

**Preamble**

The Royal Ontario Museum (ROM) is an operational enterprise agency of the Ontario Government. The Board of Trustees is composed of fifteen appointed, three *ex-officio*, and three elected members. The Board is responsible for the conduct of the ROM and its affairs. The Board is vested with powers by the Legislature of Ontario, in accordance with the Royal Ontario Museum Act and is subject to the provisions of the Corporations Act and the Trustees Act. The ROM has also entered into a Memorandum of Understanding with the Minister of Culture.

**Policy**

*Principles of  
Governance*

The Board will

- Provide strategic leadership.
- Set future goals.
- Emphasize outward vision.
- Encourage diversity of viewpoints.
- Be proactive.
- Provide links between the ROM and its *stakeholders*.

The Board recognizes the Canadian Museum Association's Ethics Guidelines (1999) as the basis for the ROM's own ethics and other operational policies.

*Board  
Responsibilities*

In this spirit, the Board will

- Exercise the powers and duties vested in it by the Royal Ontario Museum Act.
- Set strategic priorities including broad curatorial and operational priorities while focusing on intended long term impacts (i.e. Ends), not on administrative or programming means of attaining these Ends.
- Ensure there are in place appropriate policies guiding management's practices and procedures in all areas of ROM operations.
- Adopt annual and long-term business plans for the ROM, which cover all ROM collections, programs, and services.
- Assure the ongoing viability of the ROM through ensuring the financial support and resources necessary for the ROM to fulfill its mandate and objectives.
- Monitor the ROM's vision, mission, and corporate strategy and its performance against policies and approved plans on a regular basis.
- Evaluate the Director & CEO's performance in accomplishing the proper conduct of the ROM's affairs.
- Deal with senior executive compensation and succession planning.
- Maintain an awareness of social and economic factors affecting the communities served by the ROM.
- Conduct active and enthusiastic advocacy on the ROM's behalf.

- Assess its own effectiveness in striving to govern with excellence and continually improve as a Board.

*Conduct of  
Trustees*

Trustees have fiduciary responsibilities in law. They must always prefer the ROM's best interests to any other interests that a trustee may also have or represent. Trustees will observe the following Code of Conduct. They will

- Demonstrate a genuine interest in the ROM and maintain high ethical standards.
- Distinguish clearly between Board and *employee* and/or *volunteer* roles and refrain from any appearance of interference with institutional operations.
- Be willing to suppress differences of temperament and opinion in the broader interests of effective governance.
- Support Board decisions and policies outside of the boardroom.
- Avoid, wherever possible, conflicts of interest and perceptions of conflicts of interest.
- Declare immediately any conflict of interest, either business or personal, to the Chair, or designate, and have it officially recorded and thereafter refrain from participating in further discussions of the matter.
- Refrain from divulging any confidential information obtained as a trustee unless legally required to do so.
- Abstain from using information obtained as a trustee for the advantage of other than the ROM.
- Avoid any conduct of private business or personal services with the ROM; and not use their position to obtain for themselves, family members or close associates, employment or preferment within the ROM and resign from the Board prior to making application for an employee position at the ROM.
- Direct any request requiring a material amount of employee time to the Director & CEO, who may reasonably refuse a request with a rationale for so doing.

*Committees*

The Board may establish committees and task forces to undertake general duties or specific assigned tasks, as defined in approved Terms of Reference.

*Chair's Role*

The Chair will

- Ensure that the Board operates in a manner consistent with its policies.
- Represent the Board to outside parties.
- Be the only official spokesperson for the Board, other than in specifically authorized instances.
- Represent the Board as an ex-officio member of the ROM Governors, the fundraising arm for the ROM.

**Explanation of Terms**     *employee*: an individual who fills a position approved by the Director & CEO and who receives monetary compensation. ROM employees include senior management, supervisory and exempt staff, unionized employees, and individuals employed by the ROM for a limited duration.

*ex-officio*: a member of the Board of Trustees, whose appointment is by virtue of his/her position of employment or office held. There are three ex-officio members of the Board of Trustees: the Chair of the Governing Council of the University of Toronto, the President of the University of Toronto, and the Director & CEO of the ROM.

*stakeholders*: for the purposes of this policy, a group of people with a vested interest in the ROM and/or its activities, who, when appropriate, actively participate in the formulation of ROM goals, directions, services, and presentations.

*volunteer*: a term that applies to all individuals who provide their time and service to an activity that supports the objectives of the ROM and is authorized and sponsored by the ROM, and for which they are not paid by the ROM. Volunteers include, but are not limited to, members of the Department of Museum Volunteers ( ), trustees, research associates, departmental associates, field associates, curators emeritus, post-secondary or graduate students working in a curatorial department or in the field, and secondary-school students working on a cooperative-education term on Museum premises or volunteering in the Hands-on Discovery galleries.

**Date**                      April 20, 2000

**Amended**                June 2, 2006  
                                   September 7, 2006  
                                   June 14, 2007  
                                   September 6, 2007  
                                   June 19, 2009 – housekeeping - ( ) removal of language

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Approval

Chair of Board of Trustees

Director & CEO

***MONITORING***

**Adherence to Policy**

*Board:* The Governance Committee will periodically review the Board's adherence to the policy.

*Management:* The Director & CEO and the Deputy Director, Operations will ensure that the Governance Committee has all the relevant information for determining adherence.

**Policy Review**

<i>Method</i>	Internal Report
<i>Responsibility</i>	Governance Committee
<i>Minimum Frequency</i>	Annually

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