
INTERNATIONAL COUNCIL OF MUSEUMS EXTERNAL GOVERNANCE REVIEW | **DRAFT REPORT**

Prepared By: Doyenne Strategy and Luma Consulting

11 November 2021

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INTRODUCTION

Established in 1946, the International Council of Museums (ICOM) is the only museum association with a global remit, and, as of 2020, includes nearly 50,000 individual members in 138 countries, with 118 National Committees, 6 Regional Alliances, 32 professional International Committees and 22 Affiliated Organisations. ICOM engages in periodic governance reviews as a normal course of business, and most recently revised its Statutes and Rules in 2017. A series of leadership resignations in 2020 caused a crisis of confidence within ICOM's membership and prompted questions about ICOM's governance.

Shortly after these resignations, in July 2020 ICOM's elected Executive Board (EB) completed an audit of its practices and issued a series of reform recommendations that it has since started implementing. However, many of ICOM's committee chairs requested an independent, external review. An External Review Steering Committee (ERSC) was convened to oversee the process for the review. *The ERSC process and composition raised concerns and questions among a number of members; in our report, we relate some of our recommendations to those concerns.*

Through a Request For Proposal process, Megan McNally of Doyenne Strategy and Joan Fanning of Luma Consulting were selected by the ERSC and the Executive Board to do the following:

- Analyze the events and structural issues that led to the 2020 governance resignations;
- Analyze ICOM's governance against relevant industry benchmarks, and;
- Recommend changes to bring ICOM's governance in-line with best practices.

Doyenne and Luma are doing this work in two phases:

- Phase One, we present our best understanding of what happened, where ICOM stands relative to other similarly situated associations, and summarize what improvements interviewees and members of ICOM told us you most care about seeing as a result of the external review. The result of the first phase is this ***draft report***, which includes our ***preliminary findings and recommendations***.
- In Phase Two, we invite ICOM's members to engage with these preliminary findings and recommendations, provide feedback, and help refine the recommendations. The result of the second phase will be a ***final report***, which we expect to deliver in April 2022. The final report will additionally include implementation guidance on the final recommendations with cross-reference to relevant statutes and rules.

PHASE ONE

- Analyzed more than 160 artifacts including documents and recordings (see Appendix 1)
- Held an initial meeting with the Advisory Council and conducted a follow-up survey to gather feedback on the external review process and interviewees.
- Interviewed 37 stakeholders with direct knowledge of the events leading to the 2020 resignations and / or unique insights into ICOM's historical and structural governance issues (see Appendix 2)
- Reviewed relevant results from ICOM's most recent strategic planning surveys
- Conducted initial benchmarking research
- Prepared this ***draft report*** for presentation at the November 2021 Advisory Council meeting

PHASE TWO

- Support committee chairs - in coordination with the Advisory Council - in sharing and discussing the ***draft report*** with their members.
- Then, convene 3-5 virtual round table discussions for committee chairs to share feedback with us on the preliminary findings and recommendations.
- Analyze this feedback, conduct additional benchmarking research as necessary, and submit a ***final report to the Advisory Council and the EB.***

ABOUT US & OUR APPROACH

The process for the External Governance Review was informed by guidance from the ERSC, feedback from members of the Advisory Council, and input from committee chairs and others that we interviewed. We made several changes to our process in response to concerns we heard, including:

- *We divided the work into two distinct phases and extended the overall time for consultation*
- *We re-ordered the place in our process for roundtable discussions so that committee chairs will have sufficient time to hear our preliminary recommendations and consult with their members about them before joining us to discuss and improve the recommendations*
- *We will deliver both this draft report and our final report directly to the Advisory Council at the same time we deliver it to the ERSC*

Our work and recommendations are, and will remain, independent. Our draft report and preliminary recommendations have not been reviewed or approved by anyone affiliated with ICOM. Our final report will incorporate all feedback we receive during the Phase Two consultations.

Our process for this review is based on both *appreciative inquiry* and *stakeholder participation*. We hold a deep conviction that a community's most important knowledge rests with those closest to the actual work of the community - that's you, ICOM's stakeholders. You know ICOM better than anybody and should see your ideas reflected in our recommendations.

We are not ICOM. We are practitioners from the field who bring a profound respect for the work of the museum profession together with deep industry knowledge drawn from our substantive experience with associations, membership-driven organizations, civic and cultural heritage institutions, and with social justice movements and organizations.



