



**Royal British Columbia Museum Corporate
Board of Directors**

General Bylaws

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1. Title

These by-laws may be cited as the Royal British Columbia Museum Board Corporation General By-laws.

2. Head Office

The head office of the Royal British Columbia Museum is in the City of Victoria, in the Province of British Columbia.

3. Definitions

"RBCM" means Royal British Columbia Museum.

"Board" means the Board of Directors for the Royal British Columbia Museum Corporation.

"Director" means a Director on the Board of the RBCM.

"Corporation" means the RBCM.

"Minister" refers to the Minister responsible for the RBCM.

"CEO" refers to the Chief Executive Officer of the RBCM.

4. Chair and Vice-Chair

The chair will be nominated and elected by the directors. A vice-chair will also be nominated and elected and will preside at meetings in the absence of the chair.

4.1 Terms of Chair, Vice-Chair and Committee Members

The term of the elected chair is a one (1) year term to a maximum of six (6) consecutive years. Each year the Nominating Committee will prepare a slate of directors for election or re-election to the positions of chair, vice-chair and membership on Board committees.

4.2 Election of Chair, Vice-Chair and Committee Members

The chair, vice-chair and committee members will be elected or re-elected at the first meeting of the new fiscal year.

5. Committees

The Board may establish committees to assist and report back to the Board. There will be five (5) standing committees:

5.1 Finance and Audit Committee

The Committee consists of a minimum of three members of the Board. The Chair of the Board is an ex-officio and non-voting member of the Committee, unless appointed by the Board as a full member of the Committee. The CEO participates as an ex-officio and non-voting member. The Executive Financial Officer will assist the Committee. A quorum is two (2) voting members. The committee will elect its chair at the first meeting of the new fiscal year.

The Board delegates the review of the financial affairs of the Museum to the Committee, as more particularly described in the *Terms of Reference* for the Audit & Finance Committee.

5.2 Governance and Nominating Committee

The Committee consists of a minimum of three members of the Board. The Chair of the Board is an ex-officio and non-voting member of the Committee, unless appointed by the Board as a full member of the Committee. The CEO participates as an ex-officio and non-voting member. A quorum is two (2) voting members.

The Governance and Nominating Committee recommends skilled and knowledgeable candidates to the Board, as more particularly described in the *Terms of Reference* for the Governance and Nominating Committee.

5.3 People and Organizational Culture Committee

The Committee consists of a minimum of three members of the Board. The Chair of the Board is member of the Committee. The CEO, the responsible VP and the Director of People and Culture are ex-officio and non-voting members of the Committee. A quorum is two (2) voting members.

The People and Organizational Culture Committee will assist the Board in ensuring the Museum has the talent, leadership and culture it needs, as more particularly described in the *Terms of Reference* for the People and Organizational Culture Committee.

5.4 Museum Redevelopment Committee

The Committee consists of a minimum of two members of the Board, experts as appointed by the Chair, the CEO and the Chair of the Board. Ex-officio and non-voting members of the Committee include the Vice President of Corporate Services and the Modernization Project Director. A quorum is two (2) voting members. The Committee will meet quarterly with additional meetings as required.

The Committee is to advise on the RBCM Master Plan and to assist with moving the renewal of the Royal British Columbia Museum forward as more particularly described in the *Terms of Reference* for the Museum Redevelopment Committee.

5.5 Indigenous Advisory and Advocacy Committee (IAAC)

The Committee consists of a minimum of one Indigenous member of the Board who will act as Chair of the Committee, and up to nine Indigenous members, representing a diversity of experiences and Indigenous communities from across the Province, and, if it so nominates, one Indigenous representative of the First Peoples' Cultural Council. Committee members will have expertise across a range of areas of interest to Indigenous communities in British Columbia, with a particular focus on tangible and intangible cultural heritage, repatriation, cultural interpretation and education.

The Board Chair, CEO and the Vice President, Engagement and UNDRIP Implementation are Ex-officio and non-voting members of the Committee. A quorum is five (5) voting members.

The Indigenous Advisory and Advocacy Committee (IAAC) will advise the Museum on effective and respectful engagement with Indigenous communities on matters relating to the Museum's governance, corporate planning, operations and repatriation. The Committee also plays an important advocacy role for the Museum and for the Indigenous peoples BC, as more particularly described in the Terms of Reference for the People and Organizational Culture Committee.

6. Powers of the Board

The Board of Directors:

- Provide the business direction of the Corporation;
- Approve the Corporation's annual business plan,
- Approve quarterly and annual reports and,
- Set RBCM policies.

Directors are expected to serve in a manner consistent with the values of the Corporation as set out in the annual plan.

6.1 Resignation of Directors

A Director choosing to resign must advise the chair of this intention by giving sixty (60) days written notice, which may be waived by the chair.

7 Expenses by Directors

Directors will be paid an allowance based on established government guidelines for reasonable traveling and incidental expenses incurred in carrying out the necessary business of the Board.

