

DOUGLAS HENRY STATE MUSEUM COMMISSION

OPERATING POLICIES

POLICY 1.0 GENERAL EXECUTIVE CONSTRAINT

The Executive Director shall not cause nor allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, inconsistent with State of Tennessee Rules and Regulations and/or the Museum Commission's¹ enabling legislation, or in violation of commonly accepted business and professional ethics.

1.1 With respect to interactions with constituents, the Executive Director shall assure that conditions, procedures, and decisions are dignified, timely and not unnecessarily intrusive.

1.2 With respect to the treatment of paid staff and volunteers, the Executive Director shall assure that conditions are safe, fair and dignified. Pertaining to paid staff, the Executive Director shall adhere to written personnel policies of the State of Tennessee, not discriminate against any staff member for expressing an ethical dissent, and shall acquaint staff with their rights under this policy and those of the State of Tennessee.

1.3 Financial planning for any fiscal year or the remaining part of any fiscal year shall conform to the Commission's priorities or from the State's fiscal rules and regulations.

1.4 To protect the Commission from sudden loss of chief executive services, the Executive Director shall assure that at least one other member of the executive/management team is familiar with Commission and chief executive issues and processes.

1.5 With respect to employment, compensation, and benefits to consultants, contract workers and volunteers, the Executive Director shall strive to protect the fiscal integrity and public image of the Museum and shall not violate State Purchasing rules.

1.6 The Executive Director shall assure that the members of the Commission are informed and supported in its work.

1.7 With respect to the programs, events, and services provided by the Museum, the Executive Director shall ensure, available resources permitting, that these programs, events, and services meet or exceed professional standards for excellence in programming, safety, audience amenities, and personal service.

¹ Unless specified otherwise, any reference to the Commission herein is to the commission as a whole, and not individual commissioners or committees.

POLICY 2.0 DUTIES OF THE EXECUTIVE DIRECTOR TO THE COMMISSION

In furtherance of the Executive Director's responsibilities to the Commission as provided in Policy 1.6, he/she shall:

- 2.1 Submit monitoring data required by the Commission in a timely, accurate and understandable fashion, directly addressing the Commission's request.
- 2.2 Inform the Commission of relevant trends, anticipated adverse media coverage, material external and internal changes—especially where relevant to existing Commission policies.
- 2.3 Advise the Commission if, in the Executive Director's opinion, the Commission is not in compliance with its own policies, particularly in the case of Commission behavior which is detrimental to the working relationship between the Commission and the Executive Director.
- 2.4 Marshal for the Commission as many staff and external points of view, issues and options as needed for fully informed Commission choices.
- 2.5. Present information in a simple and concise form and in a form that differentiates among information of three types: monitoring, decision preparation, and incidental.
- 2.6. Provide a mechanism for official Commission, officer or committee communications.
- 2.7. Deal with the Commission as a whole except when (a) fulfilling appropriate individual requests for information or (b) responding to officers or committees duly charged by the Commission.
- 2.8. Report in a timely manner any actual or anticipated noncompliance with any policy of the Commission and/or state laws, regulations or policies.
- 2.9. Supply for the agenda all items delegated to the Executive Director as required by law or contract to be Commission-approved, along with the monitoring assurance pertaining thereto.

POLICY 3.0 COMPENSATION AND BENEFITS

3.1 The Commission delegates to the Executive Director its authority to employ and set the salaries of the experts and other employees of the Museum that are needed to properly care for and maintain the museum and to impart its educational value to the public with the assistance of the Department of Human Resources.

3.2 The Douglas Henry State Museum Commission shall set the compensation and benefits of the Executive Director of the Tennessee State Museum with the assistance of the Department of Human Resources.

3.3 With respect to employment, compensation, and benefits to consultants, contract workers, and volunteers, the Executive Director shall strive to protect the fiscal integrity and public image of the Museum and shall not violate State Purchasing rules.