Megan McNally, JD

- **Doyenne Strategy** Founder and Principle Consultant
- US-based lawyer – business and nonprofit law and governance
- Experienced association executive, board member, and member
- 20+ years of experience with nonprofits, associations and philanthropy



Joan Fanning, MPA

- **Luma Consulting** Principle and Co-Founder
- Former nonprofit and federation founder and Chief Executive Officer
- 20+ years of experience with nonprofits, associations, and philanthropy
- Named a Top 50 Social Entrepreneur by Fast Company

EXECUTIVE SUMMARY AND DRAFT REPORT OVERVIEW

*“Founded in 1946, ICOM is the global organisation of museums and museum professionals, with 40,000 members from 140 countries from all continents. ICOM provides a shared ethical framework for museums, a forum for professional discussions, and a platform for questioning and celebrating heritage and collections in museums and cultural institutions. As a backbone for this global organisation sits a shared definition of what museums are and what they do.”*¹

This shared definition is enshrined in ICOM’s statutes, which are approved by its General Assembly, and was last updated in 2007. For the last five decades, only minor changes have been made to the definition.

Yet, since 2003, serious debate has been underway within the museum community generally and within ICOM specifically as to whether the current definition is sufficient to reflect a modern understanding of what constitutes a museum. In 2015, a Working Group of around 25 ICOM members began exploring the need for an updated definition. In July 2016, at the Extraordinary General Assembly (EGA) during the 24th General Conference in Milan, the Working Group on Governance informed the assembly that the Museum Definition Working Group was considering the definition and that its work may result in a presentation of a modified definition at the next EGA, (to be announced in the term 2016-2019.) Following this, during its December 2016 meeting, newly elected President Suay Aksoy and the Executive Board approved the creation of the Museum Definition, Prospects, and Potential (MDPP) as a standing committee and appointed Working Group chair, Jette Sandahl, its chair.

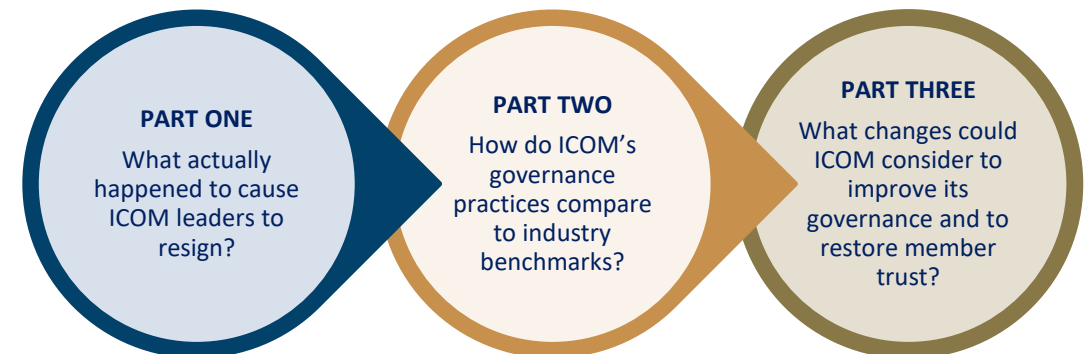
The MDPP Chair² explained that the committee had a mandate to analyze societal trends and their implications for museums and to recommend whether a new definition was needed. In December 2018, MDPP reported its initial analysis to the Executive Board which recommended that the ICOM statutes be revised to reflect an

updated museum definition. The EB directed MDPP to develop a process to deliver a proposed new definition to the board in June/ July 2019, which would then be presented at the Extraordinary General Assembly in Kyoto in September 2019.

What happened between the December 2018 Executive Board meeting and the 2020 governance resignations are the focus of **Part One** of this report. We have reconstructed key events as best as we are able based on a review of artifacts and the direct observation of participants in these events. We then identify and analyze the governance practices, structural issues, and other conditions that enabled these events to occur in the way that they did.

In **Part Two**, we discuss current best practices and trends in governance, and compare ICOM’s governance practices against the practices of other similarly situated associations.

Finally, in **Part Three**, we offer preliminary recommendations reflecting our own analysis informed by the input from those we interviewed as well as responses to ICOM’s 2021 strategic planning survey.



¹ - Jette Sandahl (2019) The Museum Definition as the Backbone of ICOM, Museum International, 71:1-2, vi-9, DOI: [10.1080/13500775.2019.1638019](https://doi.org/10.1080/13500775.2019.1638019).

