director is entered in the minutes of the meeting.
5. A Director receiving or having access to proprietary information of the Organization or of any staff member, producer, or contractor of OSF and any knowledge which may be imparted through examination of, or working with, will not communicate to any third party, nor use for the benefit of the Director or anyone other than OSF any such proprietary information or knowledge and a Director will use all reasonable efforts to keep same confidential. The obligation of a Director to keep such proprietary information confidential is outlined in detail in the Confidentiality Policy.
6. A Director shall direct all inquiries about the business and affairs of the Organization to the Chair or to the Executive Director of OSF as prescribed by the Communications Policy. A Director shall not communicate any discussions or confidential decisions of the Board of Directors to any third party without the consent of the Board.
7. A director shall accept that confidential information is the exclusive property of OSF and the originator.

8. A conflict-of-interest arises when the resolution of a matter under discussion could result in a financial benefit to a director or to an entity with which the director has financial ties. If one or more directors have a conflict of interest, that conflict must be declared and those in conflict must be declared and those in conflict shall remove themselves from both the discussion and vote on the issue. Additional information can be found in the OSF's Conflict of Interest policy.
9. A director who is present at a board or committee meeting is deemed to have consented to any resolution passed or action taken unless the director requests that his or her dissent be entered in the minutes of the meeting.
10. A director receiving or having access to proprietary information of OSF or any OSF related project and obtaining any knowledge that may be imparted through examination thereof or working therewith will not communicate to any third party, nor use for the benefit of the director or anyone other than OSF, any such proprietary information or knowledge. A director will use all reasonable efforts to keep proprietary information and related imparted knowledge confidential.
11. Appointments of directors to positions external to the OSF Board of Directors are to be made at the sole discretion of the Board of Directors. Former directors shall resign from their external positions immediately after their term on the Board of Directors has ended unless the board determines otherwise. Directors and other individuals appointed to represent OSF at external bodies must provide regular updates and accurate communication between the Board of Directors and any external organization or committee on which they are appointed.
12. A Director is to represent the Organization in a professional and businesslike manner. They can use their discretion as to the appropriate attire depending on the event/function and weather conditions. For public events or business meetings apart from regular Board meetings, which Directors attend on behalf of OSF, a higher standard of business attire may be warranted.
 1. A director who fails to sign this code of conduct prior to attending his or her second OSF board meeting will not be permitted to attend board meetings until signed. Refusal to sign will be cause for the Board of Directors to request a director's resignation.
 2. A decision as to whether there has been a serious breach of this code of conduct shall be determined by a majority vote of the Board of Directors and shall be by secret ballot.
 3. Directors are expected to attend meetings wherever possible in-person.
 4. The undersigned director of OSF acknowledges receipt of a copy of this code of conduct this

Schedule 1: Ontario Sheep Farmers Board Governance Manual, Policies and Procedures

_____ Day of _____ 20 _____

Signature

Name: (Please Print)

Witness:

Signature:

Last revised and authorized by the Board: April 12, 2021

4.7 Communications Policy

The communications policy of the Ontario Sheep Farmers (OSF) ensures that communications are well coordinated, effectively managed, and respond to the diverse information needs of producers, stakeholders, government, industry, and the media.

OSF will only circulate and advertise communication pieces that contain information that is helpful to our members and not contrary to the organizational mandate

Producer communications

1. OSF staff will handle all routine producer inquiries and requests for information. Staff will reply to inquiries about policy or position nature by informing producers of the official OSF policies and positions as approved by the board.
2. Producers will be urged to present their concerns in writing to their district committee and provincial director.
3. District committees can send resolutions regarding significant policy concerns to the board at any time during the year.
4. Producers wishing to lodge complaints directly with the board of directors must do so in writing and address their communication to the Chair, 1st Vice-Chair or 2nd Vice-Chair of the board.
5. Complaints brought forward will be addressed on a case-by-case basis.

Government and industry communications

1. The Executive Director, or a delegate thereof, shall generally be responsible for handling routine technical and operational matters, and issues involving any government ministry, agency, or industry body.
2. The Chair, or a Director as is appointed by the board, will represent OSF at any meeting or function involving elected government officials.
3. As a general guideline, the OSF board will decide whether directors or staff represent OSF at industry and government functions.

Media relations

The goal is to facilitate and encourage open and positive relationships between OSF and media while ensuring that all communications result in an accurate and appropriate portrayal of OSF's activities.

In the interest of orderly, consistent management of information released to the media, the following policy applies to the Board of Directors:

1. The Executive Director and Communications Co-ordinator can answer inquiries from media professionals regarding OSF, its board of directors, and industry issues. Media inquiries should be directed to the Chair, Executive Director, or Communications Coordinator who will consult and decide who the appropriate spokesperson should be before a response is made.

4.8 Conflict of Interest Policy

Directors of the Ontario Sheep Farmers (OSF) are expected to conduct themselves with personal integrity, ethics, honesty, and diligence in performing their duties for the organization. Directors are required to support and advance the interests of the organization and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the organization.

This policy applies to all Directors but is particularly relevant to Directors who can make or influence business or management decisions of OSF. It is the responsibility of the Director to understand and comply with the Conflict-of-Interest Policy.

Definition

A conflict of interest refers to a situation in which private interests or personal considerations may affect a Director's judgment in acting in the best interest of OSF. It includes using a Director's position, confidential information or corporate time, material or facilities for private gain or advancement or the expectation of private gain or advancement. A conflict may occur when an interest benefits any member of the Director's family, friends, or business associates.

A conflict situation can arise when:

- a) A member takes actions or has interests that may make it difficult to perform his or her work for or on behalf of OSF objectively and effectively
- b) A member or a member of his or her immediate family receives personal benefits because of his or her position with OSF, whether received from OSF or a third party. Family members include a spouse, child, stepchild, parent, sibling, niece, nephew, aunt, uncle, cousin, grandparent, grandchild, in-law or any person (other than a domestic employee)
- c) A member is a party to a material contract or proposed material contract with OSF; or
- d) A member is an officer or director of; or has a material interest in; or is an associate of any person who is a party to a material contract or proposed material contract with OSF.

A member's interest does not constitute a conflict with the interests of OSF if:

- a) The matter in question serves to impact the Ontario sheep industry as a whole
- b) The member's interest is common to the general Ontario sheep industry population; or
- c) The member's interest is so insignificant or remote in nature that it could not reasonably be regarded as likely to influence the member in the exercise of their responsibilities.

Duty to Disclose: Declaration Timing

Full disclosure of all actual, perceived, and potential conflicts of interests shall be disclosed by directors, and committee representatives to the chair of the board, committee, at the earliest of:

- a) the first meeting at which the matter in question is being considered or discussed
at the first meeting after the matter in question was considered or discussed but where the member was absent
- b) at the first meeting after which the member becomes so interested; or
- c) being so interested, at the first meeting after assuming the office of director, Advisory Councilor and/or committee representative.

Duty to Disclose: Declared a Conflict of Interest

Members that have declared a conflict of interest shall not:

- take part in the discussion of, or vote on any question in respect to the matter
- attempt in any way, before, during or after the meeting to influence the voting on any such question

A member that has declared a conflict of interest may, under rare and unique circumstances, be permitted by the chair or acting chair, with majority support of the members present at the meeting, to take part in the discussion dealing with the matter in question if:

- the member possesses critical knowledge or technical expertise directly relevant to the matter in question that can be freely shared without breaching privilege or any other fiduciary responsibility the member may have.

Interested members invited to participate in discussions for which they have declared a conflict are not permitted to vote on any question in respect to the matter and must not attempt to influence the voting on any such question. The chair or acting chair *may* request that the member leave the meeting at any point during the discussion on the matter in question. In addition, the interested member shall not be present during any vote on any question in respect to the matter.

Recorded Declarations

All board, committee, and advisory council meetings shall include a conflict-of-interest agenda item placed at the beginning of each meeting agenda so that all conflicts of interest can be disclosed and recorded in the meeting's official minutes. The interested member(s) shall not be counted in the quorum for the portion of the meeting dealing with the matter in question.

Duty to Self-Govern

The onus to declare conflicts of interest rests with each individual member. It is not the responsibility of the chair, the board, or any employee to determine whether a member has any conflicts of interest that should be disclosed.

Dispute Resolution

In-Meeting Dispute

If, prior to the start of a discussion on a matter in which a member has reasonable grounds to believe a fellow member should have declared a conflict and who believes in good faith that the member in question should be removed from discussion the member raising the issue can ask the chair for a vote to determine whether the member in question should be allowed to participate in the matter in question. Both the member that raised the issue and the member in question shall be provided an opportunity to speak to the perceived conflict prior to a vote. The member in question may:

- a) Declare a conflict; or
- b) Declare that no conflict, in their opinion, exists that would interfere or conflict in any way (or even appear to interfere or conflict) with the interests of OSF, or otherwise be harmful

or detrimental to the best interests of OSF.

If the member in question does not believe they are in conflict the chair shall call for a vote from the remaining members to determine whether the member in question shall be allowed to participate in the matter in question.

The following process shall be used to determine whether a member in question shall be removed from participating in the matter in question:

- The majority of members present must support the motion to remove the member in question from participating in the matter in question
- The member that raised the issue as well as the member in question shall not vote; and
- The vote shall be conducted by secret ballot

Post Meeting Dispute

If a member has reasonable grounds to believe that another member failed to disclose a conflict of interest, such member shall notify the Executive Director, who shall inform the member in question of the basis for such belief and afford the member the opportunity to explain to the Governance Committee the alleged failure to disclose.

If the Governance Committee determines that the member in question has failed to disclose a conflict of interest, after hearing the response of the member in question and making such further investigation as may be warranted in the circumstances, the Committee shall recommend an appropriate action to Board of Directors, which may include recommending removal from the board, committee or Advisory Council in a manner prescribed under Section 4.6 of the OSF Constitution.

Questions for Elected Officials to Consider

The following questions may help members decide if they are in a real or perceived conflict of interest:

- Have I reflected on or consulted with the Executive Director about whether I am compromising the OSF Conflict of Interest Policy?
- Have I considered the issue from a legal perspective?
- Have I investigated whether my behaviour aligns with a policy or administrative procedure of OSF?
- Could my private interests or relationships be viewed as impairing my objectivity?
- Could my decision or action be viewed as resulting in personal gain, financial or otherwise?
- Could my decisions or actions be perceived as granting or receiving preferential treatment?

Last revised and authorized by the Board: July 2022

4.9 Confidentiality Policy

During Board of Directors' business, Ontario Sheep Farmers (OSF) will disclose certain confidential and proprietary information to Directors, Committee members and Board designees. Confidential information may include print material, data, manuals, business plans, marketing plans, survey results, financial information, technology, and other information disclosed or submitted, orally, in writing, or by any other media.

1. Directors, Committee members and Board designees agree that confidential information is to be considered confidential and proprietary to OSF and shall not use the information other than for the purposes of their role and responsibilities with the Agency, and shall disclose it only to its officers, other Directors, or employees with a specific need to know. Directors, Committee members and Board designees will sign a confidentiality agreement and will not disclose, publish or otherwise reveal any of the confidential information received from OSF to any other party whatsoever except with the specific prior written authorization from the Chair or Executive Director of the Agency.
2. Confidential information shall not be duplicated by Directors, Committee members and Board designees except for purposes related to Board functions. Upon the request of OSF, the Directors, Committee members and Board designees shall return or destroy all documents, papers and other materials, regardless of medium, which may contain confidential information, within ten (10) days of such request.
3. At the Board's option, any documents or other media developed by the Director, Committee member or Board designee in question containing confidential information may be destroyed by the individual. The Director, Committee member or Board designee shall provide a written notification to OSF regarding destruction within ten (10) days thereafter. This also applies to the OSF Governance Manual in its entirety.
4. It is expected that board and committee members will not use trade secrets, producer lists, or other confidential information acquired by virtue of being on the board or committee, even after they complete their service with the OSF.
5. The obligation not to disclose shall not be affected by bankruptcy, receivership, assignment, attachment or seizure procedures.
6. Confidential Information does not include information:
which a Director, Committee member or Board designee can demonstrate was previously known;
that is obtained from a third party not in breach of obligations of confidence; which is publicly known without breach of this Agreement or similar agreements; or the disclosure of which is required to be made by any law, provided that before disclosure is made, notice of the requirement is provided to the Chair or Executive Director, and to the extent reasonably possible in the circumstances such that OSF is afforded an opportunity to dispute the requirement.

