



**Association of
Independent
Museums**
Helping Heritage
Organisations Prosper



A woman in a white bonnet and dark dress is seen from the side, working at a loom. In the background, a red flag hangs from a pole, and a window with a grid pattern is visible. The scene is set in a historical or museum environment.

Success Guides

SUCCESSFUL

GOVERNANCE FOR

MUSEUMS

A GUIDE FOR TRUSTEES

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Photo © Shakespeare Birthplace Trust

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1 WHO IS THIS GUIDE FOR?

This guide is designed to be of practical help to Boards of independent museums throughout the UK.

Its primary readership is likely to be existing or potential Board members of smaller independent museums. However, a secondary significant readership may well include the Directors (or Chief Executives) and other senior executives of these museums, who will probably be offering substantial governance support to their Boards.

An important message to readers is that the good governance principles referenced and described in this guide will apply equally to museums that are still in local authority ownership/control.

Finally, our aim has been to make this guide useful to national museums established by all UK Parliaments.

2 USING THIS GUIDE

This guide is intended to be a resource to dip in to rather than read cover to cover.

There are many and varied dimensions for Trustees to consider if the Board is to retain effective governance oversight of their museum. The challenge is therefore to develop and retain an holistic approach, ensuring the Board maintains a collective view of the inter-related parts of the governance process in order to achieve real improvements in the way it works.

The Board at its best can act as an engine for powering positive change. We encourage readers to recognise that progress is likely to be incremental and make space for improvements to its practice. The best Boards have an annual programme for developing their own skills and understandings that shapes their collective agreement about the direction of governance travel; and adding value to the mission and work of their museum.

The main text provides core advice on establishing and consolidating good governance practice. The Annexes supplement this advice in six key areas. The Resources section signposts the reader to further sources that may be helpful.

3 WHAT IS GOVERNANCE?

Governance is defined in this document as:

How Boards:¹

- Make decisions
- Allocate or oversee the allocation of resources
- Steer and oversee achievement of results
- Are held accountable

The definition matters because it enables Trustees to have and respond to an agreed understanding of what they are there for and their role.

This definition is clearly underpinned by the need for Trustees and Boards collectively to remain abreast of the changing needs of the organisation. This is a pre-requisite for steering their museum, for the benefit of not just current but also future generations of beneficiaries and visitors.

¹ Association of Chairs www.associationofchairs.org.uk



REGULATIONS AND CODES OF GOOD GOVERNANCE FOR MUSEUMS

Photo SS Great Britain © David Noton

4 REGULATIONS AND CODES OF GOOD GOVERNANCE FOR MUSEUMS

This section offers an introduction to the legal and regulatory environment in which independent museums work, including the role of the Charity Commission (England & Wales), OSCR (Scotland), and the Charity Commission for Northern Ireland.

There are three regulatory charity frameworks in the UK covering respectively: England and Wales, Northern Ireland and Scotland.

Each has its own government-created Charity Commission, whose role is to register new charities, undertake investigations regarding complaints and concerns; receive annual reports and accounts; and provide updates on guidance of a range of governance related topics, for example on a Board's responsibilities relating to safeguarding.

If your museum has a serious incident, it is essential that you report it at an early stage to the appropriate regulator. Examples of serious incidents include assault on staff, volunteers or visitors, data breaches or failure in safeguarding. It is the responsibility of the whole Board to ensure that your museum has a process for ensuring timely reporting of such an occurrence to the Trustees and to the appropriate regulator.

The policies and practices of each regulator differ to some extent but are informed by similar principles which are set out in this guide. They lay out the requirements with which registered charities must comply.

These frameworks represent a minimum set of standards that organisations must meet and with which they must comply.

However, we believe that all museums should aspire to achieve and move beyond compliance. For those who aim to do so, there are three Charity Governance Codes in the UK that 'light the way': one for Scotland, another for Northern Ireland and a third for England and Wales. All museums can therefore access a code of good governance that is relevant to them (see resources section for how to access these guides).

These documents establish principles of good practice and offer invaluable guidance to Boards as to how they should operate, if they are to improve their governance practice and benefit their visitors and beneficiaries.

The codes are all written in plain English.

5 WHAT IS INCORPORATION AND COMPANIES HOUSE?

Understanding the legal form of a museum is an essential prerequisite for all Trustees.

Charities have differing legal forms, but the most important differentiator is whether they are incorporated or not. Incorporation is the legal means by which the museum's liabilities are unconstrained or are limited.

Companies House is the UK registrar of companies and is an executive agency under the UK Government Department for Business, Energy and Industrial Strategy. All forms of companies are incorporated and registered with Companies House and file specific details as required by the current Companies Act 2006. All registered limited companies, including museums who are charitable companies, must file annual financial statements in addition to annual company returns, which are all public records.

Charitable Incorporated Organisations (CIOs) in England and Wales and Scottish Charitable Incorporated Organisations (SCIOs) are not registered with Companies House but solely with their respective charity regulators.

Charitable Companies throughout the UK and CIOs in England and Wales and SCIOs in Scotland are all incorporated and have limited liability.¹ This means their Board members/Directors are generally protected from legal action in the event of the charity being dissolved owing money.

The UK wide Museum Accreditation scheme, managed as a UK Partnership between Arts Council England, the Welsh Government, Museums Galleries Scotland and Northern Ireland Museums Council, sets the expectation that museums who wish to be accredited will also be incorporated. It is important to note that the protection of limited liability does not extend where fraud or recklessness by Board members can be proven.

¹ The provision to establish CIOs in Northern Ireland has not yet been implemented

6 OTHER LEGAL FORMS FOR MUSEUMS

Museums with paid staff have generally made the transition to incorporation thereby limiting the personal liability of Trustees. However, some museums may have been established as unincorporated charitable associations or charitable trusts; and may still retain that status. In these cases, Trustees, as Board members, are personally liable for any debts of the charity if it has to be wound up.

Unincorporated charitable Museums become charitable companies with limited liability by first establishing themselves as *companies limited by guarantee*. This is achieved by registering the museum with Companies House.¹ They then apply to their charity regulator to be to become a registered charity.

Museums can instead choose to become CIOs or SCIOs. This is achieved by simply applying to their charity regulator who will consider and must approve their registration and agree their charitable Objects.

