



Preserving our past.
Enriching our future.

GLENGARRY PIONEER MUSEUM

SUBJECT: Governance Policy

APPROVED: 18 May 2011

UPDATED: 09 October 2014

LAST REVIEWED: 08 May 2019

X REFERENCE TO OTHER POLICY DOCUMENTS: All

THE GLENGARRY PIONEER MUSEUM (2013)

GOVERNANCE POLICY

VISION: The Glengarry Pioneer Museum (2013) is a steward of the history and heritage of Glengarry County and is committed to communicating the unique stories of this area in an inclusive, engaging and professional manner.

PURPOSE: The purpose of this policy is to provide the Museum Board of Directors and staff with guidelines, in order to meet the Community Museums' Governance Standard in a responsible manner.

SCOPE: This Governance Policy applies to all activities and personnel associated with The Glengarry Pioneer Museum (2013).

1. General

The Glengarry Pioneer Museum (2013), hereafter referred to as "The Museum", was established in 1962, under the authority of the Glengarry Historical Society (GHS). In May 2013, The Museum was incorporated as a non-profit affiliate of the Ontario Historical Society, under the Ontario Corporation Number 1897616. In August 2013, The Museum was granted charitable status by the Canada Revenue Agency, under the Business Number 80765-4249-RR0001. The Museum has also been known colloquially as GPM and will continue to be so.

2. Location

The Museum owns and occupies two properties in the Township of North Glengarry. The main parcel of land and principle museum buildings are located at 1645 County Road 30, Dunvegan. The deed for this was transferred to The Museum under registration number AR112698. A year-round office and storage building is located at 2799 County Road 30 (Main Street), Greenfield. This was transferred to The Museum under registration number AR112701. Both deeds were registered in January 2014.

3. Mission

The mission and objectives of The Museum are outlined in the Constitution of The Museum (Appendix A).

4. Purpose

The Glengarry Pioneer Museum has been established to tell the story of the pioneers who settled in the Glengarry County area from the time of first settlement until 1915. The Museum will research, collect, preserve, exhibit, and interpret a collection of historical artifacts. The collection will be housed at the museum site in appropriate historic buildings acquired from the local area.

5. Members

Any member of the community may join The Museum as a Member by completing an application and paying the appropriate dues. Definitions and terms of reference for Memberships are detailed in the Constitution and Bylaws of The Museum (Appendices A and B).

6. Board of Directors

The Museum's governing body is the Board of Directors, with responsibility for day-to-day operations vested in the Executive Committee. The detailed composition, structure and terms of reference for the Board of Directors and the Executive Committee are specified in the Constitution and Bylaws of The Museum (Appendices A and B), and the Directors' Terms of Reference (Appendix C).

7. Personnel

The Museum employs a suitably qualified person to perform the duties of a Curator / Administrator as detailed at Appendix D. Additional staff may be hired from time to time, as required.

8. Standing Committees

The Board of Directors forms task-oriented standing committees, each under the direction of a Director, to meet specific objectives or goals. These include, but are not limited to, the following key activities:

- a. Acquisitions;
- b. Buildings and Grounds;
- c. Events (overall);
- d. Fund Raising and Planning;
- e. Promotion.

Each Director is responsible for reporting the activities of the relevant committee to the Board of Directors and for ensuring that the committee's mandate is fulfilled

9. Sub-Committees

The Board of Directors forms task-oriented sub-committees to meet specific objectives or goals, including (but not limited to) running individual events and undertaking ad-hoc activities or projects, as required.

10. Coordinators

The Board of Directors appoints Coordinators to administer key functions of The Museum:

- a) Membership Coordinator. A Membership Coordinator is required by the Bylaws and is responsible for several duties, as outlined in the Bylaws (Appendix B), including maintaining a list of Members and collecting membership fees.
- b) Volunteer Coordinator. A Volunteer Coordinator is responsible for developing and maintaining a list of volunteers, which includes contact details, availability, specialized equipment, and skills. This coordinator works with sub-committees and event planners to assist in filling their volunteer requirements.
- c) Events Coordinator. An Events Coordinator is responsible for working with the events sub-committees and the Curator/Administrator to ensure that events are appropriate, adequately staffed and meet the objectives of The Museum.

