

Assignment #2: Governance Review

Organization & Management of Museums

submitted by

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## Introduction

Staff Members were approached by the Board of Directors and were asked to produce a report assessing the governance of the Brant Historical Society against the museum standards set by the Ministry of Culture, Tourism, and Sport. We constructed an easy qualitative assessment tool assessing the 18 standards with a rating, direction of progress, and provide additional comments on each standard.

After reflecting on the performance of the Board, the report highlights many successful improvements in the governance of the organization within the past year. Finally, there are four recommendations proposed that can improve our performance when measured against the governance standard and sets an expectation of a future self-governance review.

## Background Information

It is not known when the Board last had an evaluation of its performance against the governance standard for community museums in the Province of Ontario. The staff attempted to produce this report as a quasi-independent review and make recommendations to improve the governance of the organization. The intent of the report is to highlight many of the successes of the past year, point out threats to governance, and propose recommendations for the Board to consider that would improve the organization, its governance, and its operations.

In undertaking this review, staff formulated a method for review that would be simple to understand and easy to evaluate. The first step in the method was to review appropriate documents including, but not limited to, the governance standard for the community museums operating standards produced by the Ministry of Culture, Tourism, and Sport (2015), the Constitution of the Brant Historical Society (2012; See Appendix C), and the Governance Policy of the Brant Historical Society (2011; See Appendix D).

After a review of the documents, we created a table with all 18 standards (See Appendix A) and rate them as needs improvements, meets, or exceeds. The direction column means the improvement or deterioration this standard in the last 12 months. Lastly, we provide additional comments relating to actions taken in the last year that have affected the organization with points of reference related to governing documents.

The next step in our method is to evaluate the organization against this table that we created. This will include an analysis against the identified standards focusing on areas where the organization may need to improve in our operations.

The next section of the report will allow us to celebrate successes, identify opportunities, and make recommendations for improving the governance standard which will have a direct effect on the operation of the Brant Historical Society.

## Results and Analysis

The results of the rating system are displayed in Appendix B. The overall rating of meets was determined through the recognition of moderate improvements

over the past year. The largest improvement in governance has been the commitment of the Board to be open with the membership about the direction of the organization. Over the past number of months, staff members have noticed improved relationships within the organization amongst Board Members, staff, and members of the Brant Historical Society.

Of the 18 specific expectations reviewed, 16 received a rating of meets with one rating each of exceeds and need improvements. In the direction rating, 6 have received no change and 12 have seen slight to significant improvements. Overall, the board has made significant improvements to its governance over the past year and we will highlight those below before identifying opportunities for the future.

The Board has improved on its communication and openness about the future of the organization with the membership. At a meeting with the Board requested by the members, the Board agreed to reasonable requests for quarterly meetings, posting Board Minutes and Profiles of Board Members to the website, and improving the newsletter for the organization. This has improved the organization's perception in the community and has brought more people into the organization.

A second improvement is the policy review conducted by Board Members. A small subcommittee of the Board overtook a comprehensive review of existing policies, made updates to existing policies, and created new policies to bridge gaps. This rejuvenation in our policies has had trickle down effects throughout the organization that are starting to show through improvements in our everyday operations.

The last improvement we wish to highlight is the creation of a 3-year strategic plan. In 2012, the Community Museums Operating Grant's (CMOG's) focus was the creation of a 3-year plan. A plan was created for the organization, but little was done with this plan and staff turnover resulted in these plans not being acted on. There was a strategic plan that was created to sustain the organization from 2013-2016 and the evolution of the organization and two complete turnovers in staff has made the need to create a new and revised plan. The initial draft was prepared by staff and reviewed by the President for additions and revisions. The new strategic plan was approved by the Board in March and a tactical plan will soon be developed for the implementation of the strategic plan.

### Recommendations

The governance review highlighted some areas of concern that the Board of Directors may wish to implement within the organization. The intention is for the Board to discuss these recommendations and develop a method to implement these recommendations.

**Recommendation 1:** The Board of Directors conduct a review of the Mission and Vision Statements for the Brant Historical Society to review where it overlaps with other heritage organizations and modify the Mission and Vision Statements as required.

The Mission and Vision Statements for the organization were created a number of years ago and these should be reviewed with other local stakeholders. If the mandate overlaps, it could mean we need to revise our mandate or would provide an opportunity for collaboration with those organizations.

**Recommendation 2:** The Board of Directors direct the Policy Review Committee to change the monitoring period of each policy and develop a schedule to review all the policies for the organization within a defined time period.

The monitoring period of most of our policies is on an annual basis, with others on a quarterly basis. This results in too much work to reasonably be accomplished within a year. The suggestion is for the Policy Committee to review each policy and establish a rotating schedule for policy review (Example. A three-year rotating schedule that reviews all policies).

**Recommendation 3:** The Board invest more of its resources to find alternative sources of funding to ensure the organization's long-term sustainability.

The organization has had significant deficits in recent years to address the museum's collection management practices and improve care and storage of the artifacts that we hold in trust for the community. However, this is not a sustainable long-term position. Sources of revenue for the heritage sector have stagnated and donations do not generate enough funds. In addition, our costs continue to inflate. The Board should continue to develop more opportunities for corporate sponsorships and grant generating ideas to keep liquid assets flowing into the organization.

**Recommendation 4:** The Board set the next date for a governance review and layout the evaluation parameters to evaluate their performance.

By setting a date for the next review, the Board of Directors will show their proactive initiative and acknowledge the need for future self-reflection against the governance standards. This also will give time for the Board to formulate the method they wish to use for the next governance review so it can be truly independent of any preconceived bias that board members, staff, or members may bring to the process. For example, the Directors may wish to use the same method used here or they may use an entirely different methodology. They could also reach out to other Board in the heritage sector and offer to review each others' organization for improvements.

### Conclusions

It is unknown when the board last conducted a governance review and members of staff were asked to produce an evaluation of its performance against these museum standards. Staff produced a simple evaluation tool providing qualitative feedback to the Board of Directors performance.

Through their evaluation, staff concluded the Board of Directors meets the standard for governance. The report highlight 3 areas of success and proposed 4 recommendation for the Board of Directors to consider moving forward that may improve the governance of the Brant Historical Society.

#### References

Standards for Community Museums in Ontario.