4.10 Directors and Officers Insurance and Risk Management Policy

As a Board member of the Ontario Sheep Farmers (OSF), Directors have certain duties and responsibilities relating to insurance, due diligence and risk management. Directors should understand the Agency's risks and liabilities, and how these are being reduced or eliminated through risk management activities or addressed through insurance coverage.

Under Canadian legislation, Board members have two basic duties:

Duty to Manage: manage, or supervise the management of, the business and affairs of a corporation

Fiduciary Duty: act honestly and in good faith with a view to the best interests of the corporation

Duty of Care: exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances

1. By "indemnifying" Board members in the Agency's By-laws, OSF agrees to pay the costs associated with a valid claim related to a Director's service on the Board.
2. While indemnification helps protect Board members, OSF will also maintain a Directors' and Officers' Liability Policy with a minimum \$2 million liability limit to cover alleged wrongful acts that result in financial loss to the claimant.
3. OSF will also maintain a General Liability Insurance Policy to protect the organization against third party legal liability related to property damage or bodily harm, such as injuries sustained as a result of OSF's programs or services, or damage to property that OSF does not own or rent. The minimum single occurrence coverage maintained will be \$2 million with a \$5 million general aggregate. The policy will cover Directors and employees while they are acting in the scope of their duties with OSF.
4. As part of its due diligence process, the Board of Directors will also conduct an annual assessment of OSF's risk management and insurance activities including but not limited to:
 - documenting and assessing the risks and liabilities connected to the operations of OSF;
 - reviewing the measures undertaken to reduce or eliminate the risk; and
 - evaluating whether existing insurance coverage is appropriate to protect against financial loss in all areas of OSF's operations.
5. Directors who drive during their duties should ensure that their personal automobile insurance coverage offers full protection for their activities.

Last revised and authorized by the Board: September 2, 2021

4.11 District Grant Policy

1. District Operating Grant

All Districts are eligible to receive an annual grant of up to \$500 to be used in their District for:

- organization administration;
- producer education;
- local marketing and promotion; and/or
- other activities consistent with the OSF mission statement.

This grant is subject to the following accountability guidelines:

- all grants must be deposited into a bank account registered in the name of the District;
- appropriate accounting for the funds must be submitted to OSF head office at the end of each fiscal year (August 31st);
- appropriate accounting includes a financial statement summary listing each type of revenue and expenses plus opening and closing bank balances;
- the District financial statement must be verified by an independent financially experienced third party (e.g. a sheep producer who is experienced with accounting and not on the District Executive); and,
- Districts are expected to use their operating grant each year.

2. Provincial Director's Discretionary Promotion and Education Grant

All Provincial Directors are eligible for an annual grant of up to \$500 to be used in their District for:

- District or regional producer education;
- District or regional marketing or promotion; and/or
- Other activities consistent with the OSF mission statement.

All such projects must receive prior approval from the appropriate Provincial Director.

The Provincial Director must submit the accounts either before or after the project is completed to OSF head office indicating that the project has been approved by them and with a brief explanation of the project.

When a Provincial Director is not re-elected at their District AGM, they are not entitled to spend the Discretionary Promotion and Education Grant for the new fiscal year beginning September 1st. The grant may only be used by the newly elected Provincial Director once they assume the role of Provincial Director after the OSF AGM.

3. Special District Grant

Districts are encouraged to submit written requests to the Board for funding above the \$1,000 allocated to each District.

At any time, a District may apply to the OSF Board of Directors for a "Special Grant" to fund an activity in their District or region. The Board will consider all requests on a case-by-case basis. The request must be received on a timely basis, include a comprehensive explanation of the project objectives and a detailed budget proposal.

A detailed activity and financial report is required upon the completion of the project.

This “Special Grant” does not affect the District’s eligibility for either the District Grant or the Director’s Grant.

Last revised and authorized by the Board: April 10, 2024

4.12 Guidelines for Evaluating Board

The Board of Directors of the Ontario Sheep Farmers (OSF) is ultimately responsible for the performance of the Agency in all areas of its work and ensure that OSF follows all By-laws, Regulations and other legislation.

A regular process of evaluating the Board's performance can help to identify strengths and weaknesses of its processes and procedures and to provide insights for strengthening the conduct of Board and committee meetings, and interactions between the Board and the Executive Director .

1. In order to evaluate the quality of their Board operations, the Directors will annually conduct a self-evaluation of the Board. The assessment can be used by all Board members and the Executive Director to get an impression of how well the Board is doing at fulfilling its mandate and striving to achieve the identified goals and objectives of the Agency.
2. A sample evaluation form is shown on the following page, other versions are available. Each Board Director and the Executive Director should complete the form about four weeks before a Board retreat or planning session. Members attach suggestions about how the Board could get higher ratings for any or all of the following 14 considerations.
3. Ideally, someone outside the organization receives the completed forms, collates the results and writes a report indicating the number of respondents who rated the Board for each of the 14 considerations.
4. At the subsequent Board meeting, the results will be discussed and appropriate actions, if any, identified.
5. Directors will also be requested to complete a feedback form after each Board meeting to assess the effectiveness of the scheduled agenda items and related discussion in addressing OSF business and ensuring all perspectives were heard and duly considered. The completed forms will be submitted to the Executive Director . A sample feedback form is included on page 60.

Last revised and authorized by the Board: September 2, 2021

Schedule 1: Ontario Sheep Farmers Board Governance Manual, Policies and Procedures

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1	Board has full and common understanding of the roles and responsibilities of a Board					
2	Board members understand the organization's mission, its programs and services					
3	Structural pattern (Board, officers, committees, executive and staff) is clear					
4	Board has clear goals and actions resulting from relevant and realistic strategic planning					
5	Board attends to policy-related decisions which effectively guide operational activities of staff					
6	Board receives regular reports on finances/budgets, products/program performance and other important matters					
7	Board helps set financial goals and is actively involved in monitoring annual progress					
8	Board effectively represents the organization to the agricultural community					
9	Board meetings facilitate focus and progress on important organizational matters					
10	Board regularly monitors and evaluates progress toward strategic goals					
11	Board regularly evaluates and develops the Executive Director					
12	Board has approved comprehensive personnel policies which have been reviewed by a qualified professional					
13	Each member of the Board feels involved and interested in the Board's work					
14	All necessary skills, stakeholders and diversity are represented on the Board					

Please list the three to five points on which you believe the Board should focus its attention in the next year. Be as specific as possible in identifying these points.

- 1.
- 2.
- 3.
- 4.

OSF Board Meeting Feedback Sheet

Please take a few moments and complete this feedback sheet. All responses and comments will be read and considered by the Chair and Executive Director when setting the agenda for future meetings. Composite results will be shared with all Directors.

Circle the rating you feel applies to each aspect of the Board meeting just concluded. There is also space at the end of the questionnaire for general comments.

1. The scheduled agenda items were appropriate and timely.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

2. Sufficient background information was provided to allow Directors to make an informed decision and/or provide meaningful input on the items under discussion.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

3. The time allotted to each agenda item provided sufficient time for thorough discussion.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

4. There was an opportunity for all Directors to state their views and have their perspective heard.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

5. The Board arrived at satisfactory resolutions for all items requiring decisions and/or action.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

6. All Board meetings incur a cost to OSF. Considering the business transacted, there was a cost benefit to holding this particular Board meeting.

Strongly Agree	Agree	Ambivalent	Disagree	Strongly Disagree
5	4	3	2	1

General comments: _____

Director name (optional): _____

4.13 Guidelines for Evaluating Executive Director

Evaluating the Executive Director is a primary responsibility of the Board. There are several key benefits from this evaluation, including that the process:

- ensures the Board is meeting its duty to effectively lead the organization;
 - ensures OSF's goals are being met;
 - ensures continued development of the Executive Director to more effectively conduct his or her role;
 - ensures a formal and documented evaluation process that meets standards of fairness and practicality;
 - ensures the Executive Director values his or her role, is benefiting from it and therefore is more likely to remain with OSF in the longer term;
 - leaves written record of the Board's impression of the Executive Director 's performance in case this record is needed for future verification, e.g. for salary increases, probationary activities, termination, etc.
1. A written performance evaluation of the Executive Director will be prepared annually within 120 days of the end of each fiscal year. All performance evaluations will be based upon the current job description and clear performance indicators.
 2. The evaluation of the Executive Director will be conducted by the Board of Directors or a Board-delegated committee.
 3. If the Board perceives the Executive Director to have performance issues, Board members can initiate an evaluation. However, these perceptions must be based on seen behaviours rather than on personality characteristics.
 4. The evaluation process will be a fully documented and communicated procedure, so the process is well understood and carried out consistently year to year. A timeline for Board performance assessment of the Executive Director and Board self-evaluation is included in Section 5 of the OSF Governance Manual.

Last revised and authorized by the Board: September 2, 2021

4.14 Human Resources Policy

The Board of Directors of the Ontario Sheep Farmers (OSF) believe that each staff member should have an equal opportunity to access and receive benefit from human resources processes and practices including fair and competitive remuneration, recognition, constructive feedback and direction, open and honest communications, and a safe work environment. OSF is committed to providing a working environment conducive to everyone realizing their full potential.

1. The Board of Directors will be responsible for the recruitment and selection of the Executive Director. The Executive Director will be responsible for the recruitment and selection of all other staff.
2. The Executive Director reports to the Board of Directors. All other OSF staff report to the Executive Director or delegate thereof.
3. All staff will be recruited based on a competitive hiring process and the selection of the most qualified candidates available. All positions will be advertised in appropriate agricultural publications or other media capable of reaching a enough pool of qualified candidates.
4. Subject to budget constraints, OSF will seek to make compensation for all staff positions reflective of compensation rates for similar positions in the geographic area of the office. In addition, OSF will seek to reward performance through appropriate compensation policies.
5. All staff will have current job descriptions. Job descriptions will be reviewed annually and updated as required. The Board is responsible for reviewing the Executive Director's job description, other staff positions are to be assessed by the Executive Director.
6. Written performance evaluations will be prepared annually for all staff and in the case of the Executive Director, within 120 days of the end of each fiscal year. All performance evaluations will be based upon current job descriptions and clear performance indicators. The Board of Directors will prepare the performance evaluation of the Executive Director. (Refer to Guidelines for Evaluating Executive Director contained in this manual.) The Executive Director, will prepare the performance evaluations of all other staff.
7. Any staff who are in a position of real or perceived conflict of interest will immediately inform the Executive Director or, in the case of the Executive Director, the Board Chair.
8. OSF will not hire any immediate¹ family member or business partner of any existing employee or member of the Board of Directors.
9. OSF will endeavour to ensure a safe and healthy workplace for all employees by promoting a workplace that is free from discrimination or harassment and that encourages respect for the diversity of employees. Further details are provided in the Workplace Violence and Harassment Policy.
10. If a dispute should arise between the Executive Director and an employee which the employee feels has not been satisfactorily resolved by the General Manager, the employee shall provide the Executive

¹ Immediate family member: Someone's spouse, parents, grandparents, children, grandchildren, siblings, and in-laws of same connection. Adopted, half, and step members are also included in immediate family.

Director with a written statement summarizing the employee's concerns along with a recommendation for resolving the dispute. If the Executive Director and the employee are still unable to resolve the dispute, either the Executive Director or the employee may ask the Chair of the Board of Directors for a review of the matter. Any request for a review shall be signed by both parties acknowledging that they are aware that a review has been requested and shall be accompanied by a copy of the statement submitted to the Executive Director by the employee.

Last revised and authorized by the Board: July 2022

4.15 Internet and E-mail Policy

Internet and e-mail systems are important business tools and should receive the same level of care and diligence as other forms of communication. All Directors who use Ontario Sheep Farmers (OSF) computers to access the Internet, OSF website or e-mail systems or send electronic communications from their own computers but as a representative of or on behalf of OSF must adhere to the following guidelines.