These Coordinators will work together and share information, as required.

11. Planning

The Museum operates under an evolving long-term plan that is reviewed every three years to ensure that the Museum mission and objectives remain relevant and viable in the County of Glengarry.

12. Ethics

The Museum is committed to conducting its operations in an open, honest and ethical manner. The Board of Directors has adopted the Canadian Museum Association's Ethics Guidelines (<http://museums.in1touch.org/uploaded/web/docs/ethicsguidelines.pdf>) to assist Officers, Members and staff should they encounter ethical dilemmas and conflicts that must be resolved in a balanced manner, considering both the needs of The Museum and the broader public interest. The legal responsibilities of the Board of Directors are outlined in the Directors' Terms of Reference (Appendix C).

13. Procedures

Procedures for Records, Policies, Amendments and Dissolution are contained in the Constitution and Bylaws of The Museum (Appendices A and B).

14. Governance Amendments

Amendments to this Governance Policy document may be proposed in writing by any Board of Directors member, in good standing, and accepted by a supporting vote of the majority of the attendees at a subsequent general meeting of the Board of Directors.

15. Distribution

The Secretary shall provide a copy of this Governance Policy to all new members of the Board of Directors and have it available for inspection at every Board of Directors meeting and the AGM.

THE GLENGARRY PIONEER MUSEUM (2013)
GOVERNANCE POLICY

APPENDIX A

CONSTITUTION

Current Version – Approved: 22 April 2013

1. NAME

The name of the corporation that owns the properties, buildings and artifacts commonly known as the Glengarry Pioneer Museum shall be The Glengarry Pioneer Museum (2013), hereinafter referred to as **The Museum**.

2. ADDRESS

The head office of The Museum is located in the township of North Glengarry, in Glengarry County, Ontario.

3. NOT-FOR-PROFIT CORPORATION

The Museum shall be incorporated as a Not-for-Profit corporation, and the organization shall be carried on without purpose of gain for its Members. Any profits or gains realized by The Museum shall be used exclusively in promoting its objectives.

4. MISSION AND OBJECTIVES

The aims and objectives of The Museum shall be:

- a. To function as a steward of the heritage of Glengarry County;
- b. To communicate the unique stories of the area in an inclusive, engaging and professional manner;
- c. To own, collect, preserve, research, interpret, and exhibit a collection of artifacts;
- d. To work in close connection with the community, and other local museums and historical societies;
- e. To advance education:
 - i. By improving the public's understanding and awareness of the cultural history of Glengarry County;
 - ii. By hosting events, displays, exhibitions and performances for the greater community;
 - iii. By supporting programs offered by The Museum;
 - iv. By producing educational material;
- f. To raise funds for the purpose of carrying out the objectives;
- g. To enter into any arrangement that is in support of the achievement of The Museum's objectives.

5. MEMBERSHIP

Membership in The Museum shall be open to any person who shares the goals of The Museum, signs an application for membership and pays the current dues as designated by the Board of Directors.

6. BOARD OF DIRECTORS

The Museum shall have a Board of Directors of not less than five (5) Directors who are members of The Museum in good standing and elected by the Membership.

7. BYLAWS

Bylaws shall be established as required and may be introduced or amended by the Membership at an Annual General Meeting or Special Meeting called for that purpose. The procedure for this shall be defined in the Bylaws.

8. MEETINGS

An Annual General Meeting (AGM) of the Membership of The Museum will be held at the call of the Executive within six (6) months of the end of the preceding fiscal year and not more than fifteen (15) months after the holding of the preceding AGM.

9. AMENDMENT OF THE CONSTITUTION

The Constitution of The Museum may be revised, amended or altered only upon due notice being given to the Membership not less than thirty (30) days prior to the Annual General Meeting or such Special Meeting as may be called to consider the matter. A vote of 75% of the Membership present and voting shall be required to pass any revision or amendment, providing that the number of Members present and voting constitute a quorum. All proposed amendments shall be submitted in writing.

