

# QUEEN VICTORIA MUSEUM & ART GALLERY GOVERNANCE

## INTRODUCTION

In November 2010, Launceston City Council (LCC) in its role as the Queen Victoria Museum and Art Gallery's (QVMAG) governing body, established a Governance Working Group to research, evaluate and make recommendations to Council regarding the appropriate governance arrangements for QVMAG.

This followed a review of the institution in 2005, resulting in the Chamberlain Report, which included the formation of a governance board amongst its recommendations. In late 2009, LCC had also established a QVMAG Advisory Committee.

The Governance Working Group held four meetings. Its deliberations included to:

- Assess the institution's current governance arrangements;
- Review governance models in comparable institutions in Australia and overseas;  
and
- Provide LCC with advice on establishing a workable and effective governance model relevant to the institutions' future circumstances.

## BACKGROUND

The basis of the QVMAG's collections was formed by the Launceston Mechanics' Institute that opened in the 1840s. QVMAG has been operating as a Council operated museum since the 1890's and is now the largest regional museum in Australia. It provides a cultural centre for northern Tasmania. It is a museum of national significance, attracting national and international visitors. Furthermore, the institution has developed valuable networks relevant to its collections in the national and international arena.

With the reopening of the Royal Park as the institution's dedicated Art Gallery in September 2011 public interest is expected to increase. In accord with this development Inveresk, concentrating on science and history, will be undergoing further development in 2011/12.

Prior to this review, LCC, the QVMAG's governing body has determined that the institution be managed as a part of the overall management of Launceston City Council (LCC). Here the Council is divided into five Directorates that all report to the General Manager. The QVMAG is one of the five stand alone Directorates. The QVMAG Director is a member of LCC Executive Management Committee and participates in broader Council management issues. The Council's management structure provides ancillary support to QVMAG through Directorate sections such as Human Resources, Finance and Parks.

In September 2009 a QVMAG Advisory Committee was established to:

- Provide support and advice to the QVMAG Director on the management of the institution;
- Review reports from the QVMAG Director including but not limited to finance, operations and strategic development;
- Provide advice direct to Council, as and when requested.

Committee membership comprised two Alderman, LCC General Manager (or delegate), two general community members and a further two members representing Friends of QVMAG and QVMAG Foundation. The Committee has no delegated authority

### **QVMAG FUNDING**

For the year ending 30 June 2010 the QVMAG's operating budget was \$4,937,436. Council is the major contributor to the institution's recurrent operating expenses and for the financial year 2009/2010 this amounted to \$3,603,960. LCC has received a commitment from the Tasmanian State Government towards the institution's annual recurrent budget which stood at \$1,208,800 for the financial year 2009/2010. As a part of the Council's agreement with the State Government the State Government's contribution increases annually in line with the CPI.

Capital expenditure for the institution is provided separately by LCC but typically significant funding comes to Council via capital grants from the State and/or Federal Governments.

The Royal Park refurbishment project and Inveresk improvements that commenced in 2008 has been funded by the three levels of government. The total cost of this work is

\$9,289,000 with \$5,232,000 being funded by LCC and \$4,057,000 from State and Federal government grants.

In addition to government recurrent funding, the institution from time to time receives project and research funding from State and Federal funding agencies. Sometimes this is supplemented by private and corporate donations and sponsorships.

Furthermore, the institution by and large relies upon private and corporate funding and sponsorships to support its acquisitions program either directly or via the QVMAG's Museum & Art Foundation.

Overall the total ongoing operation of the QVMAG as an institution is dependant upon a mixture of government funding – *Local, State & Federal* – with the major component of recurrent funding being provided by LCC. In addition the institution relies upon private and corporate donations, and cash and in-kind sponsorships for many of its programs such as exhibitions, research and publications.

## **GOVERNANCE MODELS**

Members of the QVMAG Governance Working Group have consulted several papers on museum governance and visited a number of museums to investigate and research examples of various museum and art gallery governance models. Several members have direct museum and arts experience.

The role of an institution's governing body is to determine the policies that give it shape and substance. Conversely, management's role is to administer the institution in accord with these policies through effective planning processes, program delivery and promotion strategies.

The literature provides governance options that are in place across Australia. They range from appointed Boards of a company or incorporated association who report to shareholders or members through to employed officers who manage the institution and report to an organisation's or authority's, governing authority such as local government. Fundamentally, governance bodies are representative of and thus are accountable to a

constituency – here in respect to the QVMAG, elected Council and to funding agencies – and thus on its behalf governance bodies determine the institution's:

- Purpose for being;
- The scope of the operation;
- Objectives and goals;
- Policies, such as acquisitions & de-accession, research & publication, ethics and security; and
- Determine the operational standards against which the performance of the institution can be measured and assured.

Given that QVMAG operates under the custodianship of Launceston City Council the institution falls under the Local Government Act 1993 and under the Act Council has the ultimate responsibility for:

1. The custodianship of the institutions publically owned cultural property and its publically funded collections; and
2. The operation of the institution for the benefit of the wider community.

