

## **CODE OF ETHICS**

For The Board of Trustees, Staff, and Volunteers  
Westmoreland Museum of American Art

### **INTRODUCTION**

The Board of Trustees (“Board”) is responsible for the management and control of the Westmoreland Museum of American Art’s (“Museum” or “The Westmoreland”) property, business, and affairs, including its service as a nonprofit, cultural/educational entity. The Richard M. Scaife Director/CEO (“CEO”) reports to the Board and is responsible for the supervision and control of the day to day affairs of the Museum, including its physical, financial, and personnel resources and the management of Museum’s collection and public programs.

This document is a guide for the Museum’s Staff (employees, including the CEO), Board members, and Volunteers (collectively hereinafter referred to as “Covered Individuals”) in reference to their individual and collective roles in conducting the Museum’s affairs. As a non-profit, 501 C (3) organization, public trust is essential in fulfilling the Museum’s mission and demands that in all Museum activities Covered Individuals act with integrity and in accordance with ethical principles.

Covered Individuals are responsible for making ethical decisions. The purpose of this document is to provide transparent guidelines in making those decisions. It cannot cover all potential issues related to ethical behavior. In such instances, this Code requires that Covered Individuals not rely solely on their own judgement, but instead discuss the matter in full with the appropriate supervisor, or the CEO, or in certain circumstances, with the Collections, Development, Finance, or Executive Committee of the Board.

This document accords with the code of conduct annually subscribed to by the American Alliance of Museums Code of Ethics for Museums <https://www.aam-us.org/programs/ethics-standards-and-professional-practices/code-of-ethics-for-museums/> and the Association of Art Museum Directors <https://aamd.org/about/code-of-ethics>. Furthermore, it punctuates two fundamental obligations that govern all Covered Individuals and collective actions on behalf of The Westmoreland:

- 1) **Avoid Conflicts of Interest --Actual, Potential and Perceived:** Covered Individuals are obligated to avoid all real, potential, and perceived conflicts of interest in conducting the Museum’s affairs. Section I. of this document is a guide to help identify, avoid or resolve these conflicts.
- 2) **Make Legal, Fiscally Prudent, and Ethically Sound Decisions:** Covered Individuals are obliged to conduct the Museum’s affairs by making legal, fiscally prudent, and ethically sound decisions on the institution’s behalf. To help ensure this, all legal obligations are guided and approved by the Museum’s legal counsel. Fiscally prudent decisions sustain the Museum and are primarily the responsibility of the Museum’s Staff with the Board providing support and oversight. Section II. of this document provides decision making guidance.

## **I. Conflict of Interest**

All Covered Individuals shall conduct themselves so as to avoid real, potential and perceived conflicts with the activities, policies, operations, and interests of the Museum. In this regard, if a Covered Individual finds her/himself in a position where he/she may obtain, or may be perceived to obtain, a personal benefit from a proposed action to be made in his/ her official capacity, the proposed action shall be reviewed in accordance with this policy before that action is taken.

### **1. Outside Employment for Staff Members**

Certain types of outside employment, including self-employment and consulting, can benefit both the Museum and the staff member by stimulating professional development. Museum employees are encouraged to teach, lecture, and write provided those activities do not interfere with the performance of duties. If they are performed on the employee's own time, without the support services of the Museum, then fees, honoraria, and copyrights may be retained by the employee. However, if they are performed during normal working hours or with the use of Museum resources, the employee and the Director/CEO must agree in advance on an equitable arrangement concerning time, remuneration, and copyrights. Remuneration may be monetary or non-monetary, direct or indirect. All outside employment must be based on the premise that the employee's primary responsibility is to the Museum, that the activity will not interfere with his/her discharging of this/her responsibility, and that it will not compromise the professional integrity of the employee or the reputation of the Museum.

Staff members engaged in outside activities similar to those they perform for the Museum are often perceived as representatives of the Museum, even though the outside work may be wholly independent of that institution. For that reason, staff members must disclose to and seek approval from the Richard M. Scaife Director/CEO any planned outside employment that in any way resembles or relates to the duties they perform for the Museum. An employee should also disclose a small business or activity entirely unrelated to the work they perform for the institution. The CEO shall disclose to and seek approval for such outside employment from the Board President.

### **2. Staff Assistance**

A Staff member shall not provide a Covered Individual any more assistance than would be given to a member of the general public in matters of advice relating to that Staff person's expertise within the Museum or to the art world in general.

### **3. Personal Collecting by Board members, Director/CEO and Staff**

The Museum encourages personal collecting in all fields as long as Covered Individuals neither compete with the Museum for art objects nor takes advantage of information proprietary to the Museum. Covered Individuals shall not use their Museum affiliation to promote non-Museum collecting activities (e.g., his/her own, his/her family's, or their business associates' personal collecting activities). Should conflict develop between the interests of the Covered Individual and the interests of the Museum, the interests of the Museum shall prevail.

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There may be circumstances in which a Covered Individual finds her/himself confronted with potential self-interest at the expense of the Museum or with exploiting privileged information for personal gain.

To protect her/himself from such conflict of interest accusations, the Staff member or Volunteer must present the facts about a contemplated acquisition for ethical review and decision to the Director/CEO. The Director/CEO shall make his/her disclosure for ethical review and decision to the Collections Committee. A Board member shall make his/her disclosure for ethical review and decision to the Executive Committee. Staff members shall disclose to the CEO all personal acquisitions that are valued in excess of \$1,000 or that are potentially sensitive relative to the Westmoreland's collections.

Decisions by the Collections Committee involving potential acquisitions by the Director/CEO may be appealed to the Executive Committee. Decisions by the CEO involving potential acquisitions by Staff members or Volunteers may be appealed to the Collections Committee.