10. DISSOLUTION

In the event The Museum is dissolved, all assets after payment of debts and liabilities shall be distributed to the Glengarry Historical Society (a charitable organization, business number 107436370RR001). In the event the Glengarry Historical Society is unable to receive the assets, they shall be transferred to the Township of North Glengarry.

THE GLENGARRY PIONEER MUSEUM (2013)

GOVERNANCE POLICY

APPENDIX B

BYLAWS

Current Version – Amended: 5 December 2020

The following Bylaws are provided for the direction and guidance of the Members, Directors and Officers of The Glengarry Pioneer Museum (2013), hereinafter referred to as **The Museum**.

1. MANAGEMENT

1.1 Direction

A Board of Directors (BoD) shall direct and supervise the management of the activities and affairs of The Museum.

1.2 Board of Directors

1.2.1 Election

A minimum of five (5) and a maximum of nineteen (19) Members of The Museum will be elected to form a BoD at each Annual General Meeting (AGM). The number will be determined within these limits by special resolution.

1.2.2 Remuneration

Directors shall serve without remuneration and shall not, directly or indirectly, receive profit from their position.

1.2.3 Quorum

No business may be validly conducted at any meeting of the BoD unless there is a quorum of fifty-one percent (51%) of the members of the Board present at all times during the conduct of such business. Supernumerary members shall not be included in the calculation of quorum.

1.2.4 Meetings

The BoD must meet at least six (6) times during each fiscal year. Notice of each meeting will be given no less than ten (10) days in advance by email (or such other method as may be agreed by the BoD) to each member of the Board at their last known address. Notice shall include a draft Agenda and the Minutes of the previous meeting.

1.2.5 Vacancies

Any vacancy on the BoD or on the Executive Committee may be filled by any Member in good standing, upon a vote of the remaining members of the Board, for the unexpired balance of the term of the vacant position.

1.2.6 Removal

Any member of the BoD may be removed from office for failure to act in the best interest of The Museum, or for failure to attend three (3) consecutive meetings of the BoD without good cause, as determined by the BoD. A vote of two-thirds (2/3) of the members of the BoD present at the meeting is required for such removal. The member in question may speak but not vote on this matter.

1.3 Executive Committee

1.3.1 Duties

The Executive Committee shall be responsible for the day-to-day management and oversight of The Museum.

1.3.2 Election

The Executive Committee of The Museum will be elected at the AGM by the Membership from amongst those Members who have been elected to the BoD.

1.3.3 Positions

The elected positions on the Executive Committee will be:

President (known as Chair)

Vice-President (known as Vice-Chair)

Secretary (known as Recording Secretary)

Treasurer

1.3.4 Appointments

The BoD may appoint up to two (2) additional members of the Executive Committee from the Membership, as and when required, for a period not to exceed that of the term of the current Executive Committee.

1.3.5 Meetings

Meetings of the Executive Committee will be held as and when necessary, at the call of the Chair.

1.4 Past Chair

The immediately preceding Past Chair may sit as a voting member of the BoD and Executive Committee in a supernumerary position.

1.5 Ex-officio

1.5.1 The BoD may appoint non-voting ex-officio members, as required from time to time.

1.5.2 The Glengarry Historical Society may appoint a representative who may sit as a voting ex-officio member of the BoD.

1.5.3 The Township of North Glengarry may appoint a representative who may sit as a voting ex-officio member of the BoD.

1.5.4 All ex-officio members will be supernumerary.

1.6 Staff

The BoD may hire a suitably qualified person to carry out the duties of Curator and/or Administrator. This person will attend all meetings of the BoD and Executive Committee, as required, but is not entitled to vote. The BoD may also authorize the hiring of paid assistants as required. No director may receive income of any kind from The Museum.

1.7 Sub-committees

The BoD may establish permanent and ad hoc sub-committees, as required from time-to-time, and shall appoint the Chair and define the mandate of such sub-committees.

1.8 Fiscal Year

The fiscal year for The Museum will be from 1 January to 31 December.

2. MEMBERSHIP

2.1 Voting

Members in good standing (all required fees paid to date) are entitled to attend all General and Special Meetings of the Membership and to vote at such meetings.