POLICY 4.0 GOVERNANCE-MANAGEMENT CONNECTION

The Commission's sole connection to the operational organization of the Museum, its achievements, and conduct will be through a Chief Executive Officer, titled Executive Director.

4.1 The Executive Director is the Commission's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Commission is concerned, is considered the authority and accountability of the Executive Director.

4.2 The Commission will instruct the Executive Director through written policies or directives that prescribe the organizational goals to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies. These policies and directives shall be consistent with state and federal laws and regulations.

4.3 Systematic monitoring of the Executive Director's job performance will be based on expected Executive Director job output as described in Commission policies or directives and operation of the Museum within the boundaries established in the Commission's policies or directives.

POLICY 5.0 UNITY OF CONTROL

Only decisions of the Commission, by majority vote, are binding on the Executive Director.

Accordingly:

5.1 Decisions or instructions of individual Commission members, officers, or committees are not binding on the Executive Director except in rare instances when the Commission has specifically authorized such exercise of authority.

5.2 In the case of Commission members requesting information or assistance without Commission or committee authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds.

POLICY 6.0 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

6.1 The Commission will never give instructions to persons who report directly or indirectly to the Executive Director.

6.2 The Commission will refrain from evaluating, either formally or informally, any staff other than the Executive Director.

6.3 The Executive Committee, or the Chair if there is no Executive Committee, shall conduct an annual performance evaluation of the Executive Director.

Comment [AR1]: Executive Committee seems appropriate. May require further discussion

POLICY 7.0 GOVERNANCE COMMITMENT

The purpose of the Commission, on behalf of the people of Tennessee, is to see to it that the citizens of this state have reasonable access and exposure to the museum collections and special changing exhibits; that the current collections are preserved appropriately and exposed to the public; and that future acquisitions are made in a deliberate manner in support of the mission and goals of the museum to educate the citizens of this state.

7.1 The Commission will govern with an emphasis on a) mission and vision; b) integrity and truthfulness in all methods and practices; c) outward vision rather than an internal preoccupation; d) encouragement of diversity in viewpoints; e) strategic leadership rather than administrative detail; f) clear distinction of Commission and Executive Director roles; g) collective rather than individual decisions; h) future rather than past or present, and i) proactivity rather than reactivity.

7.2 The Commission assumes full responsibility for ongoing, rigorous examination, debate, and revision of its policies. This dynamic formulation of policy "products" from value considerations and Commission-member perspectives is the essence of the Commission's role as an outward-looking and future-oriented governing body.

7.3 The Commission commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Commission members.

POLICY 8.0 PUBLIC RECORDS

The Commission and State Museum are bound by Tennessee's Public Records Act, Tenn. Code Ann. § 10-7-503(g) et seq. In accordance with the Act, the Commission has created a Public Records Policy governing access to records.

POLICY 9.0 CODE OF ETHICS

9.1 All members of the Commission are required to submit an annual statement verifying that they have read and understand, and will comply with, the Commission Members' Code of Ethics.

9.2 Commissioners shall behave in a manner that enhances the image and reputation of the Commission and Museum in the eyes of the general public. To that end, Commissioners are expected to: 1) serve the public good by contributing to and promoting the educational benefits of the state museum; and 2) serve the museum by demonstrating responsible stewardship of its financial and material resources.

9.3 Commissioners shall act with honesty and integrity and shall not knowingly make any decision or undertake any action that impairs, diminishes, or harms the state museum, including the museum's reputation.

9.4 Prior to casting a vote or deliberating on a matter concerning a personal financial interest, a Commissioner must inform the Chair or Vice-Chair and recuse him/herself from the deliberation and vote.

9.5 Commissioners shall treat one another and Museum personnel in a mannerly and respectful fashion.

POLICY 10.0 CODE OF CONDUCT

One of the most important assets of the State Museum and the Commission is the trust and confidence of the public generally. With this in mind, the Commission expects and demands from all its members and officers honesty, integrity, discretion, and professionalism in both business and personal conduct. The Commission commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Commission members. Accordingly:

10.1 Commission members must represent unconflicted loyalty to the interests of the people of Tennessee. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Commissions, boards, or staffs. It also supersedes the personal interest of any Commission member acting as a citizen utilizing the Museum's services.