For thirty days after the potential acquisition is disclosed -- or if it is not disclosed, after the Museum discovers it -- the Museum shall have the right to buy any object acquired by a Staff member at the price paid by such person if the object has been acquired in competition with the Museum. The Museum asserts the right to acquire or refuse to acquire all objects acquired personally by Staff Members who judge or influence Museum acquisitions.

#### **4. Loans of Art Objects by Covered Individuals**

Loans of art objects owned or created by Covered Individuals can benefit the Museum and the public. However, objects can be considerably enhanced in value by being exhibited. Therefore, the sole consideration of the Museum in asking for and accepting such loans shall be for the prospective benefit to the public.

#### **5. Art Dealing by Staff Members**

Staff members may not deal (i.e., engage in the business of selling art) in objects similar to or related to the objects collected by the Museum. Dealing by staff members in objects collected by other museums can also present serious problems and is generally prohibited.

#### **6. Acceptance of Gifts**

The Covered Individuals are prohibited from accepting gifts of more than nominal value from artists, dealers, or suppliers. The term "gifts" encompasses not only works of art but also discounts on personal purchases greater than those offered to the Museum, offers of outside employment, and other arrangements advantageous to the Covered Individual. Covered Individuals may accept and keep gifts that derive from purely personal and family relationships. However, genuinely personal gifts are sometimes received from individuals who could benefit from a relationship with the Museum; therefore, to protect her/himself and the Museum, Covered Individuals are required to disclose to the appropriate Museum official the circumstances surrounding such a gift.

#### **7. Appraisals**

Covered Individuals are not permitted to provide a statement of appraisal or authenticity using the Museum's name in any form, unless the Museum requires such a statement for its own

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purposes and the CEO has so authorized such work. If the CEO proposes to provide such a statement, it must be authorized by the Board President.

### **8. Staff Referrals to Outside Services**

Staff should be circumspect in referring private citizens to outside suppliers of services such as appraisers and restorers. To avoid the appearance of favoritism, more than one qualified source of service should be provided.

### **9. Deaccessions**

Upon the Board's decision to deaccession an object from the Museum's collection and the selection of a method of disposal, the Director/CEO is empowered to dispose of the object in the manner decided upon, which may include:

- a. Sell at public auction
- b. Exchange
- c. Donate to other charitable groups
- d. Return to donor (if stipulated)
- e. Destroy
- f. Other

All proceeds realized from the deaccession of objects shall be deposited into the Museum's Sale of Art restricted fund to be used only for future acquisitions. Sale of Art fund management and approval is the responsibility of the Finance Department

### **10. Other Conflicts**

If potential conflicts are not specifically addressed by 1 – 8 above, the Covered Individual shall consult his /her supervisor before the action is taken.

## **II. Conducting The Westmoreland's Business- Decision Making**

The position of Museum Board Member, CEO, Staff member or Volunteer involves great responsibility. Each Covered Individual is expected to be a person of integrity and ethical principles who carefully avoids any action that could compromise her/himself, the Museum, or his/her relationship with the Museum. The reputation and name of the Museum are invaluable assets that must not be exploited, discredited, or compromised.

### **1. General Statement of Confidentiality**

Covered Individuals must respect and maintain the confidentiality of financial statements, development strategies, actions, and materials prepared and used in discussions and meetings. With the exception of the Annual Report or other materials prepared for public distribution, it is a breach of confidence to share such materials or information with other organizations or individuals outside the Museum. This includes quarterly financial reports, Board minutes, donor and membership lists and fundraising strategies.

### **2. Harassment Policy**

All Covered Individuals will adhere to the Museum's Harassment policy which strictly prohibits discriminatory practices, including sexual harassment.

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### **3. Fundraising**

As a 501 C (3) non-profit organization, the Museum relies heavily on contributions from donors to support its many activities. All Covered Individuals are encouraged to support this fund raising effort but must coordinate all activities with the Director of Advancement.

### **4. Political Participation**

Covered Individuals can and do participate in political campaigns in their individual capacities, on their own time and without any use of Museum resources. However, Covered Individuals must assure that their individual participation will not be attributed to the Museum or make use of Museum resources. The Museum does not endorse political candidates or participate in political campaign activities

### **5. Lobbying**

Certain Covered Individuals may periodically be called upon by the Museum to make contact with members of city, county, state or federal legislative bodies and other governmental officials to set forth and advocate for the Museum's positions on certain issues. These persons are expected to abide by all applicable laws. In this regard no Covered Individual will engage in lobbying without authorization from the CEO and President of the Board. The Museum also periodically engages registered lobbyists or lobbying firms to help promote its interests.

### **6. Proper Use of the Westmoreland's Funds**

All Covered Individuals shall adhere to the Museum's financial procedures outlines in the staff handbook.

## **III. Compliance with the Code of Ethics:**

As part of its commitment to ethical and legal conduct, The Museum expects Covered Individuals to bring to the attention of the appropriate person information regarding suspected improper conduct under the Code of Ethics and Staff Manual. Reporting of Harassment must follow legal requirements and the Harassment Policy of the Museum; reporting of Policy violations must be in accordance with legal and policy requirements.

### **1. Investigation of Violations**

All reported violations of the Code of Ethics will be investigated by the Museum and will be treated confidentially to the extent consistent with the Museum's interests and its legal obligations. All reported violations of the Harassment Policy will be investigated as outlined in the Harassment Policy.

### **2. Discipline for Violations**

The Museum reserves the right to take appropriate legal action, including disciplinary action for violations of the Code, which includes removal from the board, employment termination, or volunteer service termination.