A small minority of independent museums do not have charitable status but have established themselves as Community Interest Companies or Mutuals. They are each subject to specific regulatory regimes (respectively, the Office of the Regulator of Community Interest Companies² and the Financial Conduct Authority).³ However, the general principles of good governance set out in this publication apply to those museums too. There are strong financial reasons for independent museums to seek charitable status.

As part of the registration process for charities, museums need to define their charitable Objects (purposes): the Objects establish the range of charitable activity that the museum is empowered to undertake.

Your museum's '*purpose*' is what it is set up to achieve. A *charitable purpose* will be one or more of 'descriptions of purposes' listed in the relevant Charities Act (and is therefore for the public benefit).⁴

The most likely to be relevant to your museum are these two charitable purposes:

- The advancement of the arts, culture, heritage, or science
- The advancement of education

Helpfully, the Charity Commission for England and Wales provides model governing documents for charities. The other two charity regulators provide substantial guidance.

¹ <https://www.gov.uk/government/organisations/companies-house>

² <https://www.gov.uk/government/organisations/office-of-the-regulator-of-community-interest-companies>

³ <https://mutuals.fca.org.uk/>

⁴ See for example Charity Commission website

<https://www.gov.uk/government/publications/charitable-purposes/charitable-purposes#descriptions-of-purposes>

The Accreditation standard has specific requirements for a museum's statement of purpose and appropriate constitutional arrangements.

See the Accreditation guidance sections 1.1 A clear statement of purpose and 1.2 An appropriate constitution.

7 WHAT IS SORP AND WHAT DOES IT REQUIRE OF YOU?

As part of their governance responsibilities, Boards have a critical role in signing off the annual accounts of the museum.

The charities' Statement of Recommended Practice (SORP) gives a framework for charity accounting and reporting. It sets the framework for charity financial reporting in the UK for charitable companies, charities with income of £250,000 and more and all other charities preparing accruals accounts. SORP is designed to help charity Trustees meet their legal requirement for their museum's accounts and to give "a true and fair view". SORP aids comparisons between charities, including independent museums

Charities up to £250,000 income that are not structured as companies are not generally required to follow the SORP as the law gives them the option to prepare their accounts on a cash (receipts and payments) basis. However, many of these charities do apply SORP.

The key elements of the SORP that affect Board decision making include:

- the separation of restricted and unrestricted funding;
- declaration of payments or other benefits to Trustees;
- declaration of salaries of any staff member earning over £60,000 per annum.

8 MUSEUM ACCREDITATION AND GOVERNANCE REQUIREMENTS

This publication is written with the Museum Accreditation Scheme in mind.

The Accreditation Scheme sets out nationally-agreed standards for museums. It tells everyone involved with a museum that they are doing the right things to help people to engage with collections and protect them for the future. It does this by making sure museums manage their collections properly, engage with visitors and are governed appropriately.

Although not all museums will be Accredited, all museums should be aware of the standards set out in the scheme. In particular, there are specific requirements relating to governance.

In this guide, we indicate where particular attention is needed in relation to Museum Accreditation. We also include in the resources section, reference to the key Accreditation documents that museums will need to refer to in planning their future.

9 THE ESSENTIAL LEGAL DUTIES OF TRUSTEES

All Trustees are required to ensure that their museum is:

1. Carrying out its purposes for the public benefit

In practice this means:

- Every museum must be able to demonstrate that it exists to serve the public, either locally or more widely, as set out and defined in the governing document, particularly under the Objects
- Trustees need to plan what the museum will do and what it wants to achieve
- The annual report should explain how the museum delivers public benefit through its work

2. Complying with your museum's governing document and the law

Museum Trustees should be familiar with their legal responsibilities (e.g. employment law) and understand what their Board and Trustees must do and/or assure is done

3. Acting in the best interest of their museum

In practice this means:

- The primary responsibility of Trustees must be to the museum, ensuring that they avoid or manage transparently any conflicts of interest or loyalty. Under charity law, Trustees must act in the interest of the museum only (i.e. there must be no ulterior motive). This requirement equally applies to Trustees who are the nominees on the museum Board of an external body (e.g. local authority).
- Museum Trustees are volunteers and should not receive any financial or material benefit from the charity, unless it is properly authorised by the Board (or in some cases the charity regulator) and in the best interest of the charity
- Trustees have a duty of confidentiality
- Any potential conflict - including financial interests such as trustee benefits or conflicts of loyalty, must be declared and dealt with so that those conflicts are taken into account, dispelled or neutralised. Where such a conflict arises, the affected Trustee should withdraw promptly from Board discussion, as well as from any decision-making on the subject.

4. Managing the museum's resources responsibly

In practice this means that:

- Museum Trustees are required to act 'responsibly, reasonably and honestly' and ensure that they exercise sound judgement
- Museum Trustees must also maintain clear oversight of risks their museum faces, and have an agreed process for managing these

5. Acting with reasonable care and skill

Museum Trustees are therefore expected to:

- Actively engage with its governance and planning processes, make use of their skills and experience
- Consider when and what professional advice is needed and ensure it is accessed where necessary.
- Prepare for and actively participate in Board and other meetings, having prepared themselves so that they understand the issues under consideration

The Accreditation standard has specific requirements for accessing advice from museum professionals for policy development and decision making.

See the Accreditation guidance section 1.3 A satisfactory structure for your governance and management.

6. Ensuring the charity is accountable

Trustees must retain active oversight of the following:

- If your museum has a membership separate from the Trustees, it needs to keep those members informed about the work of the museum and its priorities
- The Board must ensure there is a clear process for delegating operational responsibility to staff and volunteers, including supervision of their performance and their support.
- The Board is compliant with statutory, reporting and accounting requirements
- Company law also requires the Board directors (Trustees) to be aware and manage any situation involving persons "connected" to them
- A "connected person" may be one of the following¹
 - members of the director's family
 - a body corporate with which the director is connected
 - a person acting in their capacity as trustee of another trust

Annex 1 provides a museum Trustee role descriptor based on these legal duties and recognised good governance practice.

¹ Companies House <https://www.legislation.gov.uk/ukpga/2006/46/section/252>



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TRUSTEE OFFICERS AND ROLES

10 TRUSTEE OFFICERS AND ROLES

Roles of Honorary Officers and others

The key responsibilities of Trustees described above also apply to the honorary officers. However, the Officers also play additional roles that have associated duties.

The museum governing document may require the AGM to elect the Board officers. However, it is more common for the Honorary Officers to be elected by the Board from amongst its members.