[http://www.mtc.gov.on.ca/en/museums/museums\\_standards.shtml](http://www.mtc.gov.on.ca/en/museums/museums_standards.shtml)

Appendix A: Governance Standards for Community Museums in Ontario Template

<b>Overall Standard</b>	<b>Rating</b>	<b>Direction</b>
Good governance and demonstrated public accountability are necessary for the museum to operate as a viable not-for-profit significant6. The museum is governed by a publicly accountable body that follows a clearly defined mission and goals, and maintains openness in its decisions and operations.		
Additional Comments:		

**Requirements**

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum is governed by a publicly accountable body.		
Additional Comments:		
The museum is established by a written document(s) which includes: The authority for the museum		
Additional Comments:		
The museum is established by a written document(s) which includes: The museum's statement of purpose and objectives		
Additional Comments:		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum is established by a written document(s) which includes: Provisions for the dissolution of the museum's assets and liabilities should it cease to operate.		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its composition and structure, including selection of members and terms of office		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its obligation to ethical behaviour and the avoidance of conflict of interest, as a body and as individuals		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its obligation to meet municipal, provincial and federal legislative requirements that have an impact on its decisions or activities		

Additional Comments:

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Recruiting, supervising and evaluating the museum's curator or director (i.e. the museum's chief manager)		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating the museum's statement of purpose		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating written policy governing operations and defining programs		
Additional Comments:		



The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Securing funding necessary to carry out the museum's programs		
Additional Comments:		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Preparing or approving an annual budget and monitoring it to ensure public accountability		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the purposes for which the museum exists are being fulfilled		
Additional Comments:		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the collection is being cared for under proper condition		

Additional Comments:		
The museum's governing body meets regularly and as often as necessary to conduct its business effectively. The meetings follow a written agenda and a written record is kept of all discussions and decisions.		
Additional Comments:		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's operation and administration meets municipal, provincial and federal legislative requirements that have a bearing on its operations and activities.		
Additional Comments:		
The museum and its staff demonstrate a commitment to ethical behaviour as an institution and as individuals.		
Additional Comments:		
The museum's operations and activities are directed by short and long-term written plans (e.g. business plan, strategic plan, visioning plan or master plan) approved by the governing body and containing goals and objectives relevant to the museum's statement of purpose.		

Additional Comments:

Appendix B: Governance Standards for Community Museums in Ontario Assessment

<b>Overall Standard</b>	<b>Rating</b>	<b>Direction</b>
Good governance and demonstrated public accountability are necessary for the museum to operate as a viable not-for-profit 12ignificant12. The museum is governed by a publicly accountable body that follows a clearly defined mission and goals, and maintains openness in its decisions and operations.	Meets	Moderate Improvement
<p><b>Additional Comments:</b>                      The museum has a good level of accountability and has made improvements in the past year. At the request of members, board minutes and our newsletters are now posted publicly on our website. The objectives of the Brant Historical Society are outlined in Article 2.1 of the constitution. While the organization has had deficits in recent years, the museum is on a long-term plan to return to a revenue-neutral position. The board has improved its communication and relationship with members and staff, which is a 12ignificant improvement over the previous year for the organization.</p>		

**Requirements**

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum is governed by a publicly accountable body.	Meets	Significant Improvement
<p><b>Additional Comments:</b>                      Copies of the Board Minutes, Annual General Reports, and Newsletters have now been included on the website. The Board reports and liaises regularly with the membership through quaterly meetings.</p>		
The museum is established by a written document(s) which includes: The authority for the museum	Meets	No change
<p><b>Additional Comments:</b>                      The constitution and by laws that govern the organization establish the authority for the museum with the Board of Directors and Officers of the Society. Article 4.1 defines the powers of the Board of Directors, while Article 5 defines the roles and responsibilities of the 5 Officers of the Society (President, Vice President, Treasurer, Secretary, and Executive Director).</p>		
The museum is established by a written document(s) which includes: The museum's statement of purpose and objectives	Meets	No change
<p><b>Additional Comments:</b>                      The objectives of the Brant Historical Society are outlined in Article 2.1 and are well summarized by our current manadate or mission statement. We have not tried to compete with other organization with whom our mandates overlap. If this is a practice we wish to continue, we should revise the mandate to remove parts of the mandate which conflict with other art, culture, and heritage sites in the local area.</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum is established by a written document(s) which includes: Provisions for the dissolution of the museum's assets and liabilities should it cease to operate.	Meets	No change
Additional Comments: The constitution has the provisions if the organization were to dissolve and cease to operate in Article 16.		
The museum's governing body is established by a written document which outlines: Its composition and structure, including selection of members and terms of office	Meets	No change
Additional Comments: Article 4 of the constitution and by laws establish standards for board composition and structure. Significant past board members have started on the board by appointment under Article 4.12. It is not clear if this article is overexploited in our organization to other similar organizations. This could have an impact on the perceived openness of the organization.		
The museum's governing body is established by a written document which outlines: Its obligation to ethical behaviour and the avoidance of conflict of interest, as a body and as individuals	Meets	Significant Improvement
Additional Comments: The constitution has included a conflict of interest statement in Article 13. This past year the board improved this specific standard by introducing a conflict of interest policy and reviewing the governance policy to make improvements.		
The museum's governing body is established by a written document which outlines: Its obligation to meet municipal, provincial and federal legislative requirements that have an impact on its decisions or activities	Exceeds	Moderate Improvement

**Additional Comments:**

The Board of Directors has initiated a policy review committee, comprised of Board Members, to review the constitution and ensure compliance with the Ontario Not-for-Profit Corporations Act (ONCA), if and when, the law comes into effect. This committee should continue to review the policies and, particularly, the review schedule of these policies so that they can adjust the monitoring period of our policies, if needed.

