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CULTURE AND HERITAGE COMMISSION

# BOARD HANDBOOK

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## MISSION

*“To communicate and preserve the natural and cultural histories of the Carolina Piedmont, inspiring a lifetime of learning.”*

Adopted by the Culture and Heritage Commission July 23, 2012

Visit us on the web at [www.chmuseums.org](http://www.chmuseums.org).



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# INTRODUCTION AND BACKGROUND

## CULTURE AND HERITAGE COMMISSION CULTURE & HERITAGE MUSEUMS INSTITUTIONAL PLAN OVERVIEW

**Museum governance in its various forms is a public trust responsible for the institution’s service to society. The governing authority protects and enhances the museum’s collections and programs and its physical, human, and financial resources. It ensures that all these resources support the museum’s mission, respond to the pluralism of society, and respect the diversity of the natural and cultural common wealth.**

**Thus, the governing authority ensures that:**

- All those who work for or on behalf of a museum understand and support its mission and public trust responsibilities
- Its members understand and fulfill their trusteeship and act corporately, not as individuals
- The museum’s collections and programs and its physical, human, and financial resources are protected, maintained, and developed in support of the museum’s mission
- It is responsive to and represents the interests of society
- It maintains the relationship with staff in which shared roles are recognized and separate responsibilities respected
- Working relationships among trustees, employees, and volunteers are based on equity and mutual respect
- Professional standards and practices inform and guide museum operations
- Policies are articulated and prudent oversight is practiced
- Governance promotes the public good rather than individual financial gain

**Source: Code of Ethics for Museums/AAM**

# INTRODUCTION AND BACKGROUND

## **Culture and Heritage Commission**

The Culture and Heritage Commission is York County’s appointed governing board for the Culture & Heritage Museums (CHM), the entity that operates York County-owned cultural resources. The Commission carries out its governance responsibilities through an Executive Director, hired to manage the operations of CHM and its professional staff. CHM’s mission is:

**“To communicate and preserve the natural and cultural histories of the Carolina Piedmont, inspiring a lifetime of learning.”**



### **Culture & Heritage Museums (CHM)**

Culture & Heritage Museums is a family of museums in York County, SC, which includes Historic Brattonville, McCelvey Center, Museum of York County and Main Street Children's Museum. CHM is accredited by the American Association of Museums (AAM), which means it meets the highest professional standards set by the nation's accrediting body for museums. CHM is also a Smithsonian Affiliate.

### **Museum of York County (MYCO)**

MYCO is in Rock Hill, situated on approximately 17 acres encompassing a 40,000 square foot building and surrounding grounds, including a nature trail and outdoor picnic area. It features exhibitions and other interpretive programs for schools and the public based on the field of natural history that explores the relationship between people and place through the disciplines of natural history and environmental education. The building features several long-term exhibitions, including Ice Age Carolinas: Exploring Our Pleistocene Past and Know Your Nature. MYCO is home to the Naturalist Center, the only Smithsonian-styled education center in South Carolina, with more than 2,000 specimens at your fingertips. MYCO is also home to the Settlemire Planetarium. Temporary exhibition galleries, a classroom, educational gardens, and a portion of CHM's collections in secure storage.

### **Historic Brattonville (HB)**

HB is an 800-acre historic site in McConnells that encompasses the site of the American Revolutionary War "Battle of Huck's Defeat", four homes on their original foundations, other historic structures related to the Bratton family, relocated historic buildings, and historically accurate reproduced structures relative to the 18th and 19th centuries. The buildings, grounds, and surrounding agricultural fields are interpreted through living history and other programs to chronicle the evolution of rural life at Brattonville and the Carolina Piedmont from the mid-18th century through today. The Brattonville Historic District is listed in the National Register of Historic Places and is home to an award-winning heritage farm program and the Walt Schrader Trails, an 8.5-mile network of backcountry paths traversing land steeped in local history and tradition. Visitors regularly use the trails for hiking, bicycling and horseback riding.

### **McCelvey Center (MC) and the Historical Center of York County (HC)**

MC is located on 11 acres in the City of York and features a 50,000 square foot historic school building and other outbuildings related to its former status as a school. Although used by the public at large with facilities available for rent or community meetings, MC primarily serves as a culture and heritage center for CHM and related cultural groups. The Historical Center of York County and its associated Southern Revolutionary War Institute provide public access to genealogical and historical research based on archives, including York County government's historic records. MC also houses CHM's historical material culture collections and the Lowery Family Theater.