2.2 Categories of Membership

The categories of membership shall be:

2.2.1 Individual annual member – entitled to one vote

2.2.2 Family annual members – entitled to two votes, regardless of the number of members in the family (must be 18 or older to vote)

2.2.3 Corporate annual member – entitled to one vote

2.2.4 Individual Life Member – entitled to one vote

2.2.5 Honourary member – awarded at the discretion of the BoD, and entitled to one vote at each AGM only.

2.2.6 Those persons who hold Life or Honourary Memberships in the former “Friends of the Glengarry Pioneer Museum” will have their membership continued as Individual Life Members, or Honourary members, of The Museum. Previous Family Life Memberships will be converted into two (2) Individual Life Memberships.

2.3 Fees

Membership fees for each category of membership will be reviewed annually by the BoD at its first meeting following the AGM.

2.4 Membership Year

The membership year begins on the day of first registration as a Member and expires on the same day in the following calendar year, unless renewed.

2.5 Removal

Any Member of The Museum may be removed by the BoD for failure to act in the best interest of The Museum. A vote of two-thirds (2/3) of the BoD members present is required for such removal. The Member in question may speak before the vote.

2.6 Expenses

Any Member who incurs expenses on behalf of The Museum is entitled to be reimbursed for such expenses, provided they have been authorized and approved in advance.

3. MEETINGS

3.1 Annual General Meeting

3.1.1 Notice of the time, date and place of the Annual General Meeting (AGM) must be given to each Member not less than 30 days in advance.

Notice of such meeting shall also be published in the local newspaper and publicized by any other means as the BoD may decide.

3.1.2 At each AGM there will be presented a summary of the activities of The Museum since the previous AGM, the Minutes of that AGM, and the financial statements of The Museum's operations during the fiscal year just concluded.

3.1.3 An independent person or agency will be appointed at each AGM to review the financial statements.

3.2 Special Meetings

A Special Meeting of the Members of The Museum must be called by the BoD upon the request made in writing to the BoD and signed by not less than ten (10) Members in good standing, stating the reasons for, and the purpose of such meeting. Other than for changes to the Constitution, the BoD must then give at least fifteen (15) days notice to all Members stating the date, time and place of such Special Meeting, as well as the reasons for

and the purpose of such meeting. No other business may be carried on at such a meeting.

3.3 Quorum

No business may be validly carried on or votes taken at any meeting of Members unless there are at least twenty-one (21) Members in good standing present.

3.4 Voting

A vote on any business, except issues relating to the Constitution or Bylaws, at any General or Special Meeting of Members requires the approval of a simple majority of the Members present in order to be recorded as a valid vote.

3.5 Special Votes

If a situation arises, which should be dealt with by the BoD urgently, and a majority of the Executive agrees that time is of the essence, a Special Motion can be put before the BoD for a vote. This may be done by email, or whatever method the Executive deems appropriate. The Special Motion shall be proposed and seconded by voting BoD members, and shall be clearly set out with a rationale and any relevant background information. A simple majority of ALL eligible BoD members is required to pass the motion. Once passed, the Special Motion shall have the effect of any motion passed at a regular meeting. Any Special Motion shall be ratified at the next regular meeting of the BoD.

4. DUTIES OF OFFICERS

4.1 Chair

The overall operation of The Museum is the responsibility of the Chair. The Chair shall call and preside at all regular meetings of The Museum.

4.2 Vice-Chair

The Vice-Chair shall assume the duties of the Chair in the Chair's absence. The Vice-Chair will be an ex-officio member of all sub-committees.

4.3 Recording Secretary

The Recording Secretary shall record and keep the minutes of all Membership, BoD and Executive meetings, and shall distribute them as required by the BoD.

4.4 Treasurer

The Treasurer shall:

- 4.5.1 Have overall responsibility for the financial operations of The Museum in accordance with the financial policies established by the BoD.
- 4.5.2 Maintain books of account showing the financial transactions of The Museum. Such books shall meet the requirements of the annual review, and provide the necessary data for audits, for applications for grants and as required by government agencies.
- 4.5.3 Provide the BoD with a detailed report of The Museum's financial standing at every meeting of the BoD, and present an annual report to the Membership at each AGM.
- 4.5.4 Assist in the preparation of submissions for government or other grants.
- 4.5.5 Issue official receipts for donations of cash or artifacts that have a value of twenty dollars (\$20) or more.