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Recruiting, supervising and evaluating the museum's curator or director (i.e. the museum's chief manager)	Meets	No change
Additional Comments: Article 5.8 of the constitution outlines the duties of the Executive Director. The Human Resources Manual for the organization dictates the responsibilities and duties of the Board Member in the recruitment, supervision, and evaluation of the Executive Director/Curator. This document also outlines the Executive Director/Curator's responsibilities and duties in recruiting, supervising, and evaluating all other employees.		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating the museum's statement of purpose	Meets	No change
Additional Comments: The statement of purpose is not included in any formal document (constitution, by laws, or policies). It should also be re-evaluated to ensure that it is appropriate for the current state of the organization.		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating written policy governing operations and defining programs	Meets	Moderate Improvement
Additional Comments: The Board has reviewed the governance and programming policies of the organization within the past year to ensure that they are up-to-date with current practice in the heritage sector.		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Securing funding necessary to carry out the museum's programs	Needs Improvement	Slight Improvement

**Additional Comments:**

The Directors of the organization should continue to improve the funding sources to ensure the museum is sustainable for the future. In the last three years, significant operating deficits were 15ignific to improve the inventory of the collection. This deficit has implications when we are applying for grants as it appears the organization is financially precarious. The last major fundraising initiative that made more than \$10,000 was over five years ago. Government grants do not rise with our increased costs placing them on the Board of Directors. This needs to be the one of the main foci of the Board of Directors to ensure the organization can continue to survive.

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Preparing or approving an annual budget and monitoring it to ensure public accountability	Meets	Moderate Improvement
Additional Comments: The Board has improved accounting and budgeting processes within the last year by hiring a Chartered Professional Accountant. This has allowed the organization to find costs savings and improve the reconciliation process. This resulted in a clearer budget for 2015 and the introduction of a 3-year budget cycle for this year's budget. This will ensure a better mindset in the planning of the financial condition of the organization.		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the purposes for which the museum exists are being fulfilled	Meets	Slight Improvement
Additional Comments: The Board has also demonstrated that they are equal partners in implementing and fulfilling the mandate of the organization and put forth the effort to ensure this continues.		
The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the collection is being cared for under proper condition	Meets	Moderate Improvement

<p><b>Additional Comments:</b> The collection is under threat from the physical building that we occupy. The Board has invested significant resources to ensuring a move is possible in addition to improving the storage and mangement of the collection for the existing building within the past 3 years. Over \$250,000 was invested in improving the collections management and the storage within the past 2 years.</p>		
<p>The museum’s governing body meets regularly and as often as necessary to conduct its business effectively. The meetings follow a written agenda and a written record is kept of all discussions and decisions.</p>	<p>Meets</p>	<p>Significant Improvement</p>
<p><b>Additional Comments:</b> The Board has made 16ignificant strides in this area by providing minutes to the members and the general public through our website. Staff is always informed by the secretary about completion of the minutes to ensure theat they are posted on the website in a timely manner. Article 7 of the constitution outlines the guidelines for books and records for the organization.</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum’s operation and administration meets municipal, provincial and federal legislative requirements that have a bearing on its operations and activities.</p>	<p>Meets</p>	<p>Slight Improvement</p>
<p><b>Additional Comments:</b> The Directors of the organization have proactively reviewed the constitution and by-laws to ensure that they will be in compliance for the Ontario Not-for-Profit Corporations Act (ONCA) when it comes into effect.</p>		
<p>The museum and its staff demonstrate a commitment to ethical behaviour as an institution and as individuals.</p>	<p>Meets</p>	<p>Slight Improvement</p>
<p><b>Additional Comments:</b> Board Members have shown an improved commitment to ethical behaviour and has resulted in a coflict of interest policy being created to clarify areas of concern. The staff and Board Members are aware of conflicts of interest and declare them at their earliest opportunity.</p>		



<p>The museum's operations and activities are directed by short and long-term written plans (e.g. business plan, strategic plan, visioning plan or master plan) approved by the governing body and containing goals and objectives relevant to the museum's statement of purpose.</p>	<p>Meets</p>	<p>Significant Improvement</p>
<p>Additional Comments:  The existing strategic plan that was to take the organization from 2014-2016 has gone through two turnovers in staff. This meant that the strategic plan needed to be significantly revised in order to reflect the current priorities of the Board and the organization. The draft has gone to the Board and been approved. The next stage will be to create a tactical plan to implement that strategic plan. There are no assessment criteria to evaluate how the organization will assess improvements on the strategic plan. Future work should focus on the development of business, visioning, and master plans for the Brant Historical Society.</p>		

# **Brant Historical Society**

## **Constitutional By-Law**

Being a By-Law No. 1 replacing all previous By-laws.

BE IT ENACTED AND HEREBY IT IS ENACTED as a By-Law of the Brant Historical Society (herein-after referred to as the Society) as follows:

### **Article 1 Interpretation**

1.1 In this By-Law of the Society, the singular shall include the plural and the plural, the singular, the word person shall include firms and corporations, and the masculine shall include the feminine.

1.2 In this By-Law, unless the context otherwise requires:

"Act" means the Corporations Act of Ontario, or any statute that may be substituted therefore, as from time to time amended;

"Board" or "Board of Directors" means the board of directors of this Society;

"By-law" means this by-law and "By-Laws" means all by-laws of this Society from time to time in force and effect;

"Letters Patent" means the letters patent incorporating this Society, as from time to time amended and supplemented by supplementary Letters Patent;

"Member" means any person admitted to membership in this Society in accordance with Article 3 of this By-law.

### **Article 2 Formalities**

2.1 Objectives

- (a) To acquire, document and preserve the artefacts and intangible history and heritage of the Brant region.
- (b) To conduct research on the history of the Brant region including, but not limited to, gathering information on artefacts, creating coherent narratives for exhibits and programs, and identifying and filling gaps in the historical record.
- (c) To educate and increase the public's understanding and appreciation of local history by making the collections and information about them physically and intellectually accessible through exhibits, seminars, educational and public programs, and publications.

2.2 Head Office

- a) Until changed in accordance with the Act, the head office of the Society shall be in the City of Brantford in the Province of Ontario.

- b) The directors may decide where the head office is to be located within the City of Brantford.

### 2.3 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Society shall be in the form impressed hereon. The corporate seal shall be kept at all times at the head office of the Society.

### 2.4 Anniversary

The anniversary date of the Society shall be November 24<sup>th</sup>, the date commemorating the death of Joseph Brant in 1807.

## **Article 3      Membership**

### 3.1 Qualifications

- a) Any person at least 18 years of age or organization may become a Member of the Society by paying in advance an annual fee. Only those persons resident of a province or a territory of Canada may become a Director of the Society.
- b) Individuals shall be admitted to membership by approval of the Board of Directors. The Board shall have absolute discretion in any decision regarding admission to membership in the Society, provided that the candidate for membership has the qualifications described in this By-Law. The Board shall also have absolute discretion in any decision regarding removal of membership in the Society.
- c) The Board of Directors may appoint by majority vote honorary members of the Society.