The key task for the Chair is leading the Board and enabling Trustees individually and collectively to operate at optimum (more detail in the Chairs and Vice Chairs sub section below).

The primary task of the Honorary Treasurer is to oversee the finances of the museum and advise the Board of issues and opportunities that need their collective attention.

The Board may also have an Honorary Secretary, although there is no legal requirement to appoint an Honorary Secretary. Their duties can include management of Trustee registration with the relevant regulator(s); ensuring Board meetings are organised and minuted; maintaining effective records; and upholding the legal requirements of governing documents, charity, company and other laws.

Chairs and Vice Chairs

No matter what expertise Trustees bring to their role, this can only be harnessed and useful to the organisation if the Board is functioning competently. The role of the Chair is central to ensuring this.

Some domains attributable to the Chair include:

- Preparing for and leading Board meetings
- Ensuring a well-planned process for the recruitment, selection, appointment and induction of Trustees
- Managing the process for the recruitment and selection of new Trustees
- Oversight of sub-committees and co-ordination and support of their Chairs
- Managing the annual Trustee one-to-one review (see Annex 2)
- Support and oversight of the Director, including regular update meetings and an annual appraisal

Active consideration of the contributions made by Trustees is also part of the Chair's role, with the ambition to understand what will motivate them in the coming year and hear their concerns and ambitions.

A useful framework for this is an annual semi-structured ‘conversation’ between the Chair and individual Trustees (see Annex 2).

It is recognised good governance practice for the Chair to also lead some form of reflective review by the Board of its operation, working methods and effectiveness. The intention is to learn from its achievements and identify where improvements can be made. This is usually carried out annually.

Given the wide range of work that is expected of Chairs, Boards often appoint a Vice Chair to support and share the work. This role can be framed in a number of different ways.¹ Some museums see the Vice Chair predominantly acting in place of the Chair when s/he is unavailable. An alternative is for the Vice Chair to share with the Chair the governance leadership duties outlined above

It is important to note that taking on the Vice Chair role need not be seen as leading automatically to the role of Chair. Some Trustees may be willing and skilled in the Vice Chair role but would not wish to become the Chair. Alternatively, in some museums, Trustees could decide that each new Chair should choose their own Vice Chair from amongst the Trustees.

Finally, clear guidelines about the Vice Chair position laid out in the museum’s policy and role descriptions will make good practice easier to achieve.

Co-options

Most governing documents allow Boards to make co-options. These should be based on the wish to fill skill gaps or to add to the capacity of the Board to deliver on its responsibilities.

It is common practice for co-opted Trustees to be formally elected to the Board at the next Annual Meeting.

President and Patrons

Some museum Boards may wish to appoint either patrons and/or a President. Such appointees should not be Trustees or serve on the Board.

We recommend that such roles have a clear set of accompanying tasks to help people understand what is expected of them. It is both wise and encouraging to the appointee to make such appointments time limited (e.g. 3–5 years). In some cases, this will avoid having to take difficult or embarrassing decisions about stepping down or removal.

¹ Association of Chairs <https://www.associationofchairs.org.uk/2019/02/01/why-every-board-should-have-a-vice-chair/>

Lead or link Trustees

Boards may find it helpful to consider having such roles, identifying a particular area of the work which a Trustee can get to know and support. This can add substantial support to staff, as well as to the whole Board's insight and understanding of the work.

A link Trustee could, for example, lead the Board's work on fundraising or education or communications. It is important that the tasks that the link Trustee undertakes should be specified by the Board.

Senior Independent Director (SID)

Some museums have found it useful to appoint a Trustee to the role of Senior Independent Director. The Chair can rely on one trustee to be responsible for leading on the matter of shaping processes for the Executive team's accountability to the Board. A SID may also be designated as the first port of call for hearing Trustees' concerns and complaints; these can either be informally resolved, or if necessary brought to a more formal forum.

It is important that this role does not detract from the authority of the Chair, nor from the collective responsibility for good governance by the whole Board.

Sub Committees and Task and Finish Groups,

Some museum Boards will benefit from establishing one or more sub-committees: this allows for a more detailed scrutiny of complex issues, for example, oversight of the museum's financial performance and construction of the budget.

These sub-committees must remain accountable to and under the control of the Board as a whole, with a majority of the subcommittee members being Trustees/ Board members. The Chair of any formally constituted sub-committee must be from the main Board. To help maintain consistency and accountability, any legally constituted sub-committee should have a terms of reference, specifying the purpose, composition, and its key tasks. In most cases sub-committees will be advisory, making recommendations for consideration and decision by the full Board.

An alternative to establishing many sub-committees is for the museum Board to establish a 'task-and-finish' or working group. Any such group should work to clear terms of reference and make interim reports to the Board, with a final advisory report at the end of its term. Such groups provide a more flexible arrangement, ensuring structured oversight and capacity for a project or time limited initiative,

It is an added benefit that membership of task-and-finish groups does not need to be largely from the main Board. As such groups will have an advisory role only, Trustees do not need to form in the majority on such a working group. For some museums this will be a helpful way of extending their skill base and encouraging additional volunteer contributions.

11 TRUSTEE RESPONSIBILITIES

Management of risks

Make sure that your museum Board identifies the risks in all major areas of the museum work (i.e. not just finance)¹. The Board can then agree the major risk headings under which the Director (or leading volunteer) should regularly report and highlight the significant risks.

Once the list of areas for risk reporting are finalised, it can be incorporated into a risk register, with a format that specifies not only each risk, but also indicates its potential impact and likelihood of its occurrence.

It is important that the register and the report to the Board describes how risks are being managed ('mitigated') and the person with lead responsibility for oversight of the risk.

Prudence and good practice dictate that the entire risk register should be reviewed by the Board on a regular basis, with a focus on those risks with the potential for high likelihood of occurring and their potential impact. It is common practice for this to be an agenda item on each Board meeting.

Confidentiality

Trustees are expected to maintain as confidential matters relating to the business of the organisation, unless they are in the public domain, or the Board agrees that confidentiality should not apply.

Board development and training

Few if any Trustees arrive fully formed and perfect for the role! The most effective Board processes include consideration of relevant training and support that will help new and existing Trustees develop in their governance role. For most Trustees this is a pleasurable and welcome benefit of trusteeship.