### **Main Street Children's Museum (MSCM)**

Artist Vernon Grant's work provides the inspiration for the Main Street Children's Museum. Within this wonderful setting, imagination and curiosity merge into creative play! Nursery rhymes such as "Peter Peter Pumpkin Eater" and "Simple Simon" have been transformed into life-size, three-dimensional play and learning spaces for young children from birth to age six.

### **Public education, enjoyment and engagement**

A large number of educational and public enjoyment programs are presented each year including tours, classes,



planetarium shows, exhibitions, performances, workshops, seminars, conferences, living history and heritage demonstrations, and special events.

- Programs are based on CHM's collections, including documents and objects:
  - Archives of government and other historical and genealogical records and photographs
  - Art, anthropological artifacts, historical material culture, decorative arts and historic buildings
  - Natural history specimens, heritage livestock breeds, trails and gardens
- Historic preservation and public history includes maintenance and renovation of county-owned historic structures, continued collecting of and public access to local history and genealogical archives and material culture, and marking of historic sites throughout York County.
- In coordination with school teachers and administrators, CHM offers formal and informal education programs that meet South Carolina K-12 curricula and special programs.
- Programming encompasses internships, seminar series, and various adult and youth programs.

### **Economic development**

A York County ordinance authorizes CHM to promote awareness of and visitation to museums and related sites in order to create a comprehensive system of linked cultural, historical and natural heritage attractions that enhance economic development. CHM optimizes its economic development impact by promoting and marketing our museum sites and programs as **destination tourism attractions** that draw visitors from every state in the nation as well as international tourists.

### **Audience served**

CHM's target audience begins with citizens of York County and extends to the surrounding upstate in South Carolina and the Charlotte, North Carolina metropolitan region, as well as domestic and international tourists. CHM staff includes audience specialists that develop programs designed for primary audiences of early learners, families with children, adults and multi-age tour groups.

Efforts to develop participation by traditionally underserved audiences as well as primary and niche audiences include:

- Serve York County Board of Disabilities sponsored groups and waive fees for special constituent group tours
- Programs specially designed to serve home-schooled students
- Programs aimed at pre-school through kindergarten audiences
- Programs for scout groups
- Serve low-income families by providing discounted admission to those receiving food assistance as part of the Museums For All initiative from the Institute of Museum and Library Services
- All sites have full or partial ADA accessibility and ADA compliance is included in plans for new and renovated facilities

### **CHM's Institutional Plan**

In November 2016 the CHM's governing board adopted an Institutional Plan designed to guide the development of CHM in accordance with its mission over a four-year time period. The Institutional Plan was updated in February 2018 to reflect new site level mission statements and staff changes. The Commission receives an annual status report on progress made in meeting the plan's objectives.



# EXPECTATIONS

## EXPECTATIONS OF THE BOARD AS A WHOLE

LEGAL RESPONSIBILITIES OF THE BOARD

## INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

COMMISSIONERS CODE OF CONDUCT

ANNUAL EVALUATION OF THE EXECUTIVE DIRECTOR

## BOARD JOB DESCRIPTIONS

### VALUES

Adopted by the Culture and Heritage Commission on July 23, 2012

**Authenticity:** We ensure that the knowledge that we share is accurate and supported through credible documentation or eyewitness accounts.

**Professionalism:** We adhere to best practices of the museum field in the care of resources under our stewardship.

**Meaningful Visitor Experiences:** We strive to create memorable experiences enabling those we serve to walk away from our museums not only with new information but with inspiration that they will carry with them throughout their lives.

**Respect for those we represent:** As a cultural museum, we tell the story of people from various backgrounds and life experiences both past and present. We have an obligation to tell their stories in a fair and balanced manner that fosters greater understanding of their unique perspectives.

**Respect for our Natural World:** As a natural history museum, we have a responsibility to show respect for the natural world and to lead by example.

**Transparency:** We ensure our organizational meetings, documents, and records, beyond those that pertain to our legal requirements or breach the trust of our donors, are available to the public.

