HORNIMAN PUBLIC MUSEUM AND PUBLIC PARK TRUST

CORPORATE GOVERNANCE CODE

Approved by the Board of Trustees on 17 March 2022

This Corporate Governance Code explains the way in which the Trust directs and controls the Horniman Museum and Gardens. It brings together the various documents which lay down the powers and responsibilities of the Trust and describes how these powers are distributed (the titles of these documents are printed in italics). It also explains the objectives of the organisation and how these objectives are set, achieved and monitored.

**1. Legal Status and Background**

1.1 The Horniman Museum and Gardens were given in 1901 to the London County Council, in trust, by Frederick John Horniman MP. They were dedicated to the public forever as "a Free Museum for their Recreation, Instruction and Enjoyment". [*Horniman Indenture dated 26 March 1901*]

1.2 On the 1 April 1991 the Horniman Public Museum and Public Park Trust assumed legal responsibility for the employees and on the 1 April 1992 the property and collections were transferred to the Trust. [Under the terms of the *Statutory Transfer Order entitled The Education (London Residuary Body) (Transfer of Functions and Property) Order 1992*]. The functions of the LRB (which had been inherited from the LCC via the GLC and the Inner London Education Authority) were transferred to the Trust. These functions included being trustee of the trust created by the Horniman Conveyance [*set out in Schedule 3 to the London County Council (General Powers) Act 1901 (1901 c.cclxxii)*] and the ownership of the property relating to the Conveyance together with other property subsequently added. This included the Gardens and the Order also gave specific powers to the Trust to make or amend byelaws relating to our “open spaces” in the same way as a local authority (article 3). The property not covered by the Horniman Conveyance, (the Dreadnought store in Greenwich, the “South Downs” land added to the Gardens by LCC purchase and the Railway Nature Trail) had the following condition imposed on transfer “that it or any interest in it shall not be disposed of within 20 years of the transfer date without the consent in writing of the Secretary of State” (In this context the Secretary of State is the S of S for Education). It further states that “In giving his consent the Secretary of State may impose conditions regarding the payment of all or part of the consideration for any such disposal, in such proportions as he may direct, to any or all of the councils of the inner London boroughs and (in their capacity as a local authority) the Common Council of the City of London” [articles 6 (1) and 6 (2)]. The property became free of these conditions on the 1 April 2012.

1.3 Since the abolition of the Inner London Education Authority on the 31 March 1990, funding for the Horniman has been provided by central government, now through the Department for Culture, Media and Sport (DCMS). In view of its sponsorship by DCMS it has the status of a Non Departmental Public Body/Arms Length Body.

1.4 The Horniman Public Museum and Public Park Trust was incorporated on

29 December 1989 as a company limited by guarantee and is governed by its *Memorandum and Articles of Association*. A new charity was also registered under the same name and the Trustees of the Charity are also Directors of the Company.

1.5 The objects for which the Company was registered are:

(i) the advancement of education for the public benefit by acquiring, housing and exhibiting and documenting, conserving restoring and repairing objects and collections of an educational nature particularly those relating to the study of ethnography, natural history and musical instruments and by establishing acquiring managing and maintaining museums galleries libraries and other suitable premises for use for such purposes

(ii) the acquisition, provision, establishment and management of public parks for the use and recreation of the public the conservation and preservation of and the creation of public access to their natural features, animal and plant life and the encouragement and promotion of public knowledge and appreciation of the natural world and its development.

1.6 In furtherance of these objects a long list of powers is given which include the ability of the Directors to act as Trustees and undertake and execute any charitable trusts and which requires them to act prudently and in accordance with the law. However, it should be noted that some of the powers, e.g. to borrow money and raise mortgages are not allowed under the terms of “Government Accounting” without the permission of the DCMS.

1.7 As a charitable company the Horniman has a duty to be transparent and accountable to donors, beneficiaries and the public and is required by law to be registered with the Charity Commission and comply with both Charity Commission and Companies House requirements.

**2. Mission, values and aims**

The mission of the Horniman is ‘**The Horniman connects us all with global cultures and the natural environment, encouraging us to share a positive future for the world we all share.’**

2.1 To support this mission the organisation values are:

* **Inclusive:** Everyone is welcome at the Horniman. We connect audiences from all backgrounds – encouraging an interest in other peoples, cultures and environments and promoting empathy, respect and tolerance.
* **Inspiring:** The Horniman is a place of inspiration and learning. Our rich offer allows us to draw together in innovative and inspiring ways, issues and stories relating to people, animals and environments – encouraging us all to consider our future and have a positive impact on the world in which we live.
* **Generous:** We cherish Frederick Horniman’s founding gift, safeguarding and developing it for future generations and embedding a spirit of kindness and generosity through all our activity.
* **Fun:** We deliver experiences that are full of surprise and wonder, creating encounters with beautiful things and sharing activities that are lots of fun.

We are placing increased emphasis on communicating our new mission and sharing our values with all our audiences and stakeholders. Internally our staff will be empowered to **act sustainably, behave ethically, pursue excellence and encourage enterprise** in their delivery.

2.2 The ongoing corporate aims which give structure to this plan are:

Access

We will use the collections and Gardens to stimulate curiosity and wonder, promoting opportunities for people of all ages, abilities and backgrounds to participate in and enjoy exhibitions, educational programmes, activities and events – both face to face and online;

Collections

We will safeguard and develop the collections so that they can be made as accessible as possible now and in the future;

Shaping the future

We willeffectively manage our resources and become more resilient so that we can continue to develop and share our collections, estate and expertise for the widest possible public benefit.

