

Meeting Minutes

Douglas Henry State Museum Commission

Bylaws Operating Policies Committee

April 10, 2017

The DHSMC Bylaws Operating Policies Committee met immediately following the Douglas Henry State Museum Commission meeting on April 10, 2017 in the Level D Museum Experience Room (MER) of the Tennessee State Museum with Committee Chair Nancy De Friece presiding.

**Members Present**

Nancy Baker De Friece, Committee Chair

Pete Claussen

Walter Knestrick (phone)

Deanie Parker

Laura Travis

Eleanor Yoakum

***Ex-Officio:***

Ashley Howell, TSM Executive Director

Thomas S. Smith, DHSMC Chairman

**No Members Absent**

**Other DHSMC Commissioners in Attendance**

Representative Steve McDaniel

**Participating Guests in Attendance**

Alex Rieger, Deputy Attorney General

Kathryn Baker, Assistant Attorney General

**Tennessee State Museum Staff (TSM)**

Mary Jane Crockett-Green

Sharon Dennis

Dan Justice

Dan Pomeroy

Lori Thurston-Smith

**Call to Order/Introductions**

Chair Nancy Baker De Friece called the meeting to order at 11:21 a.m. She verified that a quorum was present following roll call and presided over the following business:

**Approval of the April 21, 2014 Committee Meeting Minutes**

Chair De Friece opened the floor for approval of the minutes from its prior April 21, 2014, By-Laws Communications Committee meeting. There being no discussion, Eleanor Yoakum made a motion to approve the minutes; Deanie Parker seconded. The Committee voted and unanimously approved the minutes.

**Codes of Conduct/Ethics Discussion**

Chair De Friece facilitated the history and discussion of the DHSMC Code of Ethics proposed in 2010. Further discussion included distinction between the DHSMC Code of Ethics and the DHSMC approved Code of Conduct which includes an Annual Verification form, similarities between the two, and consequences for violations of either. Executive Director Ashley Howell advocated for a DHSMC Code of Ethics noting the American Alliance of Museums (AAM) endorses it as a matter of Best Practices within the museum profession.

Deputy Director Mary Jane Crockett-Green confirmed that the museum staff signs both a TSM Code of Ethics as a matter of AAM Best Practices and a DOHR Code of Conduct which is required by the State.

Similarities between TSM and DHSMC Codes of Ethics and Conduct were discussed including when each is signed. The committee determined the separation of codes of conduct and ethics between the TSM staff and DHSMC to be both necessary and appropriate. The review of all policies will include a high regard for the management of interactions between DHSMC members and TSM staff and the general day-today operations of the museum. Additionally the Code of Ethics shall be enforced via the DHSMC Code of Conduct 12.0 and the proposed Policy 14.

The Committee ultimately concluded that it would, when in final form from General Rieger, recommend the commission adopt the DHSMC Code of Ethics.

**Call for Suggestions for By-Laws and Operating Policies Amendments**

Chair De Friece opened discussion focused on concerns about past and potential member misconduct and the DHSMC’s ability to impose consequences for violations. General Rieger explained that members of the DHSMC occupy two different classes; those who are appointed by the appointing authority and those who are designated by virtue of office which involve different levels of discipline. The Committee followed with questions and suggestions. General Rieger will draft for the Operating Policies an added Policy 14.0 Enforcement of the Code of Conduct which will address all suggested guidelines with noted consequences. General Rieger’s draft will include other pertinent language from review of materials from AAM along with bylaws and operating policies from other commissions.

Chair De Friece noted that the DHSMC By-Laws were in violation of the Open Meetings Act under Article IV – Meetings - 2. Special. It reads: *At least 48 hours shall be given of all Special meetings.* A 48 hour notice is not considered adequate notice per the Open Meetings Act. For consistency, Chair De Friece also suggested changing the Regular meeting notice from fifteen (15) days’ notice to eight (8) days’ notice in Article IV – Meetings – 1. Regular. General Rieger agreed that eight days’ notice is sufficient for both Regular and Special called meetings.

Eleanor Yoakum moved to approve the two changes in DHSMC By-Laws Article IV

for ‘Special’ meetings and “Regular” scheduled meetings to eight (8) days’ notice; Deanie Parker approved. General Rieger will prepare the Amendments to the By-Laws for the commission’s vote.

The committee noted a discrepancy between the TCA, Bylaws and Operating policies regarding hiring authority and DOHR resources decisions. With committee input and General Rieger, Laura Travis moved to add the following delegation to the DHSMC Operating Policies, Policy 5.0 Compensation And Benefits. “*The commission delegates its authority to employ and set the salaries of the experts and other employees at the museum that are needed to properly care for and maintain the museum and to impart its educational value to the public to the executive director;”* Pete Claussen seconded. General Rieger will prepare the Amendments to the Operating Policies for the commission’s vote.

The committee discussed Operating Policies 10 and 13.3, both of which prohibit interactions between individual members of the commission and TSM staff. General Rieger noted that language for misconduct may be included in the proposed Operating Policy 14 for enforcement; however, this will not preclude conduct of normal museum activities for which a commissioner may otherwise be involved. The committee recognized the executive director’s authority to limit direct communication between staff members and individual commission members and encouraged her to establish a communications policy that includes proper restrictions.

The committee agreed that orientation for new commissioners should include sensitization to the commission’s expectations for compliance of the By-Laws, Operating Policies, Code of Conduct, Code of Ethics and Open meetings Act and that it would be appropriate to include the executive director and commission liaison.

The committee suggested that it would helpful for the policies to include either Roberts Rules of Order or another governing source compliant with the Open Meetings Act.

The committee suggested the Bylaws include an Executive Committee to operate in compliance with the Open Meetings Act when urgent business is required. General Rieger suggested that if the Attorney General’s office determined an executive committee acceptable, the scope of responsibilities should limit decision making powers so to not replace the oversight and purpose of the DHSMC. The committee stressed that the need would only be for “urgent” business when a hardship might be placed on members traveling from the greater distances.

**Main Motions Summary**

**Motion**: Moved by Commissioner Yoakum to approve the minutes from the April 21, 2014 By-Laws Communications Committee Meeting. The motion carried unanimously.

**Motion:**  Moved by Commissioner Yoakum to approve the DHSMC By-Laws Article IV 1. Regular: and 2. Special: to read: At least (8) days’ notice shall be given. The motion carried unanimously.

**Motion:** Moved by Commissioner Travis to approve the addition to the DHSMC Operating Policies 5.0 Compensation And Benefits to read: The commission delegates its authority to employ and set the salaries of the experts and other employees at the museum that are needed to properly care for and maintain the museum and to impart its educational value to the public to the executive director. The motion carried unanimously.

**Motion:** Moved by Commissioner Travis to adjourn the meeting.

**No Announcements Made**

**Adjournment**

There being no further discussion or business, Laura Travis made a motion to adjourn the meeting. Chair De Friece adjourned the meeting at 1:05 p.m.

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Nancy Baker De Friece

Chair Bylaws Operating Policies Committee