
MARITIME MUSEUM of BC SOCIETY GOVERNANCE MODEL

1.0 LAND ACKNOWLEDGEMENT

The Maritime Museum of BC acknowledges the Ləkʷəŋən (Le-KWUNG-en) speaking peoples, represented by the Songhees and Xwsepsum (Esquimalt) Nations, and the W̱SÁNEĆ (wh - say - nech) Nations on whose traditional territories the Museum buildings and collections rest. While we reside on Ləkʷəŋən and W̱SÁNEĆ territory, we acknowledge that the Maritime Museum of BC's area of focus covers all areas of British Columbia, which includes many Nations and their maritime histories and active cultures that have existed since time immemorial. The Maritime Museum of BC is committed to working with Indigenous peoples to educate ourselves and the public so we can collectively share these experiences and move forward together harmoniously, respectfully, and collaboratively.

2.0 ABOUT GOVERNANCE

Essential to good governance is a clear articulation and understanding of the definitions, mandates, accountabilities and roles and responsibilities of the entities that make up an organization. This document provides a brief outline of the mandate of the Board, the roles and responsibilities of the Board members and of the committees of the Board, and definitions of some of the terms used within the governance of the Society. Specific questions about these matters are welcome and can be directed to the Board Chair.

****This is a narrative summary of some provisions of the bylaws of the Society. For full details and clarification please refer to the Society Bylaws (December 21, 2017)***

3.0 DEFINITIONS

3.1 The Society

The MMBC Society is a federally registered charity and BC registered Society under the BC Society's Act. The Society is custodian of Canada's largest collection of maritime history artefacts (over 35,000 items) representing the post-contact history of coastal BC. The society exists to promote and preserve our diverse maritime experience and heritage and to engage people with this ongoing story. The vision of the society is to be the leading interpreter and presenter of BC's ongoing maritime story, by celebrating the nautical culture and heritage of British Columbia. Today the primary focus of the society is to secure a permanent home in Victoria, ideally on the waterfront, to showcase rotating exhibits and innovative



education programs drawing stories from the remarkable collection and people of the coast.

3.2 Members

Membership in the Society is open to any individual, family or corporate entity with an interest in maritime heritage and the activities of the Society. Provided such Members have paid the annual society membership fee and conform to the bylaws, they automatically become Members. Members receive free admission to the museum, discount admission to partnering organizations and special discounts on programs. Members have the right to vote at General Meetings of the Society and at the Annual General Meeting where they elect the Board of Directors.

3.3 The Community

The broader community associated with the organization includes staff, volunteers, students, supporters, educators, local government officials, donors, like minded organizations, visitors, marketing partners and friends. It also includes partnering organizations who find mutual benefit in collaboration.

4.0 THE MARITIME MUSEUM SOCIETY BOARD

4.1 Mandate

The Board is responsible for the overall affairs of the Society, including strategic and financial planning. The Board sets policies for the organization but does not manage the operation on a day-to-day basis. The Board is the guardian of the mission and values of the Society. It also has authority over Society's finances and has the power to enter into contracts and make policies and regulations with regard to the management and governance of the organization. Currently, while the Society is actively engaged in seeking a permanent facility, the Board is directly leading this particular initiative in cooperation with the Executive Director.

The Executive Director of the Museum is appointed by and is accountable to the Board. The Executive Director is responsible for the activities of the Society and the operation of the Museum and all related programs. The Executive Director is responsible for the implementation of all policy and directives of the Board and works closely with committees of the Board to keep them informed of relevant issues. The Executive Director is responsible for hiring and managing all staff and volunteers associated with the organization.

4.2 Structure and Composition

The Board of Directors consists of not less than seven and no more than eleven Directors, who serve as volunteers. The number of Directors is set by the Membership from time to time. Currently, eleven Director spaces are available to be



elected by Members of the Society at the Annual General Meeting which is usually held in the fall.