These aims together with more detailed objectives are described in the Corporate Plan which is agreed by Trustees on an annual basis.

**3. The Board of Trustees**

3.1 There are up to twelve Trustees, four of whom (including the Chair) are nominated by the Secretary of State for Culture, Media and Sport. They serve normally for a four-year term, after which they may be re-elected for a further four years. Appointments and re-appointments will generally be made at the Annual General Meetings (AGM) of the Trust held in October. Any appointments made at other Board Meetings shall be ratified at the next AGM.

3.2 New Trustees receive an induction pack containing all the relevant documents they require such as the *Articles and Memorandum of Association, the Trustees’ Code of Practice, the Corporate Plan, the DCMS Agreement*. They also receive an induction by the Chief Executive, Secretary and other members of the senior management team during a visit to the Horniman.

3.3 None of the Trustees has any material interest in the charity and they may receive only minimal travel and subsistence expenses for attending meetings.

3.4 The main Board meets normally four times a year but, in addition, the Audit Committee, the Remuneration Committee, the Capital Projects Board, the Restitution sub-committee and from time to time other committees or groups, meet during the year as required.

3.5 The Board also appoints two trustees as directors of Horniman Museum Enterprises Limited, the Trust’s wholly owned trading subsidiary.

3.6 The Board’s role is to focus on the strategic, policy direction of the Horniman. Trustees use their best endeavours to attend meetings and prepare thoroughly. A **quorum of five Trustees** is required for each Board meeting. Trustees are expected to participate fully and bring the benefit of their particular knowledge, skills and abilities to the meetings. However, the Board may seek independent and/or expert opinion and advice

3.7 The Chair is responsible for ensuring that the Board meetings are conducted properly and that the outcomes are clear, logical and coherent to guide the Chief Executive and to enable the Chief Executive’s performance to be evaluated effectively

3.8 The Chief Executive and members of the Senior Management Team attend Trustees’ meetings. The Chief Executive is responsible for providing the Board with all necessary information to conduct its business, advising the Board on matters of policy, responding to questions and implementing the Board’s decisions. Other members of staff may attend for specific agenda items.

3.9 The Trustees may meet privately without staff, either as part of their regular Board meetings or, exceptionally, at the request of any Trustee.

3.10 Minutes of Board meetings are taken, kept and distributed by the Secretary of the Board who, as Company Secretary, is appointed by the Board. The Board’s decisions are recorded and made available to the Horniman’s management and to the general public through publishing the Minutes of the Board Meeting on the Horniman’s website.

3.11 Board members take decisions collectively, acting in the public interest in keeping with the *Principles of Public Life*. The Board’s responsibility includes the need to be open and responsive to the information needs of Parliament, Parliamentary select committees and the public.

3.12 *The Framework Agreement* describes the DCMS procedures and expectations of the Board as follows:

* + - establishing and taking forward the strategic aims and objectives of the Horniman within its regulatory framework and policy framework determined by the Secretary of State;
		- overseeing, and holding to account, the day to day leadership of the organisation;
		- ensuring that adequate governance, audit and control systems are in place to ensure statutory and administrative requirements are met, including that the Horniman operates within its statutory authority and delegated authority given by DCMS, in accordance with any other conditions relating to the use of public funds, charity law; and that, in reaching decisions, the Board takes into account guidance issued by DCMS;
		- monitoring, and ensuring the effective management of risk, including reputational risk, communicating these with DCMS;
		- ensuring that the responsible minister is kept informed of any changes which are likely to impact on the strategic direction of the Horniman Board or on the attainability of its targets, and determining the steps needed to deal with such changes;
		- maintaining adequate oversight of the organisation's activities, in particular its finances, to ensure that public money is spent with probity in accordance with government policy and guidelines;
	+ appointing with the responsible minister’s approval a Chief Executive and, in consultation with the department, setting performance objectives and remuneration terms linked to these objectives for the Chief Executive which give due weight to the proper management and use and utilisation of public resources; and
	+ ensuring that the organisation has adequate systems and controls in place including appropriate schemes of delegation, and that these are suitably assured/audited.

Other specific Board responsibilities are:

* ensuring that effective arrangements are in place to provide assurance on risk management, governance and internal control. The Board is expected to assure itself of the effectiveness of the internal control and risk management systems;

* setting up an Audit Committee chaired by a Board member other than the Chair. The Audit Committee should support the Board and Accounting Officer by providing advice and assurance on risk management, governance and internal control;
* where the Board does not consider issues relating to staff remuneration itself, it shall ensure that an effective mechanism for such consideration exists, e.g. a remuneration committee or similar body performing the same purpose;
* ensuring that there is a Health and Safety policy in place which enables the company to fulfil its legal duties and emphasises the determination to manage its activities so that standards of health and safety are continuously improved;
* taking reasonable steps to protect from harm people who come into contact with the charity by ensuring that there is an appropriate Safeguarding Policy and procedures in place and appointing a Safeguarding Lead from amongst themselves.

Individual Board members should also be aware of their wider responsibility as members of the Board, namely:

* comply at all times with the [Code of Conduct for Board Members of Public Bodies](https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies), the [Nolan Principles,](https://www.gov.uk/government/publications/the-7-principles-of-public-life) and with the rules relating to the use of public funds and conflicts of interest;
* not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations;
* comply with the Board’s rules on the acceptance of gifts and hospitality, and of business appointments;
* act in good faith and in the best interests of the Horniman.

