

TO:	CHAIR AND MEMBERS INVESTMENT AND ECONOMIC PROSPERITY COMMITTEE AUGUST 14, 2012
FROM:	HARVEY FILGER DIRECTOR OF CORPORATE INVESTMENTS AND PARTNERSHIPS
SUBJECT:	MUSEUM LONDON BY-LAW

RECOMMENDATIONS

That, on the recommendation of the Director of Corporate Investments and Partnerships, the following actions **BE TAKEN** with respect to the governing legislation for Museum London:

- (a) The Museum London Report attached as Appendix "A" to this report **BE RECEIVED**. This Report outlines additional recommended amendments to the proposed Museum London by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24 from those that were recommended to Council on August 29/30, 2011; a certified copy of a Museum London Board Resolution for the approval of the Proposed Museum London By-law and Report; and an outline of the process followed to respond to the Council Resolution of August 29 and 30, 2011,
- (b) The draft Museum London by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24 attached as Appendix "B" **BE RECEIVED** and be referred to a Public Participation Meeting of the Investment and Economic Prosperity Committee on September 11, 2012.

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.
- Museum London Bylaw Report to CNC July 19, 2011 which was referred to a public meeting of the CNC on August 16, 2011.

BACKGROUND

"At its meeting held on August 29, 30, 2011, Council resolved:

- "7. That the proposed by-law to continue the London Regional Art and Historical Museums as Museum London, BE REFERRED back to Museum London to:*
- (a) undertake additional consultation with the public and affected stakeholders; and,*
 - (b) consider the following direction based on the public submissions to the Community and Neighbourhoods Committee:*
 - (i) the continued representation on the Museum Board and Nominating Committee from the Museum London volunteers and Canadian Artists' representation; and,*
 - (ii) the terms under which appointed Members may be removed from the Board by Municipal Council, if required;*

it being noted that the Community and Neighbourhoods Committee (CNC) heard verbal delegations from the following individuals with respect to this matter:

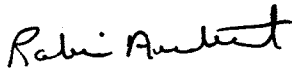

- M. Lake Collins, President, the Volunteer Committee to Museum London, and received a communication, dated August 8, 2011, as included as item 23(f) on the CNC added communications agenda;
- J. Hubbard, London Artist, 565 Leyton Crescent, and received the attached communication dated August 16, 2011, the attached petition signed by approximately 104 individuals, supporting the representation of artists on the Museum London's Board of Directors, (the entire petition is on file in the City Clerk's Office), as well as the points addressed in his submission as included as item #23(e) on the CNC added communications agenda; and,
- B. Meehan, Executive Director, Museum London;

it being further noted that the CNC received written communications from the following individuals with respect to this matter:

- S. Martin, 260 Sydenham Street;
- L. Brown, London Museum Volunteer;
- W. Thomas, Creative Art & Frame, 109 Fanshawe Park Road East;
- C. A. Leith, President of the Volunteer Committee; and,
- S. Hubbard Krimmer, CEO and Chief Librarian, London, Public Library.
(7/14/CNC) "

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. The Museum London Report attached as Appendix "A" to this report, outlines additional recommended amendments to the proposed by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24, which is attached to the Museum London Report as a result of the August 29/30 Council Resolution, as well as the process followed to respond to the Council Resolution of August 29/30, 2011. It also contains a certified copy of a Museum London Board Resolution for the approval of the Proposed Museum London By-law and Report.

It is being recommended that the draft Museum London by-law to revise the *London Regional Art and Historical Museums Act 1989*, S.O.1989 c. Pr24 attached as Appendix "B" be referred to a public participation meeting of the Investment and Economic Prosperity Committee on September 11, 2012.

PREPARED BY:	RECOMMENDED BY:
	
ROBIN ARMISTEAD MANAGER, CULTURE AND MUNICIPAL POLICY	HARVEY FILGER DIRECTOR OF CORPORATE INVESTMENTS AND PARTNERSHIPS

APPENDIX A

REPORT REGARDING THE CHANGES TO THE *"PROPOSED REVISIONS TO MUSEUM LONDON'S ACT OF INCORPORATION (BILL PR 16)*

30 July 2012

A report was submitted to City Council by Robin Armistead and Jennifer Smout on August 29 and 30, 2011. City Council referred this report back to the Museum London Board of Directors for clarification and further consultation with the community. That consultation has taken place and this report is submitted with the following board recommended amendments to the draft Museum London By-Law previously submitted.