1. Users should use the same care in drafting e-mail and other electronic documents as they would for any other written communication on behalf of OSF.
2. The use of the e-mail system to send discriminatory, harassing, offensive or unlawful messages is strictly prohibited. Messages containing information that could attract liability or embarrassment to OSF is also prohibited.
3. Directors receiving electronic communication because of their affiliation with OSF and which may be considered fraudulent, harassing, embarrassing, profane, obscene, intimidating or other unlawful material should immediately report the incident to the Chair or Executive Director.
4. E-mail messages sent to members, suppliers, and partners of OSF as well as other industry stakeholders or government on behalf of OSF should include a "signature" indicating the senders' name, affiliation with OSF, additional contact information and the following disclaimer:
"This communication is intended only for the party to whom it is addressed and may contain information which is privileged or confidential. Any other delivery, distribution, copying or disclosure is strictly prohibited and is not a waiver of privilege or confidentiality. If you receive this telecommunication in error, please notify the sender immediately by return electronic mail and destroy the message."
5. Directors are prohibited from sending electronic communications from the OSF website or server for private commercial purposes unrelated to the activities of OSF including any illegal or unauthorized act.
6. It is acknowledged that OSF reserves the right to monitor all Internet and e-mail traffic in and out of the OSF access point.
7. Directors must take precautions to protect any password assigned to them which allows access to OSF computers or secure sections of the OSF website. The password must not be shared with other Directors or individuals. If the Director suspects the security of his/her password has been jeopardized, they are to notify the Chair or Executive Director immediately.
8. Users should exercise caution in downloading information to OSF computers and must avoid Internet sites which may be construed as embarrassing, profane, obscene, pornographic, intimidating, hateful, unlawful or otherwise offensive material based on sex, gender, race, colour, religion, national origin or disability. Users should always download information to local storage and should refrain from downloading executable program files. Upon any use of this access by a user which is not in accordance with this policy, OSF will have the right, without prior notice, to withdraw the access of such user to the Internet.
9. Abuse of OSF's e-mail or Internet systems through excessive personal use, or its use in violation of law or OSF policies, may result in disciplinary action.

4.16 Per Diems and Honorariums Policy

Compensation is provided to Board and Committee members and other Board designees to support their roles and responsibilities as Directors and designees of the Ontario Sheep Farmers (OSF) and to maintain the performance of the Agency in its business function.

1. Current rates of compensation for Board Directors, as determined by a duly passed Board motion (October 8, 2020), are \$180.00 per day for Directors, \$300.00 per day for the Chair, \$225.00 for the 1st Vice-Chair and \$90.00 per half day for Directors, \$150.00 for the Chair and \$112.50 for the 1st Vice Chair.
2. Every quarter, the board will be asked if it approves paying an honorarium to the Chair and 1st Vice Chair. The rates of which are duly passed by a Board motion at a rate of \$3,000 for the Chair and \$1,000 for the 1st Vice Chair.
3. Current rates of compensation for Committee members and other Board designees, as determined by a duly passed Board motion (October 8, 2020), are \$180.00 per day and \$90.00 per half day.
4. When a face-to-face meeting starts in the morning and ends in the afternoon, starts in the afternoon and ends in the evening, or starts in the morning and ends in the evening, the full day rate applies. When a meeting starts in the morning and ends in the morning, starts in the afternoon and ends in the afternoon, or starts in the evening and ends in the evening, the half day rate applies.
5. Compensation for travel time is \$20.00 per hour on a one-way basis.
6. Teleconference calls, including Board or Committee calls, are compensated at the rate of \$50/call.
7. Per diems are applicable to Board meetings and other business meetings or functions which the Director attends on behalf of OSF and which has received prior approval by the Board of Directors.
8. Refer to the Business Travel and Expenses Policy for provisions relating to the submission of expense claims.
9. This policy will be reviewed yearly by the Finance & Audit Committee as part of the budgetary process.

Last revised and authorized by the Board: February 10, 2021

4.17 Procedure for Changing a Position Statement

The purpose of this policy is to establish a uniform method and responsibility for the control of establishing, changing, or rescinding Ontario Sheep Farmers (OSF) policies.

1. The Board of Directors has the authority to renumber and reorganize Board and management policies with a view toward eliminating, revising or adding policies which relate to the management and/or activities of the Board of Directors.
2. Procedures for changing the Agency By-laws are set out within the By-laws and are not governed by this policy.
3. It is the responsibility of the Board of Directors to recommend establishing, changing, or rescinding OSF policies. Policy issues of concern may be referred to the Board of Directors and subsequently the Governance Committee by the Board Chair, the Chair of any committee, the Executive Director , or individual Board members.
4. Notice of an intent to change, establish, or rescind any policy shall be given in writing prior to the Board meeting in which it will be discussed.
5. To establish, change, or rescind a policy after proper notice by agenda has been given, a motion shall be made and passed by most of the Board. The motion will be duly captured in the minutes.
6. **Position statement will be reviewed every 4 years, or when needed.**

Last revised and authorized by the Board: Aug 24, 2022

4.18 Procedure for Holding a Hearing

Under Regulation 429 of the Farm Products Marketing Act, the Ontario Sheep Farmers (OSF) is delegated the authority to impose license fees on the sale of wool and the sale, marketing, or slaughtering of sheep in Ontario. The Regulation also provides for recovery by the Agency of any payment defaults or failure to comply with the licensing requirements.

1. The Inspection staff, after investigation, advises the Agency that there is enough evidence to support an allegation of failure to comply with a Regulation, direction, or order of the Agency against a licensed producer, sales agent, or slaughter plant.
2. The Agency directs that a hearing will be held under the provisions of Regulation 429, Section 6.
3. An appearance notice in conformance with Sections 6 and 8 of the Statutory Powers Procedure Act (SPPA) is prepared, specifying day, date, time, and location of the hearing and is hand-delivered to the subject (personally or to the person in charge).
4. Service of the appearance notice will take place a reasonable time prior to the date set for the hearing, in order to avoid requests for remands, as much as possible.
5. Any witnesses whose testimony at the hearing is necessary (other than Agency staff) will be provided with a hand-delivered summons, using Form 1 under the SPPA. The summons may require documents relevant to the subject of the hearing.
6. A hearing panel will be composed of the full OSF Board.
7. On the hearing date, the Chair convenes the hearing at the scheduled time by stating: "This hearing, under the provisions of the Farm Products Marketing Act, is now convened." The Chair will introduce himself/herself and the members of the hearing panel to the subject and/or their counsel or agent.
8. The Chair asks the members of the hearing panel if they have any conflict of interest in the matter to declare. If there is, the Director should be excused for the duration of this hearing.
9. The Chair reads the substance of the allegation (already stated in the appearance notice) to the subject.
10. The Chair invites the first witness to testify and will direct him/her to the witness chair. If members of the public are present at the hearing, the Chair will require from the witness or the subject if they anticipate that intimate financial or personal matters are likely to be disclosed. If so, the members of the public will be excluded from the hearing. The Chair states: "In the interest of the person affected, the evidence in this portion of the hearing will be given in camera." Members of the public will leave the hearing room but may return after the evidence has been completed. (This procedure takes place with each witness).
11. The Chair invites the first witness to testify. Informs him/her that he/she can either swear on The Bible or attest that his/her evidence is true. If the witness signifies, he/she will swear, the Chair says, "Do you swear that the evidence you give in this matter will be the truth, the whole truth, and nothing but the truth, so help you God?" The witness must reply in the affirmative. If the witness indicates that he/she does not want to swear on the bible, the Chair asks him/her to affirm his/her

testimony, “Do you affirm that the evidence you give in this matter will be the truth?” The witness must reply in the affirmative. If the witness declines to do either, the Chair informs the hearing that the evidence will be heard but that they must give weight to the fact that the witness did not swear or affirm when considering their finding in the matter.

12. The Chair asks the witness to proceed with his/her testimony. The Chair may ask questions at any time of any witness but only to clear up a point that he/she does not understand. Cross-examination is not permitted by the Chair.
13. The Chair instructs the witness that he/she has the right to object to answer a question under Section 5 of the Canada Evidence Act. However, this protection is only if the witness’s answer may tend to establish his/her liability to civil proceedings. The Chair also instructs the witness that no answer given by him/her shall be used or be receivable in evidence against him/her at any trial or other proceedings which take place after the hearing, other than a prosecution for perjury in giving evidence at the hearing.
14. When the witness has completed his/her testimony, the Chair invites the subject to cross-examine the witness only to the extent reasonably required for a full and fair disclosure of the facts connected with the witness’s testimony. Badgering the witness, reflection on his/her character, or making statements that the questioner could give in evidence is not permitted. The Chair will advise the subject that he/she is entitled to be advised by his/her council or agent as to his/her rights.
15. When cross-examination is complete, the Chair may ask further questions of the witness but only to clear up matters of fact which may not have been fully or fairly disclosed by the witness whether in direct testimony or cross-examination. The Chair then asks the witness to leave the witness chair. If the witness is other than Agency staff, he/she may wish to be excused. The Chair inquires of subject and Agency staff if the witness may be required later in the hearing (to reply to any further evidence which may be given by other witnesses.) If not, the witness may be excused from the hearing.
16. Once all the witnesses have been called (subject last), the Chair declares the hearing concluded, and all but the hearing panel and the recording secretary are excused and leave the premises.
17. The hearing panel then deliberates first on
 - a. innocence or guilt, and then, if guilty,
 - b. penalty, fines, suspension or revocation of license.

4.19 Termination of Employment – Executive Director

POLICY

Terminations will be treated in a confidential, professional manner by all concerned.

Terms and conditions related to the resignation or the termination of the Executive Director, for any reason will be outlined in the employment contract between the parties.

PROCEDURE

1. At the termination of employment, whether by resignation or dismissal, any outstanding entitlements owing to the employee shall be paid in full less any advances and charges for OSF property not returned.
2. Vacation time may not be used as part of the resignation notice period unless agreed to by the Executive Director and the Board Chair.
3. At its discretion, the Board may pay the Executive Director for some or all of the resignation notice period to affect an earlier resignation.
4. When a Executive Director has resigned or been dismissed, the Board of Directors will appoint an Interim Executive Director until a permanent replacement is hired
5. Should the Executive Director position be vacated unexpectedly, the Emergency Leadership Manual will referenced.
6. As part the Executive Director transition the board will engage their auditors to perform a specified audit procedure report to review the internal controls over financial reporting.
7. Where it is possible It is recommended that the Chair/Vice Chair consult with legal and/or an HR professional prior to termination

Last revised and authorized by the Board: August 21, 2019

4.20 Recruiting, Orienting and Retiring Board Members

The governance structure and electoral procedure for the Ontario Sheep Farmers is prescribed by the Farm Products Marketing Act, Regulation 400 By-Laws for Local Boards, and Regulation 430 Sheep – Plan. Copies of these Regulations are contained in the Regulatory Framework section of the OSF Governance Manual. The process for election of a Chair, Vice-Chair, Secretary and Treasurer are contained in By-Law No. 1 of the Ontario Sheep Farmers (OSF).

OSF is represented by an 11-member Board elected on a rotating basis (four each year and three in the third year) by their peers (other sheep producers) for a three-year term.

The province is divided geographically into eleven (11) electoral districts. Each district elects a Provincial Director to represent them on the Board for a three-year term. Each district also elects a District Chairman, District Secretary and District Directors to administer the activities within the district.

Board members annually elect a Chair and Vice-Chair from amongst themselves. Board members attend at least eight board meetings per year. In addition to Board meetings, Directors sit on various internal and industry committees.

1. OSF Directors will encourage leadership development at the District level and support opportunities for producers to participate on Committees where appropriate. These activities will expand the communications and leadership skills of the individuals and assist them in determining if they wish to become future Board Directors.
2. When a Provincial Director seat is open for election, interested candidates must state their intention, in writing, to let their name stand for the position at least 15 days prior to the date of the District Annual Meeting. The written notice is to be provided to the OSF Executive Director who will, in turn, notify the Chair of the relevant District Committee. If no candidates are forthcoming, the Executive Director will notify the Chair of the relevant District Committee. Pursuant to section 10, Regulation 430 of the Farm Products Marketing Act, (section 10.1, Regulation 430).

Where an elected Provincial Director's seat becomes vacant part way through his/her term the provincial director election procedure shall be adhered to. A candidate elected in a general election can hold the office for a full-term. Conversely, a candidate winning a by-election holds the office for the remaining term.

3. It is the intent of OSF to have newly elected or appointed Directors fully informed and effective as Directors at the earliest possible opportunity and preferably before their first OSF Board meeting. It is the responsibility of the sitting Provincial Director to promptly inform the Board Secretary of the results of the District elections. When the Provincial Director is unable to act, the District Secretary should advise the OSF Board Secretary as soon as possible. When a Provincial Director is being appointed by the District Executive, it is the responsibility of the District Secretary to advise the Board Secretary of the appointment. Written confirmation from the District Secretary is always required.
4. When a change of Provincial Director has occurred, the Board Secretary will advise the Chair and all other current Directors of the change.