3.13 A Register of Trustees’ Interests is maintained and information on how to view it is published on our website.

3.14 Performance of Trustees

The Chair is responsible for monitoring the performance of Trustees and bringing any breaches of the Code of Governance to the attention of individual Trustees. If the Chair feels that such a breach should lead to the termination of the Trustee appointment, then a panel of Trustees will be convened to consider the case and a recommendation made to the Board of Trustees. In the case of Trustees who are appointed by the Secretary of State, the Chair will also consult with the Department for Culture, Media and Sport.

Trustee appointments may be terminated if a Trustee resigns, is disqualified as a Charity Trustee under Charities legislation or if the Board has passed a resolution for early termination of the appointment in accordance with the Articles of Association of the Horniman Public Museum and Public Park Trust.

**4. The role of the Chair**

4.1 The key responsibilities of the Chair are to**:**

* Lead the Board and work with the Executive to enable the Horniman to achieve its vision and set the overall strategic objectives.
* Lead the Board in an open and positive way, supporting and encouraging all members to make a full contribution and to work effectively as a team in the fulfilment of all aspects of its role and responsibilities.
* Develop an effective partnership with the Chief Executive and the rest of the senior leadership team, whilst ensuring the Board provides constructive challenge and direction.
* On behalf of the Board, undertake the appraisal of the Chief Executive to whom responsibility for the day to day leadership and management of the organisation is delegated.
* Ensure the Board maintains high standards of governance and probity and operates in accordance with its charitable objectives.
* Advocate for the Horniman at the highest level and to represent the work and best interests to a wide range of external stakeholders.
* Ensure the Horniman has an effective fundraising strategy and support it in its efforts to secure funding for revenue and capital.
* Be responsible for the proper performance of the Trust and its stewardship of assets and public funds, and to monitor performance.
* Ensure that the mission of the organisation is upheld through the work of the Executive, in particular:
* Provide oversight for the development of the collections and gardens through acquisition, fieldwork and research;
* Ensure that the collections and knowledge about them are safeguarded, both now and for the future, through effective care, management and documentation;
* Ensure the provision of a high quality, user-friendly service, centred on the collections and gardens;
* Ensure that an integrated interpretation of the collections and gardens is provided for the education, enjoyment and recreation of visitors and users.
	1. The *Framework Agreement* describes the role of the Chair of the Board as follows:

The Chair is responsible to the Secretary of State for ensuring that the Horniman fulfils its statutory purpose as set out in its founding legislation, i.e.. it’s Memorandum and Articles of Association, that it complies with charity law, that where appropriate the Horniman’s policies are consistent with those of the Secretary of State, and that the Horniman’s affairs are conducted with probity.

In addition, the Chair has the following leadership responsibilities:

* + 1. ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the responsible minister or the department;
		2. promoting the efficient and effective use of staff and other resources;
		3. delivering high standards of regularity and propriety; and
		4. representing the views of the Board to the general public
		5. a commitment to diversity, inclusion, and equality.

The Chair also has an obligation to ensure that:

* + 1. the work of the Board and its members are reviewed and are working effectively;
		2. The Board considers the effectiveness of the organisation’s governance in light of the Corporate Governance Code // or // [Government Code of Good Practice for Corporate Governance](https://www.gov.uk/government/publications/corporate-governance-code-for-central-government-departments-2017)] and the Charity Governance Code.
		3. the Board has a balance of skills appropriate to directing the Horniman’s business, as set out in the [Government Code of Good Practice for Corporate Governance](https://www.gov.uk/government/publications/partnerships-with-arms-length-bodies-code-of-good-practice);
		4. Board members are fully briefed on terms of appointment, duties, rights and responsibilities and new members are effectively inducted;
		5. they, together with the other Board members, receive appropriate training on financial management and reporting requirements and on any differences that may exist between private and public sector practice;
		6. the performance of individual Board members is assessed annually (see 3.12 above) and satisfactory appraisal information for individual Board members is presented to the Department if Secretary of State members are being considered for re-appointment;
		7. the Board and its sub-committees have suitable Terms of Reference / proceedings in place;
		8. There is a code of practice for Board members in place, consistent with the Cabinet Office [Code of Conduct for Board Members of Public Bodies](https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies).
	1. In line with best practice, the Chair’s performance will be appraised annually by DCMS, factoring the views of Board members and the Chair’s self-appraisal.

**5. The role of the Vice-Chair**

The Board will nominate one of their members as Vice-Chair. The role of Vice-Chair is to:

* In the absence of the Chair, to stand in for the Chair at Board and other

meetings

* Act as a sounding board to the Chair to give support, informal feedback, honest advice and a fresh perspective
* be a mediator if there are tensions among the board, or between Chair and CEO
* be the point of contact for any complaints, including whistleblowing, about the Chair’s behaviour; and
* to arrange annual appraisals of the Chair

# 6. The role of Committee Chairs

# The specific responsibilities of committee Chairs are to:

* Ensure that the Committee acts within its agreed terms of reference;
* Ensure that the membership of the Committee is appropriate and make recommendations for any changes to the Board;
* report the main business and recommendations of the Committee to the Board;
* periodically review the effectiveness of the Committee and report the results of that review to the Board.

**7. The Secretary of State**

 The Secretary of State and other members of the DCMS Ministerial team will account for the Horniman Museum’s business in Parliament.

**8. DCMS Permanent Secretary**

The Permanent Secretary, as Accounting Officer for DCMS, is accountable to Parliament for the issue of any grant-in-aid to the Horniman Museum and is also responsible for ensuring arrangements are in place to:

* monitor the Horniman’s activities on a continuous basis;
* address significant problems in the Horniman, making such interventions as are judged necessary;
* periodically carry out an assessment of the risks both to DCMS and to Horniman objectives and activities;
* inform the Horniman of relevant government policy in a timely manner; and,
* bring concerns about the activities of the body to the full Horniman Board; requiring explanations and assurances that appropriate action has been taken.