The consultation process that Museum London followed to respond to the Council Resolution included having the resolution reviewed by Museum London Board, reviewing the proposed bylaw with affected stakeholders who spoke to Council about proposed bylaw, and posting the proposed bylaw in our enewsletter, on our website and through the London Arts Council portal for public feedback. We received two responses and were able to provide satisfactory answers to those two individuals, one who asked about our 2001 name change and the other who was asking about the make-up of our board committees.

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”.

Additionally, 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.

Submitted by

Brian Meehan
Executive Director, Museum London

**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 newsletter 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

APPENDIX B

Bill No.
2011

By-law No.

A By-law to continue the London Regional Art and Historical Museums as Museum London.

WHEREAS *The City of London Act, 1974*, S.O. 1974, c.148 established a corporation without share capital under the name "the London Art Gallery Board" for the purpose of planning, directing, altering, maintaining, operating and managing an Art Gallery or Art Galleries within the limits of the City of London;

AND WHEREAS *The City of London Act, 1974* was amended by *The City of London Act, 1997*, S.O. 1977 c. 92; *The City of London Act, 1978*, S.O. 1978 c. 128 and *The City of London Act, 1979*, S.O. 1979 c. 129;

AND WHEREAS pursuant to *The London Regional Art Gallery Act 1984*, S.O. 1984, c. Pr 16, *The City of London Act, 1974* as amended was repealed and The London Regional Art Gallery was continued as a non-profit corporation without share capital under the name London Regional Art Gallery;

AND WHEREAS pursuant to *The London Regional Art and Historical Museums Act, 1989*, S.O. 1989 c. Pr 24 *The London Regional Art Gallery Act 1984* was repealed and The London Regional Art Gallery was continued as a non-profit corporation without share capital under the name London Regional Art and Historical Museums;

AND WHEREAS subsection 5(3) of the *Municipal Act, 2001*, as amended, provides that a municipal power shall be exercised by by-law;

AND WHEREAS section 9 of the *Municipal Act, 2001*, as amended, provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS subsection 10(1) of the *Municipal Act, 2001*, as amended, provides that a municipality may provide any service or thing that the municipality considers necessary or desirable for the public;

AND WHEREAS subsection 10(2) of the *Municipal Act, 2001*, as amended, provides that a municipality may pass by-laws respecting: in paragraph 1, Governance structure of the municipality and its local boards, paragraph 3, Financial management of the municipality and its local boards, paragraph 5, Economic, social and environmental well-being of the municipality and in paragraph 7 services and things that the municipality is authorized to provide under subsection 10(1);

AND WHEREAS subsection 216(1) of the *Municipal Act, 2001*, as amended, provides that without limiting sections 9 and 10 of the Act, those sections authorize a municipality to pass a by-law to change a local board;

AND WHEREAS subsection 216(2) of the *Municipal Act, 2001*, as amended, provides that in the event of a conflict between a by-law described in subsection 10(1) of the Act and any provision of this or any other Act or in the event of a conflict with a regulation made under any other Act, the by-law prevails;

AND WHEREAS the Council for the City of London considers it necessary and desirable for the public to provide an art gallery and historical museum;

AND WHEREAS it is deemed expedient to pass this by-law;

NOW THEREFORE the Council of The Corporation of the City of London hereby enacts as follows:

1. Definitions

1.1 For the purpose of this by-law,

“**Board**” means the Board of Directors of the Corporation;

“**City**” means The Corporation of the City of London;

“**Corporation**” means Museum London referred to in section 2.1;

“**Council**” means the Council of the City;

“**Library Board**” means The London Public Library Board

2. Corporation Continued

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”.