It is a central responsibility for Trustees to ensure that the museum plans ahead and budgets accordingly.

The Accreditation standard has specific requirements for forward planning.

See the Accreditation guidance section 3
A satisfactory structure for your governance and management.

¹ See Charity Commission guidance https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/752170/RSI_guidance_what_to_do_if_something_goes_wrong_Examples_table_deciding_what_to_report.pdf

Many Trustees require additional support in understanding the finances, appreciating the implications for the work of the museum - and thereby able to actively contribute to planning and budgeting.

In addition, all Trustees will benefit from activities that help them to understand the work of the museum for which they are responsible. This can be achieved by regular visits with reporting back on what they find, including about the context of the work, learning about the collections and how they are managed and made accessible. All this will require staff and/or volunteer time, which we recognise is a limited resource. However, such activities are a long-term investment, enabling the Board to be well-informed, supportive, a good critical friend and well placed to make the difficult decisions about opportunities and risks.

The time and expertise of Trustees is a valuable resource. To ensure that Trustees quickly become active contributors, many Boards operate a system of mentoring for new Trustees. It is important that museum Trustees develop a mentoring process that is tailored to their own organisation and can optimise the full participation of new Trustees.

12 BOARD MEETINGS

Meetings, Minutes and reports

Museums must have a record and audit trail of their governance oversight. In practice this means that Boards must be able to evidence the significant decisions they make and how these were arrived at. This is achieved through a formal record of the decisions that the Board takes, as noted in the Minutes.

There are some additional purposes of the formal Minutes, these include:

- a) providing an audit trail of how major decisions were arrived at;
- b) providing an account of the meeting for those who were absent;
- c) offering a reminder to those who attended of matters covered in the previous meeting.

There is a wide range of practice with regard to Minutes. Good practice is to include a summary of the key points from discussions (identifying contributions but not those who made them), particularly where the views on a significant issue vary, and decisions are not unanimous.

The most productive museum Board meetings are likely to be underpinned by careful preparation (led by the Chair and Director), as well as consideration of contributions that staff (and lead volunteers) can make to the meeting. The tone and effectiveness of any such

meetings will be informed by having reports and other papers with a clear and consistent structure to them, designed to inform Board decision making. The best report 'authors' employ plain English and avoid jargon.

Planning ahead

It helps Trustees and staff to plan the likely programme of Board work several meetings ahead. A Board calendar provides a useful framework to enable this (see Annex 3).

Virtual Board meetings

Holding virtual Board meetings has come into sharp focus in recent times. Board meetings can legally take place in person or virtually, providing that each Board member is able to see, hear and communicate with the others. Whether held in person or virtually, arrangements must be made for Board members who have sight or hearing loss. Similarly, all such meetings should be formally minuted, reviewed and agreed/amended at the next Board meeting and signed off by the Chair as a true record.

Trustees working between meetings

The most effective Board members do much more than attend the annual cycle of Board meetings. Here we suggest a few starting points that enable Trustees to add depth and breadth in contributing to the cause.

To encourage Trustees to contribute as fully as possible, Trustee role descriptions should specify additional ways in which Trustees can contribute their skills, time and expertise. It is therefore important to make sure that the Trustee role description is included among the core documents used for recruitment - and referenced in the Trustees' annual reviews with the Chair.

Trust and an ease of working together can only develop if Trustees come to know each other and what they can ask of their colleagues on the Board. The underpinning principle is that contact and discussion between meetings is an important aspect of building rapport and a good working relationship. Developing good working relationships with other Trustees is the responsibility of each member of the Board.

We recognise that Trustees' time is often under pressure and it is not always possible for all Trustees to visit, participate in events run by the museum, or attend briefings and training courses. One way to generate shared learning is therefore by tasking one or two Trustees to attend such events and feedback the key points to the full Board for discussion. This approach can be equally applied to looking in detail at a specific area of the museum's work.

All of this can contribute to a better-informed set of Trustees as well as a positive and pleasurable Board culture.

13 BOARDS WORKING WITH PAID STAFF

Duty of care and responsibility for paid staff

All museums must have job descriptions and current contracts of employment for their staff.

While we recognise that museums sometimes operate in a fast-changing environment, such documents should accurately reflect the major tasks and range of work that staff are undertaking.

Boards also need to feel confident that employment policies and procedures are in place relating to the operation of the museum. Trustees should assure themselves that these exist (often collated in a staff handbook) and that any major updating is undertaken regularly to take account of changes in legislation, regulation and good practice.

Another aspect of their duty of care is for museum Trustees to be assured that there is a system for regular supervision and annual appraisal of all staff, while the Board will need to take direct responsibility for ensuring supervision and appraisal of the Director, and that cascading from that, the Director has in place a coherent process for appraisal of all other staff.

All organisations should be ‘learning organisations’. The form this takes will vary, but one aspect that has proven to be useful is a exit interview for staff who leave the museum. In particular, Trustees will want to learn from the experience and reflections of an exiting Director – even where these might cause some discomfort! In the case of the Director, if it is likely that more accurate or fuller feedback can be attained, then it may be more productive for an external interviewer to carry this out.

It is also worth noting that in larger museums where there is a Director and other posts, Boards are advised to enable regular conversations between Trustees and the senior team. This activity will enable them to remain up to date with and informed about the main operational issues of the museum, which can inform Board considerations of the future plans and resourcing of the museum.

The Accreditation standard has specific workforce requirements including effective employment policies, plans, procedures and roles to meet the museum's responsibilities.

See the Accreditation guidance section 1.3 A satisfactory structure for your governance and management.

Delegated authority and other organisational policies

Museum Boards are advised to establish a framework or policy for delegation to enable paid staff to take day-to-day operational decisions. This allows executive teams to progress their routine work authorised in the budget (or business plan), without the delay that may result from the need to seek Board approval.

Annex 4 provides a suggested model as a springboard for museum Boards to create a framework or policy for delegation suited to their circumstances.

Boards have a specific role in the approval of certain organisational policies as part of the accreditation process. In addition to the employment policies mentioned above, the Board may adopt other organisational policies that support the effective running of the museum. Annex 5 provides advice to museum Boards on policies the museum must have and should consider having.