Directors serve on the Board for a maximum period of three, two-year terms. To be considered for election as a Director a candidate must be a Member. To be nominated as a Director, a person's name with biographical information can be submitted by two Members of the Society to the Board's Governance and Nominating Committee. Following due consideration of a skills matrix of the Board by the Governance and Nominating Committee, a slate of nominees may be recommended for election at the AGM. No Director who is a candidate for re-election may serve on the Nomination Committee for this process. Nominations are not accepted from the floor, however all appropriately nominated candidates are always included on the ballot. If there are more candidates than spaces available, a secret ballot election is held.

Officers of the Society include the Chair (also known as the President), Vice-Chair (Vice-President), Secretary and Treasurer. The officers are elected by the Board of Directors at a Board meeting to be held as soon as possible after an AGM.

In the event of a vacancy on the Board, the Directors may appoint a Member to fill a vacancy and serve until the next AGM where an appointee would be obliged to stand for election if they wish to do so. The number of appointees may not exceed 1/3 of the number of elected Directors.

4.3 Board Meetings

The Board of Directors meet at the call of the Chair. These meetings generally occur on a monthly basis in Victoria, BC or online. A quorum for meetings is at least a majority of the Directors. A summary of the minutes of board meetings are available to any Member and the public. They are posted on the Museum's website once they have been approved.

5.0 ROLES AND RESPONSIBILITIES

1.0 Directors

Good governance requires people who are committed to the Society and its purpose and who have a variety of skills in order to assure its most effective governance. Candidates for nomination as Directors should have a range of knowledge such as experience with volunteer boards, business, marketing, education, maritime history as well as specific skill sets such as finance, accounting, personnel, strategic planning, communications or academic/professional qualifications.



Board positions are not designated for representatives of any particular constituency. Employees are not eligible to be Board members. A past employee can be a Board member only after a two year gap.

The personal qualities needed for a Director are common sense, integrity, judgment and knowledge. They also include the ability to be objective and fair, to be respectful of opinions expressed by other Directors, to keep Board deliberations confidential pending final resolutions and to be cognizant of the Board's role as policy maker. The focus of effective Directors is on the broad picture and the establishment of policies that will be of overall benefit to the Society and its activities.

Specific roles of the Board of Directors include:

- Appointment of the Executive Director of the Society/Museum and ongoing evaluation.
- Fiduciary responsibility to ensure that the Society functions within all appropriate laws, regulations and contractual agreements.
- Securing sufficient funding to enable the Society to fulfill its objectives.
- Review and approval of the organization's annual operating and capital budgets.
- Management of the organization's finances including investments, loans and other major contracts or financial decisions.
- Providing advice to the Executive Director as may be required to further the programs of the organization.
- Assess risks associated with all aspects of the organization and implement appropriate risk management procedures.
- Within the committee structure, monitor specific aspects of the organization's operation in cooperation with the Executive Director and report to the Board as required.

Given the urgent desire of the Membership to seek and secure a suitable, viable, permanent location for the Museum, current Directors are committed to function as a working task-force oriented team to advance this priority objective in cooperation with the Executive Director.

6.0 BOARD COMMITTEES

The Board is obliged to establish an Executive Committee, a Personnel Committee (commonly referred to as the HR Committee), a Curatorial Committee (commonly referred to as the Collection Committee) and a Nomination Committee. To advance specific activities of the Society/Museum the Directors may establish additional committees. Each committee will be chaired by a Director selected by the Board. Members or others who are not Directors or Members may be invited to participate as volunteer expert committee members by the Committee Chair in consultation



with the Board. The Board may delegate certain authority to committees. Each Committee Chair is obliged to keep the board apprised of the committee's activities and will be given an opportunity at each Board meeting to do so.

The current Committees formally established by the Board of Directors are:

- Executive Committee
- Finance Committee
- Collections Committee
- Personnel Committee
- Governance and Nominating Committee
- Future Facility Committee
- Diversity, Equity, Accessibility, Inclusion Committee
- Learning and Visitor Experience Committee

The members and mandates for each Committee are listed below. The name of the Chair of each Committee is bolded.