**9. The Chief Executive**

9.1 The DCMS Permanent Secretary, as Principal Accounting Officer (PAO) of DCMS, has designated the Chief Executive as Horniman’s Accounting Officer (AO). The responsibilities of the Chief Executive as set out in the Framework Agreement are as follows:

9.2 The Chief Executive as Accounting Officer is personally responsible for safeguarding the public funds for which they have charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of the Horniman. In addition, they should ensure that the Horniman as a whole is run on the basis of the standards, in terms of governance, decision-making and financial management that are set out in (at the time of writing) Box 3.1 of Managing Public Money.

9.3 The Accounting Officer’s responsibilities include:

* signing the accounts and ensuring that proper records are kept relating to these accounts and that they are properly prepared and presented in accordance with charity law, Treasury Guidance and any directions issued by the Secretary of State;
* preparing and signing a Governance Statement covering corporate governance, risk management and oversight of any local responsibilities, for inclusion in the annual report and accounts;
* ensuring that effective procedures for handling complaints about the Horniman are established and made widely known within the Horniman;
* acting in accordance with the terms of the DCMS Framework Agreement, Managing Public Money and other instructions and guidance issued from time to time by the Department, the Treasury and the Cabinet Office;
* giving evidence, normally with the DCMS PAO, when summoned before the Public Accounts Committee on the Horniman’s stewardship of public funds.

9.4 Particular responsibilities to DCMS include:

* Presenting the Horniman’s corporate and business plans to the department to demonstrate these plans reflect the department’s wider strategic aims and agreed priorities;
* Informing the Department of progress in helping to achieve DCMS’s policy objectives as defined in the Outcome Departmental Plan (ODP) and in demonstrating how resources are being used to achieve those objectives;
* Ensuring that timely forecasts and monitoring information on performance and finance are provided; that the Department is notified promptly if overspends or underspends are likely and that corrective action is taken; and that any significant problems whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the department in a timely fashion; and
* Where appropriate, working collectively with the department and other members of the DCMS group of Public Bodies in support of each other and the group as a whole.

# 10. Trustees’ Powers

10.1 The Trustees have wide-ranging duties and powers. In practice, however, as they serve on a part time basis they have delegated to the Chief Executive the day-to-day running of the Museum and Gardens, reserving to themselves the power to establish broad policy guidelines and to approve certain activities which they regard as of particular importance or sensitivity. The Trustees may delegate certain matters to be dealt with by committees of the Board.

10.2 Matters which Trustees reserve for determination by themselves are given below:

* the Corporate Plan
* the DCMS Framework Agreement
* the appointment, appraisal and remuneration of the Chief Executive and involvement in the appointment of key senior managers
* general personnel policy including pay policy and Health and Safety issues and safeguarding policy
* the budget strategy
* proposals for acquisition or disposal of land or premises
* major development plans and fundraising strategy
* the imposition of general admission charges (but not charges for specific exhibitions)
* internal audit strategy
* purchases of objects for the collections over the value of £10,000
* disposal of objects in prescribed circumstances
* major planned maintenance and improvement of buildings over the value of £100,000
* the annual report and accounts
* ethical issues and standards of conduct

A summary of all delegations is set out at Appendix 7.

**11. Approving urgent matters outside the Board Meeting**

11.1 Board meetings are held on a quarterly basis and may be in person, via video conferencing or a mixture of both.

11.2 Ad hoc meetings may be called and held where there are discussions and approvals required between the regular meetings e.g. to approve the budget where the grant in aid allocation was known at the time of the regular meeting, or at times when more regular updates and decisions are required e.g. during a national pandemic.

11.3 Urgent matters requiring approval, but not necessitating formal discussion, outside these Board meetings may be dealt with via email communication from either the CEO or Board Secretary e.g. approval of contracts over £100,000 following a tender process. Board members shall indicate their approval or otherwise likewise by email within the time frame specified.

**12. Risk Management**

12.1 The Board ensures that effective arrangements are in place to provide assurance on risk management, governance and internal control. In this respect, the Board is independently advised by an Audit Committee chaired by a Board member and including external independent membership, and an internal audit service provided by an external firm operating in accordance with *Government Internal Audit Standards*

12.2 The audit strategy and annual programme of audit work is recommended by the Chief Executive and the Audit Committee and follows a balanced strategy of audit and financial and business risk.

12.3 The framework for prudent and effective control or mitigation of risk and clear accountability and skill is achieved through:

* The consideration and evaluation of risk being integral to the Horniman’s corporate planning.
* The production of a corporate Risk List by the Senior Management Team which records and evaluates all significant business risks to the Horniman. This is regularly reviewed by the SMT and brought to the Trustees quarterly meetings.
* Trustees carry out a risk refresh exercise at least annually.
* Sectional risk lists are the responsibility of the Heads of Section and the SMT member responsible for the area will review the lists on a quarterly basis and report to the SMT.
* The Board and its Committees evaluate the prevailing risk exposure and control effectiveness together with the Chief Executive’s progress in implementing changes to reduce the residual risk exposure to an acceptable level.
* Production of Risk appetite statement as part of the overall Risk Management Strategy for guidance of Senior Management on the acceptable levels of risk and reviewed annually by the Board.

12.4 Heads of Section provide a Letter of Assurance at the end of the financial year to support the Chief Executive’s assurance provided in the annual Governance Statement.

12.5 Trustees are required to ensure that they have taken all steps they should to make themselves aware of any information needed by the auditors and be sure that all this information had been provided to the auditors.