² - Ibid., 3.

Part One

Analysis of the events and structural issues which led to the 2020 governance resignations and resulting crisis

PART ONE | OVERVIEW

On 2 June 2020, Léontine Meijer-van Mensch resigned from the ICOM Executive Board (EB) and effectively from her role as representative of the board on the MDPP2 committee. Her resignation was followed by the MDPP2 Chair and five committee members. Over the next three weeks, the ICOM President, Treasurer, and an additional member of the EB also resigned. The resignation of a sitting president was the first in ICOM's 74 year history and signaled what many have described as a governance crisis.

In subsequent reports to the membership, the Executive Board provided a chronology and high level summary of what happened (see REPORT ON MUSEUM DEFINITION 2019-2020, published undated by the Executive Board and ICOM EXECUTIVE BOARD INTERNAL REVIEW, shared 24 July 2020 with the Advisory Council). However, questions still lingered among members about the series of events leading to the resignations and ICOM's governance. *Part One* of our report attempts to answer this question by providing a more detailed account of what actually happened.

Part One is divided into two subsections. We begin with **"What Happened"** and provide a chronology of key events before, during, and after Kyoto* that led up to the resignations. We then discuss **"What Enabled This**

To Happen" and provide an overview and analysis of likely root causes and structural issues that enabled these events to unfold. It is important to note that our assessment of what happened and the likely root causes and structural issues reflect our ***best understanding of the events at this point***. Inevitably there will be mistakes or omissions in our recording of the events leading up to the resignations. During Phase Two of the process, we will ask for feedback and corrections to our chronology of events and will make these corrections prior to submitting our final report in April 2022.

Lastly, it is important to mention that, while our task was primarily to focus on conducting a governance review, not everything that went wrong was strictly about governance. We therefore have included information, context, and insights into other relevant issues throughout this report. We believe these can help ICOM more thoroughly understand what happened and, as an institution, make thoughtful choices about the path forward and regain membership trust.

ROADMAP

What Happened?

- Before Kyoto
- At Kyoto
- After Kyoto

What Enabled This To Happen?

- Summary
- Root Causes
- Ongoing Organizational Challenges

*Note: Kyoto, Japan was the site of ICOM's 25th General Conference and associated board, advisory council, and general assembly meetings.

WHAT HAPPENED | BEFORE KYOTO

2016

- **DECEMBER** | MDPP established as a standing committee and given a dual charge of analyzing societal trends and their implications for museums, and of advising the Executive Board (EB) on whether a new museum definition was warranted. President appoints Jette Sandahl as chair and Alberto Garlandini as Executive Board representative.

2017

- **JUNE** | MDPP reported to the EB and was directed to continue
- **JUNE-DEC** | MDPP continues its work

2018

- **JUNE** | MDPP again reported to the EB and was directed to continue
- **DECEMBER** | MDPP advised the EB that the time has come to revisit the museum definition and proposed an approach, methodology, and timeline for presenting a new definition at the Extraordinary General Assembly (EGA) in Kyoto in September 2019. The EB accepted this recommendation and decided that MDPP will “*continue its inclusive discussions in all regions and develop proposals for the museum definition to be presented to the Executive Board in July.*” ICOM’s Director General advised the EB to consult the ICOM Legal Affairs Committee (LEAC) on the legal implications of changing the definition. *LEAC was not consulted.*

2019

- **JAN-MAY** | MDPP proceeded with the approach approved by the EB, issued a call for contributions, analyzed 269 submissions, and narrowed to five proposals

2019

- **MAY** | MDPP delivered the five proposals to the EB. Almost immediately, some EB members received communications from members and committee chairs concerned about the proposals and/or process to develop the final five proposals.
- **JULY**
 - Francois Mairesse, President of ICOFOM, resigned from MDPP, citing a disagreement with the process and the final five proposals
 - Rina Pantalony, Chair of LEAC, resigned citing recent and increasing lack of respect for the committee and its work
 - The EB met on 21-22, considered the five proposals from MDPP, and approved one to forward for a vote by the general assembly. At this EB meeting, the Director General again advised that LEAC should be consulted.
 - ICOM published the proposed definition on the 25th, six weeks before the Extraordinary General Assembly in Kyoto
- **AUGUST**
 - 27 National Committees and 7 International Committees signed letter to the EB on the 12th asking to postpone the vote, citing their belief that the final proposal “*does not faithfully reflect the contributions submitted*”
 - Disagreement with the process and definition were shared on social media, and various media outlets began reporting on the controversy
 - Staff at the ICOM Secretariat heard concerns from members and volunteers and were advised to direct media inquiries to the EB
 - The Director General published a letter calling for unity ahead of the EGA – an act which some members of the EB believe is out of line for his role
 - The Secretariat sought legal counsel from the Paris law firm Alma Monceau to help advise the EB on handling the request for postponement
 - MDPP Chair wrote to the EB asking about changes to the EGA agenda and did not receive a response
 - Some committee chairs sought guidance from the Secretariat on whether they could submit an amended proposal for the EGA and were told it was not possible