### 3.2 Annual Membership Fees

Membership fees, if any, shall be determined from time to time by the Board.

### 3.3 Terms of Membership

- a) Each Membership shall be for a one-year period, coincident with the Society's fiscal year, and shall be renewable.
- b) Members shall be entitled to one vote per motion / resolution at all membership meetings, including the annual general meeting, either personally or by proxy. Members are subject to all terms and conditions in the By-Laws which apply to Members.
- c) The interest of a Member in the Society is not transferable and ceases to exist upon his or her death or when he or she ceases to be a Member by resignation, or otherwise, in accordance with the By-Laws of the Society.

### 3.4 Liability of Members

Members are not liable as Members or responsible for any act, debt or obligation of the Society, nor for any claims, injuries, losses, transactions or other things related to the Society.

### 3.5 Registry of Members

The Secretary of the Society shall cause to be maintained a current membership list of all Members of the Society.

### 3.6 Resignation of Membership

- a) Members may resign at any time by giving notice in writing to that effect to the Secretary of the Society.
- b) In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Society prior to acceptance of his or her resignation.
- c) Membership shall automatically terminate if the Member no longer qualifies for membership in accordance with the By-Laws or other terms of membership.

## **Article 4 Board of Directors**

### 4.1 Powers of the Board of Directors

The Board of Directors shall administer and run the Society's affairs in all respects and may enter into contracts on behalf of the Society and do any other acts authorized by the Act, its Letters Patent and By-Laws, and may by resolution delegate specific duties to one or more staff, officers or individual directors. The directors shall undertake their responsibilities, honestly, in good faith and in the best interest of the Society.

### 4.2 Qualifications

- a) A director must be a Member.
- b) A person who is not a Member may be elected a director, but must become a Member within ten (10) calendar days of election or else cease to be a director.
- c) A director who ceases to be a Member ceases to be a director.
- d) A director must be at least 18 years of age.
- e) A director who cannot fulfill the obligations of a director as per section 4.13 shall be expected to resign. A director who refuses to resign may be removed from the Board as a result a unanimous vote of those directors present at a regularly scheduled or special meeting of the Board.
- f) All directors shall be resident Canadians.

#### 4.3 Number and Quorum of Directors

The affairs of the Society shall be managed by the Board of Directors. Until changed in accordance with the Act, the number of directors shall be nine (9), five (5) of whom shall constitute a quorum for the transaction of business.

The immediate past president, if not continuing as a Director, shall be invited to serve on the Board in a non-voting capacity.

#### 4.4 Election and Term

- a) Directors shall be appointed as required at the annual meeting of Members for a two (2) year term and shall be eligible to serve no more than three (3) consecutive terms. Terms take effect at the conclusion of the Annual General Meeting and the number of Directors elected at each annual meeting will be staggered to ensure continuity on the Board.
- b) Other directors may be elected as required to fulfill any vacancies on the board.
- c) The election may be by a show of hands or by resolution of the Members unless a ballot is demanded by any Member.

#### 4.5 Meetings of the Board of Directors

The Board shall transact the business of the Society only at meetings where a quorum of directors is present, provided that if all directors sign a resolution such resolution shall be effective as if passed at a meeting of directors. Directors may be present at meetings for purposes of transacting business by means of conference call or by electronic link. The directors may consider or transact any business of the Society at any meeting of the Board.

#### 4.6 Place of Meetings

The Board may hold its meetings where it wishes, provided a quorum of directors is present.

#### 4.7 Regular Meetings

- a) The Board shall have regularly scheduled meetings at least six (6) times a year.
- b) Notice need only be given for regular Board Meetings at least forty-eight (48) hours prior to the meeting and may be delivered via mail, fax, electronic mail, or telephone. The statutory declaration of the Chair or the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence that notice has been given.
- c) Any regular meeting of the Board may be adjourned to any time and from time-to-time, and any business may be transacted at a reconvened meeting that might have been transacted at the original meeting from which the adjournment took place. No further notice is required of any adjourned meeting.
- d) The Secretary shall cause minutes of the previous meeting and the agenda of each regular meeting to be forwarded to the directors prior to each regular meeting.

#### 4.8 Special Meetings

- a) Special Meetings of the Board may be called by the Chair, the Secretary or the Treasurer or on the written request of any two other directors.
- b) Notice of such a meeting shall be communicated to each director personally or by telephone, facsimile transmission, email or hand delivery at least one day before the proposed meeting or by mail provided that the notice is posted at least five days before the proposed meeting.
- c) The Secretary shall cause the time and manner of giving notice for each special meeting to be recorded in the Society's records.

#### 4.9 Voting

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question shall be considered defeated.

#### 4.10 Resolutions

- a) The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast.
- b) The Chair shall count the votes on a resolution and declare it carried or defeated.
- c) The Secretary shall cause an accurate record to be kept of the minutes including all resolutions passed, although a record of the votes for and against shall not be made unless required by any director.
- d) The declaration by the Chair that a resolution has passed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof that the resolution has passed.

#### 4.11 Remuneration of Directors

The directors shall not receive remuneration from the Society but shall be entitled to be paid their reasonable travelling and other expenses properly incurred by them in the business of the Society if authorized by the Board.

#### 4.12 Vacancies

Vacancies on the Board may be filled for the remainder of the term of office by the Board if the remaining directors constitute a quorum. Such action is to be ratified by the members at the following election. If there are no directors left in office or the remaining directors fail or refuse to call a general meeting within ten days after the loss of the quorum, any Member may call a general meeting and the Members may nominate and elect by majority vote at least that number of directors necessary to constitute a quorum.

#### 4.13 Vacating of Office

The office of a director shall be vacated upon occurrence of any of the following events:

- 1) if he or she becomes insolvent or bankrupt;
- 2) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- 3) if he or she ceases to be qualified as provided in section 4.2;
- 4) if he or she is removed as a director pursuant to section 4.13;
- 5) at the discretion of the Board, if he or she has been absent for three (3) consecutive board meetings (which absence has not been approved by the Board);
- 6) if he or she resigns by notice in writing to the Secretary of the Society;
- 7) if he or she applies for or becomes an employee of the Society;
- 8) if he or she is convicted of a criminal offence under the Criminal Code of Canada (for which a pardon has not been granted) as a result of which the Board determines such individual to be unfit or inappropriate to act as a director; or
- 9) if he or she contravenes any By-law or policy of the Society as a result of which the Board determines such individual to be unfit or inappropriate to act as a director.