12.6 The Audit Committee looks at the list of factors that could give Trustees that assurance. It includes Trustee participation in selecting key staff, Internal Audit reports, sending minutes of the Trustee meetings to the auditors, reports from Management, business risk assessments, a culture of openness and a whistle blowing procedure.

12.7 The Board is required to share its assessment of risk regularly with DCMS, and explicitly escalate risks that are beyond the Horniman’s risk appetite or ability to effectively mitigate.

**13. Staff Pay and Benefits**

13.1 The Horniman’s staff are subject to levels of remuneration and terms and conditions of service set out in the civil service pay guidance. The Horniman has no delegated power to amend these terms and conditions.

13.2 The Horniman is required to submit an annual Pay Remit to DCMS for information which should include details of the pay strategy and proposals with a signed declaration from the Accounting Officer but the responsibility for making decisions on pay remits rests with the Board of Trustees rather than the Department. DCMS will scrutinise returns where there are concerns about the general finances or performance, or if the proposed increase is viewed as unusually high.

13.3 The Board shall approve the general level of pay increase and non-consolidated performance pay as part of the annual budget setting process. This will form part of the annual pay remit made to DCMS.

13.4 Any changes to the proposed pay settlement requested via the trade union must be approved by trustees prior to being offered to staff.

# 14. The Chief Executive’s Authority and Accountability in relation to the Board

14.1 The Chief Executive has responsibility, under the Board, for the overall organisation, management and staffing of the Museum and Gardens and for its procedures in financial and other matters. In addition to their accountability to the Board of Trustees, the Chief Executive is also designated “the Accounting Officer” by the Department for Culture, Media and Sport (DCMS),

The duties of the Accounting Officer with respect to the Board are:

* advising the Board on the discharge of its responsibilities as set out under the founding legislation, in this document, and in any other relevant instructions and guidance that may be issued from time to time;
* advising the Board on the Horniman Museum’s performance compared with its aim[s] and objectives;
* ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that financial appraisal techniques are followed;
* taking action as set out in paragraphs 3.8.5-3.8.6 of Managing Public Money if the Board, or its Chair, is contemplating a course of action involving a transaction which the Chief Executive considers would infringe the requirements of propriety or regularity or does not represent prudent or economical administration, efficiency or effectiveness, questionable feasibility, or is unethical.

14.2 The Board of Trustees delegates to the Chief Executive the responsibility for day to day management, for making proposals on policy development to the Board and for reporting to the Trustees, Department for Culture, Media and Sport (DCMS) and others as required, to achieve so far as possible the policy established by the Trustees and the targets established by the Trustees and the DCMS.

14.3 The Chief Executive, in the delivery of the Horniman's aims:

* Takes forward the Horniman’s agreed strategic aims and objectives.
* Allocates its financial and human resources to achieve those aims.
* Manages Horniman resources, monitoring the achievement of performance objectives.
* Sets the Horniman’s standards and values.
* Maintains a transparent system of prudent and effective controls (including internal controls).
* Assesses and manages risk, and is specifically responsible for the management of the Strategic Risks and their control evaluation “traffic light” indicators.
* Leads and oversees the process of change, encouraging innovation, and where appropriate enterprise, enhancing the Horniman's capacity to deliver.

14.4 Engagement of Trustees with the work of staff is welcome but Trustees should not give direct instructions to staff and any concerns or potential conflict relating to staff should be brought to the Chief Executive and not dealt with by Trustees themselves.

14.5 The Chief Executive reports to the Board on all material matters affecting the Horniman and its performance, including significant developments of a strategic, cultural, reputational or financial nature. Examples of such matters are given below:

* Delivery against plan.
* Changes in policy.
* Capital projects.
* Major organisational changes.

14.6 The Chief Executive is responsible for all appointments to the staff and for ensuring that they are made in accordance with the Principles of Public Life using clear written objective criteria including appropriate requirements for experience, knowledge, skills and competencies. All appointments are made on merit and recruits are provided with relevant induction materials and programmes. Managers receive particular training in responsibilities pertaining to them, including internal control and risk management

# 15 The Senior Management Team

15.1 The Chief Executiveis supported by the Senior Management Team (SMT) which consists of the CEO, the Director of Audience and Income, the Director of Collections Care and Estates, the Director of Finance and Corporate Services, and the Director of Content. The SMT meets normally once a week and its work consists of:

* ensuring the agreed programme of the Horniman is achieved, together with the related Performance Indicators
* monitoring the day to day operations of the Museum and Gardens including the regular consideration of issues such as finance, risk management, staffing and health and safety
* the development of policy and proposals for new initiatives including those which will eventually form the draft Corporate Plan
* responding to initiatives and demands made by DCMS

15.2 The individual members of the SMT are also responsible for the line management of their respective sections within the Museum and Gardens and thus for the delivery of programmes and policies in those areas.

15.3 A Register of the Interests of the Senior Management Team is also maintained.

**16 The Line Management Structure**

16.1 The Horniman line management structure flows from the Chief Executive through the Senior Management Team members to the Section Leads. The Section Leads are responsible for budgets and staff in their areas of work and for delivering their agreed outputs.

16.2 They also form an essential link in the communications chain and are responsible for ensuring all their staff are informed of the Trust’s objectives, policies and procedures. Section Leads are also essential in ensuring that operational information flows sideways and upwards. SMT has a joint meeting with the Section Leads on a quarterly basis to feedback on business from the Trustees meeting and discuss major policy issues such as the *Corporate Plan and* annual budgets are on the agenda. IT updates and HR issues also form a regular part of the agenda.

