

MUSEUM LONDON

BOARD GOVERNANCE POLICY

INTRODUCTION

Museum London is located at 421 Ridout Street North and at sites where activities are undertaken on behalf of the organization. Museum London is a non-profit corporation without share capital. Its Board is composed of 15 appointed members as outlined in the municipal by-law. The Board is responsible for the conduct of the Museum and its affairs. The Board is vested with powers by the City of London, in accordance with the 2012 Municipal By-law and is subject to the provisions of the Ontario Not-For-Profit Corporations Act.

The Board of Directors, as the governing authority for Museum London with powers vested in it by the City of London, is responsible for the institution, its policies, its operational continuity and well-being, and the various assets which it holds in trust for the people of London, Ontario, and Canada to whom it is ultimately accountable.

These governance statements are intended to guide board members, staff and others affiliated with Museum London who are responsible for any aspect of museum operation, management or governance. In this regard, Museum London shall be guided by the Canadian Museum Association's *CMA Ethics Guidelines*, and the Test Council of Museums' *ICOM Code of Professional Ethics* as well as other appropriate ethical guidelines. The Board shall be guided by Canadian Art Museum Directors Organization's *Guidelines: Roles and Responsibilities of Museums Boards of Trustees* as well as other appropriate ethical guidelines, including the Board's *Conflict of Interest Policy* and *Ethics and Conduct Policy*.

1. Principles of Governance

The Board will:

- a) Provide strategic leadership.
- b) Set future goals.
- c) Emphasize diversity of viewpoints and the community it represents.
- d) Provide links between Museum London and its various public stakeholders.
- e) Be pro-active in carrying out the Museum's mission, mandate, and objectives.

The Board recognizes the Canadian Museum Association's *Ethics Guidelines* as the basis for Museum London's own ethics and other operational policies.

2. Board Responsibilities

In this spirit, the Board will:

- a) Exercise the powers and duties vested in it by the municipal by-law to set strategic priorities including broad operational priorities while focusing on intended long term impacts (i.e. ends), not on administrative or programming means of attaining these ends.

- b) The creation, review and maintenance of appropriate policies affecting all areas of Museum London's operations.
- c) Adopt annual and long-term business plans for Museum London, which cover all Museum London collections, programs and services.
- d) Assure the ongoing viability of Museum London through ensuring the financial support and resources necessary for Museum London to fulfill its mandate and objectives.
- e) Monitor Museum London's mission and corporate strategy and its performance against policies and approved plans on a regular basis.
- f) Evaluate the Executive Director's performance in accomplishing the proper conduct of Museum London's affairs.
- g) Deal with senior executive compensation and succession planning.
- h) Maintain an awareness of social and economic factors affecting the communities served by Museum London.
- i) Conduct active and enthusiastic advocacy on the Museum London's behalf and assess its own effectiveness in striving to govern with excellence and continually improve as a Board.

3. Monitoring of Policies

Policies may be monitored in a number of ways, including:

- a) *Internal Report*: Disclosure of compliance information to the Board from the Executive Director in written reports.
- b) *External Report*: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board or its designate. Such reports will assess performance only against Board policies, not those established by an external party, unless the Board has previously indicated that party's opinion to be the standard.
- c) *Direct Board Inspection*: Discovery of compliance information by a Board member, a committee or Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of board policy compliance.

4. Conduct of Board of Directors

Board members have fiduciary responsibilities in law. Board members will observe the following Code of Conduct. They will:

- a) Demonstrate a genuine interest in Museum London and high ethical standards.
- b) Distinguish clearly between Board and staff roles and refrain from any appearance of interference with institutional operations.
- c) Be willing to suppress differences of temperament and opinion in the broader interests of effective governance.
- d) Support Board decisions and policies outside of the boardroom.
- e) Avoid conflicts of interest and perceptions of conflicts of interest.

- f) Declare immediately any conflict of interest, either business or personal, to the Chair, or designate, and have it officially recorded and thereafter refrain from participating in further discussions of the matter.
- g) Refrain from divulging any confidential information obtained as a Board member unless legally required to do so.
- h) Abstain from using information obtained as a Board member for the advantage of other than Museum London.
- i) Avoid any conduct of private business or personal services with Museum London, do not use your position to obtain for yourself, family members or close associates, employment or preferment within Museum London and resign from the Board prior to making application for a staff position at Museum London.
- j) Direct any request requiring a material amount of staff time to the Executive Director, who may reasonably refuse a request with a rationale for so doing.

5. Committees

The Board may establish committees and task forces to undertake general duties or specific assigned tasks, as set by the Board.

6. Chair's Role

The Chair will:

- a) Direct the Board to operate in a manner consistent with the municipal by-law and Museum London policies.
- b) Represent the Board to outside parties.
- c) Be the only official spokesperson for the Board, other than in specifically authorized instances.

7. Mandate, Vision, Mission, and Values

Mandate

The mandate is defined by the Municipal By-law. (See Appendix A).

Vision

Where our community discovers exceptional art, rich history, and new possibilities.

Mission

We inspire and educate our community by preserving and sharing our art and history.

Values

Museum London values its key assets including its collections, its people, and its interaction with the community.

8. Strategic Directions

Ignite

Museum London has the resources to fuel its future.

Evolve

Museum London innovates and reflects a changing community.

Engage

Museum London strives to become better known for what it does, to be a go-to cultural destination, reach a larger and more diverse public, and forge new connections.

Experience

Museum London creates your visitor experience and provokes curiosity.

9. Museum London Objectives

- a) To produce nationally and internationally recognised exhibitions and programming.
- b) To maintain standards of excellence in research and collections management. To exceed visitor expectations for engagement and a meaningful experience.
- c) To use the highest ethical standards in all aspects of museum operations, including human resource management which includes policies and procedures that adhere to current museum standards, are clear and consistently and fairly applied.
- d) To produce budgets to fund operations and aspirations as defined in business plans; to increase the proportion of self-generated revenues each year.
- e) To raise the resources needed to fulfill its strategic objectives.
- f) To provide a permanent community institution in the service of society and its development, for use by the public.
- g) To acquire, conserve, research, communicate and exhibit, for purposes of study, education and enjoyment, material evidence of people and their environment.
- h) To provide a community facility for acquiring, conserving, preserving and exhibiting art and artifacts, and to provide a comprehensive education and research program.
- i) To maintain the proper environment for the maintenance and exhibition of the collection.

Last Revised Date: 27 June 2018

MONITORING:**Adherence**

The Executive Director will report to the Board on any areas of non-adherence within a timely manner.

Policy Review

Method: Internal Report

Responsibility: Policy Committee

Minimum Frequency: Three Years