### **Article 5      Officers of the Society**

#### 5.1 Officers

- a) The Officers of the Society shall be:
  - President & Chair of the Board who shall be the chief officer of the Society
  - Vice Presidents
  - Secretary
  - Treasurer
  - Executive Director
- b) At the Board of Directors meeting, following the annual meeting of the Members, the directors shall elect a President, Vice Presidents, Secretary and Treasurer from amongst themselves.
- c) One (1) person may hold more than one office except for the offices of President, Vice Presidents and Executive Director.
- d) The Board shall appoint an Executive Director.
- e) The directors may appoint other officers as they consider appropriate, which officers shall have such authority and shall perform such duties as may from time-to-time be prescribed by the Board.

- f) All officers shall be subject to removal by resolution of the Board, subject to any contractual or other legal obligations with respect to the Executive Director.
- g) All Officers, except the Executive Director, must be Directors.
- h) Pursuant to Section 290 of the Act, the Chair shall be assigned all the duties of the President of the Society.

## 5.2 Term of Office

Each officer, except the Executive Director, shall hold office until the next meeting of the Board following the next annual meeting of the Members, or until he or she resigns, or until he or she is removed in accordance with the provisions of the By-Law.

## 5.3 Delegation of Officer Authority

In case of the Chair's absence or inability to act, the Vice Chair or any other officer whom the Board may select shall act in his or her stead. In addition, the Board may delegate all or any of the powers of any officer to any other officer or to any director for the time being.

## 5.4 Duties of the President

- a) The President shall chair meetings of the Board of Directors and the Membership. If the Chair is not present, a Vice President shall chair the meetings.
- b) The President shall be an ex-officio member of all Board committees.
- c) The President and Secretary shall sign all By-Laws.
- d) The Board may give other duties and powers to the President from time to time.

## 5.5 Duties of the Vice President

- a) The Vice Presidents shall help the President do his or her duties and in the absence or inability of the President to do so, a Vice President shall act as the President with all the duties and powers of the President.
- b) The Board may give other duties or powers to the Vice President/s from time to time.

## 5.6 Duties of the Secretary

- a) The Secretary shall cause minutes to be kept of all Members meetings, all meetings of the Board, and all meetings of Board committees, and shall be responsible for the use and safekeeping of the Corporate Seal and of all legal documents and records belonging to the Society. The Secretary shall give or cause to be given, as and when instructed, all notices to Members and directors.
- b) The Secretary and the President shall sign all By-Laws.
- c) The Secretary shall cause all correspondence of the Society as directed by the Board of Directors.



d) The Secretary shall carry out such other duties as prescribed by the Board.

#### 5.7 Duties of the Treasurer

a) The Treasurer shall cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Society and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society.

b) The Treasurer shall propose an annual budget for the Society and report on a regular basis on the financial status of the Society.

c) The Treasurer shall submit to the Members at the annual meeting an audited statement of the receipts and expenditures for the Society.

d) The Treasurer shall oversee all other financial matters of the Society.

#### 5.8 Duties of the Executive Director

a) The Executive Director shall be the chief executive officer of the Society, shall oversee the general management and administration of the Society and its business, and shall have such other duties as are determined by the Board from time to time. The Executive Director shall serve at the pleasure of the Board and shall undertake his or her duties in accordance with the policies and direction established from time-to-time by the Board. Although not a director of the Society, the Executive Director shall receive notice of and may attend all meetings of the Board and its committees.

b) The Executive Director shall be the chief operating officer of the Brant Museum & Archives and its related sites, operations, activities and committees.

#### 5.9 Other Officers

The duties of all other officers of the Society shall be such as the Board may prescribe.

#### 5.10 Variation of duties

From time to time the Board may add, remove or otherwise vary the duties of any officer.

### **Article 6 Meeting of Members**

#### 6.1 Place of Meeting

Meetings of Members may be held at the Society's head office or any other place within the County of Brant that the Board decides.

#### 6.2 Time of Annual Meetings

a) The Society must hold an annual meeting of its Members no more than fifteen (15) months apart. Normally as close to the beginning of the fiscal year as is convenient but not later than March 31<sup>st</sup>.

b) The Board shall decide the exact time, date and place of the annual meeting.

### 6.3 Calling Members' Meetings

- a) The Board of Directors may call a meeting of Members at any time. Notice of the Annual Meeting or a Special business meeting shall be mailed to all members of record not less than thirty (30) calendar days prior to such meeting.
- b) Members may, in accordance with the Act, request a general meeting by presenting the Board with a petition signed by at least ten (10) of the Members that states the business to be considered at the meeting.

### 6.4 Voting at Meetings of Members

- a) Members who have paid their membership dues, if any, only may vote at Members meetings.
- b) Each Member has only one vote per resolution and may vote by proxy. At any meeting of Members a proxy holder duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the Member appointing the proxy holder would be entitled to exercise if present at the meeting. A proxy holder must be a Member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted upon only if prior to the time of voting it is deposited with the Secretary of the Society.
- c) Voting shall be by show of hands unless a majority of Members present demand a ballot in which case the vote shall be by ballot. At any meeting, unless a recorded vote is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not shall be conclusive of the fact.
- d) A Member may demand a tally, even on a vote by ballot, in which case the total votes for and against shall be recorded by the Secretary in the minutes.

### 6.5 Chair of Members Meetings

- a) The President or in his or her absence, a Vice-President of the Society shall chair the meetings of Members.
- b) If neither the President of the Society nor a Vice President of the Society is present fifteen minutes after the scheduled start of the meeting, the Members may elect a Chair from amongst themselves to conduct the meeting until such time as the President or a Vice President of the Society arrives. In the event that neither the President nor a Vice President of the Society arrives, the elected Chair will conduct the meeting.

### 6.6 Quorum of General, Special and Annual Meetings

A quorum of Members at meetings shall be not less than fifteen (15) members of who not less than six (6) shall be members of the Board of Directors present in person, or by proxy, and entitled to vote thereat.