16.3 Regular Directorate meetings are also held to ensure that all staff are kept informed of developments and current issues and that feedback is received by management.

16.4 There are two long standing committees for the specific purpose of consultation with staff: the Health & Safety Committee and the Staff Council.

**17 Teamworking**

17.1 The effective operation of the Museum and Gardens relies on successful collaboration and exchange across line management areas and there is a structure of committees, informal working groups and formal project teams (both large and small) which also support the Chief Executive in fulfilling the objectives of the Trust. Cross team working groups include: the Access Advisory Group, the Sustainability Working Group, the Programming Group, the Operations Support Group, the Acquisitions and Disposals Committee, the Audience Advocacy Group, the Safeguarding Working Group.

17.2 Large scale projects will require a formal structure and a designated member of the SMT will normally be responsible for each. They may have dedicated staff, e.g. Nature and Love and the Collections Peoples Stories Project, but smaller scale projects will normally be undertaken by staff from different Sections in addition to their normal work.

**18. Funding and Financial reporting**

18.1 The Trust is required to conform with requirements laid down in the *Framework Agreement* which is in effect a contract between the Trust and the DCMS. It confirms the Trust’s status as a Non Departmental Public Body (NDPB) and thus falls under the arrangements and regulation of *“Managing Public Money”* and the specific frameworks and administration arrangements for such bodies as laid down by HM Treasury. The Board agrees the Horniman’s objectives and targets and agrees them with the DCMS in a three yearly *Framework Agreement* signed by the Minister for Culture, the Chair and the Chief Executive/Accounting Officer of the Horniman.

18.2 The Trust is required by law, as a registered company, to produce an *Annual Report and Financial Statements*. These must also comply with the requirements of the Charities Statement of Recommended Practice (SORP) and the requirements of Government, as directed by the DCMS.

18.3 Once the *Framework* *Agreement* is approved by DCMS, the Horniman can deliver its programmes without specific approval from DCMS. However, novel or contentious expenditure requires DCMS approval in advance. Advance approval is also required for the overall pay remit, or where there is a risk of an emerging overspend of general expenditure. Special restrictions may also be imposed by statute or conditions placed by DCMS.

The draw down application for grant in aid fundsmust be made to DCMS signed by the Horniman Finance Director, or someone else in the Horniman that DCMS has been informed of as the approved delegated officer.

18.4 Redundancy above the statutory minimum, or other compensation payments for the loss of office for any member of staff require prior approval by DCMS via submission of a business case.

18.5 New construction, land, alterations to buildings and fixed asset purchases with an expected working life of more than one year are considered capital items. Delegations for capital expenditure are laid down in the *Framework Agreement*. Above that level, capital expenditure requires the prior approval of DCMS and, in some cases, HM Treasury. Public/private partnerships are included. Options appraisals must be carried out with due application of a project management structure and methodology, including post implementation review.

18.6 Without prior consent from DCMS or, as appropriate, HM Treasury, the Horniman are not permitted to:

* enter into any undertaking to incur any expenditure that falls outside the delegations or which is not provided for in the Horniman’s annual budget as approved by DCMS;
* incur expenditure for any purpose that is or might be considered novel or contentious, or which has or could have significant future cost implications;
* make any significant change in the scale of operation or funding of any initiative or particular scheme previously approved by DCMS;
* redirect funding provided by DCMS for one purpose to other purposes;
* borrow (including temporarily) or lend money, charge any asset or security, give guarantees, indemnities or letters of comfort or knowingly incur any other contingent liability above the delegated limit specified in 3.6 of the Key Information Sheet, in line with the requirements and exceptions as set out in *Managing Public Money*;
* take out commercial insurance, other than that which is a statutory obligation;
* enter into any speculative financial investments using grant-in-aid;
* make any change of policy or practice which has wider financial implications that might prove repercussive or which might significantly affect the future level of resources required; or
* carry out policies that go against the principles, rules, guidance and advice in *Managing Public Money*.

18.7 Asset Management

A register of assets is required. The Horniman maintains a Fixed Asset register of items above the capitalisation limit of £5,000 and an inventory of assets below that level and above £5000. Disposal of high value assets, other than by auction or competitive tender, requires DCMS approval. Proceeds from assets may be used to finance new assets, but items at £1 million or over require the Horniman to give DCMS prior notification. Retention of receipts collectively over a given year or from very high value items requires approval of DCMS and HM Treasury. Large disposals where Exchequer funds have been used to improve the disposed asset or the disposal has unusual features, requires approval by Parliament before the funds can be reinvested.

**19 Horniman Museum Enterprises**

At the Board meeting on the 15 March 2004 Trustees set up a trading subsidiary in the form of a limited company, Horniman Museum Enterprises, to undertake commercial activities. As the Trust did not have the powers to set up a company two Trustees were required to set it up and then gift it to the Trust. The Board consists of a Trustee, the Chief Executive and at least one outside Director.

 **APPENDIX 1**

**CODE OF BEST PRACTICE FOR TRUSTEES**

 **OF THE HORNIMAN MUSEUM & PUBLIC PARK TRUST**

THE TRUSTEES AGREE:

1. **Public Service Values**

1.1 To observe the model code of practice for Board Members of public bodies issued by the Cabinet Office in June 2019 insofar as it applies and, in particular, to observe the highest standards of impartiality, integrity and objectivity in the performance of their functions.

1.2 To comply promptly with all reasonable requests for information, taking into account the Cabinet Office Guidance on Open Government, and to formulate a strategy for that purpose.

1.3 To be responsible for the proper performance of the activities of the Trust

 and for their stewardship of public funds. To monitor performance by independent validation where practicable.

