Preamble

The Board of Trustees, as the governing authority for the Royal Ontario Museum (ROM) with powers vested in it by the Legislature of Ontario, is responsible for the institution, its policies, its operational continuity and well-being, and the various assets which it holds in trust for the people of Ontario, to whom it is ultimately accountable.

Governance policies will guide trustees, other volunteers, employees, and others affiliated with the ROM who are responsible for any aspect of museum operation, management, or governance.

Museums and their employees and volunteers have duties, responsibilities, and opportunities; from time to time, they encounter ethical dilemmas and conflicts which must be resolved, considering both the needs of the institution and the broader public interest. In this regard, the ROM will be guided by the Canadian Museum Association's Ethics Guidelines **(**1999**)**.

Policy

Mandate

The mandate of the ROM includes

(a) The collection and exhibition of objects, documents, and books of any kind to illustrate and make known to the public the natural history of Ontario, Canada and the world;
(b) The collection and exhibition of objects, documents, and books of any kind to illustrate and make known to the public the history of man in all ages; and
(c) The promotion of education, teaching, research, public programs and publication in any or all fields referred to above.

Vision

To be recognized globally as an essential destination for making sense of the changing natural and cultural worlds.

Purpose

To inspire wonder and promote learning by sharing the stories of the unique collections that the ROM cares for on behalf of the people of Ontario; to be a champion for the natural and cultural worlds; to serve as a forum for our diverse communities; and to create knowledge that contributes to a better future.

The ROM values its key assets including its collections, its people, and its interaction with the community.

Values

The ROM's core values are

- Learning – by promoting curiosity, discovery, and teaching
- Engagement – by anticipating and responding to the needs of our diverse audiences
- Authoritativeness – by upholding rigorous inquiry, sound research and scholarship, and professional integrity
- Stewardship – by developing and preserving an important public inheritance

- Innovation – by being forward-looking, open to new ideas and knowledge exchange
- Enjoyment – by emphasizing a customer-focused, welcoming and fun attitude

To create:

Strategic Objectives

- Extraordinary visitor experiences
  - Provide a compelling experience that begins before you enter the Museum, and continues after you leave
  - Focus on what it takes for both first-time visitors (as well as long time customers) to enjoy fully their visit and want to return again and again
  - Make galleries, exhibitions and collections memorable "must-sees" with great stories, wonderful objects, and layers of engagement to appeal to varied audiences
  - Utilize new technology to enhance interpretation, and bring curatorial and other expertise out onto the floor to connect visitors with the knowledge generation behind the scenes at the ROM

Strategic Objectives

- World-leading Centres of Discovery
  - Focus the ROM on developing Centres of Discovery aligned across the organization based on internationally recognized strengths in collections, research, educational mandate, and community interest
  - Utilize these Centres to drive staffing requirements, development of public profiles, gallery experiences, philanthropic goals, and programming
  - Make the focus of the Centres into the *must-d*o elements of the ROM – what we are known for – that stand out as highlights
  - Identify and execute a philanthropic plan to support the individual Centres

Strategic Objectives

- Essential audience relationships
  - Create experiences that are valued by our audience, rather than what we think they should value
  - Understand our audiences better and work with them to build a strong relationship with the ROM – onsite, online, and via outreach
  - Recognize that relationships are personalized, two-way interactions
  - Have a strong sense of community; use that knowledge to sustain repeat visitation, so that it is representative of the changing demographics of Ontario and demonstrates the ROM's commitment to diversity and inclusiveness
  - Identify philanthropic goals for target audiences, and begin

activation through outreach, e.g. Heritage Days

- Financial resilience
  - All initiatives of the ROM, from investing in audience development, to demonstrating the ROM's utility to the community, and communicating international calibre research, need to be pursued not just as an essential component of our mandate but within the framework of financial sustainability
  - Through advocacy and audacity, and by improving our worth (and increasing the perception of the ROM's importance) to Ontario, to Canada, and to the world, the ROM becomes imperative for donors
  - ROM and ROM Governors work cooperatively to achieve philanthropic targets
  -
- Robust physical and technological infrastructure
  - Address the challenges of collection storage, office, and support spaces for the ROM, together with planning when major infrastructure maintenance will be required in the short, medium and long-term
  - Invest in the IT and online infrastructure to create new systems, and platforms for access and two-way interactions
  - Specific IT objectives linked to donor/sponsor opportunities