## 6.7 Conduct of Members Meeting

- a) At any meeting of the Members, the Members may consider and transact any business without prior notice, except the removal of a director, changes to the By-Laws or changes to the Letters Patent. For matters relating to the removal of a director, changes to the By-Laws or changes to the Letters Patent, written notice must be given to the Secretary of the Society at least thirty (30) days in advance of the applicable meeting of Members. The notice must provide details as to the requested change(s) including the reason(s) applicable thereto.
- b) A majority of the votes cast carries any motion. However, a two-thirds majority vote is necessary to carry a special resolution or a By-Law change.
- c) The Secretary shall cause to be kept the minutes of the meeting. An entry in the minutes that the Chair of the meeting declared a motion carried is admissible in evidence as prima facie proof that the motion was passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.

## 6.8 Business at the Annual Meeting of Members

At every annual meeting, in addition to any other business, the following must be dealt with:

- 1) The report of the Board.
- 2) The Treasurer's financial report.
- 3) The Auditor's report.
- 4) The election of directors.
- 5) The appointment of the auditor for the next year.

## **Article 7 Books and Records**

### 7.1 Legal Requirements

The Society shall keep at its head office:

- 1) Members and directors resolutions and minutes of all meetings of Members and directors;
- 2) A copy of the Letters Patent and any supplementary Letters Patent;
- 3) All By-Laws and special resolutions;
- 4) The registry of Members;
- 5) The registry of directors;
- 6) Proper books of account and financing; and

7) All documents evidencing or affecting the rights and obligations of the Society.

## 7.2 Minutes

- a) The minutes of any meeting of the Board shall be approved at the next Board meeting.
- b) The minutes of any meeting of the Members shall be approved at the next meeting of the Members.
- c) Once the minutes are approved, either the Chair of the meeting that approved the minutes or the Chair of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

## 7.3 By-Laws and Special Resolutions

The Chair of the Society and the Secretary shall sign all By-Laws and special resolutions passed.

## 7.4 Registry of Directors

- a) The Secretary shall cause to be kept a registry of directors.
- b) The registry of directors shall consist of a list of the names, addresses and occupations of all persons who are or have been directors, together with the various dates when each became and ceased to be a director.

## 7.5 Proper Books of Account

The Society shall keep proper records of account, including records of:

- 1) all money received and spent by the Society;
- 2) all sales and purchases by the Society;
- 3) all assets and liabilities of the Society; and
- 4) all other transactions affecting the financial position of the Society.

## **Article 8 Transactions**

### 8.1 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments shall be signed on behalf of the Society by one of the President of the Society or a Vice President of the Society and by one of the Secretary, the Treasurer, the Executive Director or a director. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Society may affix the Corporate Seal thereto.

## 8.2 Banking Arrangements

The banking business of the Society shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such Banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## 8.3 Borrowing

- a) The directors may from time to time:
  - 1) Borrow money on the credit of the Society;
  - 2) Issue, sell, or pledge securities of the Society; charge, mortgage, hypothecate or pledge all or any of the real or personal property, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or other liability of the Society, subject to the terms of the Letters Patent, and supplementary Letters Patent of the Society.
- b) The Board may authorize any director, officer or other person to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

## Article 9 Protection of Directors

### 9.1 Indemnity

- a) Except where otherwise prohibited by law, each director and officer of the Society (each an "Indemnified Person"), and their heirs, executors, and administrators, and estate and effects, respectively, is hereby indemnified and saved harmless out of the funds of the Society, from and against:
  - 1) all costs, charges and expenses whatsoever (including amounts paid to settle an action or to satisfy a judgement) that such Indemnified Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Indemnified Person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, in or about the execution of the duties of such Indemnified Person's office; and
  - 2) all other costs, charges and expenses that such Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Indemnified Person.
- b) The Society shall purchase and maintain insurance for the Indemnified Persons against any liability incurred by them in their capacities, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Society.

- c) The preceding provisions regarding indemnification and insurance are subject to any limitations contained in any applicable statute or regulation.

## 9.2 Validity of Actions

No act or proceeding of any director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any minor non-substantive procedural irregularity in regard to such act or proceeding or the qualification of such director or Board of Directors.

## 9.3 Directors Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

# Article 10 Technicalities

## 10.1 Notice

- a) Members entitled to notice are those who at the close of business on the day immediately preceding the day on which notice is given are entered in the register of Members of the Society. The notice of a meeting of Members shall include the time and place of the meeting and transmitted at least thirty (30) days before the meeting. Any notice to Members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy.
- b) Any notice to be given pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, director, officer, auditor or any other person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Society, or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication, including by e-mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given two days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change the address on the Society's books of any Member, director, officer, auditor or other person in accordance with any information believed to be reliable. In computing the date when notice must be given, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- c) The accidental omission to give any notice to any Member, director, officer, auditor or other person, or the non-receipt of any notice by any Member, director, officer, auditor or other person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

d) Any Member (or a duly appointed proxy holder), director, officer, auditor or other person may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## 10.2 Errors and Omissions

No non-material error or omission in any proceedings of any meeting of directors, or Members, shall invalidate the meeting or any of the other proceedings at the meeting.

10.3 The procedural authority for the Society shall be Robert's Rules of Order.

## **Article 11 Finance**

### 11.1 Date

Unless otherwise determined by the Board of Directors, the fiscal year of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

### 11.2 Appointment

At the annual Members meeting of the Society the Members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting, or until changed by the Members. If no such appointment is made, the auditor in office shall continue until a successor is appointed.

### 11.3 Qualifications

No person shall be appointed as auditor who is a Member, director, officer or employee of the Society or who is a partner or employee of any such Member, director, officer or employee.

## **Article 12 Board Committees**

### 12.1 General

The Board shall create such committees as the Board determines are required to assist the Board in undertaking its duties. The Board shall establish the terms of reference of each committee to the extent not set forth herein or in any other By-law.

### 12.2 Membership and Procedure of Board Committees

Except as otherwise stated in this By-Law:

- 1) A member of the Board shall serve on each committee and the Chair of each committee will be approved by the Board.
- 2) Not all members of a committee need be directors.
- 3) Members of each committee shall be approved by the Board.

- 4) Each committee shall have at least two (2) members, one (1) of whom shall be a director.
- 5) Each committee shall keep records, shall report to the Board at regularly specified intervals and at any time upon request, and shall be responsible to the Board.
- 6) A quorum for the transaction of business of any meeting of any committee shall be a majority of the members of such committee.
- 7) Unless otherwise required, the frequency of timing of and the procedures for the holding of meetings of any committee and the giving of notice thereof shall be determined, from time to time, by the Chair of such committee in the absence of any Board directions.

