

# **SECTION 1: PREAMBLE**

## **BACKGROUND**

In 2005 it became evident that The Orillia Museum of Art and History needed a framework within which to develop and record policy. In short it needed a Board and Committee structure which supported effective governance of the organization. It was recommended that the Board adopt the *policy governance model* developed by administration guru John Carver some 15 years ago. (Carver's book *Boards that Make a Difference* is available in the administration office of OMAH for any board member who may be interested in the theoretical foundations of the model.)

This policy-driven model lends itself to a policy manual, which, if produced, will provide the Board of Directors of OMAH with a reference guide to the Board's policies, practices, and procedures. Development of a manual is essential since the policy governance model requires that the only policies of the Board are those contained in the manual: 'unwritten and unofficial policies' will not exist.

This Operations and Policy Manual is for the guidance of the four components of the organizational structure of the museum – the Board, Staff, Committees and Volunteers, and Members.

### **Layout of the Manual**

The manual is divided into nineteen sections. They are:

#### **1. Preamble**

#### **2. Board 'Ends' policies**

Ends are organizational products, impacts, benefits, recipients, and their relative worth. These can presently be found in the Letters Patent.

##### 2.1 OMAH's Vision

##### 2.2 Fulfilling the Vision

#### **3. Role of the Director/Curator**

#### **4. Executive Limitations Policies**

"Executive Limitations" are the constraints the Board places on the Director/ Curator's authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

##### 4.1 Executive Limitation Statement

##### 4.2 Communication and Counsel to the Board

##### 4.3 Budgeting/Forecasting

##### 4.4 Financial Condition

## **5. Board ‘Means’ Policies**

These are the constraints the Board imposes on how it will achieve the Ends.

- 5.1 General Means Policies
  - 5.1.1 Strategic Directions and Priorities
  - 5.1.2 Annual Meeting
  - 5.1.3 Terms of Office
  - 5.1.4 Annual Report
- 5.2 Financial Means Policies
  - 5.2.1 Financial Instruments
  - 5.2.2 Cheque Signing Authority

## **6. Governance Policies**

This section specifies how the Board conceives, carries out and monitors its own tasks.

- 6.1 Memberships
  - 6.1.1 Classes of Membership
- 6.2 Board Members’ Code of Ethics
- 6.3 Role of Individual Board Members
  - 6.3.1 General Expectations
  - 6.3.2 Fiduciary Responsibilities
  - 6.3.3 Meetings
- 6.4 Board Media Policy
- 6.5 Role of the Chair
- 6.6 Role of the Vice-Chair
- 6.7 Role of the Secretary
- 6.8 Role of the Treasurer
- 6.9 Emergency Powers
- 6.10 Committee Structure
- 6.11 Attendance at Board and Committee Meetings
- 6.12 Board members and Fundraising
- 6.13 Conflict of Interest
- 6.14 Confidentiality
  - 6.14.1 Penalties for Non-compliance

## **7. Museum Dissolution Policies**

This section specifies the provisions for the dissolution of a museum’s assets and liabilities in case of permanent removal and/or closure of a museum.

- 7.1 Introduction
- 7.2 Impact Statement
- 7.3 Policy Statements Regarding the Dissolution of Museum Assets and Liabilities
- 7.4 Guidelines for the Disposal of Assets
- 7.5 Guidelines for the Disposal of Liabilities
- 7.6 Disposition of Personal Information
- 7.7 Review

## **8. Fundraising Policies**

These are policies that shape the various organization's fundraising vehicles and provides guidance to Board members in soliciting donations.

- 8.1 Planned Giving and Major Gift Policies and Guidelines
  - 8.1.1 Statement of Intent
  - 8.1.2 Independent Advice
  - 8.1.3 Authority to Negotiate
  - 8.1.4 Execution of Agreements
  - 8.1.5 Vehicles to be Reviewed and Approved by the Fundraising Committee
- 8.2 Outright Gifts
  - 8.2.1 Gifts of Life Insurance
  - 8.2.2 Guidelines
  - 8.2.3 Gifts of Real Estate
  - 8.2.4 Guidelines
- 8.3 Bequests
  - 8.3.1 Guidelines
- 8.4 Gifts in Kind
- 8.5 Tax Receipts for Non-Monetary Gifts
- 8.6 Appraisal of Non-Monetary Gifts
- 8.7 Conditional Gifts
  - 8.7.1 Guidelines
- 8.8 Designated Gifts
- 8.9 Gift Acceptance
- 8.10 Sponsorships
- 8.11 Gift Recognition Policy
  - 8.11.1 Definitions
  - 8.11.2 Aims of the Policy
  - 8.11.3 Principles of the Program
  - 8.11.4 Examples of Donor Recognition

## **9. Exhibition**

These policies outline how and why exhibition schedules are set, installed and presented to the public.

- 9.1 Development
- 9.2 Jurying Potential Art Exhibitions
- 9.3 Art Sales and Commissions
- 9.4 Legislation Requirements and Policy Obligations
- 9.5 Education and Public Enjoyment
- 9.6 Conservation
- 9.7 Security and Safety
- 9.8 Loans
- 9.9 Accessibility
- 9.10 Collection Protection

## **10. Collection**

These policies outline how the collection of objects, archives, books and photographs is developed and managed.