**Stewardship:** We recognize that all of our assets are held on behalf of the public good and that it is our responsibility to ensure that they are used wisely.

**Donor Rights:** We believe all donors should be valued and informed. Promises should be delivered and expectations of confidentiality should be met to the fullest extent of the law.

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### Expectations of the Board

**The Culture & Heritage Commission** is the primary steward of the enterprise as a public trust with the mission:

“To communicate and preserve the natural and cultural histories of the Carolina Piedmont, inspiring a lifetime of learning.”

**The Culture & Heritage Commission** is actively involved in advancing CHM’s strategic goals and guiding the development and monitoring of key functions, including the activities of individual committees. Most of the Commission’s work is performed at the committee level, and any action regarding policy and strategic direction, etc. usually stems from committee recommendations.

**The Executive Director** is charged with the daily operation of the organization and its employees, subject to the direction and control of the Commission. The Commission Chair provides supervision to the Director as necessary on behalf of the board.



### **Legal Responsibilities of the Board**

Many states, including South Carolina (South Carolina Nonprofit Corporation Act of 1994), have laws governing the responsibilities of a *Board of Directors*. The following principles of nonprofit corporation law provide a solid framework for understanding expectations related to board service.

1. **Duty of Care**: A board member has the duty to exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an “ordinarily prudent” person in a similar situation would do.
2. **Duty of Loyalty**: A board member must never use information gained through his/her position for personal gain; and must always act in the best interests of the organization.
3. **Duty of Obedience**: A board member must be faithful to the organization’s mission. He or she cannot act in a way that is inconsistent with the organization’s goals. The board member is trusted by the public to manage funds to fulfill the organization’s mission.

### **Board Member Responsibilities**

Just as Boards of Directors have basic collective responsibilities, individual commission members are also entrusted with responsibilities as a part of commission membership. The obligations of service are considerable – they extend well beyond the basic expectations of attending meetings. Prospective and incumbent board members should commit themselves to the following responsibilities:

#### **General Expectations:**

- Know the organization’s mission, purpose, goals, policies, programs, services, strengths, and needs.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Avoid prejudiced judgments based on information received from individuals and urge those with complaints to follow established policies and procedures through their supervisors.
- Follow trends in the organization’s field of interest.
- Bring good will and a sense of humor to the board’s deliberations.

#### **Meetings:**

- Prepare for and participate in board and committee meetings.
  - **Attendance requirement:** As specified by the County Ordinance and the Commission Bylaws, board members must attend more than 50% of the Commission’s meetings (or at least 6 out of 10) within any 12-month period based on rolling forward calendar.
  - **Committee participation:** Commissioners are required to serve on at least one committee, attend its meetings, and participate in the accomplishment of its objectives and in accordance with the established committee charter.
- Ask timely and substantive questions at meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board.
- Maintain confidentiality of the board’s executive sessions, and speak for the board or organization only when authorized to do so.





### Relationship with Staff:

- Counsel the Executive Director as appropriate and support him or her through often-difficult relationships with groups or individuals.
- Avoid giving direction or asking for special favors of the staff, including special requests for information, without at least prior consultation with the Executive Director.

### Avoiding Conflicts:

- Serve the organization as a whole rather than any special interest group or constituency.
- Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the Commission in a timely fashion.
- Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation, or custom.
- Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.

### Fiduciary Responsibilities:

- Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

## **Commissioner's Code of Conduct**

The Culture & Heritage Commission expects ethical and professional conduct from itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as a representative of the Commission.

1. Commissioners must faithfully abide by the bylaws and policies of the Commission, and exercise reasonable care, good faith and due diligence in organizational affairs.
2. Commissioners must avoid engaging in transactions with the Commission from which the Commissioner will benefit or gain favor in accordance with the guidelines set forth in the Ethics Policy.
3. Commissioners may not attempt to exercise individual authority within the Commission except as explicitly authorized by the Commission or as set forth in Board policies.
4. Commissioners agree to respect confidentiality related to information obtained as a Commissioner.
5. Commissioners will deal with outside entities or individuals, with clients and staff, and with each other, in a manner reflecting fair play, ethics and straightforward communication.