6.1 Executive Committee

This Committee includes the Board Chair, Vice-Chair, Treasurer and Secretary. The Committee is available to meet, at the call of the Chair, in the event an urgent interim decision is required between regularly scheduled Board Meetings. Ultimately, at their next meeting, the entire Board is entitled to be informed of and approve of any actions taken by the Executive Committee. The Executive Committee may seek Board approval by email between meetings if practical. The past-Chair, if they have confirmed a desire to fulfil that role, may participate as a non-voting, ex-officio member of the Executive Committee and may also attend meetings of the Board.

The Executive Director serves as a non-voting ex-officio member of the Executive Committee.

Current members: **Jamie Webb**, Wendy Moreton, Tim Rendell and Rhian McKee.

6.2 Finance Committee (including Audit)

This Committee has responsibility for all financial aspects of the Society including financial systems and budget development, as well as compliance and reporting issues. The Committee has responsibility for managing the accounts of the Society including the management of any funds held in trust by the Society. The Committee is chaired by the Treasurer. The Committee also has responsibility to supervise a suitable, annual, external audit/review process that must be approved by the Board and the Membership at an AGM.



The Executive Director and the bookkeeper serves as a non-voting ex-officio member of the Finance Committee.

Current members: **Tim Rendell**

6.3 Collections (Curatorial) Committee

This Committee is responsible for all aspects of the Museum's extensive collection of maritime objects, archives, and library materials and how the collection may be utilized to further the goals of the Society. The Committee reviews significant changes in policies, procedures and new initiatives and sets/monitors annual collections plans. The Committee helps maintain and expand linkages with curatorial professionals, educators, researchers, marine industry leaders and the broader maritime community. The Committee also maintains and cultivates relationships with other museums and maritime interest groups. The Committee is responsible for three vessels (*Tilikum*, *Trekka* and *Dorothy*) that are part of the collection.

The Executive Director and Collections Coordinator serve as non-voting, ex-officio members of the Committee.

Current members: **Bill Noon**, Clay Evans, Jan Drent, Judy Thompson, David Winkler

6.4 Personnel (HR) Committee

This Committee is responsible for all employment policies and procedures related to the Society's employees. This responsibility also includes policies related to volunteers involved with the Society. The Committee monitors the proper administration of the BC Employment Standards Act, the BC Human Rights Code and WorkSafeBC regulations.

The Committee is also responsible for policies designed to promote a culture of fairness, respect and safety of all employees and volunteers including specific policies to prevent discrimination, harassment and inappropriate behaviour. In cooperation with the Executive Director, the Committee will make certain that all employees and volunteers are informed of these policies and the processes available to them. It is the Executive Director's responsibility to implement and administer all personnel policies and manage employees and volunteers. The Personnel Committee is available to assist and advise the Executive Director if requested.

The Executive Director is obliged to promptly inform the Chair of the Personnel Committee of any concerns brought forward by an employee or volunteer that are covered within the policy and regulatory responsibilities of the Committee. In specific cases, some policies may have provisions whereby an employee or



volunteer may bring a concern or complaint forward directly to the Committee Chair who is obliged to take action in accordance with established procedures.

The Executive Director serves as a non-voting ex-officio member of the Committee.

Current members: **Bonnie Stacy**, Wendy Moreton, Ian Poyntz, Rob Abernethy, Chantal Webb

6.5 Governance and Nominating Committee

The Governance Committee monitors the implementation of the by-laws and operating policies and procedures of the Society's governance and makes recommendations to the Board for any amendments. Changes to the bylaws must be approved by the Members. Board practices and governance related policies are reviewed through this Committee on an ongoing basis. The Committee has the responsibility for making certain that governance activities are conducted in a transparent manner and the outcomes of governance decisions are clearly communicated to all constituencies.

The Committee also seeks out, receives and may recommend the nomination of candidates for Board Directors. The Committee presents all nominations to the Members in advance of the Annual General Meeting. The Governance portfolio also includes responsibility for monitoring the risk management program, assessing all safety, physical risk and business risks associated with organization and advising the Board on appropriate risk mitigation measures.

The Executive Director serves as a non-voting, ex-officio member of the Governance and Nominating Committee.