Launceston City Council is seen as the institution's governing body, representative of the institution's community of ownership and interest and directly accountable to it via the city's electorate.

As a result of its relationship with LCC the QVMAG, as an institution, is bound by policies determined by Council and a governance structure and set of agreements determined in accordance with the Local Government Act. Accordingly, the QVMAG's staff members are employees of Council and as such they work under the LCC Enterprise Agreement 2010. In this QVMAG is not so different to many local government institutions funded similarly to the QVMAG or indeed Tasmanian Museum and Art Gallery that is directly funded by the Tasmanian State Government with its staff falling under the aegis of the Tasmanian Public Service.

## THE QVMAG'S STATUS AS AN INSTITUTION

The QVMAG is a not for profit community cultural enterprise and research institution that is currently auspiced, governed and managed by Launceston City Council.

The QVMAG is not a company, incorporated association or statutory authority and as such it does not have a board of trustees. It is accountable to LCC and other funding agencies.

There is a range of regional or specialist museums that have developed associations and societies that are bound by relevant constitutions and/or articles of association. These institutions normally have '*not for profit*' status and are not directly owned and operated by any level of government albeit that many would be the recipients of government funding – *Local State & Federal* – for projects and programs. In this category are many of the historical society museums, heritage trusts and club associations.

While the QVMAG is not a State Government institution, such as TMAG that have a Board of Trustees, it is nonetheless an institution of similar scale and complexity. It requires a high level of management in respect to its governance given the importance and value – *cultural, scientific & fiscal* – of the cultural property held in the QVMAG's collections.

It is important that QVMAG is accountable to its Community of Ownership and Interest. Consistent with this it needs to embrace and engage in a more consultative process than it has in recent years.

Governance is fundamentally to do with the determination of policy and ultimately accountability. With this in mind it is recommended that a new governance mechanism be established (Museum Governance Advisory Board MGAB) with formal rules, proceedings and terms of reference – *see attached charter*.

It will not be a management committee in any sense. Rather it is envisaged to be the QVMAG's penultimate governance body, albeit advisory in nature, on policy and strategic matters and to report directly to Launceston City Council the QVMAG's ultimate and definitive governing body. As such, it will adopt a primary role in regard to advising on:

- The determination of QVMAG policies;

- The QVMAG's Strategic Plan;
- Management of QVMAG's annual business/enterprise planning;
- The QVMAG;s annual programming, marketing and promotion issues where appropriate.

It is anticipated that the MGAB should replace the current Advisory Committee. It is recommended that there be a six month transition period where the existing Advisory Committee shall meet with the MGAB to provide a handover of responsibilities.

The MGAB should comprise of people with administrative, marketing, financial, cultural or other relevant skills and experience relative to cultural and educational institutions in order that they can provide advice to LCC, the General Manager and QVMAG Director on matters relevant to the governance of the QVMAG as a cultural institution. This advice would be in addition to that provided by the QVMAG Director who has a primary role from a management and operational perspective.

It should be acknowledged that under the Local Government Act, Council already has the power to authorise the General Manager to assemble such management advisory groups – *ad hoc & formal* – as the need and occasion arises. Ideally the MGAB should also take on an advocacy role and assist with developing partnerships and expanding the QVMAG's funding options in concert with such advisory committees.

It is recommended that the MGAB members will be appointed for a fixed term by the Council following a selection process that takes into consideration relevant expertise and areas of interest. Appointment will be made based on the criteria of the skills, expertise and experiences a member will bring to the MGAB. Save only that the Friends of QVMAG and the Museum and Art Gallery Foundation shall each be entitled to provide one nominee to sit as members of MGAB.

## **QVMAG MUSEUM GOVERNANCE ADVISORY BOARD CHARTER**

### **CONTEXT**

The Queen Victoria Museum and Art Gallery's (QVMAG) Museum Governance Advisory Board (MGAB) is a special committee of the Launceston City Council (LCC) established under the provision of Section 24 of the Local Government Act 1993 by Council resolution of its meeting held on 14 June, 2011.

Consistent with the QVMAG's status as a community cultural enterprise and its stated mission to be a leader in the intellectual and creative development of Launceston and Tasmania by increasing the community's enjoyment and understanding of Launceston's, and Tasmania's, natural and cultural heritage, MGAB has the role, on behalf of LCC, to provide formal and informal advice and support to the Council, The General manager, and QVMAG management in respect of a number of matters as set out below in the Charter under "Roles and Responsibilities".

### **STATEMENT OF PURPOSE**

The Queen Victoria Museum and Art Gallery's purpose is to engage with the wider community in order to:

- Provide research and educational opportunities;
- Generate and share new knowledge;
- Increase community awareness of current understandings relevant to the institution's collections of scientific material and material cultural production; and
- Build upon, maintain and conserve these collections for the benefit of future generations.

### **ACCOUNTABILITY**

The MGAB shall be directly accountable to Launceston City Council, which is the QVMAG's ultimate governing body. Nothing in this Charter limits any powers or responsibilities of the Launceston City Council, its General Manager or the QVMAG Director. The MGAB is a special committee of Council set up to advise LCC Aldermen, the General Manager and the Director on all matters relevant to the QVMAG's governance in accordance with the Local

Government Act 1993. It is recognised that LCC is ultimately responsible for the custodianship of the QVMAG's collections and cultural property held in trust on behalf of the Tasmanian community.