- 10.1 Collection Development
  - 10.1.1 Resources
  - 10.1.2 General Collection
  - 10.1.3 Specialized Collection
  - 10.1.4 Parameters of Acceptance
- 10.2 Collections Data Entry Procedure
  - 10.2.1 Assigning Accession and Object Numbers
  - 10.2.2 Applying Accession and Object Numbers
- 10.3 Collections Management
  - 10.3.1 Acquisition
  - 10.3.2 Compliance with Laws
  - 10.3.3 Artifact Use
  - 10.3.4 Outgoing Loans
  - 10.3.5 Incoming Loans
  - 10.3.6 Collection Record Management
- 10.4 Deaccessions
  - 10.4.1 Standards
  - 10.4.2 Intent
  - 10.4.3 Accidental Loss
  - 10.4.4 Deaccessioning Criteria
  - 10.4.5 Procedure
  - 10.4.6 Disposition of Deaccessioned Objects
  - 10.4.7 Intentional Destruction
  - 10.4.8 Conflict of Interest
  - 10.4.9 Proceeds
  - 10.4.10 Records Management

## **11. Interpretation and Education**

These policies define the scope and philosophies of the interpretation and education programs OMAH offers to the public.

- 11.1 General Philosophy
- 11.2 Aims & Objectives
- 11.3 Public Programs
- 11.4 School Programs
- 11.5 Special Events and Exhibits
- 11.6 Special Interest Groups

## **12. Research**

### **13. Physical Plant**

These policies address the building and grounds and attempt to balance the creation of a safe and functional environment with preservation of the building as an artifact of historical significance.

- 13.1 Aims & Objectives
- 13.2 Physical Plant History and General Information
- 13.3 Identifying Potential Threats
  - 13.3.1 Types of Disasters and Occurances
  - 13.3.2 Major Disasters
  - 13.3.3 Areas at Risk
  - 13.3.4 Areas of Concern
- 13.4 Steps to Minimize the Level of Individual Risks
- 13.5 Outstanding Issues/Areas of Concern
- 13.6 Procedures in Response to Threat, Emergencies and Disasters
- 13.7 Training
- 13.8 Effectiveness of Emergency Procedures
- 13.9 Security System
- 13.10 Maintenance

### **14. Conservation**

These policies outline the responsibility to protect and conserve a museum's collection so that future generations will have the opportunity to appreciate it and demonstrate its stewardship of the collection that ensures its long-term preservation.

- 14.1 General Conservation
- 14.2 Preventative Conservation
- 14.3 Collection Access and Protection
  - 14.3.1 Insurance
- 14.4 Storage Areas
- 14.5 Loans
- 14.6 Conservation Treatments

### **15. Human Resources**

These policies address the safety, security, well-being and continued motivation of the people working for the Museum.

- 15.1 Aims & Objectives
- 15.2 Human Resources
  - 15.2.1 General
  - 15.2.2 Application for Employment
  - 15.2.3 Probationary Periods
  - 15.2.4 Performance Review
  - 15.2.5 Hours Worked
  - 15.2.6 Remuneration and Holidays
  - 15.2.7 Professional Development for Staff and Board Members

- 15.2.8 Mileage, Expense Claims and Invoices
- 15.2.9 Sick Days and Leave
- 15.2.10 Employee/Contractor Limitations
- 15.3 Director/Curator Duties
- 15.4 Health & Safety
- 15.5 Personal Harassment
  - 15.5.1 Governing Body and Director/Curator Responsibilities
  - 15.5.2 Employee and Volunteer Responsibilities
  - 15.5.3 Harassment – Explanatory Notes
  - 15.5.4 Sexual Harassment – Explanatory Notes
  - 15.5.5 Procedure for Supervisory Staff

## **16. Community**

These policies outline the importance of the Museum’s service to, involvement with and role within its community.

- 16.1 Community Involvement
- 16.2 Relations with Others
- 16.3 Access to Information
- 16.4 Volunteer Program
  - 16.4.1 Recruitment
  - 16.4.2 Volunteer Duties
  - 16.4.3 Training
  - 16.4.4 Volunteer Training Procedure
  - 16.4.5 Volunteer Recognition

## **17. Appendices**

## **18. Letters Patent**

## **19. By-Laws**

## **SECTION 2: ENDS**

The Orillia Museum of Art and History (hereafter called the Museum) is an incorporated registered charity managed by a board of nine directors. The Museum may by special resolution increase or decrease the number of directors. No business of the Board shall be transacted except at a meeting of directors at which a quorum of the Board (at least five Directors) is present. Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the powers of the Board, so long as a quorum of the Board remains in office.

### **2.1 OMAH's Vision**

The Orillia Museum of Art & History has been created to promote the public's interest and appreciation of the aesthetic arts and the history and culture of the City of Orillia, Ontario and the surrounding region by establishing and operating a non-profit institution which encompasses the functions and activities of a public art gallery, museum, and historical society in the City of Orillia.

### **2.2 Fulfilling the Vision**

The Orillia Museum of Art and History strives to fulfill its vision through the following activities:

- a) To provide, under the auspices of the institution, public programmes including exhibitions, workshops, seminars, lectures, collections, and other related activities and events which enhance the role of the institution as a centre of education and enjoyment for the general public;
- b) To research, record, and preserve the art and history of Orillia and the surrounding region;
- c) To provide grants, scholarships, bursaries, and prizes to assist study and recognize merit in the arts and history;
- d) To print, publish, sell and distribute publications and literature of all kinds relating to the objects and activities of the institution;
- e) To maintain and operate libraries, shops and cafés in support of and as incidental to the attainment of the objects of the institution and for the education and enjoyment of patrons; and
- f) To receive and maintain funds and apply all or part thereof, from time to time, to or for the foregoing charitable purposes and to other charitable organizations registered under the Income Tax Act having similar objects.