5. The Executive Director will provide new Directors with an OSF Governance Manual, minutes of the previous three Board meetings, and any other information deemed to be useful or requested by the new Director as soon as possible.
6. Prior to the first Board meeting following the Annual General Meeting, the Chair and Executive Director will make every effort to hold an orientation meeting with all new Directors. This will provide an opportunity to review the OSF Governance Manual and provide a briefing on current issues and topics of discussion at the Board level.
7. All new Directors will be offered the assistance of a current Director to act as a mentor. The role of the mentor will be to assist the new Director feel comfortable at the Board table and to be a conduit for information.
8. It is desirable to have Directors who have been elected but not yet begun their term on the Board, attend any Board meeting held during this interim period as observers. Should they attend a board meeting, their travel costs will be paid in accordance with OSF's Business Travel and Expenses Policy. Director Elect Board members attending OSF's Annual General Meeting will receive compensation consistent with OSF's Per Diems and Honorariums Policy.

Last revised and authorized by the Board: April 12, 2021

4.21 Workplace Violence and Harassment Policy

The Ontario Sheep Farmers (OSF) is committed to providing a working environment in which all individuals are treated with respect and dignity-

Workplace discrimination, harassment or violence will not be tolerated from any person in the workplace, including all OSF employees, members, and visitors of the public.

This policy applies to everyone working for the Organization whether as a Director, or part-time or full-time staff. The policy also applies to others in the work context, such as district volunteers, co-op students, dependant, and independent contractors.

Workplace is expanded to include an OSF sanctioned event (e.g., events sponsored by the OSF, district meetings)

The objectives of this policy are:

- To maintain a work environment that is free from harassment and violence and in which Directors, district committee members, and those participating in OSF meetings and events treat others with mutual respect;
- To alert all Directors staff and district committee members of OSF to the fact that harassment and violence in the workplace are demeaning practices that constitute a profound affront to personal dignity and are an offence under the law;
- To set out the types of behaviour that may be considered offensive and which will not be tolerated by the Organization;
- To establish a mechanism for receiving complaints of harassment and violence and to provide a procedure by which OSF will deal with these complaints;
- To outline the preventative, remedial and disciplinary actions that may be taken when a complaint of harassment or violence has been brought forward and/or substantiated.

OSF is responsible for preventing and responding to harassment and violence on an ongoing basis and ensuring all Directors, staff, and district committee members of the Organization are aware of the issue of workplace harassment and violence including the existence of this policy.

1. Harassment and discrimination in employment based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, record of offences, marital status, same-sex partnership status, family status or disability are illegal.

Examples of harassment or discriminatory conduct which may constitute workplace harassment, include, but are not limited to:

- Humiliating a fellow employee, board member, district volunteer, farmer or a visitor in front of co-workers or clients
- Comments which promote stereotyping of a person or persons on any of the prohibited grounds in the human rights legislation
- Jokes or comments which draw attention, to a person's disability, age, ethnic, racial, or religious background or affiliation or which draw attention to a person's gender or sexual orientation with the effect of undermining such a person's role in a professional or business environment or that by their nature are known or ought reasonably to be known to be embarrassing or offensive

- The making of any work-related decision (including matters of hiring, promotion, compensation, work assignments, evaluations, training or job security) on the basis of any of the prohibited grounds in the human rights legislation rather than on the basis of merit
- Comments which promote stereotyping of a person or persons on any of the prohibited grounds in the human rights legislation
- Derogatory remarks, verbal abuse or threats with respect to gender, sexual orientation, gender expression or the ethnic, racial or religious background or affiliation of an individual or group; or
- Bullying

Workplace sexual harassment means:

- Engaging in a course of vexatious comment or conduct against an employee in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome, or
- Making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the employee and the person knows or ought to reasonably know that the solicitation or advance is unwelcome

Examples of sexual harassment include, but not limited to:

- Any unwelcome sexual advances
- Requests for sexual favours
- Unwelcome sexual or gender related comments, innuendoes, remarks, jokes or taunts
- Unwelcome physical contact such as patting, touching or pinching
- Displays of sexually degrading, offensive or derogatory material such as graffiti or pictures
- Physical or sexual assault
- Propositions seeking physical intimacy
- Bragging about sexual prowess
- Leering or inappropriate staring
- Inquiries or comments about a person's sex life or sexual behaviour
- Sexual jokes or stories causing embarrassment or offence.

Workplace violence

The *Occupational Health and Safety Act (OHSA)* defines workplace violence as the exercise of physical force by a person against an employee, in a workplace, that causes or could cause physical injury to the employee. It also includes an:

- attempt to exercise physical force against an employee in a workplace, that could cause physical injury to the employee
- a statement or behaviour that an employee could reasonably interpret as a threat to exercise physical force against the employee, in a workplace, that could cause physical injury to the employee.

Workplace violence against an employee, Director, or district committee member may be a one-time occurrence or involve repeated behaviours over time such as hitting, kicking, and biting an employee that causes or could cause physical injury. Workplace violence may also include an attempt to exercise physical force against an employee, such as an attempt to hit or bite, and may also include a statement or behaviour which is reasonable for an employee to interpret as a threat of violence, such as:

- verbally threatening to attack an employee
- leaving threatening notes at or sending threatening e-mails to a workplace

- shaking a fist in an employee's face
- wielding a weapon at work
- hitting or trying to hit an employee
- throwing an object at an employee
- sexual violence against an employee
- kicking an object, the employee is standing on such as a ladder

Violent behavior in the workplace is unacceptable from anyone.

2. OSF has adopted this workplace policy to make clear that harassment and violence will not be tolerated in this Organization. Individuals found to have engaged in behaviour constituting harassment or violence may be severely disciplined. For directors, refer to the OSF Director Disciplinary Policy in the Governance Manual, section 4.24.
3. Where a Director, ~~or~~ employee, or district committee member, of the Organization has been harassed by a non-staff or non-Director, such as a client/producer or supplier, OSF will support and assist that person alleging harassment in whatever manner seems appropriate.
4. It is the responsibility of all Directors and staff of the Organization to raise concerns about violence and harassment. It is also the responsibility of staff and Directors to respond to, or not condone, violence or harassment. OSF encourages, Directors, staff, and district committee members, to report incidents of harassment or violence.
5. Notwithstanding the existence of this policy and even though steps are being taken under this policy, every person continues to have a right to seek assistance from external resources, such as the Ontario Human Rights Commission.
6. This policy covers any employment-related environment including, but not limited to:
 - the OSF office;
 - work assignments outside the office;
 - work-related conferences and training;
 - work-related travel; and,
 - virtual meetings, telephone communications, faxes ~~or~~ electronic mail, or social media.
7. A person who considers that they have been subjected to workplace harassment (the complainant) is encouraged to bring the matter to the attention of the person responsible for the conduct. Where the complainant does not wish to bring the matter directly to the attention of the person responsible, or where such an approach is attempted and does not produce a satisfactory result, the complainant should seek the advice of the Board Chair or the Executive Director.
8. To protect the interests of the complainant, the person complained against, and any other person who may report incidents of harassment or violence, confidentiality will be maintained throughout the investigation process to the extent practical and appropriate under the circumstances.
9. All records of complaints, including contents of meetings, interviews, results of investigations and other relevant material will be kept confidential by the management of OSF, except where disclosure is required by a disciplinary or other remedial process or by criminal law.

10. Directors and employees of the Organization against whom a complaint of workplace harassment is substantiated may be severely disciplined, up to and including dismissal or removal from their position. This policy will be applied without regard to status or seniority.
11. OSF will review this policy on an annual basis and revise it as necessary to ensure that it is accomplishing its goals.

Reporting Workplace Discrimination, Harassment or Violence

Employees can report incidents or complaints of workplace discrimination, harassment or violence in writing or verbally. When submitting a written complaint, please use the 'Workplace Discrimination, Harassment or Violence' complaint form (see attached). When reporting verbally, the reporting contact, along with the employee complaining of discrimination, harassment or violence, will fill out the complaint form.

The report of the incident should include the following information:

- i. Name(s) of the person who has allegedly experienced workplace discrimination, harassment or violence and contact information
- ii. Name of the alleged harasser(s), position and contact information (if known)
- iii. Names(s) of the witness(es) (if any) or other person(s) with relevant information to provide about the incident (if any) and contact information (if known)
- iv. Details of what happened including date(s), frequency and location(s) of the alleged incident(s)
 - a) Any supporting documents of the employee who complains of discrimination, harassment or violence may have in his/her possession that are relevant to the complaint.
 - b) List any documents a witness, another person or the alleged harasser may have in their possession that are relevant to the complaint.

Who to Report Workplace Harassment to:

An incident or complaint of workplace discrimination, harassment or violence should be reported as soon as possible after experiencing or witnessing an incident. This allows the incident to be investigated in a timely manner.

Report a workplace discrimination, harassment or violence incident or complaint to the Chair of the Ontario Sheep Farmers or **Executive Director**,

All incidents or complaints of workplace discrimination, harassment or violence shall be kept confidential except to the extent necessary to protect employees, to investigate the complaint or incident, to take corrective action or otherwise as required by law.

If further assistance is required people are encouraged to contact:

Human Rights Tribunal

Tel: 416-326-1312

Toll Free: 1-866-598-0322

TTY: 1-800-855-0511

Email: hrto.registar@ontario.ca

Contact Hours- Monday – Friday 8:30am – 5:00pm

Human Rights Legal Support Centre (HRLSC)

Tel: 416-597-4900

Toll Free: 1-866-625-5179

TTY: (416) 597-4903

TTY Toll Free: 1-866 612-8627

In an emergency, always call 911 immediately.

Investigation

a. Commitment to investigate

OSF will ensure that an investigation appropriate in the circumstances is conducted when the Executive Director or Chair of the OSF become aware of an incident of workplace discrimination, harassment or violence or receives a complaint of workplace discrimination, harassment or violence.

b. Who will Investigate

The OSF Executive Committee and Executive Director will determine who will conduct the investigation into the incident of workplace discrimination, harassment, or violence. Given that the OSF does not have an in-house human resource department, investigations may be given to an external investigator.

If the allegations of workplace discrimination, harassment or violence involve senior leadership, Directors, president and above, OSF will refer the investigation to an external investigator to conduct an impartial investigation.

c. Timing of the Investigation

The investigation must be completed in a timely manner and generally within 90 days or less unless there are extenuating circumstances (for example: illness, complex investigation) warranting a longer investigation.

d. Investigation Process

The person conducting the investigation whether internal or external to the workplace will, at minimum, complete the following:

- i. The investigator must ensure the investigation is kept confidential and identifying information is not disclosed unless necessary to conduct the investigation. The investigator should remind the parties of this confidentiality obligation at the beginning of the investigation.
- ii. The investigator must thoroughly interview the person who allegedly experienced the workplace discrimination, harassment or violence and the alleged harasser(s), if the alleged harasser is an employee of the OSF. If the alleged harasser is not an employee, the investigator should make reasonable efforts to interview the alleged harasser.
- iii. The alleged harasser(s) must be given the opportunity to respond to the specific allegations raised. In some circumstances, the person who allegedly experienced the workplace discrimination, harassment or violence should be given a reasonable opportunity to reply.