## **Annual Evaluation of Executive Director**

The Governance Committee is tasked with the annual evaluation of the Executive Director and all Board Members are to provide honest and constructive feedback as part of the process. A summary of the results and recommendations are reviewed with the full board in executive session prior to the formal evaluation discussion with the Executive Director. The Commission will recommend a compensation adjustment based on performance and expected contributions for the coming year.



## **BOARD JOB DESCRIPTIONS**

### **ESSENTIAL DUTIES AND RESPONSIBILITIES**

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#### **CHAIR**

1. **General:** Ensures the effective action of the commission in governing and supporting the organization, and oversees CHC affairs. Acts as the representative of the CHC as a whole, rather than as an individual supervisor to staff.
2. **Community:** Speaks to the media and the community on behalf of the organization (as does the Executive Director); represents CHM in the community.
3. **Meetings:** Develops agendas for meetings in concert with the Executive Director. Presides at all commission meetings.
4. **Committees:** Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out. Identifies committee recommendations that should be presented to the full board.
5. **Executive Director:** Establishes search and selection committee (usually acts as chair) for hiring a new Executive Director. Convenes board discussions on evaluating the Executive Director and conveys information to the Executive Director.
6. **Board Affairs:** Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.

#### **VICE CHAIR**

This position is typically successor to the Chair position and is in addition to the responsibilities outlined in the board member job description below.

1. **General:** Acts as the president/chair in his or her absence; assists the president/chair on the above or other specified duties. Serves as a member of the Finance and Governance Committees.
2. **Special Responsibilities:** Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.

#### **SECRETARY**

1. **General:** Ensures Board records are maintained in accordance with established legal guidelines and best practices. Serves as a member of the Executive Committee.
2. **Reports:** Ensures minutes are recorded and reviews draft minutes before presenting to the Board for its timely approval.
3. **Board Affairs:** Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

#### **COMMITTEE CHAIR**

1. **General:** Sets tone for the committee work. Ensures that members have the information needed to do their jobs. Sets meeting agenda and runs meetings. Ensures distribution of meeting minutes. Works with the Executive Director and other staff as agreed to by the Executive Director.
2. **Reports:** Reports to the full commission on committee's decisions and recommendations.
3. **Committee Evaluation:** Initiates and leads the committee's annual evaluation, including review and updates to the charter.

#### **BOARD MEMBER**

1. **General:** Attends all board and committee meetings and functions, such as special events. Be informed about the organization's mission, services, policies, and programs. Review agenda and supporting materials prior to board and committee meetings. Serve on committees or task forces and offer to take on special assignments.



# BOARD POWERS AND DUTIES, AUTHORITY, AND DELEGATION OF AUTHORITY

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**Powers and Duties**

The Commission is created and organized by **York County Ordinance #3403**, adopted November 3, 2003, and amended on May 2, 2011, with purposes, objectives and associated **powers and duties** necessary for it to govern the County’s cultural resources for the benefit of the public.

**Board Authority**

The Commission’s **Bylaws**, created in conformance with its County authorized powers and duties, stipulates the Commissioners shall have full power and authority to manage the business and affairs of the Commission.

**Delegation of Authority**

The **Bylaws** state the Commission shall employ a staff, consisting of an Executive Director and such other employees as may be necessary, to carry out its purposes, objectives, policies, functions, duties, responsibilities, and programs.

**Annual Report on Operations and Budget Request**

York County requires that the Commission submit an annual budget and plan of operation to the County each year. The table below shows an outline of the typical process and timing to accomplish this duty.

<b><i>Date</i></b>	
<b><i>November - December</i></b>	<ul style="list-style-type: none"> <li>• CHM staff identify operational needs for the upcoming year and build plan of work and budget to support its operations and strategic goals</li> </ul>
<b><i>January - February</i></b>	<ul style="list-style-type: none"> <li>• Work plan and budget refined and submitted to York County (usually end of February)</li> </ul>
<b><i>March - April</i></b>	<ul style="list-style-type: none"> <li>• County advises CHM on preliminary recommendation for County support</li> <li>• Draft of budget submitted to Finance Committee and Commission Board for review and approval.\</li> </ul>
<b><i>June</i></b>	<ul style="list-style-type: none"> <li>• York County Council decision on budget</li> </ul>

**Annual Audit Report**

CHM’s fiscal year aligns with York County’s and runs from July 1 through June 30. York County requires an annual audit of the Commission that is conducted by an independent CPA firm engaged by York County. The audit report is available to the Commission for review after completion.