3. Objects

3.1 The objects of the Corporation are:

- (a) to provide a permanent community institution in the service of society and its development for use by the public;
- (b) to acquire, conserve, research, communicate and exhibit for purposes of study, education and enjoyment, material evidence of people and their environment;
- (c) to provide a community facility for acquiring, conserving, preserving and exhibiting art and artifacts and to provide a comprehensive education and research program; and,
- (d) to maintain the proper environment for the maintenance and exhibition of the collection.

4. Board of Directors

4.1 (1) The Corporation shall be under the management and control of a board of directors consisting of:

- (a) one person appointed by and from the Council of the City;
- (b) one person appointed by and from The London Public Library Board;
- (c) one person elected by and from Canadian Artists' Representation;
- (d) two persons elected by and from the Volunteer Committee of the Corporation; and
- (e) ten persons elected by the members of the Corporation.

(2) The directors elected under clause (e) shall include one person who is 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.

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.

4.3 A vacancy on the Board occurs when a director resigns, dies or becomes incapable of acting as a director or if the Board by resolution declares the seat of a director to be vacant by reason of his or her absence from three consecutive meetings of the Board without being authorized to do so by the Board.

4.4 If a vacancy on the Board occurs before the term of office for which a person has been elected has expired, the vacancy may be filled by the remaining directors for the remainder of the unexpired term.

4.5 Directors shall hold office until their successors are elected.

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

4.7 The directors shall serve without compensation and no director shall, directly or indirectly, receive profit by virtue of being a director but reasonable expenses incurred in the performance of his or her duty may be paid provided such payments are in accordance with the City's Municipal Council Policy governing the payment of expenses.

5. Chairperson and Vice-Chairperson

- 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 chairperson not wish to stand for re-election; the vice-chairperson shall become the chairperson of the Board.
- 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.

6. Quorum

- 6.1 The Board may fix its quorum which shall not be less than one-half of its members and no business shall be transacted by the Board except at a meeting of its members at which a quorum of the Board members is present.
- 6.2 The Board shall meet at least six times a year.

7. Executive Committee

- 7.1 The Board shall elect an executive committee annually from among the directors consisting of five directors who shall be the chairperson, the vice-chairperson and three other directors. The Board may delegate to the executive committee any powers of the Board subject to any restrictions imposed by the Board.
- 7.2 The executive committee may fix its quorum which shall not be less than one-half of its members and no business shall be transacted by the executive committee except at a meeting of its members at which a quorum of the executive committee is present.

8. Nominating Committee

- 8.1 The Board shall establish a nominating committee which shall consist of five members and shall include the chairperson of the Board, a 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.
- 8.2 The nominating committee shall:
- (a) be responsible for developing guidelines for appointing nominees for election to the Board and shall determine guidelines for inviting nominees, and reporting to the Board as to its nominees for election to the Board;
 - (b) nominate persons for election to the Board to fill any vacancies on the Board; and,
 - (c) nominate directors and other individuals for consideration by the Board for election as officers of the Corporation.

9. Other Committees

- 9.1 The Board may establish other committees and may delegate to the committees such powers and duties as the Board may determine.

10. Members

- 10.1 The members of the Corporation are its directors, each of whom becomes a member of the Corporation upon his or her election or appointment to the Board.

11. Powers of the Board

- 11.1 The Board has such powers as are necessary for the purpose of carrying out its objects, including the power,
- (a) to purchase or otherwise acquire and to hold and to sell or otherwise dispose of any property for the purposes of the Corporation;
 - (b) to plan, erect, alter, maintain, operate and manage art and historical museums within the City of London;
 - (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;
 - (d) to invest, in investments authorized under the *Trustee Act* for the investment of trust funds, moneys of the Corporation not immediately required for its purposes.