## **SECTION 3: ROLE OF THE DIRECTOR/CURATOR**

- 3.1 The Director/Curator shall be the chief administrative officer of the Museum.
- 3.2 Subject to the authority and general direction of the Chair and the Board, the Director/Curator shall manage and direct the day-to-day business and activities of the Museum, shall supervise, instruct and conduct performance reviews for employees and volunteers in their duties and shall implement policies and decisions adopted by the Board.
- 3.3 The Director/Curator shall follow accepted Canadian Museum standards and endeavour to ensure that the Board follow and put into practice such standards.
- 3.4 The Director/Curator shall attend all meetings of the Board except when matters relating to his/her employment are being discussed, and shall perform such other reasonable duties as may be assigned to him/her by the Board.
- 3.5 The Director/Curator is not a Board Member, therefore cannot vote at Board meetings.

(Also see Executive Limitation Statement - Section 4.1)

## **SECTION 4: EXECUTIVE LIMITATIONS**

### **4.1 Executive Limitation Statement**

The Director/Curator is accountable to the Board acting as a body. The Board shall instruct the Director/Curator through written policies and delegated authority.

All Board authority delegated to staff is delegated through the Director/Curator, so that all authority and accountability of staff – as far as the Board is concerned – is considered to be the authority and accountability of the Director/Curator.

- a) The Board will instruct the Director/Curator to achieve specific results, for specific recipients, through the established Ends and Means policies. The Board will limit the latitude the Director/Curator may exercise in practices, methods, conduct and other “means” to the ends through establishment of Executive Limitations policies or the establishment of specified Board Means Policies.
- b) As long as the Director/Curator uses reasonable interpretation of the Board’s Ends, Means, and Executive Limitations policies, the Director/Curator is authorized to establish operational or administrative policies, make decisions, take actions, establish practices and develop activities.
- c) So long as any particular delegation is in place, the Board and its members will respect and support the Director/Curator’s choices. The Board may change its Ends, Means, and Executive Limitations policies.
- d) Only decisions of the Board acting as a body are binding upon the Director/Curator. Pursuant to this policy:
  - i) Decisions or instructions of individual Board Members, officers, or committee members are not binding on the Director/Curator except in rare instances when the Board has authorized such exercise of authority.
  - ii) In the case of Board members or committees requesting information or assistance without Board authorization, the Director/Curator may refuse such requests that contravene established Board policy or that require – in the Director/Curator’s judgment – a material amount of staff time or funds or is disruptive to the daily operations of the museum.
- e) The performance of the Director/Curator shall be subject to an annual review, the terms of which shall be determined by the Board.

### **4.2 Communication and Counsel to the Board**

With respect to providing information and counsel to the Board, the Director/ Curator will endeavour to keep the Board fully informed. Accordingly, he or she shall:

- a) Submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored;
- b) Make the Board aware of relevant trends, anticipated adverse media coverage, substantial external and internal changes, particularly changes and assumptions upon which any Board policy has been previously established;
- c) Advise the Board if, in the Director/Curator's opinion, the Board is not in compliance with its own by-laws, or current museum standards, policies on Governance Process and Board/Staff Relationship particularly in the case of Board behaviour which is detrimental to the working relationship between the Board and the Director/Curator;
- d) Provide a mechanism for official Board, or committee communications;
- e) Deal with the Board as a whole except when reporting to officers or committees duly charged by the Board;
- f) Report in a timely manner an actual or anticipated non-compliance with any policy of the Board; and
- g) Keep Board members informed of any relevant matters.

### **4.3 Budgeting/Forecasting**

OMAH's fiscal year is October 1 to September 30. Budgeting for any fiscal year shall not deviate materially from Board's Ends policies, risk fiscal jeopardy or fail to be derived from a multi-year budget plan if one exists. Accordingly, the Director/Curator shall not cause or allow budgeting which:

- a) Contains too little information to establish credible projection of revenues, expenses, and cash flow, separation of capital and operational items, and disclosure of planning assumptions;
- b) Plans the expenditure in any fiscal year of more funds than are conservatively projected to be available for that period; or
- c) Fails to provide money each year for Board prerogatives, such as Board development, and Board and Committee meetings.

Each year, the Director/Curator will receive priorities from the Board or the Executive Committee not later than August 1. These priorities will be used to develop a high-level budget for approval by the Board. The same figures used in the high-level budget will then be used in developing an internal allocations budget for approval by the Board no later than August 31.

### **4.4 Financial Condition**

With respect to the actual ongoing condition of the organization's financial health, the Director/Curator shall not put the organization at financial risk, nor allow a material deviation of actual expenditures from the budget approved by the Board. Accordingly, the Director/Curator shall not:

- a) Expend more funds than approved in the annual budget;
- b) Allow cash to drop below the amount needed to meet the Museum's financial obligations; or

c) Allow tax payments or other costs to be overdue or inaccurately filed.