### **MEMBERSHIP AND COMPOSITION OF THE BOARD**

The MGAB shall consist of at least four independent community members appointed by the Launceston City Council. In addition the Friends of the QVMAG and the Launceston Museum & Art Foundation shall each be entitled to nominate a member. The LCC Mayor (or representative) will be an ex officio member of the Board with voting rights. The LCC General Manager (or representative) and QVMAG's Director, shall be non-voting ex officio members.

The community members are to be appointed by LCC with the final composition of the Board to be determined and ratified by the LCC.

The Chair shall be determined by the Council for the term from within the independent membership of the Board. In the event that the Council does not so determine the Chairperson, the Board shall itself elect a Chair from its members. The QVMAG's Director or his/her nominee will provide secretarial and administrative support for the Board.

### **TENURE**

The term of Board membership shall be two years, with a maximum of two terms to be served consecutively. Notwithstanding the foregoing, to provide some continuity in the first two terms, half of the Board members shall be nominated to continue for a second term while the term of the other half shall expire at the end of their term. By the third term a sequence will be in place whereby half the membership will be in place for the next new term. The determination of Board members to continue for a second term shall be decided by Council who shall have regard to such recommendations as may be made by the Board.

### **BOARD MEETINGS**

The MGAB shall meet at every two months, or as determined by the Board and meetings shall not be open to the public except where determined by resolution of a meeting of the Board. The Board shall report to Council at least twice a year and provide timely advice to Council relevant to:

1. The institution's annual budget;
2. The institution's programming;
3. New and/or revised policies.
4. Standards and performance reviews.
5. The initial assessment of the institution's Annual Report.

### **QUORUM**

A quorum shall be at least 50% plus one of the members of the Board, present in person or by using any appropriate technology. The quorum must be present at all times during the meeting.

### **COMMITTEE PAPERS**

The QVMAG's Director or his/her nominee shall act as the Board Secretary and shall ensure that any upcoming meeting's agenda and support papers are distributed at least five clear working days in advance of a meeting. In addition the Board's Secretary shall also ensure that minutes and reports flowing out of a meeting are distributed to members and Aldermen in a timely way and in accord with LCC meeting schedules.

### **COMMITTEE MINUTES**

The Board shall ensure that comprehensive minutes of all Board meetings to be approved by the Chairperson, are prepared at the earliest possible date after a meeting. Minutes of all meetings shall be submitted at the next meeting of the Board.

### **BOARD REVIEWS**

The Board shall review its charter and performance annually and report to the LCC on the results of the review.

### **ROLE AND RESPONSIBILITIES**

The MGAB's primary role is to advise LCC on policy matters and the ongoing development of the institution. Consistent with this the Board will advise upon, and report to LCC where and when appropriate. Such advice may include matters related to:

1. Advising LCC on the institution's purpose for being and institutional objectives and goals as an integral part of the QVMAG's Strategic Planning processes and most specifically in the context of the institution's education and research roles;
2. Providing advice on the QVMAG Strategic Plan;
3. Supporting the institution and specifically assisting with facilitating higher levels of engagement with the Community;
4. Advising upon the institution's quality assurance mechanisms where appropriate;
5. The review and implementation of museum processes and practices relevant to current best practice in museum practice and research relevant to the institution's collections;
6. Raising the institution's research and publication profile in a Tasmanian, national and international context and importantly within the cultural and scientific communities relevant to the QVMAG's collections and programming;
7. Providing an advocacy body for the QVMAG and where appropriate represent the institution in the wider community;
8. Fundraising and securing government, private and corporate sponsorships in support of the institution's acquisitions and exhibitions program, its research initiatives and publications program and;
9. Supporting the QVMAG Director in the delivery of the institution's exhibition, research and publication programs and their outcomes;

### **CONFLICT OF INTEREST**

If any MGAB member has a material personal interest in or interest by way of a personal or other relationship to any matter being considered by the MGAB then that member must give the Board and LCC notice of the interest as soon as that member becomes aware of the interest, in accordance with the Conflict of Interest provisions within the Local

Government Act 1993. The notice must provide details of the nature and extent of the interest.

### **AUTHORITY**

The MGAB shall be an advisory body tasked with the role of advising LCC on governance issues, policy development and supporting the QVMAG's operational activities. In doing so, the MGAB will work closely and in accord with the Director of the QVMAG.

### **REPORTING**

At least twice a year, the Chair of the MGAB shall present a report on matters related to the Board's Charter to a meeting of the Strategic, Policy and Planning Committee of the Launceston City Council.

### **MEETING PROCEDURE**

Meetings of the Group should be conducted in accordance with the Local Government Meeting Procedures Regulations 2005 in so far as they are relevant. Members of the MGAB should have regard to the provisions of the Local Government Act 1993 in so far as they relate to obligations placed upon members of all Council Committees.