Constructive challenge in Board meetings

Boards should aim to achieve a balance in their approach to challenge. It should enable them to both hold the Director to account, but also provide effective support and recognition to the Director. A Board that only criticises its senior staff, will appear (perhaps unintentionally) to lack trust in the work and judgement of the Director and her/his team. Getting the right balance to this takes attention, self-reflection and practice by all Trustees, but is likely to result in a good Board culture and productive team working between Board and Director.

Holding Board discussions without staff

Boards will sometimes want to have discussions without staff being present. We recommend that your Board either decide to hold these routinely, or that they are only invoked in special circumstances.

In either case, there should be clear ground rules, so that gossip or significant governance matters are not covered behind closed doors, but appear on Board agendas where they can be minuted. It is good practice, and wise, to ensure that the Director knows and is reassured by the ground rules, since exclusion can feel threatening to her/ him.

It is our general expectation that Board meetings will take place with the attendance of the Director.

The Accreditation standard has specific requirements regarding a management structure outlining appropriate authorities, roles and responsibilities to allow formal decision making and accountability.

See the Accreditation guidance section 1.3 A satisfactory structure for your governance and management.

14 BOARDS WORKING WITH VOLUNTEERS

Duty of care and responsibility for volunteers

Many independent museums do not have paid staff. Those museums are able to run because of the huge commitment of time, skill and goodwill that their volunteers provide, often on a year-round basis.

Volunteers are the lifeblood of almost all independent museums. It is therefore essential to the wellbeing of the museum that the Board gives regular attention to their contribution and their needs. An expression of this intention in practice is to ensure that processes are in place for the recruitment, support and oversight of volunteers.

Such processes should include a museum volunteering policy, which has been discussed and final version adopted by the Board. It is helpful to include in the policy descriptions of specialist as well as generalist roles that volunteers can undertake to keep the museum relevant, functioning, attractive and accessible.

The governance responsibility for 'duty of care' dictates that there must be a proper systematic management of volunteers; this is also in the best interest of both the museum, its mission, and the public benefit.

While volunteers are not contracted to work for the museum, like paid staff they need training, support and supervision. The Board should at intervals receive reports (from the Director or lead staff member responsible for volunteer engagement or lead volunteer) to ensure that such processes are in place to fulfil their duty of care.

Managing accountability in a volunteer run museum

It is understandably difficult to maintain a separation between operational work and governance oversight (at a distance) when Trustees are engaged in running the museums and its activities.

However, even where the museum had no paid staff, it is still necessary to separate governance from the operational tasks. This may be achieved by creating a discrete section or an entire Board meeting exclusively to the Board's governance duties. The core of operational volunteers (who may also be Trustees) should separately be scheduled to hold their own and separate meeting with an agenda dedicated to discussing, planning and managing the day to day work of the museum.

This important volunteer operational role, which enables the museum to function can be embedded and given status and profile by formally

The Accreditation standard has specific requirements regarding written volunteer agreements outlining specific roles and responsibilities.

See the Accreditation guidance section 1.3 A satisfactory structure for your governance and management.

establishing an Operational Group or committee, with its own terms of reference, for which it is accountable to the main, legally constituted Board.

Where the Trustees are all engaged in the operational work, it is important that separate Board meetings take place, with agendas, reports and Minutes that demonstrate the fulfillment of the Trustees' legal responsibilities (see above) and assure the satisfactory governance of the museum.

15 RECRUITMENT AND SUCCESSION PLANNING

Recruitment of Trustees

It is a primary responsibility of the Board to recruit its Trustees. While a Director or other paid staff can help with the practical aspects and the administration, the responsibility for the process and the selection is that of the Board. This section offers some guidelines for the principles, planning and selection process.

Wherever possible the process of recruitment should be based on open advertising: there is clear evidence that open recruitment enables a wider field of candidates to come forward. This is likely to improve the choice and quality of potential candidates for Board selection. An open recruitment process can include promotion by word of mouth. However, all who apply should undergo the same selection processes.

A significant contribution to an effective and productive recruitment process is to have all the stages of the recruitment mapped out, with Trustee participation allocated and agreed for each stage. This is also more likely to create a collegiate atmosphere and positive mind set towards those appointed.

It helps to be clear what skills and knowledge are already available on the Board. This can be achieved by regularly carrying out a skills audit of Trustees, based on an agreed list of the skills, knowledge and experience needed for the effective governance of the museum. The skills audit will also help Trustees to identify the key areas where there are gaps or weaknesses; this can in turn inform the role description and the interview questions. Advice on an effective skills audit is provided in Annex 6.

Most Boards now also recognise that the role descriptor should specify the maximum length of time that any Trustee is able to serve, before being required to step down.

With all the above in place, an effective and competent open recruitment can be created, with an attractive role description and person specification, criteria for selection based on the needs of the museum over the next period, and an equalities monitoring form for applicants to complete.

Boards should recognise their responsibility to carry out their purpose for the benefit of all, including and representing a range of voices and perspectives. And given that research strongly indicates that diverse Boards are most well placed to serve an organisation's needs, the Board should also arrive at a clear view of which dimensions of diversity will best serve the museum's purposes.

It is a common misunderstanding that a museum Board must have on it a lawyer, an accountant, and a building professional. These professionals may indeed be useful on the Board; but only if they are able to contribute in general to the work of the Board and share the enthusiasm of fellow Board members for the museum and its purposes.

It is also possible that some expertise may only be needed occasionally for specific projects. In such cases, it may be better to co-opt a professional in the relevant field, who can offer advice to guide the thinking and planning necessary.

We accept that interviews are not always easy to arrange. Nevertheless, wherever possible it is recommended that prospective Board members are interviewed - in person or virtually. It is also a reasonable expectation that all applicants for trusteeship will visit the museum either physically or virtually.

An essential part of the process to recruit Trustees is to check that applicants are not disqualified under charity or company law or regulation. Practice in many charities is for all new Trustees to sign a statement saying that they are not disqualified.

Trustee exit interviews

It should be a matter of routine to conduct exit interviews with all those Trustees who are retiring or resigning. These can at best, offer insights about what the Board is doing well, identify achievements and good practice. It can also help to gather ideas and suggestions for improvement of Board practice and any yet unexpressed dissatisfactions.

A large, out-of-focus stack of papers and files in various colors like white, black, purple, red, green, blue, and yellow. A yellow folder is prominently visible at the bottom of the stack, featuring the word "RESOURCES" in bold, black, sans-serif capital letters.

RESOURCES

RESOURCES

The aim of this section is to highlight the wide range of governance-related resources available to guide and support the effective functioning of museum Boards.