5. DUTIES OF MEMBERSHIP COORDINATOR

There shall be a Membership Coordinator who shall receive and record all applications for membership as well as the fees required for each application. The fees shall be turned over to the Treasurer. A list shall be maintained of all members in each category. The Membership Coordinator will manage recruitment activities.

6. POLICIES

The BoD shall develop and establish policies as required for the proper functioning of The Museum, according to standards for Community Museums in Ontario.

7. RECORDS

Records must be kept at the head office of the Museum and filed as required by government regulations.

8. BYLAW AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Membership at any General or Special Meeting of The Museum called for this purpose. Amendments must be proposed in writing and signed by not less than ten (10)

Members in good standing. Notice of such proposed amendments and their purpose must be given with the notice calling the meeting.

THE GLENGARRY PIONEER MUSEUM (2013)

GOVERNANCE POLICY

APPENDIX C

DIRECTORS' TERMS OF REFERENCE

Current Version – Last Reviewed: 08 May 2019

THE GLENGARRY PIONEER MUSEUM (2013) DIRECTORS' TERMS OF REFERENCE

General

The responsibility of the Board of Directors - BoD - is to provide leadership and direction to The Glengarry Pioneer Museum (2013) - The Museum - and govern the affairs and activities of The Museum on behalf of its Members.

A Director is an individual who is a member of the BoD, elected by the Members at an AGM, or appointed by the BoD, according to the Bylaws. There will be between five and nineteen Directors, as determined at the preceding AGM. The terms of election (or appointment), meeting and replacement of Directors are defined by the Constitution and Bylaws of The Museum

The basic responsibility of a Director is to represent the interests of the Members and the greater community in governing the affairs of The Museum, and to do so within the confines of all relevant laws, regulations, policies and guidelines. Specifically, Directors must follow the terms of the Constitution, Bylaws and Governance Policy of the Museum.

Directors are volunteers and receive no remuneration for their services.

Legal Responsibilities

In representing the Members, Directors have the three basic legal responsibilities of diligence, loyalty, and obedience.

Diligence means acting reasonably, prudently, in good faith, and with a view to the best interests of The Museum and its Members. When performing their duties, Directors are expected to exercise the same level of care that a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. If a Director has a special skill or area of expertise, as an accountant or lawyer for example, he or she has a duty to achieve the standard of care expected of that profession.

Directors have a responsibility to be well-informed about the activities and finances of The Museum, to act cautiously, and to foresee potential risks and take reasonable steps to manage those risks. They are to be honest and forthright in their dealings with Members, with the public and with each other.

Loyalty means placing the interests of The Museum first, and not using the position as Director to further private or personal interests. Directors are required to avoid putting themselves in a conflict of interest. When this is unavoidable, they will act appropriately by disclosing the conflict and ensuring that they play no part in discussing, influencing or making decisions relating to that interest.

Directors must publicly support the final decision(s) of the Board, even if they do not personally agree and/or did not vote to support the decision(s). They have an obligation to keep The Museum's business private and confidential, and not to discuss matters with anyone, without authorization by the BoD.

Obedience means acting within the scope of all governing policies of The Museum, and all other laws, rules, regulations, and guidelines that apply to The Museum.

Directors have a duty to ensure that all staff, volunteers and committees of The Museum comply with all governing documents, to ensure these documents remain current and accurate, and to oversee the process used to amend and update these documents, as required.

Duties

The duties of a Director include, but are not limited to, attending duly called meetings of the BoD and general meetings of the Members, and sitting on permanent and ad hoc sub-committees, as required.

Specifically, Directors are responsible for:

- Recruiting, supervising and evaluating The Museum's Curator / Administrator;
- Adhering to The Museum's statement of purpose
- Formulating, reviewing and updating written policies governing all operations and programs;
- Securing funding necessary to carry out The Museum's programs;
- Preparing and approving an annual budget, and monitoring it to ensure public accountability;
- Ensuring that the collection is being cared for under proper conditions; and

- Preparing and approving all necessary short- and long-term plans.