Current members: **Jamie Webb**, Wendy Moreton, Ian Poyntz and Rhian McKee

6.6 Future Facility Committee

This is a special committee established by the Board soon after the AGM on February 25, 2021. The focus of the Committee is to seek, locate and develop potential options for a permanent facility to accommodate the Maritime Museum of BC in Victoria, ideally on or near the harbour. A suitable space for the appropriate storage of the MMBC collections is also required either as part of the new facility or in a separate location. The Committee will develop and implement a strategic plan to accomplish these objectives.

Making a compelling case and an astute business plan for the future of the Maritime Museum of BC are essential to both securing a suitable location, raising profile and delivering a subsequent fundraising campaign. For this reason, the Future Facility Committee is also mandated to develop communications and business plans related to securing the new facility and implement a capital fundraising campaign. At a future date these functions may be reallocated in a refined committee structure.



These activities are essential to the future of the museum and a shared priority of the entire board and the Executive Director. The Committee will therefore report frequently and comprehensively to the board and seek input from Directors and the Executive Director.

Current members: **Jamie Webb**, Clay Evans, Angus Matthews, Wendy Moreton

6.7 Diversity, Equity, Accessibility, Inclusion (DEAI) Committee

The Maritime Museum of BC aims to recognize and celebrate BC's diverse maritime communities by providing space and accessibility for all individuals to engage in and see reflected their maritime experience and heritage. Our goal is to be a place where everyone feels a sense of belonging, support, and representation. The Maritime Museum of BC appoints the Diversity, Equity, Accessibility, Inclusion (DEAI) Committee to implement this work. This Committee will:

1. Undergo an assessment of Maritime Museum of BC governance, human resources operations, programming, exhibits, collecting practices, community outreach and all other Maritime Museum of BC activities through a lens of diversity, equity, accessibility, and inclusion.
2. Recommend to the Board of Directors policies and procedures that apply a diversity, equity, accessibility, and inclusion lens.
 - a. Work with the HR Committee on developing best hiring practices and policies and manuals that take into account the needs of diverse groups.
3. Develop internal and external communications to promote this work.
4. Provide feedback and direction to the Board of Directors on new facility development planning with the goal of ensuring all the voices and needs of the diverse community are represented.
5. Consult on an ongoing basis with individuals who represent diverse groups in the community to hear feedback and gather input from them directly.
6. Establish four annual action items related to each mandate area of the Committee.
7. Support the work of Maritime Museum of BC committees, staff, and volunteers in enacting the policies and procedures related to this work.

The Executive Director and the School and Public Programs Managers serve as a non-voting ex-officio members of the Committee.

Current members: **Jelena Putnik**, Tiffany Storry, Adrian Lee

6.8 Learning and Visitor Experience Committee

This Committee is responsible for guiding staff in the development and delivery of exhibits and programs targeted for all visitors to the Museum and all program participants. Through discussions and consultations with appropriate staff members, the Committee will propose exhibit topics and new programming

initiatives to the Board for approval. Exhibit topics should be planned at least two years in advance. Programming initiatives should be set as annual plans, though these annual plans will need to consider how they might fit within a 3-5 strategic plan, if applicable. As part of exhibit and program development, the Committee will consider strategic partners and/or sponsors needed to make these initiatives successful.

The Committee also works with staff on the key 'messages' offered through the Museum's exhibits and programs. The Committee will make recommendations to the Board of Directors for adoption.

The Executive Director and the School and Public Programs Managers serve as a non-voting ex-officio members of the Committee.

Current members: **Jamie Webb**, Rhian McKee

6.9 Working groups

Special events and activities are managed by dedicated volunteer working groups. Directors lead or serve as a board liaison with each working group.

- Victoria Classic Boat Festival – Bill Noon (Chair), Rhian McKee and Bonnie Stacy
- All Things Marine (reuse store) – Rob Abernethy
- Massive Marine Garage Sale

7.0 REVISIONS AND UPDATES

This document is to be reviewed and updated once a year after the AGM takes place. The Executive Director is responsible for updating this document with input from the Board of Directors. The Board has final approval.