The Charity Governance Codes covering the 4 nations should be regarded as essential reading for good governance:

- England & Wales: The Charity Governance Code – both English and Welsh language versions
(<https://www.charitygovernancecode.org/en>)
- Northern Ireland: Good Governance Code for Northern Ireland Charities
(https://www.nicva.org/sites/default/files/d7content/attachments/articles/revised_code_of_good_governance.pdf)
- Scotland: Scottish Code for the Third Sector
(<https://goodgovernance.scot/governance-code/the-five-core-principles>)

The key UK wide museum Accreditation documents need similar attention by Board members:

- Arts Council England, Welsh Government, Museums Galleries Scotland and Northern Ireland Museums Council – Museum Constitutional & Governance Arrangements (Accreditation Scheme for Museums & Galleries in the UK)
(https://www.artscouncil.org.uk/sites/default/files/download-file/Museum_Constitutional_Governance_guidance_October_2019_0.pdf)
- Arts Council England, Welsh Government, Museums Galleries Scotland and Northern Ireland Museums Council – Accreditation Standard and Guidance
(<https://www.artscouncil.org.uk/accreditation-scheme/accreditation-how-apply#section-1>)

AIM has provided some useful briefings on different aspects of museum governance:

- Adrian Babbidge – Keeping Up to Date - reviewing your organisation's governance document and legal form
- Adrian Babbidge – Doing A Governance Audit
- Anne Murch and Gaby Porter – More Effective Meetings – engaging Trustees and building a strong team
- Alex Lindley – Running an Open Recruitment Process
- Alex Lindley – Planning to Recruit A Manager
- Golden Rules for Good Governance

These are available on the AIM website (<https://www.aim-museums.co.uk/helping-organisations/resources>)

Also worth attention are guides produced in the wider charity and not for profit sectors:

- Ruth Lesirge and Ros Oakley – A Question of Balance (Association of Chairs)
- Ruth Lesirge and Ros Oakley – A Chair's Compass (Association of Chairs)
- Debra Allcock Tyler – It's a Battle on the Board (Directory of Social Change)
- Gareth Morgan – The Charity Treasurer's Handbook (Directory of Social Change)

The Association of Chairs website is
<https://www.associationofchairs.org.uk> and the Directory of Social Change website is <https://www.dsc.org.uk>.

Trustees will also find it helpful to refer to the statutory guidance provided in the 4 nations especially:

- England & Wales (The Charity Commission) – The Essential Trustee (<https://www.gov.uk/guidance/charity-commission-guidance>)
- Northern Ireland (The Charity Commission for Northern Ireland) – Running Your Charity (<https://www.charitycommissionni.org.uk>)
- Scotland (OSCR Scottish Charity Regulator) – Guidance & Good Practice for Charity Trustees (<https://www.oscr.org.uk>)

And general guidance on governance matters from the respective umbrella bodies for the voluntary sector:

- England: National Council for Voluntary Organisations (<https://www.ncvo.org.uk>)
- Northern Ireland: Northern Ireland Council for Voluntary Action (<https://www.nicva.org>)
- Scotland: Scottish Council for Voluntary Organisations (<https://scvo.org.uk>)
- Wales: Welsh Council for Voluntary Action (<https://wcva.cymru>)

A photograph of a woman with blonde hair tied back in a bun, wearing a dark denim jacket, looking at a painting in a museum. She is positioned in front of a large painting of a reclining figure, likely a copy of Titian's "Venus of Urbino". The painting is framed in gold. The background shows other framed artworks and red walls.

ANNEXES

ANNEX 1: ROLE DESCRIPTOR FOR A MUSEUM TRUSTEE

The role descriptor for museum Trustee below is for each museum to adapt, so that their particular circumstances are taken into account.

Main duties of museum Trustees:

- To provide collective governance leadership of the museum in support of its charitable object.
- Under charity law Trustees of the museum have the ultimate responsibility for directing the affairs of the museum, and ensuring that it is solvent, well-run and delivering the charitable outcomes for which it has been set up. In law Trustees of the Board have three particular duties – compliance, care and prudence.

General responsibilities of a museum Trustee

Each Trustee has the following general responsibilities:

- contribute actively to the Board of Trustees role in giving a clear steer with regard to
 - strategic direction to the museum,
 - setting overall policy,
 - defining goals,
 - setting targets
 - evaluating performance against agreed targets
- oversight of risks and opportunities for the museum's main activity, including safeguarding the good name, ethos and values of the museum
- oversight to ensure the financial stability of the museum and (where it arises) the proper investment of the museum's funds
- act with integrity and declare any conflict of interest or loyalty in carrying out the duties of a Trustee
- be collectively responsible for the actions of the museum
- work within the Code of Conduct (or standards) for Trustees adopted by the museum
- oversight of the following:
 - effective and efficient administration of the museum
 - ensure the museum applies its resources exclusively in pursuing its objectives
 - protection of the assets of the museum

The general responsibilities can be expected to assume a pro-active engagement with the museum's business, so that Trustees attend Board meetings, read Board papers, contribute to discussions on key issues, provide guidance on new initiatives, and contribute on issues in which the Trustee has special expertise.

ANNEX 2: FRAMEWORK FOR A TRUSTEE REVIEW (APPRAISAL)

This annex is designed to help museums with establishing a framework for Trustee review.

Rationale for establishing the 1:1 Trustee review/appraisal process

It is desirable for the museum Board to have in place individual Trustee reviews (annually is not uncommon), as well as a more formal appraisal at the end of each term served (e.g. three years). The latter is an aid to ensuring re-appointment is appropriate. End-of-service or 'exit' interview when Trustees step down from the Board can also be extremely useful and contribute to improvements in the governance arrangements for your museum.

If there are shortcomings or difficult Board dynamics, the semi-structured 1:1 conversation can be a helpful mechanism, enabling Trustees to address those difficulties so that the Board is able to work more effectively. In a minority of such cases, this conversation may lead to a resignation.

Trustee review/appraisal

The questions below are simply suggestions. Each museum will need to tailor the questions to its particular context and needs.

Example 1: establishing the framework for review/appraisal

If this is the first time Trustees have had the opportunity of review, you might wish to keep the framework simple, setting a baseline for more expansive annual reviews in future years.