1.4 To promote efficiency and economy in the services provided by the Trust

 with the object of obtaining maximum value for money.

1.5 To comply with any statutory requirements for the use of public funds and to comply with any administrative directions save insofar as compliance would conflict with the Trustees' duties under paragraph 1 above.

**2. Collection and Visitor Responsibilities**

2.1 To ensure the development, documentation, promotion and care of the Collections.

2.2 To ensure that the Museum's Collections and the Gardens are used for the recreation, education and enjoyment of the public.

2.3 To ensure the provision of a safe, visitor friendly environment.

**3. Relations with the Sponsor Department**

3.1 To establish the overall strategic aims and objectives of the Trust, within the policy and resources framework agreed with the Secretary of State for Culture, Media and Sport.

3.2 To ensure the operation of sound environmental policies, taking into account all relevant Governmental and other guidance.

3.3 To take account of any guidance issued by the Secretary of State for Culture, Media and Sport.

**4. The Responsibilities of Individual Trustees**

4.1 Not to exceed their statutory or common law authority or authority delegated to them.

4.2 To comply with any conditions laid down in relation to the use of public funds.

4.3 Not to use information received in their capacity as Trustees for personal gain or advancement.

4.4 Not to accept gifts or hospitality except in accordance with any rules laid down by the Trustees as a whole.

4.5 To declare any personal or business interests which may conflict with their responsibilities as Trustees, and not to vote in respect of any contract or proposed contract or any other matter which raises a conflict of interests, or be present at any meeting of Trustees during the relevant discussions.

**5. Responsibility for Strategic Planning and Control**

5.1 To oversee the preparation and updating from time to time of a Corporate

 Plan and to monitor actual performance against objectives and targets laid down in such Plan.

5.2 To ensure that a full statement of the uses to which public funds have been put appears in the Annual Report and Accounts of the Trust, and to ensure that those Accounts have been prepared in accordance with any Direction from the Secretary of State for Culture, Media and Sport or the Treasury and with UK Generally Accepted Accounting Practice, and comply with the Companies Act 2006.

5.3 To ensure that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Trust.

5.4 To ensure that they have taken all steps they should to make themselves aware of any information needed by the auditors and be sure that all this information had been provided to the auditors.

**6. The Board as Employer**

6.1 To comply with all relevant employment legislation.

6.2 To operate an equal opportunities policy in employment of staff. To ensure that there are suitable opportunities for staff training and development.

6.3 To provide suitable working conditions for the staff.

6.4 To appoint the Chief Executive and to monitor the performance of all senior staff.

**7. At all times to promote the reputation, good name and prosperity of the Horniman Museum and the Gardens.**

**APPENDIX 2**

Remuneration Committee: Terms of Reference (22/9/97)

1. To consider matters relating to the remuneration of the Chief Executive and to make recommendations to the Board thereon.
2. To consider matters relating to the individual remuneration of other senior officers and make recommendations thereon if so requested by the Board.
3. To receive and consider the general terms of any pay settlement proposed for staff and advise the Board as appropriate.

**APPENDIX 3**

**Audit & Risk Committee: Terms of Reference (June 2015)**

**Purpose:**

The Board of Trustees has established an Audit & Risk Committee to support them in their responsibilities relating to risk control and governance; including the review of the comprehensiveness, reliability and integrity of assurances required by the Board and Accounting Officer.

**Membership and attendance:**

* At least 2 Trustees, one of which will act as the Chair. Trustee members may serve for a term up to the end of their appointment as a trustee unless otherwise determined by the Board;
* Up to 2 external members, for a period of up to 4 years (renewable).
* Ex-officio attendees: Chief Executive;
* Secretary: a paid employee of the Trust, as agreed by the Trustees;
* Representatives of internal and external audit.

**Meetings:**

There will be at least 2 meetings a year. A quorum for the meeting will be a minimum of 2 members one of which should be a trustee.

The Audit and Risk Committee may hold a closed session as it considers necessary.

The Head of Internal Audit and the representative of External Audit shall have free and confidential access to the Chair of the Audit & Risk Committee, outside the meetings.

**Duties:**

1.The Audit & Risk Committee will advise the Board and Accounting Officer on:

* The strategic processes relating to risk management, internal control, governance and the Governance Statement;
* The accounting policies, accounts (including assumptions underpinning pension and property valuations), and Trustees’ annual report, including the process for review of the accounts prior to submission for audit, levels of error identified, and management’s letter of representation to the external auditors;
* The planned activity and results of both internal and external audit;
* Adequacy of management response to issues identified by audit activity, including external audit’s management letter;
* The effectiveness and quality of internal and external audit;
* Assurances relating to the corporate governance requirements for the organisation;
* Proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services;
* Anti-fraud and anti-bribery policies, whistle-blowing processes, and arrangements for special investigations;
* Banking arrangements, investment policy, reserves policy;
* Any other matters where requested to do so by the Board or Accounting Officer;

2. The Audit & Risk Committee will periodically review its own effectiveness and report the results of that review to the Board.

3. The Audit & Risk Committee will provide the Board and Accounting Officer with:

* Its minutes after each meeting;
* An Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

**Power:**

The Audit & Risk Committee is authorised to obtain independent professional advice or ask any other official to attend if it considers this necessary, subject to budgets agreed by the Board.