## **SECTION 5: MEANS**

### **5.1 GENERAL MEANS**

#### **5.1.1 Strategic Directions and Priorities**

The Orillia Museum of Art & History shall:

- a) Act as historical and cultural steward for the City of Orillia and area by safeguarding and conserving the Sir Sam Steele Memorial Building, its objects, books, archives, photographs, etc. that demonstrate the city and area's social, historical and cultural development.
- b) Promote the public's interest in and appreciation of the aesthetic arts and the history and culture of Orillia and the surrounding area.
- c) Provide public programs including exhibitions, workshops, seminars, lectures, education programs and other related activities.
- d) Print, publish, sell, disseminate and otherwise distribute publications and literature of all kinds which enhance the role of the Museum as a centre of education and enjoyment.
- e) Broaden the Museum's base of financial resources through support from the public sector, the private sector, fundraising, and overall revenue generation.
  - i) Identify, develop and implement revenue generation initiatives.
  - ii) Increase revenue from public and private sectors, individuals and foundations.
- f) Develop and sustain alliances with volunteers, friends, groups, business, education, government, and other identified and potential groups to further the work of the Museum.
  - i) Recognize and promote the history and culture of Orillia and surrounding region.
  - ii) Build and maintain partnerships and alliances with schools, service clubs and other community organizations.
- g) Ensure that the Museum continues to operate effectively and efficiently.
  - i) Support effective Board decision-making and operation.
  - ii) Operate in a manner that sustains the long-term financial viability of the Museum, fulfills all its fiduciary responsibilities and meets the requirements of accountability.

### **5.1.2 Annual General Meeting**

The Museum shall hold an Annual General Meeting (AGM) of its members not more than fifteen months after the holding of the last general meeting.

There shall be notice of the AGM not less than thirty (30) days before the date of the AGM.

The Board Chair shall chair the AGM.

Board Directors shall be elected by the Membership at the AGM.

The Chair, Vice-Chair, Treasurer and Secretary shall be elected from among the Directors at the first meeting of the Board of Directors following its election by the Membership.

#### Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than fourteen (14) members present in person.

#### Voting

At all meetings at which he or she is entitled to vote, every member present shall have one vote on a show of hands. Upon a poll, every member present shall be entitled to one vote.

### **5.1.3 Terms of Office**

A Director shall be elected for a three-year term.

A Director may be re-elected for a second three-year term.

Having served two consecutive terms of office, a Director is eligible for re-election after at least one year's absence from the Board

At least three (3) Directors shall retire from office or renew their term each year.

### **5.1.4 Annual Report**

At the Annual General Meeting the Board and Director/Curator shall present a report of the affairs of the Museum for the previous year, a financial statement of the Museum, the auditor's report, and other such information or reports relating to the Museum's affairs as the directors may determine.

## **5.2 FINANCIAL MEANS**

### **5.2.1 Financial Instruments**

The banking business of the Museum shall be transacted with such Canadian chartered banks or trust companies as the Board may determine. Such banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the Board may from time to time prescribe and authorize, and all cheques, bank drafts, and money orders of the Museum shall be drawn in the name of the Museum, and signed on its behalf by such persons as the Board may, from time to time, designate.

The following persons are hereby designated signing officers of the Museum and are hereby authorized and empowered on behalf of the Museum, from time to time, to sign and deliver cheques, drafts, acceptances, agreements to give security and all agreements, documents, and instruments obligating the Museum to a bank or trust company or as required by a bank or trust company.

Any two of the Chair, Vice-Chair, Treasurer, Secretary, Director/Curator.

All cheques over \$5,000 will require the signature of the Chair or the Treasurer.

### **5.2.2 Cheque signing authority**

The following persons are hereby designated to sign cheques drawn on all accounts of the Museum: any two of the Chair, Vice-Chair, Treasurer, Secretary, Director/Curator

## **SECTION 6: GOVERNANCE PROCESS**

### **6.1 Memberships**

The Board shall fix and determine, from time to time, the fees and qualifications for membership, and the secretary shall maintain a register of members in good standing. A member in good standing shall have paid a membership fee for the current year or have been presented with a membership card in recognition of services rendered, whether for the current year or for life.

#### **6.1.1 Classes of Membership**

There shall be three classes of membership:

- a) Ordinary memberships  
These memberships are purchased yearly by interested parties according to the set membership fees.
- b) Lifetime memberships  
These memberships are conferred by the Board in recognition of significant a contribution made to the Museum.
- c) Honorary memberships  
These memberships are conferred at the discretion of the Board.

### **6.2 Board Members' Code of Ethics**

The Board expects of itself ethical and businesslike conduct in all museum matters including fundraising. This commitment includes proper use of authority and appropriate decorum in group or individual behaviour when functioning as Board members.

- a) Board Members must represent unconflicted loyalty to the interests of the museum. This accountability supersedes any conflicting loyalty such as that to advocacy on behalf of outside interest groups and membership on or involvement with other Boards or staffs.
- b) Board Members must avoid any conflict of interest with respect to their fiduciary responsibility.
- c) Board Members must not attempt to exercise individual authority over the organization except as explicitly set forth in Board Policies.
- d) Board Members' interaction with the Director/Curator or with staff must recognize the lack of authority of any individual Board member or group of Board members except as noted above.
- e) Board Members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.

- f) Board Members should make no judgements of the Director/Curator or individual staff performance except as that performance is assessed against explicit Board policies by the official process.
- g) Board Members shall abide by federal, provincial, and municipal laws.

