

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 Tourism, Culture and Sport.. The ROM follows the ethical framework established under the [Public Service of Ontario Act \(PSOA\)](#), that sets out an ethical framework for the ROM employees and OIC appointed Trustees.

Policy
Principles of Governance

- The Board will
- Provide strategic oversight and governance.
 - Provide affirmation of major institutional 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](#) (2006) 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.
 - Affirm strategic priorities including broad programmatic 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.
 - Affirm executive leadership compensation approach.
 - Ensure Board Chair and Director & CEO 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 of The Royal Ontario Museum (the "ROM") 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 this Code of Conduct. In particular, trustees will:
- Demonstrate a genuine interest in the ROM.
 - Act ethically and with the highest degree of honesty, integrity and collegiality.
 - Represent the ROM and the Board of Trustees of the ROM (the "Board") in a positive and supportive manner at all times and in all places.
 - Express their opinions, unencumbered, yet always with the goals of flexibility

and compromise whenever achievable by remaining open to differing viewpoints.

- Respect the opinions of their peers and leave personal prejudices and personal interests out of all Board and Committee discussions.
- Display courteous conduct in all Board and Committee meetings toward each other and toward staff.
- Be willing to suppress differences of temperament and opinion in the broader interests of effective governance.
- Support all Board decisions and policies outside of the boardroom, even when they may be in a minority position with respect to any vote thereon.
- Distinguish clearly between Board and *employee* and/or *volunteer* roles and refrain from any interference with institutional operations or actions that might be perceived as such.
- Avoid, 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 and from voting thereon.
- 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 any individual or institution 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.
- Resign as a trustee prior to making application for any 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.
- Comply with all laws, rules and regulations applicable to the ROM.
- Abide by the Public Service of Ontario Act (PSOA), with respect to: Oaths; Disclosure of Wrongdoing; Conflict to Interest, and Political Activity.
- Should a trustee wish to list their ROM affiliation on a personal social network site, they should include the disclaimer “Opinions are my own” and clarify that the social network account does not speak on behalf of the ROM. All communications and postings on a trustees social network site should be governed by the social media guidelines of the ROM, which follow the [Ontario Public Service](#) guidelines.
- Whether or not there is mention of the ROM in a trustees personal online networking activity, others may make the association. Accordingly, social media should not be used in any manner that may: (i) harm the interests of the ROM; (ii) embarrass or bring the ROM into public disrepute, contempt, scandal or ridicule; (iii) subject the ROM to liability; or (iv) result in the spread of content that may be discriminatory, threatening, hostile, harassing, offensive or otherwise inappropriate.

Failure to comply with the foregoing Code of Conduct may result in disciplinary action, up to and including removal from the Board of Trustees of the ROM.

Committee

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
 June 25, 2015 – housekeeping changes only
 June 23, 2016 – reviewed with no changes
 June 22, 2017 – reviewed with no changes
 June 25, 2018 – reviewed with no changes
 June 25, 2019 – reviewed with new language
 June 16, 2020 – housekeeping changes only
 June 15, 2021 – administrative changes
 June 14, 2022 – reviewed with no changes
 June 13, 2023 – reviewed with administrative changes

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 Directors 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
