

**MUSEUM LONDON BOARD RESOLUTIONS
FOR THE APPROVAL OF THE PROPOSED MUSEUM LONDON BYLAW AND REPORT**

RESOLUTION ONE (March meeting)

Brian Meehan advised the Board that the City required approval by the Museum Board of changes to the *“Proposed Revisions to Museum London’s Act of Incorporation (Bill Pr 16)”*, the report originally submitted to the City Council on August 29 and 30, 2011 in order to move forward with the By-Law that changes the Act. He also advised that a meeting is scheduled for Friday, March 30, to discuss whether it was possible to include powers to transfer the endowment funds to the Foundation in the by-law. He circulated a document highlighting the changes as follows:

Regarding the changes to the “Proposed Revisions to Museum London’s Act of Incorporation (BILL Pr 16)”, the report that you and Jennifer Smout originally submitted to the City Council on August 29 and 30, 2011, please note the following board recommended amendments to the draft Museum London By-Law previously submitted.

4. Board of Directors

The proposed revisions to this section originally stated that it was to 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”.

This has changed to “removing the appointed seats on the Museum London Board of the London and Middlesex Historical Society, and the London Historical Museums Association”. The London Historical Museums Association ceased operations in 1995 and can therefore no longer appoint Board members and the London and Middlesex Historical Society has asked to have a non-voting advisory role to the Board which would not be part of the Act.

The other appointed seats (one person from City Council, one person appointed by and from The London Public Library Board, one person elected by and from Canadian Artists' Representation, two persons elected by and from the Volunteer Committee of the corporation) would remain.

We have and continue to consult directly through one-on-one meetings with these groups regarding their relationship to the Museum London Board and to the Museum and feel at this time that their continued presence on the Board is a valuable asset to the organization.

As well, it should be noted that the requirement that one of the Board members “shall be a professional artist who resides in the City of London or the County of Middlesex and who is not a member of Canadian Artists' Representation” will remain in effect as well.

8. Nominating Committee

The proposed revisions to this section, specifically Section 8.1, originally stated that “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, the 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”.

This has changed to “the board shall establish a nominating committee which shall consist of five members and shall include the chairperson of the board, the nominee of the City, and three directors designated by the board, one of whom shall be appointed chairperson of the nominating committee by the board”.

11. Powers of the Board

In clause (e) language has been included (“(e) to permit the transfer of endowment funds to the Museum London Foundation Board”) that gives Museum London the ability to transfer endowment funds from Museum London to the Museum London Foundation, as the Foundation didn’t exist when the current Act was established.

It is our intention to ask that this language be added to the Act and we will be meeting with City administration on March 30, 2012 to review this matter.

Regarding item 7 (ii) in the Council Resolution, we do not feel there needs to be any additional terms under which appointed members may be removed from the Board by Municipal Council.

The proposed changes to our Act will be advertised in our enewsletter and through the London Arts Council portal for public feedback.

MOVED by Adam Caplan

SECONDED by Helen Pearce

That the changes to the "Proposed Revisions to Museum London's Act of Incorporation (Bill Pr16) as set-out above be approved

An amendment to the motion to vote separately on the changes related to the transfer of the endowment funds given the uncertainty as to whether they can be included in the by-law be voted on separately was

MOVED by Adam Caplan

SECONDED by Greg Ludlow

CARRIED

MOVED by Adam Caplan

SECONDED by Greg Ludlow

That the changes to the "Proposed Revisions to Museum London's Act of Incorporation (Bill Pr16) related to Board of Directors (4)as follows:

From "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" to " removing the appointed seats on the Museum London Board of the London and Middlesex Historical Society, and the London Historical Museums Association" ,

and related to Nominating Committee (8) as follows:

From "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, the 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" to "the board shall establish a nominating committee which shall consist of five members and shall include the chairperson of the board, the nominee of the City, and three directors designated by the board, one of whom shall be appointed chairperson of the nominating committee by the board".

MOVED by Adam Caplan

SECONDED by Greg Ludlow

That language be included in the Act to permit the transfer of endowment funds to the Museum London Foundation Board.

CARRIED

MOVED by Helen Pearce

SECONDED by Kadie Ward

That the report of the Policy Committee be accepted.

CARRIED

RESOLUTION TWO (June meeting)

That the Board approve the London Middlesex Heritage Society request to remove their appointed Board seat and to assume an advisory role regarding heritage matters and Museum London.

MOVED by Kadie Ward

SECONDED by Helen Pearce

that the London Middlesex Heritage Society request to remove their appointed Board seat and to assume an advisory role regarding heritage matters and Museum London be approved. CARRIED