### **6.3 The Role of the Board**

#### **6.3.1 General Expectations of Individual Board Members**

- a) Know the Museum's mission, goals, policies, programs, services, strengths, and needs.
- b) Serve in leadership positions or undertake special assignments willingly and enthusiastically, when asked.
- c) Follow trends in the Museum's field of interest.
- d) Bring a positive attitude to the Board's deliberations.
- e) Set aside personal interests and act on behalf of the membership and the people of Orillia.
- f) Support the revenue generation and fund-raising activities of the Museum.
- g) Make a personal financial gift(s) each year in support of the Museum.
- h) Board Members shall not disclose personal information or any other information that may be detrimental or perceived as detrimental to the reputation or business of any client, supplier, members, donor, staff members, volunteer or other party involved with the affairs of the museum.

#### **6.3.2 Fiduciary Responsibilities**

The Board is the governing body of the Museum and as such is responsible for ensuring that the financial resources for the operational and the capital needs of the Museum are in place.

The Board recognizes that diversification of funding sources increases a museum's financial stability by providing multiple resource opportunities and as such, the Museum will seek to diversify its funding sources.

The Board shall, through its Treasurer, Finance Committee and Director/Curator develop an annual budget which is approved and controlled by the Board. The Board is committed to adhering to an appropriate budget process in order to manage the museum's financial resources.

The Museum is committed to operating in an open and transparent manner and therefore will provide information to members and the general public on the financial status of the Museum upon request according to the Access to Information and Privacy Act.

Board Members shall:

- a) Exercise prudence in the control and transfer of funds.
- b) Faithfully read and monitor the Museum's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

### **6.3.3 Meetings**

Board Members shall:

- a) Prepare for and participate in entire Board and committee meetings.
- b) Ask timely and substantive questions at Board and committee meetings consistent with his or her conscience and conviction.
- c) Serve the Museum in all its affairs of interest and service equally.
- d) Support Board decisions.
- e) Adhere to the Board's confidentiality policy, both during the term of a Board appointment and after leaving the Board.
- f) Maintain independence and objectivity and act with a sense of fairness, ethics and personal integrity dictate.
- g) Suggest agenda items periodically for Board and committee meetings to ensure policy-related items are addressed.

### **6.4 Board Media**

- a) When contacted for an expression of Museum policy or position on an issue, Board Members shall refrain from commenting and direct the inquiry to the Chair, the Director/Curator, or the Director of Communications.
- b) The Director of Communications, the Chair and the Director/ Curator are responsible for coordinating the release of all information to the media and advising the Board, and staff on appropriate responses.
- c) When speaking in public on matters related to the Museum, Board members must express only those policies and positions endorsed by the full Board.

### **6.5 Role of the Chair**

- a) The Chair of the Board (or in his/her absence, the Vice-Chair) shall, when present, preside at all meetings of the Board. In the absence of the Chair and Vice-Chair, the directors shall choose one of their members to preside at the meeting.
- b) The Chair shall sign such contracts, documents, or instruments in writing as require his/her signature.
- c) The Chair shall be the chief executive officer of the Museum and shall be responsible to the Board for the co-ordination of all affairs of the Museum. In all matters of the Museum, the Chair shall be deemed to be an agent of the Museum, acting under the authority and the express direction of the Board or any committee thereof, as the case may be.
- d) The Chair shall have the general supervision, subject to the authority of the Board, of the business and affairs of the Museum and the power to appoint and remove any and all employees and agents of the Museum not elected or appointed by the Board and to settle the terms of their employment and remuneration.

## **6.6 Role of the Vice-Chair**

- a) The Vice-Chair shall be vested with the powers and shall perform all the duties of the Chair in the absence or inability or refusal of the Chair to act.
- b) The Vice-Chair shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.

## **6.7 Role of the Secretary**

- a) The Secretary shall, when present, act as Secretary of all meetings of Directors and Members, shall have charge of the minute books of the Museum and the documents and registers referred to in the Corporations Act, R.S.O. 990, cC38.
- b) The Secretary in consultation with the Chair shall prepare the agenda for all meetings of Directors and Members.
- c) The Secretary shall sign such contracts, documents or instruments in writing as require his/her signature.
- d) The Secretary shall have such other powers and duties as may from time to time be assigned to him/her by the Board or are as incidental to the office.

## **6.8 Role of the Treasurer**

- a) Subject to the provisions of any resolution by the Board, the Treasurer shall have care and custody of all funds and securities of the Museum and shall deposit the same in the name of the Museum in such bank or banks or with such depository or depositories as the Board may direct.
- b) The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Museum.
- c) The Treasurer shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such powers and duties as from time to time be assigned to him/her by the Board or as are incident to the office.
- d) The Treasurer may be required to give such bond for the faithful performance of his/her duties as the Board in their controlled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Museum to receive any indemnity thereby provided.
- e) The Treasurer shall render to the Board an account of all his/her transactions and of the financial position of the Museum when required.
- f) The Treasurer shall recommend at the AGM the appointment of an auditor and present a financial report to the Members.

## **6.9 Emergency Powers**

Situations may arise where decisions are needed within a time frame which necessitates action by the Chair or Executive Committee without reference to the entire Board of Directors.