12. Library Board

- 12.1 The Library Board may convey to the City or, with the consent of the City, to the Corporation by way of gift, the interest of the Library Board in such works of art and historical artifacts, including paintings, prints, woodcuts and sculptures, as the Library Board may by resolution determine.
- 12.2 The works of art and historical artifacts conveyed shall be used and administered in accordance with the purposes defined by any deed, will or other instrument creating any trust or obligation with respect thereto, and the Library Board is discharged from all obligations and trusts with respect to the works of art and historical artifacts so conveyed.
- 12.3 All trust funds held by the Library Board for the sole benefit of operating an art gallery and museum which immediately before the 20th day of December, 1979 were vested in and were under the control of the Library Board continue to be vested in the Corporation.
- 12.4 All trust funds held by the Library Board for the sole benefit of that part of the operations of the Library Board known as the London Historical Museums which immediately before the coming into force of the *London Regional Art and Historical Museums Act, 1989*, S.O. 1989 c. Pr were vested in and were under the control of the Library Board vest in the City or, with the consent of the City, in the Corporation.
- 12.5 The trust funds mentioned in subsections 12.3 and 12.4 shall be used and administered in accordance with the purposes defined by the deed, will or other instrument creating the trust, and the Library Board is discharged from all obligations with respect to these trust funds.
- 12.6 All gifts, trusts, bequests, devises and grants of property or the income or proceeds thereof, heretofore or hereafter expressed in writing to be made, given or conveyed to the Library Board solely for operating an art gallery and museum or solely for the London Historical Museums shall, in so far as the same had not vested in possession or been carried into effect on the day the *London Regional Art and Historical Museums Act, 1989*, S.O. 1989 c. Pr 24 came into force, in the absence of any intention to the contrary set out in the deed, will or other instrument in writing, be construed as though the same had been expressed to be made to the City or, with the consent of the City, to the Corporation.
- 12.7 The executor, trustee or other person charged with the duty of carrying into effect or administering the deed, will or other instrument described in subsection 12.6 shall pay over or transfer all moneys and property to the City or, with the consent of the City, to the Corporation when the same becomes payable or transferable, and the receipt of the City or the Corporation is sufficient discharge therefore.
- 12.8 The Library Board may convey or otherwise give to the City or, with the consent of the City, to the Corporation any property of the Library Board not mentioned in this section that is no longer required by the Library Board for operating an art gallery and museum or for the London Historical Museums.

13. Use of City Property for Museums

- 13.1 Where the City has an interest in any property, including works of art or historical artifacts, or holds any trust funds for any purpose or under any trust or obligation that is consistent with the objects of the Corporation, the City may, subject to the terms of any gift, trust, bequest, devise, grant or loan of such property or trust funds,
- (a) provide for the use, administration, conservation, protection and preservation by the Corporation of the property, on such terms and conditions as the council of the City may decide;
 - (b) provide for payment to the Corporation of all or a portion of the trust funds or the income therefrom on such terms and conditions as the council of the City may decide; and
 - (c) enter into agreements with the Corporation to give effect to the matters mentioned in clauses (a) and (b).

14. Head Office

- 14.1 The head office of the Corporation shall be in the City of London.

15. Local Board

15.1 The Corporation shall be deemed to be a local board for the purposes of the *Ontario Municipal Employees Retirement System Act*.

16. Exemption from Taxation

16.1 Property vested in or controlled by the Corporation shall be deemed to be exempt from taxation for municipal and school purposes in accordance with paragraph 9 of section 3 of the *Assessment Act*.

17. Dissolution

17.1 Subject to any instrument creating any trust or obligation with respect to the works of art and historical artifacts owned, possessed or controlled by the Corporation, the property of the Corporation upon its dissolution shall be distributed, after the payment of all debts and liabilities, to the City or to such organizations, having objects similar to those of the Corporation, as may be designated by Council to be used for the purpose of such objects.

18. General

18.1 If a provision of this By-law conflicts with a provision of another, *the Municipal Act, 2001, The London Regional Art and Historical Museums Act, 1989, S.O. 1989 c. Pr 24* as amended, or any other Act, the provisions of this by-law apply.

18.2 This by-law may be referred to as the "Museum London By-law".

18.3 This by-law comes into force and effect on the day it is passed.

PASSED in Open Council on _____, 2012.

Joe Fontana
Mayor

Catharine Saunders
City Clerk

First Reading –
Second Reading –
Third Reading –