- iv. The investigator must interview any relevant witnesses who may be identified by either the employee who allegedly experienced the workplace discrimination, harassment or violence, the alleged harasser(s) or as necessary to conduct a thorough investigation. The investigator must make reasonable efforts to interview any relevant witnesses who are not employed by OSF if there are any identified.
 - v. The investigator must collect and review any relevant documents.
 - vi. The investigator must take appropriate notes and statements during the interviews with the employee who allegedly experienced workplace discrimination, harassment or violence, the alleged harasser and any witnesses.
 - vii. The investigator must prepare a written report summarizing the steps taken during the investigation, the complaint, the allegations of the employee who allegedly experienced the workplace discrimination, harassment or violence, the response from the alleged harasser, the evidence of any witnesses and the evidence gathered. The report must set out findings of the fact and come to a conclusion about whether workplace discrimination, harassment or violence was found or not.
- e. Results of the Investigation
- Within 10 days of the investigation being completed, the employee who allegedly experienced the workplace discrimination, harassment or violence and the alleged harasser, will be informed in writing of the results of the investigation and any corrective action taken or that will be taken by OSF to address workplace discrimination, harassment or violence.
- f. Confidentiality
- Information about complaints and incidents shall be kept confidential to the extent possible. Information obtained about an incident or complaint of workplace discrimination, harassment or violence, including identifying information about any individuals involved, will not be disclosed unless disclosure is necessary to protect employees, to investigate the complaint or incident, to take corrective action or otherwise as required by law.
- While the investigation is on-going, the person who has allegedly experienced discrimination, harassment or violence, the alleged harasser(s) and any witnesses should not discuss the incident or complaint or the investigation with each other or other employees or witnesses unless necessary to obtain advice about their rights. The investigator may discuss the investigation and disclose the incident or complaint-related information only as necessary to conduct the investigation.
- All records of the investigation will be kept confidential.**
- g. Handling Complaints/ Employment Consequences
- Following an investigation, OSF has the sole discretion and authority to determine the appropriate disciplinary action, if any, for a violation of the Policy. Disciplinary action for violations of the Policy will take into consideration the nature of the violation, any prior conduct issues, and may include a verbal

or written reprimand, suspension from employment without pay, corrective actions such as education or counselling, up to termination of employment without notice or pay in lieu of notice.

Deliberate false accusations of discrimination, harassment or violence are of a serious nature and may result in disciplinary action up to and including termination of employment without notice or pay in lieu of notice. It is to be noted that an unproven allegation of discrimination, harassment or violence does not mean that there was a deliberately false allegation. The complainant may have genuinely had reason to believe that there was discrimination, harassment or violence.

h. Reprisals

Retaliation or reprisals are prohibited against any individual who has complained of or reported workplace discrimination, harassment or violence or has provided information regarding a complaint. At any such retaliation or reprisal is subject to disciplinary action, up to and including termination of employment without notice or pay in lieu of notice. Alleged retaliation or reprisals are subject to the same complaint procedures and penalties as complaints of discrimination, harassment or violence.

If after conducting an investigation and workplace discrimination, harassment or violence has **not** been found. The investigator shall report their findings to the complainant who alleged the workplace discrimination, harassment or violence and to the harasser(s) who the allegation was made.

If after conducting an investigation and workplace discrimination, harassment or violence **has** been found. It is in the discretion of OSF to recommend corrective action, discipline up to and including termination of employment without notice or pay in lieu of notice in accordance with the *Employment Standards Act (ESA), 2000*.

Record Keeping

Records of the investigation will be kept including:

- a) a copy of the complaint or details about the incident;
- b) a record of the investigation including notes;
- c) a copy of the investigation report (if any);
- d) a summary of the results of the investigation that was provided to the employee who allegedly experienced the workplace discrimination, harassment or violence and the alleged harasser
- e) a copy of any corrective action taken to address the complaint or incident of workplace discrimination, harassment or violence

All records of the investigation will be kept confidential. The investigation documents, including this report should not be disclosed unless necessary to investigate an incident or complaint of workplace discrimination, harassment or violence, take corrective action or otherwise required by law.

Records will be kept for 2 years.

WORKPLACE DISCRIMINATION HARASSMENT AND VIOLENCE COMPLAINT FORM

Name of the Complainant:	
Phone Number:	
Email:	
Today's Date:	

Name of the Accused:	
Relationship of the Accused to the Complainant (<i>manager, co-worker, district volunteer, etc.</i>)	
Phone Number:	
Email:	

Date of Incident:

(If more than one event, please report each event on a separate form.)

Where did the specific event occur?

Please explain details the events that occurred.

Describe in as much detail as possible the harassment incident(s), including:

a) the names of the parties involved; (b) any witnesses to the incident(s) – please include their name(s); (c) date and time of the incident(s); d) behavior and/or words used; any additional details. (Attach additional pages if required)

How did you react to the situation? Did you take any action to stop perceived inappropriate behavior?

Describe the harm you have suffered as a result of the event.

Is there any physical evidence to support your complaint?

Attach any supporting documents, such as emails, handwritten notes, or photographs. Physical evidence, such as vandalized personal belongings, can also be submitted. If you are not able to attach documents and they are relevant to your complaint, please list the documents below. If someone else has relevant documents, please note that below.

What is your desired outcome of the investigation?

The information provided in this complaint is true and correct to the best of my knowledge. I am willing to cooperate fully in the investigation of my complaint and provide any evidence to the Ontario Sheep Farmers (OSF) deems relevant.

Signature: _____

Date: _____

Last revised and authorized by the Board: April 10, 2024

4.22 Privacy Policy

Ontario Sheep Farmers Privacy Statement

The Ontario Sheep Farmers (OSF) represents Ontario's sheep producers in many areas including communications, research, provincial government lobbying, environmental issues, consumer education and food quality assurance. We are committed to protecting the privacy and security of producer's personal information in compliance with the Personal Information Protection and Electronic Documents Act (PIPEDA).

Ontario Sheep News

Subscribers to Ontario Sheep News magazine, the official publication of the Ontario Sheep Farmers, are either members of OSF or subscribe on a voluntary basis. Subscribers consent to have their contact information used for the purposes of receiving the magazine and developing an OSF mailing list.

- This mailing list will be used for the distribution of OSF's magazine, *Ontario Sheep News*
- OSF will not sell, trade or otherwise share its *Ontario Sheep* mailing list under any circumstances
- A service may be provided whereby items are submitted to OSF and mailed internally with the magazine but all materials must be approved by and acceptable to OSF.
- In rare cases where OSF may commission a mailing, the company providing the service is required to sign a mandatory confidentiality agreement.
- Subscribers to the *Ontario Sheep* mailing list who wish to have their names removed, should contact the OSF office – please allow 15 business days to allow us to update our records accordingly.

Messenger

Subscriber's who submit their email address to the Messenger, electronic newsletter, do so on a voluntary basis. Email addresses are kept strictly confidential. The service is used to update subscribers on current issues in the sheep industry including articles, government programs, updates of activities of the OSF and relevant events. Periodically, government or other industry groups may ask to have information included on a weekly update. OSF will review information for relevance and will determine whether to accept it. Subscribers can stop receiving OSF updates at any time by following the unsubscribe instructions on all emails received.

OSF's Website

OSF is committed to protecting the privacy of visitors to our Website: www.ontariosheep.org. You may visit our Website without telling us who you are or revealing information about yourself. A visitor to the OSF Website is not required to reveal any individually identifiable information, such as name, address, telephone number, or email address.

Information is collected when an individual voluntarily submits a question or comment through the 'Contact Us' feature. If you supply us with your name and contact information through the website, you will only receive contact from us regarding the information that you have requested, and your contact information will not be retained.

We collect personal information that an individual voluntarily provides to OSF through producer registration and the locators. Producer registrations are used for registering as an Ontario sheep producer and the information is not retained on the website. The locators are searchable by location and used as a tool for visitors coming to our website to locate lamb, breeders, wool, or guardian dogs. You can remove your registration on the locators at anytime by contacting the OSF office.

Our server automatically logs information about visits to our website. Server logs record statistical information, such as visitors' IP addresses, type of operating systems, time and duration of each visit, web pages requested and identifies categories of visitors by items such as domains and browser types. This information is used internally to better serve visitors by helping OSF staff to improve the content of our website.

OSF does not collect information with the use of "cookies".

Links to other Websites

Links to Websites not under the control of OSF are provided solely for the convenience of users, OSF is not responsible or liable for the content of, or the privacy practices employed by the other sites. Commercial links and advertising are not accepted on the OSF Website.

Email

While OSF makes every possible effort to make electronic transmissions secure, we recommend sending sensitive personal information, comments, or correspondence to OSF by mail at: the Ontario Sheep Farmers, 130 Malcolm Road, Guelph, ON, N1K 1B1, or by calling 519.835.0043.

Electronic Phone Dialing System

The Ontario Sheep Farmers offers an automated phone dialing service to districts, regions or to the entire province. This service will notify registered sheep producers, with a pre-recorded message and notifies districts of an up-coming event (such as a meeting, farm tour, or workshop, a request from the OSF office or a disease outbreak.

This is a secure system, directed at registered sheep producers, that will not be used by a third party for advertising or sales purposes. Names and/or phone numbers will not be sold and/or provided free of charge to a third party.

Registered sheep producers who do not want their phone numbers used by this system can have their phone numbers removed from the system by either sending an email to admin@ontariosheep.org or by calling (519) 836- 0043 extension 0 and ask to be removed from the system. Please allow 15 days for your number to be removed from notification date.

Membership List

Membership Lists are updated on a regular basis and member's names, addresses, phone numbers and email addresses are shared with your local district for communications and election/voting qualifications. Every effort is made to assure confidentiality is maintained at a district level. Membership lists will not be shared with producers who are running for the positions. The OSF will circulate communication material to producers on behalf of the candidates.

An OSF member is anyone that has registered their name and contact information with us and who will be engaged in producing and marketing sheep and/or wool in the province of Ontario as set out in Farm Products Marketing Act, R.R.O. 1990, Regulation 429, Sheep Marketing.

Abattoir operators, auction market operators and purchasers of sheep are required to collect the OSF licence fee from the seller, and remit licence fees along with names and addresses of producers to OSF. Personal information collected by the Ontario Sheep Farmers as part of this system is used solely for the purposes of conducting the business of OSF.

We do not share personal information with other organizations that are not a part of OSF's ordinary business without your written consent. OSF will only share non-public personal information in the following manner:

- With a party representing you, such as your accountant, farm business advisor, feed company representative, veterinarian, lawyer or other third party with your written consent.
- When required or permitted by law, such as in response to a subpoena or other legal process.
- In an emergency such as a disease outbreak, up-to-date membership lists may be provided to the Canadian Food Inspection Agency (CFIA) and/or other appropriate regulatory authorities.
- OSF shares the necessary details of the property location required to issue a premise ID to OMAFRA. This information can be used to identify the location of sheep in case of a disease outbreak. A producer can remove themselves from sharing their information with OMAFRA by notifying the OSF office
- Under circumstances where disclosure of personal information may be justified or permitted under legal duty, OSF will not disclose more information than is required.

OSF staff is required to follow procedures with respect to maintaining the confidentiality of non-public personal information. Additionally, we maintain physical, electronic and procedural safeguards within our office and information storage facilities so as to prevent any unauthorized access, disclosure, copying, use or modification of a member's personal information.

Market Information

As a service to its members, OSF assembles and reports sheep and lamb prices from across the province. We track live sheep and lamb prices. OSF will be held accountable for the privacy and protection of all information collected for the purposes of market information.

As is the case with the OSF's membership list, OSF staff is required to follow procedures with respect to maintaining the confidentiality of this information. Additionally, we maintain physical, electronic, and procedural safeguards within our offices and information storage facilities to prevent any unauthorized access, disclosure, copying, use or modification of a member's personal information.

Information collected for the purposes of market information reporting will be compiled and published in an aggregate form only.

Policy Review

OSF will periodically review and revise its privacy practices. Policy changes will be posted on the OSF Website and may also appear in OSN.

Accountability

The OSF is responsible for all the personal information under our control.

Accountability for our compliance with this privacy policy rests with our Privacy Officer; however, other individuals within the OSF office may have responsibility for the day-to-day collection of personal information.

Contact information for our Privacy Officer:

Ontario Sheep Farmers
130 Malcolm Road
Guelph, Ontario N1K 1B1

Attention: Executive Director

Email: admin@ontariosheep.org

Last revised and authorized by the Board: February 10, 2021

4.23 Operating Reserve Policy

The purpose of the Operating Reserves Policy for the Ontario Sheep Farmers (OSF) is to ensure that stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Any funds accessed from the Operating Reserve will require a motion of the Board.

Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of OSF for Operating Reserves to be used and replenished within a reasonable short period of time. The Operating Reserve Policy will be implemented in concert with the other OSF governance and financial policies and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

1. The Operating Reserve is defined as the designated fund set aside by action of the OSF Board of Directors.
2. The target minimum Operating Reserve is equal to six months of the operating cost of the current year budget. The calculation of operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy (rent/lease), office, travel, program and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation.
3. The amount of the Operating Reserve target minimum will be reviewed each year after approval of the annual budget, reported to the Finance Committee/Board of Directors, and included in the regular financial reports. For the year ending August 31, 2024, the number is calculated to be \$531,202.
4. The amount of the Operating Reserve target maximum will be reviewed each year after approval of the annual budget, reported to the Finance Committee/Board of Directors, and included in the regular financial reports. The maximum operating reserve is \$545,000.
5. The Operating Reserve will be recorded in the financial records as the Operating Reserve.
6. The Operating Reserve will be funded and available in cash or cash equivalent funds. Operating Reserves will be maintained in a segregated investment fund, in accordance with investment policies.
7. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time payment, special grants, or profit-generating events.
8. The Executive Director and staff will identify the need for accessing the Operating Reserve and confirm that their use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished. Any funds accessed from the Operating Reserve will require a motion of the Board.