The Chair or Executive committee is authorized to act when the situation requiring action is either: covered by existing policy or covered by a prior delegation of authority by the Board

Emergency powers are established to cover circumstances outside the above framework. In such circumstances the Chair and/or the Executive Committee are authorized to protect the integrity and viability of the organization, taking action consistent with Board policies.

- a) Where a decision is necessary within three working days, such Emergency Powers are assigned to the Chair.
- b) Where a decision is necessary within three weeks, and where no meeting of the Board is planned within that time period, such Emergency Powers are assigned to the Executive Committee.

Whenever Emergency Powers are exercised by either the Chair or the Executive Committee, the decision-makers are accountable to the Board. A written report substantiating any action taken under Section 6.9 must be submitted to the Board of Directors at the next meeting.

## **6.10 Committee Structure**

- a) A committee is a Board committee if its creation and responsibilities are dictated or authorized by the Board. The only Board committees are those the Board establishes by resolution for specific purposes.
- b) Board committees as a whole recommend action to the Board. The Board's committee structure will be reviewed annually or as appropriate and necessary to further the Ends of the Museum.
- c) The terms of reference of each committee may be reviewed periodically by the committee itself but proposed changes must be approved by the Board in order to be implemented. Terms of reference must include a statement of purpose, mandate, meeting cycle, and qualifications required of members. Committees shall identify terms of reference for sub-committees which they wish to establish within their mandate. Terms of reference for all committees shall be attached to this policy as Appendix A.
- d) Committees must operate within the framework of the overall budget approved for Board operations.
- e) Typically there are two kinds of Board committees: Management Committees and Programme Committees.

Management Committees may include, but are not limited to the following:

- Executive Committee
- Finance Committee
- Memberships Committee
- Building Committee
- Nominations Committee
- Communications Committee
- Fundraising Committee
- Collections Committee
- Retail and Gift Shop Committee

Programme Committees may include, but are not limited to the following:

- History Committee
- Arts Committee
- Education Committee
- Volunteer Committee
- Exhibition Committee
- Special Events Committee

### **6.11 Attendance at Board and Committee Meetings**

Board Member and Committee Member absences have a direct impact on matters of quorum and influence and the Museum's ability to conduct its business. It is, therefore, the responsibility of all Board and Committee members to prepare for and participate in Board and Committee meetings.

Any Board member who misses four (4) Board meetings in a calendar year and any member of a committee who misses four (4) committee meetings in a calendar year may be removed from office, unless the Board determines by resolution that there was an acceptable reason for the absence.

### **6.12 Board Members and Fundraising**

One of the prime responsibilities of all Board members is to ensure the well-being and success of the Museum of Art & History. Fundraising, therefore, is a central focus of the Board.

It is the responsibility of all individual Board members to contribute actively to the fundraising efforts of the museum by participating in fundraising strategies and by making their own personal contribution each year and by using (where appropriate) personal influence with other corporations, individuals and groups.

### **6.13 Conflict of Interest**

#### **a) Introduction**

Conflict of interest is a matter of personal responsibility and integrity and the onus for disclosure is placed on the Board member.

#### **b) Definitions**

The following definitions are adopted from the definitions used by the provincial government:

#### **Conflict of Interest**

A conflict between an individual's personal interest and his/her public duty as a Board member. The conflict might be actual or perceived, and may also exist whether or not there is a financial benefit to the Board member.

**Monetary Interest**

Refers to a situation in which a member has a formal or informal financial relationship with any individual, corporation, association, or any other organization and that individual or organization is seeking a grant from the Museum, seeking to make a gift of any property to the Museum, or being considered to undertake work for the Museum.

**Non-Monetary Interest**

Refers to a situation in which a member is also a member of any corporation, association, or any other organization which is seeking a grant from the Museum, seeking to make a gift of any property to the Museum, or being considered to undertake work for the Museum.

**Direct Pecuniary Interest**

An individual interest, rather than one which is common to a class of persons. It is not considered a conflict of interest if a large segment of the population, including the individual, will benefit from a decision to which the individual is a party. However, there is a conflict of interest if the individual or his or her immediate family could benefit personally from a decision while a larger group of people could not.

**Immediate family**

Unless otherwise stipulated, the conflict of interest policy primarily covers an individual's spouse, or spousal equivalent, parents, children and grandchildren. In some instances Board members may wish to expand this definition to include other close family members such as a brother or brother-in-law.

**c) Identifying a Conflict of Interest**

A conflict of interest exists if:

- For any reason a member is unable to objectively assess an application or objectively represent the Museum for the public interest in any matter before the Board;
- A member has a financial interest in the success or failure of a project;
- A member has an interest based on the fact that an applicant or any party involved in a matter of concern to the Museum is a member of his or her immediate family;
- A member sits on the Board of an applicant organization; or
- A member has a personal interest in a specific application or matter other than what is normally expected of interested members of the arts community.

**d) Disclosure of Interest**

Upon appointment to the Board of Directors, members shall acknowledge that they have read the Conflict of Interest Policy and inform the Chair in a written Disclosure Statement (Appendix B) of their interest in the activities of the arts and/or history community in Orillia and the activities of members of their immediate family which may have the potential of creating actual or perceived conflicts in relation to their duties as a Museum Board member.

Members shall disclose their activities if and when such activities may be perceived to be in conflict of interest.

e) Participation

Members shall refrain from any attempt to influence the voting of the matter in question.