WHAT HAPPENED | AT KYOTO

Kyoto was the site of the 25th ICOM Triennial General Conference. It took place from 1 to 7 September 2019, with some meetings occurring in the days prior to the Conference convening.

30-31 AUGUST, 2019

- EB met and discussed the request to postpone. ICOM's in-house legal counsel briefed the board on possible scenarios for the EGA and potential legal consequences for different courses of action, drawing on the advice of the outside law firm.
- The EB considered the legal advice and decided (1) to proceed with the EGA, and (2) to allocate additional time for general discussion at the MDPP plenary sessions. Further, they decided that one of the roundtables would be organized by the committees that sent the letter asking for postponement.

31 AUG TO 6 SEPT, 2019

- According to the EB's report on MDPP, during this week the President called five informal meetings of the EB to discuss developments in the lead up to the EGA

SEPTEMBER, 2019

- **2** | Plenary session on Museum Definition
- **3** | 2x roundtable discussions on Definition
- **7** | Extraordinary General Assembly (morning)
- **7** | 34th Ordinary General Assembly (afternoon)

The President and Executive Board members who sought re-election were re-elected for the 2019-22 term at the Ordinary General Assembly following the Extraordinary General Assembly.



WHAT HAPPENED | THE EGA AT KYOTO

Under ICOM statutes, an Extraordinary General Assembly is required to amend the statutes. In Kyoto, there was both an Ordinary General Assembly where normal business was conducted, and an Extraordinary General Assembly (EGA), where the decision was debated whether to amend Statue 3.1 to reflect the new museum definition as approved by the Executive Board. Here, we summarize what took place inside the EGA chronologically, and on the next slide we highlight some of the specific events in question.

- The President opened the Assembly, welcomed participants, and gave a brief overview
- Quorum was reached. 80.04% approved the agenda with a sole item to adopt the proposed new museum definition and revise the statutes accordingly
- The proposed and existing definitions were read. The MDPP Chair made a presentation
- The President opened the floor and explained that members could debate the content of the definition, but could not amend it
- A call for speakers was made. 19 were acknowledged and given 2 minutes each to speak
- The Chair of ICOM France spoke first, asked for postponement of the vote, and submitted a proposed amendment for consideration
- The Chair of ICOM Australia spoke next and advocated that the time is now to endorse the work of MDPP and to keep supporting them in the work of refining the definition
- 14 of the next 17 speakers advocated for postponement or rejection of the proposed definition
- An ordinary member asked to speak because she was seated in a section that had not been acknowledged. The President permitted her to speak for two minutes.
- The President asked if those who spoke in favor of postponement had an amended decision to propose
- The Proposal from ICOM France was projected and read to the Assembly, and the President called for a vote
- The Chair of ICOM Australia called a point of order and expressed shock that one alternative proposal was being considered when *“The advice we received in advance of this meeting was that such a proposal, which we have prepared as well, would not be considered by the Executive Board.”* He was permitted to read a proposal to affirm the need for a new museum definition, to endorse the substance and sentiment of the proposed definition, and to commit to adopt a new definition at the next General Assembly.
- The Chair of ICOM Denmark spoke to the need to stick to the agenda which was affirmed by a vote of 80%. The President answered that based on legal advice, under ICOM statutes and French associations law, ***“We cannot amend the definition, but we can amend the decision.”*** An amendment to postpone was deemed allowable.
- Debate ensued about what constitutes a change to the agenda after a majority has approved the agenda, and if an amendment is considered, which one must be put to vote.
- Ultimately, the President called for a vote of a revised amended decision as follows: *“The Extraordinary General Assembly (henceforth, EGA) decides to postpone the vote of the EGA on the museum definition; and takes note of all the contributions that have been made during the EGA for future debates on the museum definition.”*
- **70.41% voted to affirm the revised amended decision.**
- Scheduled for one hour, the Extraordinary General Assembly lasted nearly four hours (3 hours 53 minutes)
- The Executive Board did not speak at the assembly

WHAT HAPPENED | THE EGA AT KYOTO (CONTINUED)

Most people we interviewed saw a strong link between the Extraordinary General Assembly and the resignations that followed nine months later. Three procedural aspects of the EGA, described below, particularly raised questions and contributed to a widely shared belief that the Executive Board failed in preparing for the EGA.