# BOARD MEETING ORIENTATION

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## Freedom of Information Act (FOIA)

- Any person has a right to inspect and copy any public record of a public body – exemptions are trade secrets, information of a personal nature, documents incidental to proposed contracts and arrangements and correspondence of legal counsel.
- Commission members have a right to obtain legal advice in confidence that is applicable to attorney/client privileges.
- Minutes of all proceedings of a public body and all notes on these proceedings are public information.
- Any citizen can record the meeting unless such recording disrupts the meeting.

## Conduct of Meetings

- In accordance with the Bylaws, all meetings of the Commission shall be conducted in substantial conformity to Robert's Rules of Order.

## Closed Meetings/Executive Session

- Executive Session can be held to discuss employment, compensation, promotion, demotion, discipline or release of an employee; negotiations incidental to proposed contracts and arrangements, such as proposed sale or purchase of property and receipt of legal advice.
- Before going into Executive Session, board members must vote on the question of going into Executive Session and announce the specific purpose for it.
- No vote can be taken in Executive Session except a vote to adjourn or a vote to come out of Executive Session.

## Notice of Meetings

- An agenda must be posted on when the media are notified of the meeting including regular, rescheduled and special-called meetings.
- Notify media at least 24 hours before all Commission meetings.
- No meeting of majority can be held without notifying the media 24 hours in advance.

## Minutes

- All minutes have to be written and include: date, time, place, members present, members absent, and substance of all matters discussed or decided.

## Insurance

- The **South Carolina Tort Claims Act** covers Board Members.
- York County has insurance that covers every County Board and Commission member up to the maximum that can be recovered under the Tort Claims Act and beyond that for Civil Rights claims by a policy of up to \$1,000,000.
- There are certain instances in which Board members can be liable as an individual, and the insurance would not apply as follows:
  - When one acts outside the scope of his authority, commits an act of fraud, or malice, acts with the intent to harm or commits a crime of moral turpitude.
  - Anything said in a meeting on the subject being discussed is protected under the liable and slander laws; however, during recess or after adjournment this privilege does not apply.



## COMMITTEES OF THE COMMISSION

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**Committees of the Commission.** Standing committees shall include an Executive Committee, Finance Committee, and Governance Committee. Other committees may be formed at the Commission’s discretion. Only voting commissioners will serve as members of the standing committees and each shall serve on at least one committee. The term of the committee members shall be concurrent with the member’s commission term.

**Committee Chairs.** The chair of the Executive Committee shall be the Commission chairperson. The chair of the Finance Committee shall be the Commission Secretary/Treasurer. The chair of the Governance Committee shall be the Commission Vice-Chairperson.

**Executive Committee.** The Executive Committee consists of all voting members of the Commission. The Committee shall provide the strategic planning for the Commission. It shall establish procedures to allow the orderly flow of completion of Commission duties. It shall conduct workshops and receive staff input as required.

**Finance Committee.** The Finance Committee is established to assist the Commission in fulfilling its oversight and fiduciary responsibility and oversees the functioning and financial health of the organization. This committee shall oversee the preparation of the annual budget, the financial statements, and submittals to the York County Council and establish procedures for the interface between the Commission and the York County Treasurer.

**Governance Committee.** The Governance Committee shall provide oversight of all personnel related matters, operational issues and policies necessary to ensure consistent and efficient conduct of the business of the Commission. The Governance Committee will annually evaluate the performance of the Executive Director and submit the evaluation to the Executive Committee.

Other committees that are authorized by the Commission (i.e. Collections, Fundraising, and others) will submit their charters for approval. These committees will consist of up to seven (7) members, with the chair appointed by the Commission Chairperson. Also, staff, ex officio board members, or volunteers may be voting members of these committees.



# **APPENDIX**

**BYLAWS**

**COUNTY ORDINANCE**

**INSTITUTIONAL  
PLAN**

**ETHICS POLICY**

**BOARD MEETING SCHEDULE**

**YORK COUNTY COUNCIL DISTRICTS**

**REPRESENTATION BOARD ROSTER**

**STANDING BOARD COMMITTEES AND MEMBERS**

**CHM KEY PERSONNEL**