### 12.3 Duties of Committees

- a) Each committee shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.
- b) The Board may at any time assign additional or different responsibilities to any committee.

## **Article 13 Conflicts of Interest**

- 13.1 Any director or officer who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Society shall declare their interest therein at the first opportunity at a meeting of the Board.
- 13.2 Any director or officer who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Society shall absent herself or himself from any discussion of or any vote upon the matter (including any discussion regarding any such request), with such absence recorded in the minutes.
- 13.3 The Board may from time to time create or amend by resolution a conflict of interest policy applicable to directors, officers, committee members, employees, Members, volunteers, suppliers and others related to the Society.

## **Article 14 Repeal of Prior By-Laws**

All prior By-Laws are hereby repealed.

## **Article 15 Amendments**

Amendments to this By-Law and any other By-Law may be proposed by a majority of the Board of Directors at a meeting of the Board and subsequently approved by an affirmative vote of at least two-thirds (2/3) of the Members in attendance at the Annual Meeting or Special Meeting provided that notice was given as per this bylaw. Three (3) or more members of the Society may propose in writing to the Board an amendment to this constitutional by-law. The Board is required to bring a recommendation on the proposal to the Members at the next Annual Meeting



or Special Meeting of the Society following the submission. The By-law must be amended in accordance with the Act.

**Article 16     Dissolution**

Should the Society dissolve by winding up its operation, or cease to function as an active body, all assets shall be vested in the Ontario Historical Society as specified in an Act to Incorporate the Ontario Historical Society, Chapter 108, Victoria 62, Section 12. If at the time of dissolution the Ontario Historical Society is not a qualified donee as defined by the Income Tax Act, then all assets will be vested in another qualified donee as recommended by the Board of Directors and approved by the Members of the Society.

PASSED by a meeting of the Members of the Society on the 21<sup>st</sup> day of March, 2012.

WITNESS the Corporate Seal of the Society.

.....  
Chair of Board

.....  
Secretary

Appendix A: Governance Standards for Community Museums in Ontario Template

<b>Overall Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>Good governance and demonstrated public accountability are necessary for the museum to operate as a viable not-for-profit significant6. The museum is governed by a publicly accountable body that follows a clearly defined mission and goals, and maintains openness in its decisions and operations.</p>		
<p>Additional Comments:</p>		

**Requirements**

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum is governed by a publicly accountable body.</p>		
<p>Additional Comments:</p>		
<p>The museum is established by a written document(s) which includes: The authority for the museum</p>		
<p>Additional Comments:</p>		
<p>The museum is established by a written document(s) which includes: The museum's statement of purpose and objectives</p>		
<p>Additional Comments:</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum is established by a written document(s) which includes: Provisions for the dissolution of the museum's assets and liabilities should it cease to operate.</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines: Its composition and structure, including selection of members and terms of office</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines: Its obligation to ethical behaviour and the avoidance of conflict of interest, as a body and as individuals</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines: Its obligation to meet municipal, provincial and federal legislative requirements that have an impact on its decisions or activities</p>		
<p>Additional Comments:</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Recruiting, supervising and evaluating the museum's curator or director (i.e. the museum's chief manager)</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Formulating the museum's statement of purpose</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Formulating written policy governing operations and defining programs</p>		
<p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Securing funding necessary to carry out the museum's programs</p>		
<p>Additional Comments:</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Preparing or approving an annual budget and monitoring it to ensure public accountability</p> <p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Ensuring that the purposes for which the museum exists are being fulfilled</p> <p>Additional Comments:</p>		
<p>The museum's governing body is established by a written document which outlines:  Its responsibilities and duties, including:  Ensuring that the collection is being cared for under proper condition</p> <p>Additional Comments:</p>		
<p>The museum's governing body meets regularly and as often as necessary to conduct its business effectively. The meetings follow a written agenda and a written record is kept of all discussions and decisions.</p> <p>Additional Comments:</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's operation and administration meets municipal, provincial and federal legislative requirements that have a bearing on its operations and activities.		
Additional Comments:		
The museum and its staff demonstrate a commitment to ethical behaviour as an institution and as individuals.		
Additional Comments:		
The museum's operations and activities are directed by short and long-term written plans (e.g. business plan, strategic plan, visioning plan or master plan) approved by the governing body and containing goals and objectives relevant to the museum's statement of purpose.		
Additional Comments:		

Appendix B: Governance Standards for Community Museums in Ontario Assessment

<b>Overall Standard</b>	<b>Rating</b>	<b>Direction</b>
Good governance and demonstrated public accountability are necessary for the museum to operate as a viable not-for-profit 11ignificant11. The museum is governed by a publicly accountable body that follows a clearly defined mission and goals, and maintains openness in its decisions and operations.	Meets	Moderate Improvement
<p>Additional Comments:                      The museum has a good level of accountability and has made improvements in the past year. At the request of members, board minutes and our newsletters are now posted publicly on our website. The objectives of the Brant Historical Society are outlined in Article 2.1 of the constitution. While the organization has had deficits in recent years, the museum is on a long-term plan to return to a revenue-neutral position. The board has improved its communication and relationship with members and staff, which is a 11ignificant improvement over the previous year for the organization.</p>		

