

III – DIRECTOR & CEO RESPONSIBILITIES & LIMITATIONS

Preamble	The Chief Executive Officer is the Director as defined in the Royal Ontario Museum Act. The term Director & CEO is used in Board policy.
Policy	The Director & CEO is accountable to the Board for the organization and financial performance of the ROM in fulfilling its Vision and Objectives.
<i>Position</i>	
<i>Description</i>	The Director & CEO’s performance is inextricably linked to the ROM’s performance.
<i>Principles</i>	The Director & CEO will operate in accordance with the following principles:
	(i) Authority
	<ul style="list-style-type: none"> • The Director & CEO is the Board’s link to the operating organization. The Board will make any delegation of authority to <i>employees</i> or <i>volunteers</i> exclusively through the Director & CEO. • The Director & CEO will establish all necessary management practices and procedures to implement Board policies and to achieve the ROM’s Vision and Objectives. • The Director & CEO is responsible for the ROM’s fiscal integrity, financial planning and budgeting, and will ensure that financial controls and procedures are in place. • The Director & CEO is the staff ex-officio member of the ROM Governors, the fundraising agent for the ROM. • The Director & CEO will ensure that the ROM’s physical, cultural, and intellectual assets are protected and not unnecessarily placed at risk. The Director & CEO will ensure that physical assets are well maintained and adequately insured.
	(ii) Limitations
	General: The Director & CEO’s actions will be governed by prudence, high ethical standards, and the law.
	Board Resolution Requirements: The Director & CEO requires resolution of the Board or its designate for the following:
	<ul style="list-style-type: none"> • Organizational restructuring at or above the Vice-President () level including changes in compensation and job classifications. • Significant matters affecting ROM assets, values, or reputation. • Significant matters affecting negotiation or administration of collective agreements.
	Board Communication: The Director & CEO will keep the Board apprised on a timely basis with pertinent information related to
	<ul style="list-style-type: none"> • Progress with respect to the business plan including achievement of objectives and financial results relative to budget. • Compliance or non-compliance with Board policies, the ROM’s Vision, and Objectives.

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- Relations with the provincial government and other government bodies and authorities.
- External factors which may affect the ROM’s operations, future plans or reputation.
- Museum trends and practices.
- Information relating to the ROM’s competitors including updates on relevant competitive developments.

Relationship with Employees & Volunteers: At all times the Director & CEO will

- Accord dignity and respect to employees, volunteers, and visitors.
- Respect the terms and conditions of employment governing employees, including collective agreements with unionized employees.
- Treat employees and volunteers fairly and equitably.

Compliance with Government Acts/Regulations and Policies: The Director & CEO will ensure compliance with all government Acts and Regulations and Board policies affecting employees, volunteers, and visitors including but not limited to, matters of

- Health and safety.
- Human rights.
- Environmental protection.

The Director & CEO will not deter any person from reporting an allegation of a significant violation of Board policy to the Board (after applicable collective agreements and procedures have been complied with).

Financial Authority: The Director & CEO will operate within a Board approved annual business plan and budget.

The Director & CEO’s financial authority is as follows:

- Commitments for capital expenditures up to but not exceeding \$50,000 per project, unless already approved as part of the annual business plan and budget.
- Operating commitments or leases up to but not exceeding \$50,000 over the period of the commitment, unless already approved as part of the annual business plan and budget.
- Consulting contracts up to but not exceeding \$25,000, unless already approved as part of the annual business plan and budget.
- Short term borrowing or the recurring commitment of future ROM revenues up to \$250,000 that can be repaid within 120 days from unencumbered revenues.

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In the event of urgent or emergency situations, the Director & CEO can authorize disbursements of up to twice the above levels with the concurrence of the Chair of the Board, or the Vice-Chair, if the Chair is not available.

Compensation, Benefits and Performance Management: The Director & CEO will act reasonably and prudently concerning the employment and compensation of, and benefits to employees, consultants, contract workers, and volunteers. The Director & CEO will ensure that compensation and benefits programs are consistent with Board policies and the financial and operating environment. The Director & CEO will also ensure that an effective program is in place to annually assess the performance of employees, and provide performance feedback.

Administrative Practices: The Director & CEO will follow the intent of the guidelines in the Ontario Directives Manual where relevant, (e.g., purchasing policy - Canadian preference, competitive purchasing, employment and hiring practices).

The Director & CEO will follow the intent of the Ontario Government’s recommendations with respect to “Customer Service” and shall be responsible for fostering and improving good customer service practices.

*Executive
Succession*

To protect the ROM from sudden loss of leadership, the Director & CEO will ensure that two other executives familiar with the Board and Director & CEO issues and processes can temporarily take over the direction of the ROM at the request of the Board.

To facilitate long-term succession in planning at the Director & CEO level and in other key executive positions, the Director & CEO will develop internal employees with leadership potential and assist the Board in identifying external talent, as appropriate.

*Monitoring
Director & CEO
Performance*

An on-going evaluation of the Director & CEO will be provided by the appropriate Board Committee or Sub-Committee. A formal review will occur at least annually.

The Director & CEO’s performance will be reviewed and evaluated against the Board’s policies, targets, goals, and directions. The Board, in conjunction with the Director & CEO, will identify at the beginning of each evaluation period a set of targets, goals, and directions that will provide an emphasis for the next evaluation.

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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.

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 26, 2003, June 2, 2006
 September 7, 2006
 September 6, 2007
 June 18, 2009 - housekeeping – () removal of language

Approval
 Chair of the Board of Trustees

Director & CEO

MONITORING

Adherence to Policy

Board: The Governance Committee will periodically review the Director & CEO’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

Method Internal Report
Responsibility Governance Committee
Minimum Frequency Annually