**APPENDIX 4**

**Capital Projects Board: Terms of reference (July 2016)**

1. **Constitution and powers**
2. On 7 July 2016 the Board of Trustees resolved to constitute a committee of the Board to be known as the “Capital Projects Board”, consisting of:
* At least 2 Trustees, one of which will act as the Chair:
* Ex-officio attendees: Chief Executive; Director, Collections Care and Estates.
1. The Trustees may at any time appoint any other person (whether or not a Member of the Company) to be a member of the Capital Projects Board either by way of substitution or as an additional member in either case on such terms and conditions as the Trustees shall see fit, provided always that the Chair of the Capital Projects Board and a majority of the members are Trustees.
2. Trustee members of the Committee may serve for a term up to the end of their appointment as a Trustees unless otherwise determined by the Board.
3. The Trustees may at any time dissolve the Capital Projects Board with immediate effect from the Trustees so resolving.
4. The proceedings of the Capital Projects Board shall be determined by it but so that:

• if the membership of the Capital Projects board is two the quorum for any meeting of the Board shall be two; if the membership is three the quorum shall be two of which at least two members shall be trustees; if the membership is greater than three then the quorum shall be three of which at least two members shall be Trustees;

• decisions of the Capital Projects Board may be made by a majority of its members present and voting at any meeting and must be supported by the majority of Trustees present;

• the Capital Projects Board shall cause Minutes of all its meetings and decisions to be

kept and shall submit copies of such minutes to the Trustees as soon as

reasonably practicable.

1. The Trustees hereby delegate to the Capital Projects Board those duties and powers set out in the Terms of Reference below.
2. The Capital Projects Board may delegate to any appropriate officer or officers any day to day administrative matter which is of a routine nature.
3. **Terms of reference**
4. To consider matters relating to the execution of Capital Projects and to monitor progress and report to the Board;
5. To act on behalf of the Board, in consultation with the Chair, if urgent decisions are required and to report such action to the Board as soon as possible.
6. To approve significant increases or changes to the budgets of any project at a level agreed by the full Board of Trustees on an annual basis.

**APPENDIX 5**

**Restitution and Repatriation Sub-committee: Terms of Reference (September 2021)**

1. **Constitution and powers**
2. On 18 March 2021 the Board of Trustees (“the Trustees”) of the Horniman Museum and Gardens (“the Horniman”) resolved to constitute a sub-committee of the Board to be known as the “Restitution and Repatriation Sub-committee”, consisting of:
* At least 2 of the Trustees, one of which will act as the Chair:
* Ex-officio attendees: Chief Executive
1. The Trustees may at any time appoint any other person (whether or not a Trustee) to be a member of the Restitution and Repatriation Sub-committee either by way of substitution or as an additional member in either case on such terms and conditions as the Trustees shall see fit, provided always that the Chair of the Restitution and Repatriation Sub-committee and a majority of the members are Trustees
2. Trustee members of the Committee may serve for a term up to the end of their appointment as a Trustee unless otherwise determined by the Board.
3. The Trustees may at any time dissolve the Restitution and Repatriation Sub-committee with immediate effect from the Trustees so resolving.
4. The proceedings of the Restitution and Repatriation Sub-committee shall be determined by it but so that:

• if the membership of the Restitution and Repatriation Sub-committee is two the quorum for any meeting of the Board shall be two; if the membership is three the quorum shall be two of which at least two members shall be trustees; if the membership is greater than three then the quorum shall be three of which at least two members shall be Trustees;

• decisions of the Restitution and Repatriation Sub-committee must be supported by the Trustees present and voting at any meeting and must be supported by the majority of Trustees present;

• the Restitution and Repatriation Sub-committee shall cause Minutes of all its meetings and decisions to be kept and shall submit copies of such minutes to the Trustees as soon as reasonably practicable.

1. The Trustees hereby delegate to the Restitution and Repatriation Sub-committee those duties and powers set out in the Terms of Reference below.
2. The Restitution and Repatriation Sub-committee may delegate to any appropriate officer or officers any day to day administrative matter which is of a routine nature, including taking the Minutes of its meetings.
3. **Terms of reference**
4. To develop detailed procedures for the consideration of requests received for restitution or repatriation of collections held by the Horniman in the light of the published policy.
5. From time to time the Sub-committee may wish to make recommendations for amendments to the overall restitution and repatriation policy in the light of experience
6. In the light of these procedures, the Restitution and Repatriation Sub-committee will judge to the best of its ability whether the material may have been acquired:
* illegally from the nation of origin
* through or following physical force
* from people who were not the legitimate owners
* in circumstances where owners were compelled to sell or give them

It will also consider additional factors such as whether the secret and/or sacred nature of the objects makes access to them through exhibition or research unethical, or where the spiritual and/or cultural significance of an object and the impact of its loss is central to a request.

1. It may also request additional information from claimants or others to help it to come to a recommendation. It will then make a recommendation to the full Board of Trustees. This is likely to be to:
* Agree to the request for return
	+ In this case, discussions will be held on the nature of the return to the community group and arrangements to be put in place; or
* Decline the request for return
	+ In this case, clear reasons will be set out for the decision and communicated to the community group; or
* Exceptionally, request further clarification
	+ In this case, either the Restitution and Repatriation Sub-committee will feel unable to make a recommendation without further information, or the Board of Trustees will request further information or discussion before making a decision. This might be from Horniman staff, from the community group, or from other stakeholders such as government or the Charity Commission.

**APPENDIX 6**

**Nominations committee: terms of reference (March 22)**

The Board shall from time to time, as required, establish a Nominations committee to lead the board appointment process. The terms of reference are:

1. Oversee the appointment process.
2. Ensure that the appointment process is transparent and fair.
3. Support the CEO and Secretary in the development and agreement of a suitable job description for the relevant role.
4. Review applications and be a part of the interview process if required.
5. Recommend an appointment to the Board.