4.24 OSF Director Disciplinary Policy

Boards will support each Director in providing leadership to the organization. When individual Directors do not meet the shared behaviour standards of the Board, as stated in the Board's Code of Ethics and Personal Conduct Policy, the following steps will be taken:

1. On a first incident of non-performance, the Chair and Vice-Chair will speak to the Director and forward a written letter, stating the performance issue in terms of observable behaviour and stating the expected corrective action on the part of the Director. This letter will be copied to the confidential files of the Chair of the organization but not copied to the Board. Should the Chair and/or Vice Chair be unavailable, the Board may appoint alternative Directors in their place.
2. On a second incident of non-performance, the Chair and Vice-Chair will speak a second time with the Director and forward a second written letter, again stating the performance issue in terms of observable behaviour and repeating the expected corrective action on the part of the Director. This letter will be copied both to the confidential files of the organization and to the Board on a confidential basis. No discussion at the Board will take place in this second step.
3. On a third or subsequent incident of non-performance or when a Director refuses to comply with the shared behaviour standards of the Board, the Chair and Vice-Chair may:
 - 1) Ask the Director to resign from the Board or
 - 2) Following OSF By-Law 1, the Board may remove a Director.

Examples of non-performance include, but are not restricted to:

1. Absenteeism of the Director from Board meetings on a continuing basis for reasons other than force majeure, such as illness.
2. Abusive verbal or non-verbal behaviour addressed to Board or staff members.
3. Failure to support the implementation of motions that have been carried by most of the Board of Directors.

Non-performance does not include illegal or criminal activity, which is dealt with immediately and without exception by the Chair and Vice-Chair through the intervention of police authorities.

This Policy applies to all directors. This Policy may be amended by the Board.

Last revised and authorized by the Board: April 10, 2024

4.25 Insurance Policy for OSF Board and District Events

General Liability Insurance covers regular OSF Board and regular OSF District meetings. Organizations which are separate from OSF shall not be covered by OSF insurance.

OSF Board and District events outside of regular meetings will be required to obtain a Liability Insurance Certificate from the Insurance Company through the OSF office. A full written description of the event will be required and shall include:

- is the event licensed?
- anticipated attendance
- location
- activities
- are there any third-party vendors? (caterers, farm supplies etc.)
- duration of event including setup and cleanup

This information must be submitted to the OSF office no less than 30 days prior to the event.

In the event that there is a request from an organization such as a municipality or other party to be included as an additional insured for the OSF event, this request needs to be made in writing and should include the legal name of the party, contact information, and the limit of liability insurance requested, and must be provided to the OSF office together with the description of the event.

Last revised and authorized by the Board: August 24, 2022

4.26 Social Media Policy

Social media outlets are powerful communication tools that have a significant impact on organizational and professional reputations. Given that they blur the lines between personal voice and institutional voice, OSF has crafted the following policy to help clarify how best to enhance and protect personal and professional reputations while actively participating in social media.

An elected official's responsibility to Ontario Sheep Farmers (OSF) does not end when they leave the board room or walk out of a meeting. For this reason, this policy applies to both organizations generated social media and personal use of social media as it relates to OSF's business and the Ontario sheep industry.

OSF directors and employees who maintain social media pages are expected to comply with the guidelines set out within the policy.

Purpose of the policy

- To provide guidelines on the use of social media by OSF and its representatives (elected officials) through their personal accounts.
- To encourage the safe, creative, and effective use of social media by OSF directors and employees.

Social media definition

- Online, electronic, or internet media, tools, communities, and spaces for social interaction, sharing user generated content, or public or semi-public communication.
- Social media typically uses web-based technologies to turn communication into interactive dialogues.
- Social media can take many different forms, including internet forums, blogs and microblogs, online profiles, wikis, podcasts, pictures and video, email, text, instant messaging, music-sharing, and chat.
- Examples of social media include, but are not limited to:
 - LinkedIn
 - Facebook and Facebook Messenger
 - Instagram
 - Wikipedia
 - YouTube
 - Twitter
 - Pinterest
 - Blogs
 - Podcast(s)
 - Chat

This policy applies to OSF elected officials' participation in social media at any time that they give the appearance of speaking on behalf of OSF or its affiliates, identify themselves as OSF elected officials, or as affiliated with OSF, or discuss OSF or its affiliates.

Codes of Conduct

- Be impartial and professional
- Behave with respect and courtesy, and without harassment
- Deal appropriately with information, recognizing that some information needs to remain confidential
- Take reasonable steps to avoid conflicts of interest
- Uphold OSF values and the integrity and good reputation of the OSF

Guidelines

- 1) Familiarize yourself with OSF's code of conduct and confidentiality agreements. These agreements also apply to content that is posted on a social media platform – corporate and personal accounts.
- 2) Post meaningful, respectful comments and content. Retweeting, sharing, or reposting content is acceptable if credit is given to the original issuer of the content. If you want to use content, ask the original issuer's permission first, and then give credit to where the content came from.
- 3) Do not publish, post, or release information that is considered confidential by OSF.
- 4) Disclose your affiliation. When discussing OSF, its business (projects, programs etc.), or the Ontario sheep industry, you must identify yourself and your affiliation with OSF.
- 5) When commenting on OSF, its business or the Ontario sheep industry, unless authorized to speak on behalf of OSF, you must state that the views expressed are your own.
- 6) Examples of a disclaimer:
 - The postings on this site are independent and do not necessarily represent the position, strategy, or opinions of Ontario Sheep Farmers.
 - Tweets are my own.
- 7) OSF will not tolerate discrimination (including age, sex, race, colour, creed, religion, ethnicity, sexual orientation, gender identity, national origin, citizenship, disability or marital status or any other legally recognized protected basis under federal, provincial, or local laws, regulations, or ordinances). Posts, including comments, which contain vulgar or inflammatory language will not be tolerated. The person posting the information may be asked to remove said posts by a member of the OSF leadership team, when deemed necessary.
- 8) You are responsible for the content you publish, both internally and externally. Remember that what you publish is widely accessible and will be around for a long time.
- 9) Be aware that others will associate you with OSF when you identify yourself as such. Ensure your social media profiles (Facebook, Twitter, Instagram) and other external facing profiles and related content is consistent with how you wish to present yourself to clients, members, and stakeholders of OSF's.

Questions that arise about OSF or its business should be directed to the OSF Chair and Executive Director for follow-up.

Last revised and authorized by the Board: July 2022

4.27 Government Relations Policy

Given OSF's mandate and the need to comply with applicable lobbyist registration laws, it is critically important that employee and board member's personal views are never presented as being those of OSF, regardless of where or how those views are expressed (such as in writings, speeches or via social media postings of any kind).

Involvement by OSF employees and board members in political activities outside of OSF, such as but not exclusive to affiliations with political parties, advocacy groups or associations, is acceptable provided such activities do not:

- Involve the use or disclosure of Confidential Information;
- Place demands contrary to OSF policy;
- Call into question their capacity to perform their duties at OSF; or,
- Create a conflict of interest with OSF, or otherwise contravene any OSF policy or employment obligations owed to OSF.

OSF employees must inform the Executive Director in advance of engaging in any public outside political activities (such as but not exclusive to: authoring political writings, public speeches or running for political office), so that the matter can be discussed and parameters established. Employees may be required to refrain from that public political activity if that activity is (or could reasonably be perceived to be) detrimental to OSF and its activities.

The Executive Director must inform the Executive in advance of any of the Executive Director's public outside political activities, so that the matter can be discussed, and parameters established. The Executive Director may be required to refrain from that public political activity if that activity is (or could reasonably be perceived to be) detrimental to OSF and its activities.

Potential change to bylaws ("outside activities"):

- Involvement by directors, officers or employees in outside employment and other activities shall be permitted provided such activities do not place demands inconsistent with their OSF duties, call into question their capacity to perform those duties, or contravene any employment contract with OSF.

Last revised and authorized by the Board: February 20, 2020

4.28 Accessibility Policy

This policy is intended to meet the requirements of *Accessibility Standards for Customer Service, Ontario Regulation 429/07* under the *Accessibility for Ontarians with Disabilities Act, 2005*, and applies to the provision of goods and services to the public or other third parties, not to the goods themselves. All goods and services provided by Ontario Sheep Farmers (OSF) shall follow the principles of dignity, independence, integration and equal opportunity.

Scope

This policy applies to the provision of goods and services at premises owned and operated by OSF.

This policy applies to employees, volunteers, agents and/or contractors who deal with the public or other third parties that act on behalf of OSF, including when the provision of goods and services occurs off the premises of OSF.

The section of this policy that addresses the use of guide dogs, service animals and service dogs only apply to the provision of goods and services that take place at premises owned and operated by OSF.

This policy shall also apply to all persons who participate in the development of OSF's policies, practices and procedures governing the provision of goods and services to members of the public or third parties.

Definitions

Assistive Device – is a technical aid, communication device or other instrument that is used to maintain or improve the functional abilities of people with disabilities. Personal assistive devices are typically devices that stakeholders/visitors bring with them such as a wheelchair, walker or a personal oxygen tank that might assist in hearing, seeing, communicating, moving, breathing, remembering and/or reading.

Disability – the term disability as defined by the *Accessibility for Ontarians with Disabilities Act, 2005*, and the *Ontario Human Rights Code*, refers to any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the generality of the foregoing, includes:

- diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical co-ordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device
- a condition of mental impairment or a developmental disability
- a learning disability, or dysfunction in one or more of the processes involved in understanding or using symbols or spoken language
- a mental disorder, or an injury or disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act, 1997*.

Guide Dog – is a highly-trained working dog that has been trained at one of the facilities listed in *Ontario Regulation 58* under the *Blind Persons' Rights Act*, to provide mobility, safety and increased independence for people who are blind.

Service Animal – as reflected in *Ontario Regulation 429/07*, an animal is a service animal for a person with a disability if:

- it is readily apparent that the animal is used by the person for reasons relating to his or her disability, or
- if the person provides a letter from a physician or nurse confirming that the person requires the animal for reasons relating to the disability.

Service Dog – as reflected in *Health Protection and Promotion Act, Ontario Regulation 562* a dog, other than a guide dog for the blind, is a service dog if:

- it is readily apparent to an average person that the dog functions as a service dog for a person with a medical disability, or
- the person who requires the dog can provide on request a letter from a physician or nurse confirming that the person requires a service dog.

Support Person – as reflected in *Ontario Regulation 429/07*, a support person means, in relation to a person with a disability, another person who accompanies him or her to help with communication, mobility, personal care, medical needs or access to goods and services.

General Principles

In accordance with the *Accessibility Standards for Customer Service, Ontario Regulation 429/07*, this policy addresses the following:

- The Provision of Goods and Services to Persons with Disabilities
- The Use of Assistive Devices
- The Use of Guide Dogs and Service Animals
- The Use of Support Persons
- Notice of Service Disruptions
- Stakeholder/visitor Feedback
- Training
- Notice of Availability and Format of Required Documents
- Communications

The Provision of Goods and Services to Persons with Disabilities

OSF will make every reasonable effort to ensure that its policies, practices and procedures are consistent with the principles of dignity, independence, integration and equal opportunity by:

- ensuring that all stakeholders/visitors receive the same value and quality
- allowing stakeholders/visitors with disabilities to do things in their own ways, at their own pace, when accessing goods and services as long as this does not present a safety risk
- using alternative methods, when possible, to ensure that stakeholders/visitors with disabilities have access to the same services, in the same place, and in a similar manner
- taking into account individual needs when providing goods and services
- communicating in a manner that takes into account the stakeholder's/visitor's disability

The Use of Assistive Devices

Persons with disabilities may use their own assistive devices as required when accessing goods or services provided by OSF.

In cases where the assistive device presents a safety concern or where accessibility might be an issue, other reasonable measures will be used to ensure the access of goods and services. For example, where elevators are not present and where an individual requires assistive devices for the purposes of mobility, service will be provided in a location that meets the needs of the stakeholder/visitor.