Certain Directors are elected at an AGM (or appointed by the BoD, according to the Bylaws) to sit on an Executive Committee, which is responsible for the day-to-day management and oversight of The Museum. The Executive Committee consists of the President (known as Chair), the Vice-President (known as Vice-Chair), the Secretary (known as Recording Secretary), the Treasurer, and up to two additional (At-Large) members.

Indemnification

Directors take on a range of legal responsibilities and can face potential liabilities. Consequently, The Museum will hold insurance to 'indemnify' their Directors for liabilities that they might incur in lawfully carrying out their duties.

Review

These Terms of Reference will be reviewed by the Museum Board every three years. Amendments may be required at other times and must be approved by the Board.

Documentation

The Museum maintains copies of all guidelines and policies, which may be reviewed at any time.

Copies of the Constitution and Bylaws may be viewed at and downloaded from <http://www.glengarrypioneermuseum.ca>.

Guidance documents for Board members are available at [Roles and Responsibilities of Museum Boards of Trustees](#) and for volunteers at <http://volunteer.ca/>.

THE GLENGARRY PIONEER MUSEUM (2013)

GOVERNANCE POLICY

APPENDIX D

**CURATOR / ADMINISTRATOR
JOB DESCRIPTION**

Current Version – Edited: September 2014

APPENDIX D

CURATOR / ADMINISTRATOR - JOB DESCRIPTION

Title:	Curator / Administrator
Classification:	Professional
Reports to:	Executive Committee (through the Chair)
Status:	Bi-annual Contract
Working Hours:	Flexible according to seasonal needs (generally 37.5 hours per week).
Date Updated:	21 September 2014

In accordance with the mission and vision of The Glengarry Pioneer Museum (2013), hereafter referred to as The Museum, the Curator/Administrator is responsible for the day-to-day management of the museum.

Working in close collaboration with the Museum Board of Directors, the Curator/Administrator oversees the operation of the museum and the various projects associated with it in order to inform, educate and entertain the public.

In general, the Curator/Administration acts as the public face of The Museum.

The Curator/Administrator performs their duties in accordance with the Approved Policies of The Museum.

Curatorial Responsibilities

Develops and implements policies and procedures for the care, storage and handling of artifacts in the collection;

Organizes and maintains files, forms, legal documents and retrieval systems associated with collections, acquisitions, accessions, de-accessions, cataloguing, inventory, loans, insurance, copyright and reproduction;

Maintains the database of inventory;

Participates in the work of the acquisitions committee; Oversees research and development of permanent and temporary exhibits;

Interpret and present exhibits in a manner that educates and entertains;

Handles inquiries from researchers and public;

Provides research expertise for relevant events to meet educational needs;

Networks with other museums and organizations.

Administrative Responsibilities

Ensures the safety and security of the museum premises and reports maintenance problems to the Board of Directors, as necessary;

Ensures routine cleaning and general repairs to the museum buildings and grounds are completed;

Assists in the hiring of summer students, trains them, and supervises their activities, including maintaining staff schedules;

Oversees volunteer activities, including training as required;

Ensures that accurate records are maintained (i.e. admission, donations, volunteers, contacts);

Ensures that monies are recorded, balanced and forwarded to the Treasurer;

Assists in the preparation of grant applications ensuring that submittals are timely and follow-up reports completed;

Participates in event planning, ensuring that event committees are appropriately engaged and assist with special events as necessary;

Maintains gift shop inventory including the ordering of supplies and accounting of sales; ensures that consignees receive funds as required;

Liaises with the Executive Committee and Board of Directors;

Attends meetings as required and prepares reports outlining the activities, requirements, etc.;

Maintains the electronic information including the website (with all it's appropriate links) and Facebook page in a timely manner;

Oversees general museum promotion;

Communicates with the Executive Committee about any issues in a timely manner;

Assists with various other tasks, as necessary, in consultation with the Executive Committee.