- When you joined the museum Board, what did you hope to contribute as a trustee?
- In practice, what have you been able to contribute in your trustee role?
- What governance activities would you like to be involved in, in the coming year?
- What do you want to learn more about in the next 12 months?
- What one thing would make it possible for you to contribute more?

Example 2: taking a broader perspective

1. What do you view as the museum's three major successes in the last 12-18 months?
2. What do you think the Board has contributed to achieving this?
3. What do you feel you were able to contribute? Can we identify some examples?
4. How have you been able to contribute with regard to:-
 - a) Serving on sub-committees and/or working groups?
 - b) Other work with your fellow Trustees?
 - c) Supporting the work of the Director
 - d) Any other areas of the museum's governance
5. What contribution do you want to make to the delivery of museum objectives?
6. Do you want to take part in your own development over the next 12 months? What would you want to focus of on?
7. Is there anything we have not covered that you think it is helpful to know?

Set out below is a sample list of competencies and behaviours against which a museum Trustees' contribution might be reviewed. It is not a definitive list but could be useful in setting standards now and in future years

Personal Competencies and Behaviours

Board members of xxx museum will be expected to:

- Recognise the ambassadorial role of a Trustee and positively promote the museum whenever possible
- Display commitment in keeping up to date with relevant changes in the internal and external environment
- Manage time to ensure attendance at all or the majority of meetings
- Commit adequate time to prepare for meetings
- Actively contribute to the success of meetings
- Be willing to challenge constructively what is presented at Board meetings
- Stimulate robust, high level thinking to develop ideas and strategies
- Accept the need to hold the museum "line", even where there is personal disagreement
- Contribute positively to the development and maintenance of a high performing Board team
- Build positive relationships with other Trustees, the Director, staff and volunteers (recognising relevant boundaries)
- Contribute to the development of the Board perhaps taking a lead on an area of special interest
- Be open to regular review of Board effectiveness
- Contribute pro-actively to building a diverse Board across a range of dimensions
- Seek and respond positively to formal feedback on their performance as a Trustee (and be willing to offer constructive feedback)
- Regard being a Trustee as a learning opportunity to develop new knowledge and skills
- Take responsibility as a Trustee for all aspects of the museum's work and performance, including those outside their own area of expertise

ANNEX 3: MUSEUM BOARD CALENDAR: LOG OF COMMITMENTS 2021 - 2022

MONTH	Legal/compliance requirements (e.g. approve accounts)	Items to be reviewed (e.g. key policies, major risks, Board performance)	Board/trustee development sessions (e.g. awaydays, 'deep' briefing on areas of museum work)
JANUARY			
FEBRUARY			
MARCH			
APRIL			
MAY			
JUNE			

JULY

AUGUST

SEPTEMBER

OCTOBER

NOVEMBER

DECEMBER

Content of the calendar might include:

- Board meetings
- Sub Committee/Task & Finish Group meetings
- Awayday(s)
- Annual General Meeting
- Review end of year figures
- Signing off accounts
- Sign-off of strategy/objectives and plan for following year
- Finalise and sign off new year budget
- Review dates for governance and key organisational policies
- Director review/appraisal
- Chair review/appraisal
- Board effectiveness review
- Submission of accounts to regulatory bodies – charity regulators;
Companies House etc
- Review of risk register
- Recruitment of new Board members

ANNEX 4: DEVELOPING A DELEGATED AUTHORITY FRAMEWORK

This annex is designed to help museums with paid Directors (or senior staff) by devising a framework for delegated authority.

Trustees may delegate some responsibilities, but good governance practice requires them to delegate systematically, legally and with proper oversight.

The Board needs to have a reporting system which tracks:

- The tasks which have been delegated;
- Who is responsible for doing those tasks;
- The progress of delegated work;
- Satisfactory completion and implementation.

Relying on unwritten ‘understandings’ between the Board and the Director may be fine until something significant goes wrong, and the Board and Director find that they do not have shared assumptions.

The purpose of a written delegated authority framework is to:

- Clarify the complementary roles and responsibilities of the museum Trustees and the Director;
- Make the best use of the skills, knowledge and experience of the Director and the Trustees;
- Enable the Director to provide appropriate operational leadership;
- Enable the Director to optimise effective use of human and physical resources for the work of the museum;
- Ensure appropriate accountability for actions and decisions taken;
- Ensure that the Board and staff are enabled to work to best practice.

Format of the framework: We suggest a framework with 4 columns:

- area/subject of delegation;
- matters reserved to the Board;
- matters delegated to the Director;
- any notes to help interpretation of the delegation (e.g. where a Sub Committee might be involved).

Possible areas of delegation include:

- Corporate governance (e.g. ability of the Director to delegate to other staff)
- Initiating strategy (e.g. role of the Director in developing the museum's strategy and partnerships)
- Finance (e.g. expenditure authorisation levels, contract management, part in selecting independent auditors/examiners, bank signatory)
- Property (e.g. approving property transactions, signing leases)
- Annual Report and Accounts (e.g. authorship, approval, production)
- Fundraising and income generation (e.g. developing strategy, approaching donors)
- Plans and budgets (e.g. preparation of budgets, setting up new projects)
- Organisational and performance management (e.g. arrangements for monitoring of performance)
- Risk management (e.g. identification and action on risks)
- Human resources/people issues (e.g. appointment of senior staff, pay and rewards of staff, authorisation of payroll, management of volunteers)
- Communications issues (e.g. action on reputational issues, authorisation of media releases, external representation of the museum, engagement with 'Friends' organisations)
- Trustees administration (e.g. fixing calendar of meetings, recording of Board decisions)

Delegated Authority Frameworks are best reviewed on an annual basis.

Approval and respective roles: The Board is responsible for considering and approving the Delegation of Authority policy on a regular basis. The Director is responsible for implementing the policy and practice.

ANNEX 5: POLICIES FOR MUSEUMS

This annex provides headline advice on policies that museums must have, and also should consider having. The advice is based on the requirements for accreditation and recognised good practice.

Policies help organise a museum's thinking about how it acts, monitors and reviews its work and activities. Policies should be proportionate to the size of a museum, both in the number of policies and the detail they go into. Policies should also be proportionate to the capacity and capability of the museum to implement what the policy requires and monitor its performance. To be of practical use, policies should be accompanied by notes or a document on the implementation, laying out a framework for how they will be applied by Trustees, staff and volunteers.