The Use of Guide Dogs and Service Animals

- A stakeholder/visitor with a disability that is accompanied by guide dog, service animal or service dog will be allowed access to premises that are open to the public unless otherwise excluded by law. “No pet” policies do not apply to guide dogs, service animals and/or service dogs.
- A stakeholder/visitor with a disability that is accompanied by guide dog or service dog will be allowed access to food service areas that are open to the public unless otherwise excluded by law.
 - Other types of service animals are not permitted into food service areas due to the *Health Protection and Promotion Act, Ontario Regulation 562 Section 60*.
- If a guide dog, service animal or service dog is excluded by law (see applicable laws below) OSF will offer alternative methods to enable the person with a disability to access goods and services, when possible (for example, securing the animal in a safe location and offering the guidance of an employee).
 - *Dog Owners' Liability Act, Ontario*: If there is a conflict between a provision of this Act or of a regulation under this or any other Act relating to banned breeds and a provision of a by-law passed by a municipality relating to these breeds, the provision that is more restrictive in relation to controls or bans on these breeds prevails.

Recognizing a Guide Dog, Service Dog and/or Service Animal: If it is not readily apparent that the animal is being used by the stakeholder/visitor for reasons relating to his or her disability, OSF may request verification from the stakeholder/visitor. Verification may include:

- a letter from a physician or nurse confirming that the person requires the animal for reasons related to the disability
- a valid identification card signed by the Attorney General of Canada; or
- a certificate of training from a recognized guide dog or service animal training school.

Care and Control of the Animal: The stakeholder/visitor that is accompanied by a guide dog, service dog and/or service animal is responsible for maintaining care and control of the animal at all times.

Allergies: If a health and safety concern presents itself (if, for example, in the form of a severe allergy to the animal) OSF will make all reasonable efforts to meet the needs of all individuals.

The Use of Support Persons

If a person with a disability is accompanied by a support person, OSF will ensure that both persons are allowed to enter the premises together and that the person with a disability is not prevented from having access to the support person.

- There may be times where seating and availability prevent the stakeholder/visitor and support person from sitting beside each other. In these situations, OSF makes every reasonable attempt to resolve the issue.
- In situations where confidential information might be discussed, consent will be obtained from the stakeholder/visitor, prior to any conversation where confidential information might be discussed.
- If payment is required by a support person for admission to the premises OSF will ensure that notice is given in advance by posting notice of admission fees for support persons where OSF fees are posted.

Notice of Service Disruptions

In the event of any temporary disruptions to facilities or services that stakeholder's/visitor's with disabilities rely on to access or use OSF's goods or services, reasonable efforts will be made to provide

advance notice. In some circumstances such as in the situation of unplanned temporary disruptions, advance notice may not be possible.

In the event that a notification needs to be posted the following information will be included unless it is not readily available or known:

- goods or services that are disrupted or unavailable
- reason for the disruption
- anticipated duration
- a description of alternative services or options

When disruptions occur OSF will provide notice by:

- posting notices at the OSF main entrance
- issuing notice on the OSF Website
- contacting stakeholder's/visitor's with appointments
- verbally notifying stakeholder's/visitor's when they are making a reservation or appointment
- or by any other method that may be reasonable under the circumstances

Stakeholder Feedback

OSF shall provide stakeholders/visitors with the opportunity to provide feedback on the service provided to stakeholders/visitors with disabilities. Information about the feedback process will be readily available to all stakeholders/visitors and notice of the process will be made available. Feedback forms along with alternate methods of providing feedback such as verbally (in person or by telephone) or written (handwritten, delivered, website or email), will be available upon request.

Stakeholders/visitors can submit feedback to:

Ontario Sheep Farmers

130 Malcolm Road
Guelph, ON N1K 1B1
519-824-0334

admin@ontariosheep.org

Stakeholders/visitors who wish to provide feedback can complete an onsite feedback form or verbally to any OSF employee. Stakeholders/visitors that provide formal feedback will receive acknowledgement of their feedback, along with any resulting actions based on concerns or complaints that were submitted.

Training

Stakeholders/visitor service accessibility training will be provided to:

- all employees, volunteers, agents and/or contractors who deal with the public or other third parties that act on behalf of OSF; for example: salespersons, drivers, vendors, event operators, call centers and third-party marketing agents
- those who are involved in the development and approval of stakeholders/visitors service policies, practices and procedures

Training Provisions - As reflected in *Ontario Regulation 429/07*, regardless of the format, training will cover the following:

- A review of the purpose of the *Accessibility for Ontarians with Disabilities Act, 2005*.

- A review of the requirements of the *Accessibility Standards for Customer Service, Ontario Regulation 429/07*.
- A review of the *Integrated Accessibility Standards, Ontario Regulation 191/11*.
- A review of obligations under the *Ontario Human Rights Code* as it pertains to people with disabilities, and the duties of employees, volunteers, and other persons.
- Instructions on how to interact and communicate with people with various types of disabilities.
- Instructions on how to interact with people with disabilities who:
 - use assistive devices
 - require the assistance of a guide dog, service dog or other service animal; or
 - require the use of a support person (including the handling of admission fees).
- Instructions on how to use equipment or devices that are available at our premises or that we provide that may help people with disabilities.
- Instructions on what to do if a person with a disability is having difficulty accessing your services.
- OSF's policies, procedures and practices pertaining to providing accessible service to stakeholders/visitors with disabilities.

Training Schedule:

Training will be provided to new employees, volunteers, agents and/or contractors who deal with the public or act on our behalf. Ongoing training will be provided to all in the event of changes to legislation, procedures and/or practices governing the provision of goods or services to persons with disabilities.

Training Records:

The OSF will keep a record of all training activities. The record will document who attended, what was trained, when training took place, and any follow up activities resulting from training. Training records will be maintained and updated when new training takes place.

Notice of Availability and Format of Required Documents

This policy will be made available through the OSF website for users of OSF services. Where necessary, OSF and a person with a disability may agree on a specific format that takes into account the person's disability.

Communications

Documents and/or communications with persons with disabilities will take into account the nature of the disabilities. OSF will to the best of their abilities seek to accommodate those with disabilities when communicating with them.

This policy and its related procedures will be reviewed as required in the event of legislative changes.

Last revised and authorized by the Board: February 10, 2021

4.29 Sponsorship Policy

Businesses, organizations or groups seeking support for events or projects from OSF shall forward a letter in writing outlining the details of the request to the OSF office to the attention of the OSF Industry Relations Specialist

Despite the existence of many worthwhile events and projects, OSF is unable to support all requests for support. Event and project sponsorship preference shall be given, but is not limited to requests that are:

- Agriculturally and/or consumer focused
- Provincial in nature
- Supportive of sheep production and sheep farmers
- Aligned with the strategic goals of the association
- Within the budget available

OSF does not approve requests for event or project support from businesses, organizations or groups whose practices, policies or operations, in the opinion of the Board of Directors, do not align with the core values of OSF.

OSF does not approve requests for event or project support from breed-specific businesses, organizations or groups with the exception to those that promote youth development and that align with the core values of OSF.

Businesses, organizations, or groups seeking funding from OSF may be asked to present their request for event or project support in person or by conference call.

FOR EXTERNAL USE – External Sponsorship of OSF Events or Projects and advertising sales

OSF gratefully accepts sponsorship of OSF events, projects and advertising revenue to support its efforts to improve the Ontario sheep industry, subject to the following guidelines:

- OSF does not endorse, directly or by implication, any products, services or ideas promoted by event or project sponsors, or businesses, organizations or groups that have purchased tradeshow or advertising space
- OSF employees and directors shall not receive any benefit from being associated with event or project sponsors, businesses, organizations or groups that have purchased tradeshow or advertising space
- OSF shall retain full control over any sponsored event, project or publication including the OSF website and podcast, unless specifically stated otherwise in an agreement between OSF and the business, organization or group
- OSF shall not agree to limit its ability or efforts to seek sponsorship, tradeshow or advertising space from other businesses, organizations or groups, unless specifically stated in an agreement between OSF and a business, organization or group

OSF does not solicit or accept sponsorships or requests for tradeshow or advertising space from businesses or organizations whose practices, policies or operations, in the opinion of the Board of Directors, do not align with the core values of OSF.

Sponsors that are supportive of sheep production and sheep farmers will be given preference for sponsorship opportunities and tradeshow or advertising space.

OSF only accepts advertising that meets recognized sheep industry regulations and program guidelines. Sponsors or advertisers making claims with respect to purebred status, specific disease status or status within any other recognized industry program must provide documentation to prove the requirements of the claim are met as a condition of purchasing sponsorship or advertising.

OSF reserves the right to refuse sponsorship and tradeshow or advertising space applications submitted by businesses, organizations or groups that do not meet the above criteria.

OSF does not approve requests for event or project support from businesses, organizations or groups whose practices, policies or operations, in the opinion of the Board of Directors, do not align with the core values of OSF.

Requests for funding in excess of \$5,000 should be submitted to the Board of Directors at least one week prior to the start of the next scheduled Board of Directors meeting, providing details of the request that include the amount of funding requested, an explanation of how the funds will be used, and a description of the event or project goals and deliverables.

Last revised and authorized by the Board: May 24, 2024

4.30 Diversity Policy

OSF is an ally against discrimination based on race, sexual orientation, gender, religion, and ability (visible and invisible), as well as linguistic discrimination. We recognize that we are not always a diverse industry, but we believe in fighting racism and discrimination in all its forms. OSF expects all Directors and Staff, and encourages all OSF members, to adhere to this commitment.

These are the ways in which we are committed:

- OSF is committed to listening and learning and speaking up against prejudice and discriminatory language, behaviour, and actions.
- OSF is committed to increased understanding of how policies and programs related to agriculture affect Indigenous peoples.
- OSF is committed to advocating for more diversity in agriculture.
- OSF is committed to education within our industry, including educating our membership on racism and other prejudice as well as promoting diversity and allyship.
- OSF is committed to ensuring our actions are not just self-serving, including promoting and using BIPOC-owned businesses as well as offering more diverse food choices and recipes.
- OSF is committed to working in collaboration with other groups and individuals who are more knowledgeable than us on fighting discrimination.
- OSF is committed to evolving our commitments as we learn.

Last revised and authorized by the Board: April 12, 2021

4.31 Procurement Policy

Purpose

The purpose of this procurement policy is to provide authorized employees with a standardized process pertaining to the procurement of goods and services. It is to ensure that OSF procures the highest quality goods and services at the best price possible. Furthermore, it ensures responsibility, accountability, and transparency in OSF purchasing activities.

Authority and Responsibility

- Unless directed otherwise, the Board of Directors has delegated the responsibility of all goods and services procurement relevant to the operation of OSF and its related priorities and initiatives, based on the board's direction, to the Executive Director
- The Executive Director has delegated certain levels of spending authority to designated employees
- Designated employees must ensure that:
 - expenditures are consistent with OSF's annual operating budget, as approved by OSF's Board of Directors;
 - that no unbudgeted expenditures, or expenditures that exceed spending authority, will be authorized without the Executive Director's written approval; and
 - that all applicable quotes and/or written confirmations are attached to the invoice when submitted for payment.

Process

The following are methods for OSF staff to procure goods and/or services:

- Purchase with funds from petty cash, with Executive Director approval
- Purchase and claim back on an employee expense sheet with authorized signatory approval
- Purchase with OSF credit card, with authorized signatory approval

Competitive Requirements

The following standards are to be met for all goods and services purchased or acquired by OSF. All purchases must be approved by the individual making the purchase decision, and the Executive Director or designated authorized signatory. Use of competitive bidding shall be a priority practice. The first criterion in choosing a supplier shall be the lowest bid. However, if a vendor does not provide the required level of service or an adequate guarantee, then other criteria shall also be considered.

Last revised and authorized by the Board: April 12, 2021

4.32 Whistleblower Policy

Intent

OSF strives to uphold the highest ethical standards in its operations and activities, and to ensure that all decisions affecting stakeholders are undertaken with integrity and care. OSF is therefore committed to providing a work environment based on a spirit of openness, honesty, and accountability, in which concerns regarding wrongdoing can be brought forward without fear of retribution or retaliation.

The Whistleblower Policy applies to all people working for and with OSF including, students, temporary contract workers (collectively referred to as “employees”), and board members.

