

January 23, 2019

Dear Members of the Stratford-Perth Museum Association:

In the five-year “Legacy” Strategic Plan, adopted by the Board of Directors in April 2017, the Stratford Perth Museum Board of Directors undertook to conduct a governance review by the end of 2018. Periodic reviews of governance are considered a good organizational practice. We completed that review in December.

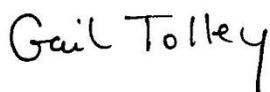
I am pleased to report that, for the most part, we found our Constitution to be up-to-date, complete and in line with current governance practices. We are proposing a few changes to provide clarity in some cases and to ensure our governance framework continues to be aligned with best practices. These changes (the detail of which is attached) are:

- Incorporating the new mission statement adopted by the Board of Directors in April 2017.
- Correcting an error in the number of classes of membership and confirming what a member in good standing means in cases of corporate membership.
- Confirming email as the means by which Board meeting notice and materials are provided.
- Changing quorum for the Board from a majority of members plus one to a majority of members, which is consistent with most comparable organizations.
- Adding a term limit for the Chair of the Board, consistent with similar organizations, which provides for a normal term of two years, plus the possibility of up to two one-year extensions, requiring a majority vote of the Board.
- Adding an explicit statement that there is no provision for proxy voting, which is a clarification of the current Constitution, not a change.
- Adding the word “Special” to a provision within the Special General Meeting section, to reiterate that this refers to Special General Meetings, not Annual General Meetings.
- Recognizing that the provision related to Dissolution of the Association in the agreement with the City of Stratford and the County of Perth also contains responsibilities that would need to be adhered to in the event of dissolution. That agreement requires that, if the Association were to be dissolved, the three parties use best efforts to enter into a collection management agreement to preserve the artifacts entrusted to the museum.

I would like to briefly touch on proxy voting. In our review, we discovered that although it had been a practice for some years, there was no provision for proxy voting in our Constitution. We considered whether to change the Constitution to provide for proxy voting. Analysis was undertaken and, ultimately, we concluded that in the context of the Stratford Perth Museum Association retaining the current constitutional approach was best. Our members are deeply committed to the Museum and make every effort to attend Annual General Meetings so that they can participate in its governance. We chose to respect that commitment and effort by retaining the governance approach as contained in the Constitution.

Should you have any questions about the proposed amendments, please feel free to contact me directly at gailtolley@rogers.com or at 519-305-1944. I look forward to seeing you at the Annual General Meeting on February 20.

Regards,



Gail Tolley,
President and Board Chair, Stratford Perth Museum