If during the course of a meeting, a member becomes aware that he or she has a conflict of interest with respect to the discussion, the Member shall immediately advise the Chair of the meeting and withdraw from the meeting room. The minutes of the meeting shall record that the Member withdrew from the meeting and that the member took no part in the discussion or decision.

f) Non-compliance

If the Chair becomes aware that a member has failed to declare a conflict of interest or a possible conflict of interest, it is the responsibility of the Chair to meet with the member to ensure that the Disclosure Statement is accurate and up to date and that the member understands the Conflict of Interest policy. If the Chair learns that a member failed to declare a conflict of interest, at the discretion of the Chair, the Board or committee may be asked to review the decision.

## **6.14 Confidentiality**

As a registered charitable organization, the Orillia Museum of Art & History conducts its affairs in a transparent and accountable manner according to the Corporation Act, its Letters Patent and bylaws, its policies, good business practices, and common sense.

The Museum's internal decision-making processes rely upon a groundwork of trust and confidence between members, staff, and Board and Committee members. To safeguard the arm's length principle, the privacy of its members and staff, the integrity of decision-making, and the economic interests of the Museum, the Museum will release information according to the Access to Information and Privacy Act.

### **6.14.1 Penalties for Non-compliance**

If the Board becomes aware that a member has violated the Museum's Confidential Policy, a motion of censure may be passed by the Board and at its discretion, the Board may revoke the member's appointment.

## **SECTION 7: MUSEUM DISSOLUTION**

### **7.1 Introduction - Provisions for the dissolution of a museum's assets and liabilities**

The provisions for the dissolution of a Museum's assets and liabilities states the intention of the Museum regarding the disposal of assets and liabilities. Disposal refers to the permanent removal of assets from the Museum's ownership. In the ongoing operation of the Museum, the disposal of surplus goods and equipment is governed by the policy that follows.

The guidelines for the disposal of assets and liabilities give direction to the Museum on the disposal of specific categories of assets and liabilities.

The provisions for the Dissolution of a Museum's Assets and Liabilities goes beyond disposals which occur in the course of the normal day-to-day operation of the Museum.

### **7.2 Impact Statement**

The collections of the Museum represent a legacy that, once lost, can never be replaced.

The Museum acquires artifacts with the intention of permanency in its collections. And as the Museum did not assume ownership and operation of the Museum with the intention of its eventual dissolution, such a scenario is unlikely. Any disposal under this policy, therefore, will be approached with much consideration and caution.

The Museum based on the premise that a strong and secure sense of the past is an indispensable source of stability and confidence in the future. The Museum provides tangible and irreplaceable links to what define us as a community. The Board is committed to assuring that the Museum remains strong, recognizing that future generations will substantially benefit from the content and judge the quality of our stewardship.

Notwithstanding the requirements of the Ontario Municipal Act, and other legislation and/or policies and procedures governing the disposal of municipal assets, the basis and rationale for and actions taken regarding the dissolution of a Museum will be thoroughly scrutinized and investigated.

All assets and liabilities of the Museum are the responsibility of the Board, and as such, the decision to dissolve a Museum rests with the Board.

### **7.3 Policy Statements Regarding the Dissolution of Museum Assets and Liabilities**

- a) All assets and liabilities of the Museum are the responsibility of the Board.
- b) The disposition of any property by the Museum will be subject to Federal, Provincial and Municipal legislation and any by-laws of the Museum in effect at the time of the disposition.

- c) Every effort will be made to ensure that historical objects and heritage structures remain in the public domain within the County of Simcoe.
- d) Every effort will be made to maintain the integrity of the Museum's collections by transferring them intact.
- e) The Museum will appoint a committee to oversee the dissolution process. The committee will include the Museum's Director/Curator, member(s) of the Board, and a representative of the City of Orillia, as well as members of the community.
- f) The Museum will not sell Museum assets to reduce financial liabilities.
- g) The Museum may only dispose of non-collection assets by public auction or tender.

#### **7.4 Guidelines for the Disposal of Assets**

- a) Assets that relate to the history and heritage of Orillia may include, but are not limited to:
  - the permanent collection of artifacts, art and archives
  - the exhibit, office, education and general equipment and furnishings
  - museum name and identifying logo(s)
  - corporate records of the Museum
  - collections records
  - image data banks
  - staff
  - volunteers
  - personal information data banks
  - intellectual property and copyright
- b) General guidelines Regarding Disposal of Assets  
 The disposal of museum and heritage assets will proceed as follows, in the order listed (except in the case of archeological collections – see Section 7.4f)):
  - i) Donation of the Museum's assets, in total, to another publicly funded museum or repository in Simcoe County.
  - ii) Donation of the Museum's assets, in total, to another governmental or not-for-profit agency located in Simcoe County.
  - iii) Donation of collections of objects and/or individual objects to other publicly funded museums and related repositories within the County of Simcoe.
  - iv) Donation of collections of objects and/or individual objects to other publicly funded museums and related repositories in Ontario.
  - v) Donation of collections of objects and/or individual objects to other publicly funded museums and related repositories in Canada.
  - vi) Sale by Public Auction.
- c) Structures  
 The Museum and its successors will honour any heritage designation or easement affixed to buildings and real property.

The Museum should seek protection through the Ontario Heritage Foundation on designated heritage structures, as a defense against physical building demolition and to

ensure that any changes made to the physical structure respect the historical integrity of the building.