10.2 Commission members must avoid conflict of interest with respect to their fiduciary responsibility.

A. Commission members shall keep the Executive Director informed regarding their membership in all history, arts, and culture-related organizations as well as special-interest groups, media groups, and government-watch groups and blogs. Commission members shall disclose such member's role as an officer, director, or other special relationship with any such organization, group, or blog. There must be no self-dealing or any conduct of private business or personal services between any Commission member and the Museum except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

B. When the Commission is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself, without comment, from not only the vote but also from the deliberation.

C. Commission members must not use their positions to obtain employment for themselves, family members or close associates. Should a Commission member seek staff employment, he or she must first resign.

10.3 Commission members may not attempt to exercise individual authority over the Museum except as explicitly set forth in Commission policies.

10.4 Commission members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Commission.

10.5 Should a Commissioner, excluding the Chair and Vice-Chair, publish any written statement, including blogs, or give any public statement regarding the Commission, Museum, Executive Director, or Museum personnel the Commissioner shall provide the Commission with an advance copy of the written content, or advance notice of the statement prior to its publishing or dissemination.

10.6 Commission members' interaction with the public, press or other entities must recognize the same limitation and the inability of any commission member to speak for the commission except to repeat explicitly stated Commission decisions.

10.7 Commission members will give no consequence or voice to individual judgments of the Executive Director or staff performance except when explicitly authorized by the Commission. Commission members shall not publicly disparage or malign the Museum, the Executive Director, or Museum personnel.

10.8 If a Commission member commits willful misconduct of office or knowingly or willfully neglects to perform his/her duties under the law, the Commission member shall be subject to removal in accordance with applicable laws and procedures.

10.9 Commission members are required to submit an annual statement verifying that they have read and understand, and will comply with, the Commission Members' Code of Conduct. The Chair of the Commission or his or her designee will ensure the completion and the collection of the Annual Code of Conduct Verification Form by issuing new forms to each existing and newly appointed member at the first Commission meeting of each fiscal year. Commission Members shall list membership in all organizations, groups, and blogs described in Policy 10.2A and shall disclose such member's role as an officer, director, or other special relationship with any such organization, group, or blog per policy 10.2A. Delivery of the Verification Form may be accomplished by hard-copy or email with an attached signed copy and must be accomplished within forty-five days of the beginning of the fiscal year. The date of receipt of the signed statement will be documented by the Executive Director.

POLICY 11.0 DISCIPLINE

One of the most important assets of the State Museum is the trust and confidence of the public generally. The Commission expects its members and officers to act professionally.

Unprofessional conduct adversely affects the public's confidence. With this in mind, violations of the By-laws, Operating Policies, Code of Conduct, and Code of Ethics will be grounds for disciplinary action, up to and including requesting resignation. Violations which also involve violations of law or regulations are subject to legal prosecution and punishment.

11.1 All members of the Commission shall be required to comply with the By-laws, Operating Policies, Code of Conduct, and Code of Ethics.

11.2 Failure to comply with the By-laws, Operating Policies, Code of Conduct, and Code of Ethics is punishable by admonishment, reprimand, or censure. Each of these punishments may be brought by motion before the commission and requires the affirmative vote of two-thirds of the entire voting membership.

11.3 Admonishment: A commissioner's first violation of the Code of Ethics is punishable by admonishment upon vote of the commission. An admonishment is a private conversation between the individual commissioner and the Chair (or Vice-Chair should the Chair be the violating party) detailing the nature of the violation and a reminder of the commissioner's obligation to comply with the Code of Ethics.

11.4 Reprimand: Should a commissioner violate the Code of Ethics after having received an admonishment from the Chair or Vice-Chair, this second violation is punishable by reprimand. A reprimand is a public declaration at the next quarterly meeting detailing the nature of the violation and a reminder of the commissioner's obligation to comply with the Code of Ethics.

