

Approved at Jan 28, 1992
MPM Board mtg

The Milwaukee Public Museum Board of Directors

General Description of the Board

The Board of Directors of the Milwaukee Public Museum, Inc. consists of 27 members of this community. The initial board of Directors is divided into three groups of nine Directors each. The Directors in the first group shall hold office for a term of one year; the Directors in the second group shall hold office for a term of two years; and the Directors in the third group shall hold office for a term of three years. The term of each Initial Director was designated by the County Executive. Successive Directors shall hold a term of office for term of three years. Director's may be re-appointed to serve more than one term in office.

The Board of Directors may designate one or more committees, and each committee shall have a chairperson who is a member of the Board. Each committee member shall serve a one year term or until his/her successor is appointed by the Chair.

Specific descriptions of the Board, appointments, selection process, meetings, etc., are outlined in the "By-Laws of the Milwaukee Public Museum, Inc."

Officers

The Board of Directors of the Milwaukee Public Museum shall include the following officers: Chair, three Vice Chairs (one may be designated as Chair Elect), Secretary, and Treasurer. Position descriptions are included in the By-laws of the Milwaukee Public Museum.

President/CEO

The President of the Milwaukee Public Museum shall serve as the Chief Executive Officer of the Institution, reporting to the Board of Directors. The President must assist the Board in fulfilling its governance function and must facilitate the optimum interaction between management and the Board of Directors. The President must give direction to the formulation and leadership to the achievement of the Museum's philosophy, mission, and strategy, and to its annual objectives and goals. Specifically the President/CEO must:

- (a) be responsible for the Museum's consistent achievement of its mission and financial objectives.
- (b) make certain the Museum's philosophy and mission statements are pertinent and practiced throughout the organization.
- (c) assure that the Museum has a long-range strategy that achieves its mission and toward which it makes consistent and timely progress.
- (d) make certain that the flow of funds permits the Museum to make steady progress towards the achievement of its mission and that those funds are allocated properly to reflect present needs and future potential.
- (e) see that there is an effective management team, with provision for succession.
- (f) maintain a climate that attracts, keeps and motivates top quality people.
- (g) formulate and administer all major policies.
- (h) serve as the chief spokesperson for the museum, and thereby see that the museum is properly presented to its various publics.

Board Member Responsibilities

The Board of Directors of the Milwaukee Public Museum has several responsibilities, primarily:

- (a) raising and responsibly managing organizational funds
- (b) making sure the Museum achieves its stated purposes and objectives
- (c) making policy decisions for the Milwaukee Public Museum
- (d) oversight of Museum management

The Board is also responsible for:

- (d) reviewing and approving long range plans
- (e) developing leadership throughout the board
- (f) coordinate an annual review of the executive director
- (g) hiring and firing the executive director
- (h) governing with excellence in an accountable, competent and effective manner

Individual Board members are responsible for:

- (a) supporting the Museum financially, within their individual ability to do so
- (b) actively advocating the Museum and cultivating support of others
- (c) working to raise funds for the Museum among their own constituency
- (d) working to understand the mission of the Milwaukee Public Museum and museums in general.
- (e) attending and actively participating in most, if not all, board meetings and appropriate committee meetings.
- (f) serving on at least one active committee
- (g) preparing for all meetings by reviewing material

General Responsibilities

The Board of Directors of the Milwaukee Public Museum serves the public interest and is accountable to the public as well as to the institution. The board acts as the ultimate legal entity for the museum and stands responsible for the formulation and maintenance of its general policies, standards, condition and operational continuity.

Board members must be loyal to the purposes of the Museum and each must understand and respect the basic documents that provide for its establishment, character and governance such as the charter, constitution, bylaws and adopted policies.

Each director must devote time and attention to the affairs of the institution and ensure that the museum and its governing board act in accordance with the basic documents and with applicable state and federal laws. In establishing policies or authorizing or permitting activities, directors must ensure that no policies or activities jeopardize the basic nonprofit status of the museum or reflect unfavorably upon it as an institution devoted to public service.

Directors should not attempt to act in their individual capacities. All actions should be taken as a board, committee or subcommittee, or otherwise in conformance with the bylaws or applicable resolutions. A director must work for the institution as a whole and not act solely as an advocate for particular activities or subunits of the museum.

Directors should maintain in confidence information learned during the course of their museum activities when that information concerns the administration or activities of the museum and is not generally available to the public. This principle does not preclude public disclosure of information that is properly in the public domain, or information that should be released in fulfilling the museum's accountability to the public.

The governing board holds the ultimate fiduciary responsibility for the museum and for the protection and nurturing of its various assets: the collections and related documentation, financial assets and the staff. It is obliged to develop and define the purposes and related policies of the institution, and to ensure that all of the museum's assets are properly and effectively used for public purposes.

The board has obligations to provide the proper environment for the physical security and preservation of the collections, and to monitor and develop the financial structure of the museum so that it continues to exist as an institution of vitality and quality.

A critical responsibility of the board derives from its relationship to the President, the museum's chief executive officer. The selection of that executive and the continuing surveillance of his activities are primary board responsibilities which cannot be delegated and must be diligently and thoughtfully fulfilled.

Conflict of Interest

The board member must endeavor to conduct all of his activities, including those relating to persons closely associated with him and to business or other organizations, in such a way that no conflict will arise between the other interests and the policies, operations or interests of the museum.

A board member should file with the board a statement disclosing his personal, business or organizational interests and affiliations which could be construed as being museum related.

When board members seek staff assistance for personal needs they should not expect that such help will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs.

Whenever a matter arises for action by the board, or the museum engages in an activity where there is a possible conflict or the appearance of conflict between the interests of the museum and an outside or personal interest of the director or that of a person close to him, the outside interest of the director should be made a matter of record. In those cases where the board member is present when a vote is taken in connection with such a question, that person should abstain.

A board member should not take advantage of information received during his service to the institution if his personal use of such information could be financially detrimental to the museum. Any such actions that might impair the reputation of the museum also must be avoided. When a board member obtains information that could benefit him personally, he/she should refrain from acting upon it until all issues have been reviewed by an appropriate representative of the museum.

The board of directors serves the museum and its public. They should not attempt to derive any personal material advantages from their connection with the institution. Board members should use museum property only for official purposes and make no personal use of the museum's collection, property or services in a manner not available to a comparable member of the general public.

The Director/President Relationship

Board members have an obligation to define the rights, powers and duties of the president. They should work with the president in all administrative matters, and deal with him/her openly and with candor. They should avoid giving directions to, acting on behalf of, communicating directly with, or soliciting administrative information from staff personnel, unless such actions are in accord with established procedure or the president is apprised. Staff members should communicate with the board through the president or with his knowledge.

The board must act as a full board in appointing or dismissing a president, and the relationship between the president and the board must reflect the primacy of museum goals over all personal or interpersonal considerations. The president should attend all board meetings and important committee meetings except executive sessions concerning him/her.

The president has an obligation to provide the directors with current and complete financial information in comprehensible form; to bring before the board any matters involving policy questions not already determined; and to keep them informed on a timely basis about all other significant or substantial matters, or intended actions affecting the museum.

The president must carry out the policies established by the board and adhere to the budget approved by the board. Whenever it is necessary to deviate from established policies or to alter or exceed budget guidelines, the president should notify the board in advance and request appropriate approval.