The UK wide 2018 Museum Accreditation Standard requires the following policies to be in place for museums to become and stay accredited. All these policies must be approved by the Board:

- Collections development policy including acquisition and disposal;
- Documentation policy;
- Collections care and conservation policy;
- Access policy.

Accreditation also requires various related plans and procedures:

- A forward or business plan is also effectively mandatory for accreditation. It is accepted that the level of detail in the plan will vary, depending on the size and activities of any museum. A business plan will define the aims of the museum, the period over which they are to be achieved, and how the museum will achieve those aims. It is also likely to contain an annual budget (updated each year), an action plan with lead responsibilities, and dates for review of the business plan;
- An emergency (or contingency plan) covering arrangements for staff, volunteers, visitors, collections and collections information; how the plan is authorised, maintained and communicated; how the museum will work with emergency services; priority salvage list and the process for renewal of this plan;
- A collections documentation procedural manual covering the SPECTRUM primary procedures
- A collections care and conservation plan;
- An access plan;
- A plan for developing the museum's range of users.

In addition, there are a number of policies that museum Boards should seriously consider having:

- Financial management and control;
- Equal opportunities, inclusion and diversity;
- Conflict of interest and loyalty;
- Data protection (GDPR);
- Health & Safety;
- Code of Conduct for Board members;
- Media including social media;
- Safeguarding of children and vulnerable adults;
- Trustee recruitment, selection, induction, training and development;
- Staff employment policies including recruitment, selection and induction; disciplinary and grievance; supervision and appraisal; pay and rewards; sick leave; homeworking; training and development of staff; exit interviews;
- Volunteering policies;
- Risk management.

Boards will also find it helpful to agree:

- Terms of reference for the Board, Sub Committees and Working Groups;
- Role descriptors for Trustees and Honorary Officers (Chair, Vice Chair, Secretary, Treasurer);
- Role descriptors for President and Patrons.

ANNEX 6: DEVELOPING AN EFFECTIVE SKILLS AUDIT OF THE BOARD

This annex sets out how museums can construct effective skills audits to secure the best composition of their Board; and ensure timely succession planning. The precise skills audit to apply will vary according to the nature (national, regional, local) and specialism of the museum (e.g. science, history, military, education etc).

Skills audits are most usefully completed by individual Board members and should cover their knowledge, skills and experience. Board members will bring multiple skills, so it is reasonable for the skills audit pro forma to have as many as 30 skill areas. The results should be collated and overall data shared to show strengths, gaps and areas of weakness.

Format

The skills audit pro forma should capture the degree to which a particular skill is held or the level of the knowledge or experience. For this reason, we suggest using a scale of 1 to 5 with 1 being low and 5 being high so that the individual Board member can rate their competence.

Getting the skill level right

The skills in the pro forma should be those that enable the Board to fulfil its role in setting strategy for the museum and exercising governance oversight. Therefore, ensure an explicit emphasis on more *strategic* skills (e.g. strategic and business planning, marketing strategy) and those skills that enable monitoring and scrutiny (e.g. analysis of data and assessment of organisational performance).

Generic professional skills

Most independent museum Boards need a core of professional/technical skills (e.g. financial management and control, human resources, digital, health and safety, property-based skills, safeguarding). It is important to specify what type of legal competence, if any, is going to be most useful to the Board (e.g. charity law, company law, employment law, commercial law or property law or a combination).

Museum specific skills

In order to exercise effective governance oversight of a museum, Boards will benefit from including skills that are specific to museums (e.g. curatorial, visitor experience, collections/archive management, education, volunteer management).

Focusing on sustainability

Many independent museums need a diverse portfolio of funding. Their Boards should therefore look to securing the skills to sustain those initiatives (e.g. fundraising, income generation, business and commercial).

The Accreditation standard has specific requirements for accessing advice from museum professionals for policy development and decision making.

See the Accreditation guidance section 1.3 A satisfactory structure for your governance and management.

Engaging the outside world

The success of independent museums increasingly rests in raising their profile and reach and building good external relationships. Boards should therefore seek communication skills (e.g. social media, marketing and communications), and skills in engaging relevant sectors and interests (e.g. schools and colleges, charities, public sector, community engagement, partnership skills generally).

Matching with staff skills

There needs to be sufficient knowledge in the Board of the content and detail of the museum's strategic work so that Board governance oversight can be effectively exercised in these areas. This is not simply fulfilled by having senior staff members with expertise in these areas, valuable though that is.

Evidence of skill level

Since this is a self-assessment which is subjective, Board members should be strongly encouraged to provide justification of any higher rating that they give themselves (e.g. work with another museum or charity, specific professional experience, qualification). We suggest including a column for evidence against each category.

Completion

The Board needs a full picture of its knowledge, skills and experience. All Board members should be expected to complete the skills audit as part of their core responsibilities as a Trustee.

Gender bias

Skills audits are necessarily subjective. There is an observed and evidence-based gender bias where men tend to over-rate their skills and women tend to under-rate their skills. The best Boards recognise these tendencies and take them in to account in the collective assessment of the Boards strengths and limitations.

Analysing the results

Boards should adopt a small c 'conservative' approach to analysing the results. A lack of 5s in a specific category should lead the Board to question whether it has the skills it needs in that area. Equally, it may not be enough for effective governance that only one Board member has skills in a specific area.

Reporting

The results of the skills audit should be reported to the Board in writing and time reserved at a Board meeting for their consideration.

Refreshment

Board expertise necessarily shifts as new members join and older members leave. It is helpful to undertake a new skills audit at least every 2 to 3 years.

As a tool, skills audits are most useful when they are applied in conjunction with team development, helping Board members to get to know what each Trustee can contribute. Finally, it is important to understand that a skills audit is not an end in itself, nor is it a magic bullet.

ANNEX 7: ABOUT THE AUTHORS

Ruth Lesirge and Hilary Barnard are the founders of HBRL Consulting. Over the last decade, they have specialised in supporting independent museums and other charities in assuring good governance, strategic and business planning, and effective leadership and organisational development. Both Ruth and Hilary are experienced Trustees.

Ruth is the President of the Association of Chairs, having previously been the Chair. She is a co-author of A Chairs Compass and A question of Balance (Association of Chairs) and Tools for Tomorrow (NCVO Publications). Hilary is the co-author of Strategies for Success (NCVO Publications) and of Improving Equality and Diversity (ACEVO).

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