11.5 Censure: Should a commissioner violate the Code of Ethics after having received a reprimand, third and subsequent violations of the Code of Ethics are punishable by censure. A censure consists of a reprimand and an additional letter from the Chair detailing the violation to the commissioner's appointing authority.

11.6 Resignation: In the event a commissioner violates the Code of Ethics after having received a censure, upon the affirmative vote of all other commission members (excepting the offending commissioner), the Commission may request the resignation of the offending commissioner. By signing the Annual Code of Conduct Verification Form, each commissioner agrees to offer his/her resignation if requested by the Commission.

POLICY 12.0 INDIVIDUAL RESPONSIBILITIES OF MEMBERS OF THE COMMISSION

The success of the Commission is a direct result of the individual and collective participation of its members.

Therefore, each Commission member is expected to participate in the following ways:

12.1 Attendance: As Commission contemplation, deliberation, and decision-making are processes which require wholeness, collaboration, and participation, attendance at Commission meetings is expected of Commission members.

12.2 Preparation and Participation: Commission members will prepare for Commission and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Commission. Each member will contribute his or her own knowledge, skills, and expertise to the Commission's efforts to fulfill its responsibilities.

12.3 Members as Individuals: The Executive Director is accountable only to the Commission as an organization, and not to individual Commissioners. Accordingly, the relationship between the Executive Director and individual members of the Commission, including the Commission chair, is collegial, not hierarchical.

**DOUGLAS HENRY STATE MUSEUM COMMISSION
ANNUAL CODE OF CONDUCT VERIFICATION FORM**

The Douglas Henry State Museum Commission Operating Policies, a copy of which is attached hereto and incorporated herewith, contain Policy 10.0, Code of Conduct. Policy 10.9 provides as follows:

10.9 Commission members are required to submit an annual statement verifying that they have read and understand, and will comply with, the Commission Members' Code of Conduct. The Chair of the Commission or his or her designee will ensure the completion and the collection of the Annual Code of Conduct Verification Form by issuing new forms to each existing and newly appointed member at the first Commission meeting of each fiscal year. Commission Members shall list membership in all organizations, groups, and blogs described in Policy 10.2A and shall disclose such member's role as an officer, director, or other special relationship with any such organization, group, or blog per policy 10.2A. Delivery of the Verification Form may be accomplished by hard-copy or email with an attached signed copy and must be accomplished within forty-five days of the beginning of the fiscal year. The date of receipt of the signed statement will be documented by the Executive Director.

Accordingly, as a member of the Douglas Henry State Museum Commission, I hereby verify that I have read and understand, and will comply with the Douglas Henry State Museum Commission Operating Policies, Policy 10.0 Code of Conduct, attached hereto. Furthermore, I will list below per Policy 10.2A as follows:

A. Commission members shall keep the Executive Director informed regarding their membership in all history, arts, and culture-related organizations as well as special-interest groups, media groups, and government-watch groups and blogs. Commission members shall disclose such member's role as an officer, director, or other special relationship with any such organization, group, or blog. There must be no self-dealing or any conduct of private business or personal services between any Commission member and the Museum except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

Organization

Relationship

_____	_____
_____	_____
_____	_____
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Further, as a member of the Douglas Henry State Museum Commission, I hereby verify that I have read and understand, and will comply with the Douglas Henry State Museum Commission Operating Policies, Policy 9.0 Code of Ethics, attached hereto.

My signature below reflects that I have read, understand, and will comply with Policies 9.0 and 10.0 of the Douglas Henry State Museum Operating Policies.

In the event of any violation of the Bylaws, Operating Policies, Code of Ethics, and Code of Conduct, prompt and appropriate disciplinary action will be taken, and by signing this document the Commission member agrees to offer his/her resignation if requested in accordance with Policy 11.6 of the Operating Policies.

COMMISSION MEMBER

Date

WITNESS

Date