Occasionally all directors receive invitations to attend functions which involve travel and hotel expenses. The chair, in consultation with the CEO, shall decide if it is important for the Board to be represented and, if so, the chair shall attend as the Board representative whenever possible. If unable to accept the invitation, the chair may designate a director or directors to represent the Board.

8. Meetings

The Board shall meet at least four (4) times annually as set by the chair. Additional meetings may be called by the chair.

8.1 Time and Place of Meetings

Meetings of the Board may be held at any place in British Columbia as determined by the chair.

The board coordinator shall ensure that notice of the meeting shall be delivered (by mail, courier, electronic or facsimile transmission) to each director not less than seven (7) calendar days before the meeting is to take place. The address, e-mail or facsimile number used shall be the most recent provided by each director. The notice shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

Meetings of the Board may be held without formal notice, at any time and place, if all the directors of the Board are present or those absent have indicated in writing their consent to the meeting being held in their absence. Any consent required by this section shall be effective whether given before or after a meeting to which it relates and may be given with respect to all meetings of the corporation.

8.2 Participation by Telephone at Meetings

A Director may participate in a meeting of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other. A Director participating in a meeting by such means is considered to be present at that meeting.

8.3 Chairing of Meetings

The Chair presides over all meetings of the Board. In the absence of the Chair, the Vice-Chair will preside. If both the Chair and Vice-Chair are absent, the Directors who are present must designate one of those present to preside for that meeting.

9. Quorum

A majority of the Directors holding office constitutes a quorum at meetings of the Board.

10. Voting and Proxies

The affirmative votes of the majority of the directors present at a meeting of the Board at which a quorum is present are sufficient to pass a resolution of the Corporation. Each director, including the presiding chair, shall have one vote.

Voting is by a show of hands or such other method of communicating, to be determined by the presiding chair, which will be effective to communicate the vote of each director attending or deemed to be attending the meeting, to each other director attending or deemed to be attending. There will be no proxies accepted.

11. Rules of Order

All meetings will be conducted and governed according to *Robert's Rules of Order*, except as provided by these by-laws.

12. Decisions of the Board

All directors will support the resolutions and bylaws passed by the Board, whether or not they voted in favour of the particular resolution or bylaw.

13. Minutes of Meetings

The minutes of meetings will be recorded by the board coordinator and distributed to all directors a minimum of seven (7) days in advance of the next meeting. All major policy and financial decisions shall be recorded in the minutes.

14. Reports

The Chief Executive Officer will provide the RBCM multi-year strategic plan, annual business plan, and the quarterly and annual reports to the Board for review and approval by resolution.

The annual report, as required under Museum Legislation, will be provided to the Board prior to being sent to the Minister.

15. Chief Executive Officer (CEO)

The CEO is responsible for:

- the achievement of business objectives and performance targets in the business plan.
- the sound management and day-to-day operation of the Corporation (see Appendix 1.)

The CEO provides the secretariat functions and reports on the RBCM's progress to the chair. As requested by the chair, the CEO will attend meetings of the Board and participate on committees of the Board.

The chair and vice-chair will annually review the performance of the CEO. The Finance and Audit Committee will review the recommended compensation and on approval of the chair of the Committee, will make a recommendation to the Board.

15.1 Delegation to CEO

The Board delegates the management and supervision of the affairs of the Museum to the CEO, as more particularly described in the *Terms of Reference* for the Chief Executive Officer attached to these Royal British Columbia Museum Board Corporation General By-laws as Appendix 2. The Board may identify matters they do not wish to delegate to the CEO.

16. Conduct and Conflict of Interest Guidelines

All directors are subject to rules respecting Conflict of Interest as set out in the *Museum Act*.

Directors must review the Conflict of Interest – Disclosure of Interest Guidelines and promptly sign a declaration and statement of understanding.

16.1 Private Interests

Directors shall declare to the chair any real or potential conflict of interest regarding a Board agenda item and prior to discussion of the same, shall remove themselves from the room during discussion and shall not vote. A director shall not attempt in any way to influence the voting on any question in respect of the matter.

The minutes shall record all such declarations.

17. Amendments to the RBCM Board General Bylaws

None of the RBCM Board General Bylaws may be amended or a new bylaw be created unless notice of the proposed amendment or new bylaw is delivered to all directors at least thirty (30) calendar days prior to the meeting at which the Board is to consider the bylaw or amendment. The approval of a minimum of eight (8) directors is required to effect a change in these bylaws.

18. Indemnity of Directors

Indemnity shall be given to all Lieutenant Governor in Council appointees to boards. All directors must complete and promptly return the Indemnity form.

The indemnification is against claims arising out of appointees carrying out their duties on the Board. The indemnification is in relation to activities occurring during the period of the appointment, notwithstanding the date of the claim.

19. Freedom of Information

The RBCM, including the Board, is subject to the requirements of the *Freedom of Information and Protection of Privacy Act* (FOI Legislation).

As such, the public has a right to access records within its custody or control, subject to specified exceptions set out in the FOI legislation. In addition, the RBCM and Board are obligated to ensure it manages personal information in compliance with the FOI legislation.

