



TO:	CHAIR AND MEMBERS COMMUNITY AND NEIGHBOURHOODS COMMITTEE JULY 19, 2011
FROM:	JEFF FIELDING CHIEF ADMINISTRATIVE OFFICER
SUBJECT:	MUSEUM LONDON BY-LAW

RECOMMENDATIONS

That, on the recommendation of the Chief Administrative Officer, the following actions be taken with respect to the governing legislation for Museum London:

- (a) the attached proposed by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24, at the request of Museum London, **BE REFERRED** to the August 16, 2011 meeting of the Community and Neighbourhoods Committee;
- (b) the City Clerk **BE DIRECTED** to give written notice to the Board of Museum London, in accordance with The Corporation of the City of London Public Notice Policy, as contained in By-law No. A.-6151-17, as amended, that the above-noted proposed by-law has been referred to the Community and Neighbourhoods Committee, for its meeting to be held on August 16, 2011, for consideration.

PREVIOUS REPORTS PERTINENT TO THIS MATTER
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- Communication from Museum London with respect to a request for the passage of a by-law to upgrade Museum London's governing legislation as it relates to BILL Pr16, *An Act Respecting London Regional Art and Historical Museum - Community and Neighbourhoods Committee*, May 17, 2011.

BACKGROUND

"At its meeting held on May 17, 2011, the Community and Neighbourhoods Committee (CNC) received a communication dated May 6, 2011 from B. Meehan, Executive Director, Museum London, with respect to a request for the passage of a by-law to upgrade Museum London's governing legislation as it relates to BILL Pr16, An Act Respecting London Regional Art and Historical Museums. The CNC referred the communication to the Civic Administration for consideration and report back at a future meeting of the CNC."

In 2007 the *Municipal Act* was amended to provide municipalities with broad powers to establish dissolve and change local boards. Section 216 of the *Municipal Act* authorizes a municipality to pass by-laws to change a local board and provides that in the event of a conflict between a by-law changing a local board and the *Municipal Act* or any other Act, the by-law prevails. Accordingly, the City may pass by-laws effectively changing the provisions in the City of London Act pertaining to Museum London rather than seek an amendment to the private legislation.

Museum London wishes to update its legislation, which was passed in 1989 through the creation of a City by-law as provided for in Section 216 of the *Municipal Act* rather than using the previous private legislation approach.



Proposed Revisions to Museum London’s Act of Incorporation

A summary compendium of the proposed revisions to *the London Regional Art and Historical Museums Act 1989, S.O. 1989 c. Pr24* is attached as Appendix B. The highlights of some of these changes include:

2. Corporation

Section 2.1. - The London Regional Art and Historical Museums is hereby continued as a non-profit Corporation without share capital under the name “Museum London”.

The proposed revision includes: changing the legal name to *Museum London* from *London Regional Art and Historical Museums*.

4. Board of Directors

Section 4.1 - The Corporation shall be under the management and control of a board of directors consisting of fifteen persons, who shall be elected by the members of the Corporation.

The proposed revisions to this section include:

- removing the appointed seats on the Museum London Board (with the exception of the City Council seat) although the Museum will continue to recruit members from these constituencies;
- reducing the number of members from 21 which has proven to be an ineffectual number for effective governance and quorum to 15; and,
- adding “who shall be elected by the members of the corporation”.

Section 4.2 - A director may be elected for a term not exceeding three years. The Board shall stagger or vary the length of terms of office of directors elected to the Board so that as nearly as possible the terms of office of five directors shall expire annually.

The proposed revision to this section is: to add to the beginning of this section “A director may be elected for a term not exceeding three years.”

Section 4.6 No director shall hold office for more than two consecutive terms of three years each.

The proposed revision to this section includes: deleting reference to “but is again eligible for reappointment or re-election after a lapse of one year after the expiration of the second of the two consecutive terms”. This section now clearly states the term of office for directors.

5. Chairperson and Vice-Chairperson

Section 5.1 - The Board shall elect a chairperson and a vice-chairperson annually, from among the directors and may provide that, upon the expiration of the term of office of the chairperson or should the chair not wish to stand for re-election, the vice-chairperson shall become the chairperson of the Board.

The proposed revisions to this section include:

- deletion of reference to the election of a secretary and treasurer from among the directors; and,
- the addition of the wording “or should the chair not wish to stand for re-election” as another circumstance that might arise where the vice-chairperson would become the chairperson of the Board.



Section 5.2 - The Board shall appoint a secretary of the Corporation who shall:

- a) give notice of all minutes of meetings and proceedings of the Board;*
- b) keep all minutes of meetings and proceedings of the Board;*
- c) perform such duties, in addition to those set out in clauses (a) and (b) as the Board may from time to time direct.*

The proposed addition Section 5.2 allows the Board to appoint a staff person, as opposed to a director, to perform these functions.

7. Executive Committee

Section 7.1 - The Board shall elect from among the directors an executive committee consisting of five directors who shall be the chairperson, the vice-chairperson, three other directors. The Board may delegate to the executive committee any powers of the Board subject to any restrictions imposed by the Board.

The proposed revision includes: removal of the reference to the Treasurer; and there are three other directors, instead of two, which total five directors.

8. Nominating Committee

Section 8.1 - The Board shall establish a nominating committee which shall consist of five members and shall include the chairperson of the Board, the executive director of the Corporation, a nominee of the City, and two directors designated by the Board, one of whom shall be appointed chairperson of the nominating committee by the Board.

The proposed revision includes:

- changing the size of the nominating committee from seven members to five members;
- stating that “*and this committee includes a nominee of the City*”, instead of the Mayor or other nominee to provide clarity;
- the removal of a professional artist who resides in the City of London; and,
- reducing the number of other directors to two instead of three, to total a nominating committee of five members.

11. Powers of the Board

Section 11.1 - The Board has such powers as are necessary for the purpose of carrying out its objects, including the power,

- (c) to collect and raise money by way of grants, gifts, donations, bequests, legacies and other payments and to hold, expend or deal with such funds;*

The proposed revision to Section 11.1 (c) includes: the removal of the reference to the *Charitable Gifts Act*, as this Act was repealed in early 2011.

18. General

Section 18.2 - This by-law may be referred to as the “Museum London By-law.”

This by-law is referred to as the Museum London By-law instead of the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24.

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General Language Changes for Consistency

General proposed revisions include amending the language to ensure consistency e.g., refer to the Board being elected instead of being appointed throughout the document, change in the numbering, etc.

CONCLUSION

It is being requested that the proposed by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24 be referred to the August 16, 2011 meeting of the Community and Neighbourhoods Committee.

It is also requested that The City Clerk be directed to give written notice to the Board of Museum London, in accordance with The Corporation of the City of London Public Notice Policy, as contained in By-law No. A.-6151-17, as amended, that the proposed by-law has been referred to the Community and Neighbourhoods Committee meeting of August 16, 2011, for consideration.

ACKNOWLEDGEMENTS

The attached proposed by-law has been reviewed by Legal Services, the City Treasurer, the Deputy City Treasurer, the Executive Director of Museum London, the Head of Administration of Museum London, the Director of Financing of Museum London and the Executive Director of the London Public Library.

PREPARED BY:	RECOMMENDED BY:
ROBIN ARMISTEAD MANAGER, CULTURE AND MUNICIPAL POLICY	JEFF FIELDNG CHIEF ADMINISTRATIVE OFFICER

Cc: Brian Meehan, Executive Director of Museum London
 Cc: Susanna Hubbard-Krimmer, Executive Director of the London Public Library