

# **BOARD OF DIRECTORS CODE OF ETHICS AND CONDUCT**

January 22, 2026

## **I. PURPOSE**

The Board of Wildlife Resources, a supervisory board of gubernatorial appointees to represent the public's trust for wildlife and boating resources, must be self-governing, self-policing, and have consistent guidelines for its operations. The Board of Directors hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations during their appointment.

Compliance with the provisions of this Code will allow the Board to fully implement its Governance Manual; to enhance relationships and foster teamwork among Board members and also with staff; and to build respect, confidence, and credibility with the citizens of the Commonwealth.

## **II. CODE OF ETHICS**

Each Board member shall adhere to the following Code of Ethics:

- A. Board members shall act with integrity and in an ethical and professional manner in their interactions with each other, the Director, the Secretary of Natural Resources, the Administration, members of the General Assembly, Department employees, consultants, advisors, and the public.
- B. Board members shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the Board of Wildlife Resources and the Department.
- C. Board members shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Board members.
- D. Board members shall use proper care and exercise independent professional judgment in the performance of their duties.
- E. Board members shall maintain confidentiality about all matters that are considered in closed meetings.
- F. Board members shall follow the provisions of the Freedom of Information Act in regards to public records, owned, prepared, or in possession of the Department.

G. Board members are required to be familiar and comply with the provisions of the State and Local Government Conflict of Interests Act, §§ 2.2-3100 et.seq. of the Code (the Conflict Act). In addition to such compliance, and beyond the definition of “conflict of interest” contained in the Conflict Act, Board members will meet the following criteria in order to avoid even the appearance of impropriety:

1. Board members will have no private contracts or business dealings with the Department.

2. Board members will recuse themselves and will not participate in the consideration of any matter or attempt to affect the outcome of any issue before the Board when to do so might result in even the appearance of a conflict of interest as defined by the Conflict Act.

3. Board members will not abuse their authority by using their offices to obtain favorable treatment by the Department for any person.

4. Board members shall receive no payments from the Department or from any funds or transactions of the Department except for appropriate compensation for their services and reimbursement for expenses as provided by law under §2.2-2813 of the Code.

H. Board members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Board decisions.

I. Board members recognize that all Board decisions and actions are to be based on integrity, competence, and independent judgment on the merits and benefits to the wildlife and boating resources and the citizens of the Commonwealth.

### **III. STANDARDS OF CONDUCT**

Board members shall comply with the following standards of conduct:

A. Board members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or the Department.

B. The Board will respect the authority of the Director and will provide instruction and direction only to the Director. The Board will not instruct the Director in regards to specific operational decisions.

1. Board members will be sensitive to the considerable workload of the staff when making requests for assistance, and all requests for assistance will be made through the Director.
  2. The Board will respect the Director's authority in all personnel matters.
  3. Board members will reorient staff that attempt to use Board members as their representatives or use Board members as an avenue for input to the Department or the Director.
- C.** No individual member shall give orders or instructions to any employee of the Department. This does not preclude an individual member from offering his or her opinion, based upon his or her expertise and/or experience, when an employee of the Department requests such an opinion.
1. Board members must recognize that, as individuals or as subgroups, they lack the authority to give orders or direction to the Director except when such instruction is given according to the Board's Governance Manual or specific delegation.
  2. Individual Board members are not to become involved in operational management of the Department.
- D.** Board members will operate with the understanding that they represent both the citizenry of the Commonwealth as well as constituents from a particular Congressional District.
- E.** Board members will give due consideration in receiving professional and scientific input from staff, realizing that staff proposals represent the current biological thinking (§29.1-109) usually over large geographical areas.
- F.** Board members will strive to establish sound working relationships with each other by taking time to know and appreciate each other as individuals.
1. Board members will be respectful of each other and will not utilize Board meetings to upstage or embarrass colleagues.
  2. Board members will respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision-making, and will respect the corporate judgment of the Board in regards to its decisions.
- G.** Board members will refrain from using Board meetings or regulation approval processes to advance their personal agenda.

- H.** Board members will strive to cultivate and maintain good relations with the public, press, and constituent groups; however, they will recognize their limitations to speak for the Board as set forth in the Board's Governance Manual.
- I.** Individual Board members shall refer all proposals or other communications regarding potential or existing programs, contracts, or services to the Director.
- J.** Board members shall not communicate with persons under consideration for selection by the Board and/or the Director for contracts, acquisitions, etc. while the procurement process is in progress.
- K.** A Board member shall not participate in a breach of this Code of Ethics and Conduct by another member, contribute to the concealment of such breach, or knowingly or negligently allow such breach to occur.

#### **IV. GIFTS**

- A.** A Board member shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent judgment of the member regarding his or her obligations to the Board. All gifts will be reported in accordance with the State and Local Government Conflicts Act (§§2.2-3100 et seq.).
- B.** Any gift received by a Board member that is prohibited by this policy shall immediately be returned to its source. If a gift is immediately returned to the sender or donated to a suitable charitable organization, it will not be necessary to report the gift.

#### **V. GENERAL PROVISIONS**

- A.** The provisions of this policy do not excuse any Board member from other restrictions of state or federal law regarding conflicts of interest.
- B.** Any breach of this Code of Ethics and Conduct shall be reported to the Finance, Audit and Compliance Committee. The Committee will investigate, as appropriate, and report its findings and recommendations to the Board.
- C.** All Board members will sign an affirmation pledging to honor and follow, according to both the letter and the spirit, this Code of Ethics and Conduct.