Appendix 1

Summary of Roles and Responsibilities of the Board and Chief Executive Officer

Area	Board	CEO / Staff*
Planning and Budgeting		
Business Plan and Budget	Approves and recommends to Minister.	Prepares, recommends and implements budget, including preparing quarterly performance reports for Board review.
Operations		
Day to Day Operations	No role	Makes all management decisions.
Administration		
Capital Purchases	Approves within business plan.	Recommends and implements.
Decision on building, renovating, lease, expansion	Approves within business plan.	Obtains quotes/bids, signs contracts as approved in business plan and implements.
Supply and services purchases	Approves policy.	Recommends policy and purchases according to policy and business plan.
Major repairs	Approves items exceeding spending policy limit.	Obtains estimates and implements within spending policy.
Finance		
Banking Resolutions	Approves	Recommends
Financial Policy	Approves	Recommends policy to Board with draft input.
Debt Acquisition	Approves annually.	Recommends policy to Board with staff input.
Annual Report	Approves	Prepares and recommends.
Annual Audited Financial Statements	Receives and approves.	Prepares information for external auditors.
Fee Schedule	Reviews	Prepares and informs
Human Resources		
Human Resources Policy	Reviews	Senior Staff issue – <i>Public Service Act</i> .
Hiring of Staff	Hires CEO	Hires staff as required within approved overall budget for staffing.

Area	Board	CEO / Staff*
Staff assignments	No role	Establishes all staff assignments.
Staff discipline up to and including termination if required	No role	Takes all disciplinary measures and makes final termination decisions. Advises Board of any changes in Executive Committee.
Collective Agreement	Reviews changes to agreement.	Recommends negotiation issues.
Staff Salaries	Establishes CEO package.	CEO establishes salary within corporate policy, administers salaries outlined in collective agreement within overall budget.
Staff Evaluation	Evaluates CEO	Evaluates all staff.
Rewards Program	Reviews	Administers rewards programs based upon performance achievements.

*CEO may delegate to staff as required.

Appendix 2

Terms of Reference for the Chief Executive Officer - Duties and Responsibilities

A. Introduction

- (i) The CEO is appointed by the Board of Directors of the Corporation and reports to the Board of Directors of the Corporation.
- (ii) The CEO's primary responsibilities include:
 - (a) providing overall leadership and vision in developing, in concert with the Board of Directors, the Corporation's strategic direction;
 - (b) providing overall leadership and vision in developing the strategies, tactics, and business plans necessary to realize corporate objectives;
 - (c) ensure the Corporation's public policy responsibilities that have been assigned by the Government have been incorporated into the strategic business plan; and
 - (d) managing the overall business to ensure strategic and business plans are effectively implemented, the results are monitored and reported to the Board of Directors, and financial and operational objectives are attained.

B. The CEO has the responsibility to:

- (i) Lead and manage the Corporation within parameters established by the Board of Directors and its committees;
- (ii) Foster a high performance corporate culture that promotes ethical practices, encourages individual integrity/accountability and social responsibility;
- (iii) Keep the Board of Directors fully informed of all significant operational, financial and other matters relevant to the Corporation;
- (iv) Review compensation plans for senior management with the Board of Directors including salary and incentive plans;
- (v) Ensure all operations and activities of the Corporation are conducted in accordance with laws, regulations, sound business practice and in accordance with the policies and practices approved by the Board of Directors;
- (vi) Develop and recommend to the Board of Directors strategic plans, including measurable goals and objectives, which ensure the Corporation's overall success. This includes updating and making changes as required;
- (vii) Successfully develop the corresponding business, project, capital and operating plans. Review and report regularly to the Board of Directors on

- the overall progress and results against operating and financial objectives and initiate courses of action for improvement;
- (viii) Develop annual operating forecasts of revenue, expenditures, operational results, and financial performance;
 - (ix) Authorize commitment of corporate resources. Enter into agreements, contracts, leases, etc. in the ordinary course of business, in order to pursue the approved strategies, business plans, and objectives of the Corporation;
 - (x) Identify the risks of the Corporation's business, review these risks with the Board of Directors regularly and implement appropriate systems to manage these risks;
 - (xi) Establish effective control and co-ordination mechanisms for all operations and activities. Ensure the integrity of the internal control and management systems;
 - (xii) Ensure employee responsibilities and authorities are clearly established;
 - (xiii) Develop and maintain a sound, effective organization structure, and ensure capable management succession and employee coaching training and development programs are in place;
 - (xiv) Authorize the commitment of funds to capital projects included in budgets approved by the Board;
 - (xv) Annually establish and maintain a Board-approved plan for senior management development and succession;
 - (xvi) Ensure the proactive development and implementation of the Annual service plan;
 - (xvii) Ensure the Corporation's assets are adequately safeguarded; and
 - (xviii) Manage and oversee the required interfaces between the Corporation and the Government and act as a primary spokesperson for the Corporation.