- A skilled and responsive staff, leadership and volunteers
  - Understand and enhance the skill sets required by the ROM's strategic plan
  - Invest in professional development, mentoring, and leadership to effectively adapt to the Museum's and the community's changing needs
  - Build adaptability and innovation into the organizational culture
  - Use the skills and time of volunteers more effectively
  - Promote opportunities for interns, and the ROM as a site for research in Museums and learning
  - In all activities demonstrate respect and dignity for staff, leadership and volunteers, as well as an understanding of the varied needs of a diverse workforce and stakeholder constituency

Work Environment Principles

Work Environment Principles

The ROM embraces a working environment that recognizes individual integrity, commitment, reliability, initiative, and co-operation. The ROM values teamwork in the achievement of its Mandate and will strive for excellence in its endeavours.

In furtherance of creating such an environment, employees and volunteers (including trustees) will

- Treat others with respect, tact, and courtesy, both within the ROM and when representing the ROM.

- Use their skills and experiences for the benefit of the ROM.
- Keep confidential ROM information, which involves a matter of trust.
- Respect and protect ROM property and facilities, including records, and refrain from using them in a manner or for a purpose that may be contrary to the ROM's interests.

In addition to these behaviours expected of all employees and volunteers, managers have additional responsibilities that are implicit in the organizational authority vested in them. Managers will adhere to the Work Environment Principles set out for employees and volunteers and in addition

- Use their knowledge, experience, abilities, and expertise to the best advantage of the ROM in fulfilling its Mission and achieving its Objectives.
- Strive to unite management, employees, and volunteers in a sense of shared purpose.
- Respect and foster the professionalism of employees and volunteers.
- Acknowledge achievements, and provide guidance and encouragement in a productive work environment.
- Exercise reasonable and non-discriminatory human resources practices.
- Ensure that all applicable policies are communicated effectively, and adhered to in daily operations.
- Ensure that the ROM, its departments, individual employees, and volunteers grow and develop professionally in a manner consistent with stated Values and Work Environment Principles.
- Use resources effectively and make decisions that are financially and ethically responsible in furtherance of the ROM's Mission and Objectives.
- Strive to produce and foster the production of outstanding and innovative programs, which exceed visitor expectations.

Explanation of Terms

collections: refers to objects including artifacts, works of art, and biological and geological materials, sound and video recordings, and any other movable cultural or natural property that has been formally accepted and accessioned by the ROM.

diverse audience: an audience representative of the contemporary society in Toronto, Ontario, Canada and abroad.

Date	April 20, 2000
Amended	June 26, 2003 September 9, 2004 September 7, 2006 June 14, 2007 September 6, 2007 June 18, 2009 – new language June 16, 2011 – housekeeping (title change) December 15, 2011 – new language June 21, 2012 – housekeeping (title change) June 20, 2013 – reviewed with no changes June 23, 2014 – reviewed with no changes

Approval

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Chair of Board of Trustees Director & CEO

MONITORING
Adherence to Policy

Board: The Governance Committee will annually review management's adherence and progress on the delivery of the Policy.

Management: The Director & CEO and the Deputy Director, & Chief Operating Officer 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

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. The ROM is defined as a public body under the Public Service of Ontario Act (PSOA),that sets out an ethical framework for public agencies, their employees and OIC appointed Trustees.

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.

In this spirit, the Board will

Board Responsibilities

- 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 fulfil 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.

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

Conduct of Trustees

- 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.
- Abide by the Public Service of Ontario Act (PSOA), with respect to: Oaths; Disclosure of Wrongdoing; Conflict to Interest, and Political Activity.

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.
- Act as the Ethics Executive for Trustees, as per the PSOA.

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
March 3, 2011 (Adherence review and amendments)
June 16, 2011 – reviewed with no changes
June 21, 2012 – reviewed with no changes
June 20, 2013 – reviewed with no changes
June 23, 2014 – reviewed with no changes

Approval

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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 & Chief Operating Officer 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

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.

Position Description The Director & CEO's performance is inextricably linked to the ROM's performance.

Principles

The Director & CEO will operate in accordance with the following principles:

(i) Authority

- The Director & CEO is the Board's link to the operating organization. The Board will make any delegation of authority to *employees* or *volunteers* 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:

- 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

- 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.
- 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.

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.

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.

Executive Succession

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.

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 June 16, 2011 – housekeeping (title change) June 21, 2012 – housekeeping (title change) June 20, 2013 – reviewed with no changes June 23, 2014 – reviewed with no changes

Approval

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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 & Chief Operating Officer 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