**Requirements**

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum is governed by a publicly accountable body.	Meets	Significant Improvement
<p>Additional Comments:                      Copies of the Board Minutes, Annual General Reports, and Newsletters have now been included on the website. The Board reports and liaises regularly with the membership through quaterly meetings.</p>		
The museum is established by a written document(s) which includes: The authority for the museum	Meets	No change
<p>Additional Comments:                      The constitution and by laws that govern the organization establish the authority for the museum with the Board of Directors and Officers of the Society. Article 4.1 defines the powers of the Board of Directors, while Article 5 defines the roles and responsibilities of the 5 Officers of the Society (President, Vice President, Treasurer, Secretary, and Executive Director).</p>		
The museum is established by a written document(s) which includes: The museum’s statement of purpose and objectives	Meets	No change
<p>Additional Comments:                      The objectives of the Brant Historical Society are outlined in Article 2.1 and are well summarized by our current manadate or mission statement. We have not tried to compete with other organization with whom our mandates overlap. If this is a practice we wish to continue, we should revise the mandate to remove parts of the mandate which conflict with other art, culture, and heritage sites in the local area.</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum is established by a written document(s) which includes: Provisions for the dissolution of the museum’s assets and liabilities should it cease to operate.</p>	Meets	No change
<p>Additional Comments: The constitution has the provisions if the organization were to dissolve and cease to operate in Article 16.</p>		
<p>The museum’s governing body is established by a written document which outlines: Its composition and structure, including selection of members and terms of office</p>	Meets	No change
<p>Additional Comments: Article 4 of the constitution and by laws establish standards for board composition and structure. Significant past board members have started on the board by appointment under Article 4.12. It is not clear if this article is overexploited in our organization to other similar organizations. This could have an impact on the perceived openness of the organization.</p>		
<p>The museum’s governing body is established by a written document which outlines: Its obligation to ethical behaviour and the avoidance of conflict of interest, as a body and as individuals</p>	Meets	Significant Improvement
<p>Additional Comments: The constitution has included a conflict of interest statement in Article 13. This past year the board improved this specific standard by introducing a conflict of interest policy and reviewing the governance policy to make improvements.</p>		
<p>The museum’s governing body is established by a written document which outlines: Its obligation to meet municipal, provincial and federal legislative requirements that have an impact on its decisions or activities</p>	Exceeds	Moderate Improvement
<p>Additional Comments: The Board of Directors has initiated a policy review committee, comprised of Board Members, to review the constitution and ensure compliance with the Ontario Not-for-Profit Corporations Act (ONCA), if and when, the law comes into effect. This committee should continue to review the policies and, particularly, the review schedule of these policies so that they can adjust the monitoring period of our policies, if needed.</p>		



<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Recruiting, supervising and evaluating the museum's curator or director (i.e. the museum's chief manager)</p>	Meets	No change
<p><b>Additional Comments:</b> Article 5.8 of the constitution outlines the duties of the Executive Director. The Human Resources Manual for the organization dictates the responsibilities and duties of the Board Member in the recruitment, supervision, and evaluation of the Executive Director/Curator. This document also outlines the Executive Director/Curator's responsibilities and duties in recruiting, supervising, and evaluating all other employees.</p>		
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating the museum's statement of purpose</p>	Meets	No change
<p><b>Additional Comments:</b> The statement of purpose is not included in any formal document (constitution, by laws, or policies). It should also be re-evaluated to ensure that it is appropriate for the current state of the organization.</p>		
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Formulating written policy governing operations and defining programs</p>	Meets	Moderate Improvement
<p><b>Additional Comments:</b> The Board has reviewed the governance and programming policies of the organization within the past year to ensure that they are up-to-date with current practice in the heritage sector.</p>		
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Securing funding necessary to carry out the museum's programs</p>	Needs Improvement	Slight Improvement
<p><b>Additional Comments:</b> The Directors of the organization should continue to improve the funding sources to ensure the museum is sustainable for the future. In the last three years, significant operating deficits were significant to improve the inventory of the collection. This deficit has implications when we are applying for grants as it appears the organization is financially precarious. The last major fundraising initiative that made more than \$10,000 was over five years ago. Government grants do not rise with our increased costs placing them on the Board of Directors. This needs to be the one of the main foci of the Board of Directors to ensure the organization can continue to survive.</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Preparing or approving an annual budget and monitoring it to ensure public accountability</p>	Meets	Moderate Improvement
<p>Additional Comments: The Board has improved accounting and budgeting processes within the last year by hiring a Chartered Professional Accountant. This has allowed the organization to find costs savings and improve the reconciliation process. This resulted in a clearer budget for 2015 and the introduction of a 3-year budget cycle for this year's budget. This will ensure a better mindset in the planning of the financial condition of the organization.</p>		
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the purposes for which the museum exists are being fulfilled</p>	Meets	Slight Improvement
<p>Additional Comments: The Board has also demonstrated that they are equal partners in implementing and fulfilling the mandate of the organization and put forth the effort to ensure this continues.</p>		
<p>The museum's governing body is established by a written document which outlines: Its responsibilities and duties, including: Ensuring that the collection is being cared for under proper condition</p>	Meets	Moderate Improvement
<p>Additional Comments: The collection is under threat from the physical building that we occupy. The Board has invested significant resources to ensuring a move is possible in addition to improving the storage and management of the collection for the existing building within the past 3 years. Over \$250,000 was invested in improving the collections management and the storage within the past 2 years.</p>		
<p>The museum's governing body meets regularly and as often as necessary to conduct its business effectively. The meetings follow a written agenda and a written record is kept of all discussions and decisions.</p>	Meets	Significant Improvement
<p>Additional Comments: The Board has made 14 significant strides in this area by providing minutes to the members and the general public through our website. Staff is always informed by the secretary about completion of the minutes to ensure that they are posted on the website in a timely manner. Article 7 of the constitution outlines the guidelines for books and records for the organization.</p>		

<b>Specific Standard</b>	<b>Rating</b>	<b>Direction</b>
The museum's operation and administration meets municipal, provincial and federal legislative requirements that have a bearing on its operations and activities.	Meets	Slight Improvement
<p>Additional Comments:  The Directors of the organization have proactively reviewed the constitution and by-laws to ensure that they will be in compliance for the Ontario Not-for-Profit Corporations Act (ONCA) when it comes into effect.</p>		
The museum and its staff demonstrate a commitment to ethical behaviour as an institution and as individuals.	Meets	Slight Improvement
<p>Additional Comments:  Board Members have shown an improved commitment to ethical behaviour and has resulted in a conflict of interest policy being created to clarify areas of concern. The staff and Board Members are aware of conflicts of interest and declare them at their earliest opportunity.</p>		
The museum's operations and activities are directed by short and long-term written plans (e.g. business plan, strategic plan, visioning plan or master plan) approved by the governing body and containing goals and objectives relevant to the museum's statement of purpose.	Meets	Significant Improvement
<p>Additional Comments:  The existing strategic plan that was to take the organization from 2014-2016 has gone through two turnovers in staff. This meant that the strategic plan needed to be significantly revised in order to reflect the current priorities of the Board and the organization. The draft has gone to the Board and been approved. The next stage will be to create a tactical plan to implement that strategic plan. There are no assessment criteria to evaluate how the organization will assess improvements on the strategic plan. Future work should focus on the development of business, visioning, and master plans for the Brant Historical Society.</p>		