Prior to disposal, measured drawings and a photographic record of structures should be completed and donated to an appropriate public archive.

d) Historical Objects

Objects of national, provincial or municipal importance should remain in Canada and in the appropriate geographic locale from which they originated subject to Section 7.4 b).

Although objects donated to the Museum collections are not accepted with conditions attached by the donor, some previously accepted objects may have conditions attached related to their disposal. A thorough search of collection records should be completed to identify such conditions so they can be honoured by the Museum and/or its successor.

All objects on loan to the Museum at the time of the decision to dispose of a collection will be returned to the owner or their designate.

The Museum will not dispose of historical objects by returning them to the original donors as gifts (whether or not the donor received any tax benefit at the time of the donation); however, the original donor may purchase the object(s) at current fair market value at public auction should a sale occur.

For objects being sold at public auction, the Museum should seek tenders for the sale of the objects by reputable auctioneers in the County of Simcoe. The Museum should endeavour to ensure that the place, date and time of any sale at which objects from the Museum's collections are being sold, are widely advertised. The fact that objects from the Museum's collections are being sold should be noted in any advertisement.

Any surplus funds resulting from the sale of objects should be restricted to gifts to public museums, archives and art galleries located in Orillia and the surrounding area, solely for the purpose of strengthening and expanding their collections. To be eligible for funds, these museums, archives and art galleries should meet the Ministry of Culture Community Museum Standards, or their professional equivalent.

The Museum should not transfer or donate objects which pose a physical threat or health risk to others without first advising the receiver of the risk. The Museum should not sell objects at public auction which pose a physical threat or health risk to others. Any object(s) remaining that do pose such threats or risks shall be disposed of in a manner appropriate to that object(s).

Prior to disposing of an object, other than transferring the entire collection to another agency, accession numbers should be removed from all objects.

e) Collection Records

Prior to disposal, The Museum should ensure that collection inventories and individual catalogue records are prepared, including a photographic record of each object. These records should be donated to an appropriate public archive.

The Museum should transfer copies of collection records with objects, where the transfer of those records does not violate the privacy of individuals with respect to personal information held by the Museum.

f) Archaeological Collections

Archaeological collections excavated under Provincial license, which are held by the Museum, should be offered to the Province of Ontario, including all associated records, field notes, photographs, maps, etc.

Those collections and/or individual objects that are not accepted by the Province of Ontario within one (1) year of written notice shall be disposed of according to Section 7.4b).

g) Vehicles, Equipment and Supplies

Unless transferred to a successor agency for the continuing operation of the Museum, service vehicles, equipment and supplies will be disposed of according to the policies and procedures established by The Museum.

h) Staff and Volunteers

The Museum will honour any and all applicable Collective Agreements, Museum policies, Provincial legislation and labour laws in regards to staff employed at the time of dissolution.

The Museum will respect the rights of volunteers, including giving volunteers written notice of the termination of their services. The Museum will protect personal information data banks as they relate to volunteers (see Section 7.6).

i) Museum Name and Identifying Logos

The Museum should protect its name and identifying logos from misuse or misrepresentation by successor agencies.

j) Botanical and Zoological Specimens

Botanical and Zoological specimens considered part of the Museum object collections should be disposed in a manner similar to the disposal of historical objects.

Botanical specimens, e.g., plants and trees, considered rare or significant species, should be disposed to a botanical garden or similar facility which will ensure preservation of such specimens.

## **7.5 Guidelines for the Disposal of Liabilities**

- a) Liabilities associated with the Museum may include, but are not limited to:
- outstanding staff salaries, benefits and severance packages
  - outstanding accounts payable
  - outstanding taxes owing
  - repayment of any grants previously received and affected by the Museum closing
  - conditions attached to object loans and donations
  - debentures

b) **General Guidelines Regarding Disposal of Liabilities**

The Museum will not sell assets held by the Museum to reduce liabilities prior to transfer to another agency.

The Museum will investigate and ensure that all files related to grants previously received in support of the Museum have been finalized and closed. With regard to incomplete or outstanding grants, the Museum shall endeavour to return or repay any outstanding grant monies as the budget allows, prior to disposal of the Museum's assets.

## **7.6 Disposition of Personal Information**

The disposition of personal information banks such as patron, donor and volunteer registers are subject to limitations on access, use and disclosure under the Municipal Freedom of Information and Protection of Privacy Act.

Records remaining under the Museum's custody and control would continue to be protected by MFIPPA. Any patron, volunteer and donor information data banks could be considered an asset as the information may have potential commercial value if sold as a mailing or contact list; the Museum will not sell or make available such information.

If the assets of the Museum are transferred to a not-for-profit agency to allow for continued operation of the Museum, the Museum will transfer only the personal information data banks necessary for ongoing operations. The Museum should seek to limit the use or further disclosure of the information unless for specified purposes.

If the assets of the Museum are transferred or sold to a for-profit organization, then consent for transfer of any personal information held in data banks should be obtained from each individual potentially affected by the release of that information.

## **7.7 Review**

The Museum will comply with the intent of the Municipal Freedom of Information and Protection of Privacy Act, 1989 which includes: a) to provide a right of access to information, and b) to protect the privacy of individuals with respect to personal information about themselves held by the Museum and to provide individuals with a right of access to that information.

The Provisions for the Dissolution of a Museum's Assets and Liabilities will be reviewed regularly (or at any time when changes are considered necessary) by appropriate museum staff and approved by the Museum Board.