Wrongdoing

For the purposes of this Policy, “wrongdoing” means any illegal, unlawful, or unethical conduct which has occurred or is occurring. Examples of wrongdoing include, but are not limited to:

- An actual or suspected violation or contravention of any federal or provincial statute or regulation;
- Conduct or practices that present a danger to the health, safety or well-being of OSF employees, volunteers, Directors or third parties, where applicable;
- Unprofessional conduct or conduct that falls below recognized, established standards of practice;
- Improper, harmful or fraudulent business practices;
- Misuse of funds, supplies or other assets;
- Abuse of power or authority for any unauthorized or ulterior purpose; and
- Breach of or failure to implement or comply with any other OSF policies (e.g. Discrimination and Harassment).

Whistleblower

For the purposes of this Policy, “whistleblower” means any employee of OSF or any other person covered under this Policy who alleges wrongdoing against another person or persons.

Reporting Guideline

Under s. 425.1 of the Criminal Code (R.S.C., 1985, c. C-46), employees reserve the right to report wrongdoings to law enforcement which they believe have been or are being committed by their employer or an officer or employee of their employer. Employers may not take a disciplinary measure against, demote, terminate or otherwise adversely affect the employment of an employee who has reported wrongdoing, or threaten to do so.

Employees are required to exhaust internal whistleblowing mechanisms before reporting any suspected wrongdoing to law enforcement. Employees are therefore encouraged to submit an internal report under this Policy before reporting any suspected wrongdoing to law enforcement.

A report of wrongdoing may be made to the Executive Director or the Chair. OSF will consider anonymous reports. However, in such cases, it may be limited in its ability to conduct a thorough investigation and/or to provide follow-up.

An individual who is concerned that a wrongdoing has taken place, or is ongoing, is encouraged to report their concern at the earliest opportunity, to increase the opportunity for an accurate and timely inquiry into the matter.

Individuals must ensure that any report submitted is grounded in fact rather than speculation, is based on good faith, and contains sufficient detail to allow for further investigation.

A concern may be raised verbally, but individuals are encouraged to submit a report in writing to provide a clear understanding of the allegation and the facts and concerns on which the report is based.

THE INDIVIDUAL(S) TO WHOM THE CONCERN WAS REPORTED WILL IN DUE COURSE PROVIDE A RESPONSE TO THE PERSON(S) WHO IDENTIFIED THE CONCERN.

Confidentiality

The name of the whistleblower shall be treated as confidential to the fullest extent possible, although there may be circumstances in which it becomes necessary to identify him or her, for example in order to adequately investigate the allegation(s), enlist external resources such as legal counsel, or contact law enforcement.

Therefore, every effort will be made to maintain anonymity, but it cannot be guaranteed.

If an investigation is necessary, it will be conducted with discretion, taking into account the sensitivity of the circumstances. The individual who made the original report may or may not be contacted for follow-up information. Other individuals within the organization who are interviewed will be required to keep the nature of the inquiry confidential.

Any individual named in a report shall be advised of the alleged wrongdoing and given the opportunity to respond to the issues raised.

Non-Retaliation

An individual who makes a good faith report of wrongdoing in accordance with this Policy will be free from all types of retaliation, adverse employment consequences or harassment.

“Retaliation” means any of the following measures taken against a whistleblower because the whistleblower has, in good faith, made a report of wrongdoing and/or cooperated in an investigation into a report commenced under this Policy:

- A disciplinary action taken against the whistleblower;
- The demotion of the whistleblower;
- The termination of the whistleblower’s employment;
- Any measure that adversely affects the employment or working conditions of the whistleblower; or
- A threat to take any of these measures.

Any act of retaliation against a whistleblower will be treated by OSF as a serious violation of this Policy and will result in disciplinary action. Notwithstanding any provision of this Policy, an individual who knowingly makes a false allegation, or who submits a report in bad faith or with malice, shall not benefit from the protections granted herein.

Last revised and authorized by the Board: July 12, 2021

4.33 Document Retention Policy

Intent

The overall purpose and objective of a record retention system is to ensure that all OSF records are managed in conformance with acceptable Information and Document Management practices. A record retention system includes the identification, classification and retrieval, storage and protection, receipt and transmission, retention, and disposal or archival preservation of the recorded information. Ideally, a record retention system will ensure records are maintained throughout their life cycle according to accepted standards; are available for decision-making; are protected from unauthorized loss and/or release; and are either stored for long-term or historical purposes or disposed of only when all of OSF's legal and operational obligations have been met.

Record Storage

OSF maintains various records in both electronic and hard copy. All hard copy records are subject to the retention dates outlined below. Electronic records will be retained for a period of time no less than the retention dates outlined below but may be kept for an extended period of time based on the availability of server space.

Record Location

Records required in the short-term are kept at the OSF office and long-term files are kept off-site. These records include project and program specific files for closed programs, accounting records for past years, and employee and director human resource records for past years. Files are organized in boxes, and are sorted by their destruction date, as detailed in the retention dates section below. Human resource records are kept in a secure cabinet. Files are shredded on an annual basis based on their destruction date.

Electronic Records

Record Naming Conventions

Employees shall name all electronic documents using the following naming convention:

- Document Name Year Month (e.g. Document Retention Policy_2021_June.doc)
 - If it is a working document then add the revision version after the month or final if it has been finalized (e.g. Document Retention Policy_2021_June_rev2 or Document Retention Policy 2021_June_Final)

Record Saving and Storage

- Employees shall save all OSF related documents on the secure OSF dropbox
- Employees shall avoid saving OSF documents on individual computer hard drives.
- Employees shall refrain from downloading or saving OSF documents on personal computers. In rare circumstances where this is warranted, OSF documents shall be deleted from one's personal computer immediately after use of that document is no longer necessary.
- For security reasons it is strongly recommended when you need to work on a document outside of the OSF Team dropbox folder (OSMA Documents) that you do so in a personal folder you create within the main dropbox folder (Dropbox (ON Sheep Mktg Agcy) as that would be accessible only to yourself.

Privacy and Confidentiality

Due to the nature of OSF's work, private and confidential information is regularly collected and retained. This information includes employee and director personal information. OSF respects the privacy and confidentiality of all its stakeholders' personal information and has detailed policies which cover the acceptable use of information, including its privacy policy, employee code of conduct, and information systems policy. In addition, OSF has the following processes in place to protect confidential information:

Records maintained on site:

- All file cabinets are locked at the end of every work day
- Sensitive employee and director human resource information is kept in a secure, locked cabinet. Access is restricted to the Executive Director and the applicable employee

Electronic records:

- Electronic records are kept on OSF secure dropbox. Access is restricted to OSF employees
- Access to electronic records which contain sensitive employee and director human resource information is restricted to the Executive Director. Electronic folders should be password protected and/or stored outside of the OSF Team folder.
- From time to time, 3rd party service providers are given access to OSF's electronic systems for the purpose of maintaining/upgrading the technology. All 3rd party service providers are required to sign a declaration of confidentiality.

Retention Dates

The following retention dates have been developed based on the nature of the records being retained, and provincial and/or federal requirements.

Financial Retention Dates

OSF will retain all financial information including monthly bank reconciliations, financial statements and supporting documentation, corporate tax returns, accounts payable files, accounts receivable files, etc. for a period of 7 years. OSF audited financial statements will be retained permanently.

Human Resource Retention Dates

OSF will retain all human resource documentation including employee payroll records, board/committee payroll records, employee RRSP documentation, personnel files, etc. for 3 years from the date of employment termination.

Legal/Contract Retention Dates

OSF will retain all contracts, MOUs/MOAs, and other legal agreements permanently, regardless of whether said contracts or agreements are currently in effect.

Historical Data Retention Dates

All OSF historical data including all originally signed board minutes, bylaws, program agreements, etc. will be retained permanently. All OSF market data shall be kept for historical purposes, either electronically, in hard copy, or both.

4.34 OSF License Fee Collection Policy

The Bookkeeper is responsible for the timely preparation of license fee invoices, as well as the collection of license fees owed by producers or other marketers, auction markets, and processors.

The authority to impose license fees on the sale, marketing, or slaughtering of sheep in Ontario is given to the Ontario Sheep Marketing Agency (OSF) in R.R.O. 1990, Regulation 429 sheep marketing.

OSF General Regulations establish the license fees owed for the sale, marketing, or slaughter of sheep in Ontario. It is currently set at \$2.20 per head, plus the current rate of HST (13%).

Recipients of sheep/lambs are required by OSF Regulation 1, to remit information and license fees, on behalf of the seller, for the “farm-gate” sale of any of their sheep within 30 days of a sale. A remittance form is published in every issue of the Ontario Sheep News magazine which is sent to all Ontario producers as well the form can be found at www.ontariosheep.org

Auction Markets are sent blank monthly license fee reports and are required by OSF Regulation 1 to complete the information on the number of sheep sold in the stated month, and then to return the report to OSF, also remitting the appropriate license fees & HST owed less the Fee For Service (FFS) of 3%. They are to do this within 30 days of the month following the month being reported upon.

License fee reports sent to abattoirs are to be completed and returned with any owed fees & HST less the fee for Service of 2.5% within 30 days of the date of issue. Fees are assessed for all slaughters. Exemptions of fees are granted if the abattoirs purchase sheep for themselves from an Ontario stockyard and it is indicated on the report/invoice form. OSF may request a copy of the auction market invoices to perform an audit of the exemption reporting from the abattoir. A further exemption of fees is granted if carcasses are condemned after slaughter no matter where the sheep were obtained.

Dealers are self reporting and are to submit their reports with any owed fees + HST either monthly or quarterly. They are to include with their remittance a report for the number of head they have collected fees on for each plant or individual person they work with for each month.

The OSF current procedure for handling outstanding receivables is as follows:

1. OMAFA and CFIA supply OSF with statistics from all sheep-slaughtering abattoirs in the month following slaughters. Invoices, which are also known as license fee reports, are sent out for the number of fees owed in that prior month for those on monthly billing, and the prior months for those on quarterly, semi-annual and annual billing. Invoices (reports) are to be returned with payment within 30 days of date of issue.
2. If payment is received within the stated time, a prompt payment discount (PPD) is granted to both abattoirs and auction markets. This is meant to reward quick compliance. The PPD is \$5.00 for abattoirs and .5% on licence fees collected for auction markets. Discounts cannot be carried forward and are only granted to up-to-date accounts.
3. If no payment is received by 30 days after issue, the prompt payment discount will not be granted.

4. The imposition of finance charges (interest on past due amounts) is meant to encourage the timely compliance of remitting fees owed. The rate of interest imposed is 2% per month (compounded monthly), assessed on unpaid balances owed after 60 days from date of issue.
5. Any funds received from an account holder in arrears shall be applied first against the oldest outstanding invoices on that account unless alternate payment arrangements have been agreed upon by OSF.
6. After the Due Date, if another, subsequent invoice is sent out, a statement is attached that requests payment be remitted for the prior invoice.
7. After 60 days past the date of issue, a 2% finance charge will be assessed monthly on the unpaid invoices. A statement will be sent out outlining the outstanding invoices and interest charges.
8. After 90 days past the date of issue, a phone call is made and an email sent to remind them of the unpaid balance and that they must remit payment. A statement is included listing the outstanding invoices and interest applied. The overdue accounts are now put in an accounts receivable report that is shared with the finance committee and the board.
9. After 120 days a phone call is made and an email sent to remind them of the unpaid balance and that they must remit payment. A statement is included listing the outstanding invoices and interest applied.
10. If at this point if the account is still in arrears the compliance officer will follow up with a phone call to the plant and may perform a site visit.
11. If the abattoir disagrees with the number of licence fees being charged and have auction market purchases to be applied, they can provide OSF with copies of their invoices to be audited and applied to their outstanding balance. If they do not provide their auction market invoices the compliance officer may perform an audit at their plant to review their exemptions to be applied.
12. A more serious action is the convening of a Board hearing, which will determine non-compliance. Upon a finding of guilt, the client may be assessed fines and may have its sheep slaughter license suspended. Refer to the Procedure for Holding a Hearing Policy for details on how this action will take place. The results of Board hearings are reported in the Ontario Sheep News magazine.
13. If after a Board hearing has taken place and a decision rendered by the Board, the non-compliant party wants to challenge a decision, they may appeal for an Agriculture, Food, and Rural Affairs tribunal hearing.
14. Any imposed fines collected shall be used as operating revenue of the Agency unless otherwise directed by the Board.
15. The issuer will be charged the bank fees of any cheque returned by the bank for any reason.

Last revised and authorized by the Board: April 10, 2025