THE METHOD OF VOTING

Voting at the EGA was time-consuming, frustrating, and confusing to some. *What was going on with the voting and how did it impact the Assembly's decision-making?*

WHAT WE FOUND:

- Under ICOM's statutes, each National and International Committee appoints 5 members to vote on its behalf, each of whom may hold up to 5 proxies. Regional Alliances appoint 3 members to vote, each with 3 proxies. Affiliated Organizations appoint 2, each with 2 proxies. **In Kyoto, 409 members present held 264 proxies.**
- Voting was by electronic device and happened in successive rounds based on the number of proxies being voted. Accordingly, there were **six** rounds for each decision voted, which led to confusion.
- Time, including how long is needed for voting, is cited multiple times during the EGA as a reason for limiting discussion.
- Also, the voting system team was out of view of the podium, so the President had to rely on someone to give her signs on when to proceed. This contributed to a sense that the voting was being mishandled.

THE ORDER OF SPEAKERS

When it was time for the initial discussion, the process for getting selected to speak was confusing to some. *Was there a pre-determined order and preference for some speakers?*

WHAT WE FOUND:

- The President called for members wishing to speak to wave their name plates.
- She and others at the podium read the names as they saw them.
- The ICR Chair began to speak, and was asked to wait for her place in the order of speakers.
- Some members did not hear themselves added to the list and orally asked for acknowledgement.
- The open call was closed after four and half minutes. 19 speakers were confirmed and each granted 2 minutes.
- After the 19 spoke, an ordinary member was permitted also to speak.
- This method of building the list and order of speakers seemed to rely on subjective observation and we can not answer whether any preference was given.

CHANGES TO THE AGENDA

There was not consensus among voting members about what constituted a permissible change to the EGA agenda after it was approved. *Why was a vote not called on the definition?*

WHAT WE FOUND:

- A week before the EGA, the EB was briefed on legal options for handling the request for postponement
- The EB was advised that (1) non-substantive amendments to the agenda that do not alter the purpose of the Assembly could be made during the EGA; and (2) the decision presented in the EGA working document could be amended at the EGA if a motion is made from the floor.
- There were two items on the agenda: (1) adoption of the agenda; and (2) revising ICOM Statutes.
- The agenda was adopted without amendment.
- The President, in real-time consultation with ICOM's in-house legal coordinator and in the President's statutory authority as Chairperson of the Assembly, determined that the proposal to postpone the vote constituted an allowable proposal "to amend the decision." Because the required majority approved the revised proposed amendment, no vote was called on the underlying decision to revise ICOM's Statutes.

WHAT HAPPENED | AFTER KYOTO

2019

• SEPTEMBER

- The President and EB members who sought re-election were re-elected for 2019-22
- MDPP delivered to the Executive Board a proposal for moving forward. They did not receive a response until after the EB met in December.

• 9-11 DECEMBER

- The EB met and decided to form a new committee, called “MDPP2” and to add additional members to this committee. The President replaces Alberto Garlandini with Léontine Meijer-Van Mensch as board representative on MDPP2.
- Also at this meeting, the EB decides that ICOM should sell the offices in rue Palestro, move the Secretariat to offices in rue Lasson, and refurbish those offices

2020

- **22 JANUARY** | The World Health Organization (WHO) met to discuss whether to declare the COVID-19 outbreak an international health emergency

• MARCH

- An application was made to SAREC for funding to hold an MDPP2 meeting in Suriname. This application included an offer of co-funding from the Dutch Ministry. The application was rejected because it was submitted after SAREC met in February and allocated funding.
- **10** | ICOM France hosted a forum in Paris on the museum definition, attended mostly by the European National Committees. This is not endorsed by MDPP2.
- **11** | The WHO declared COVID-19 a global pandemic
- **23** | The French Parliament enacted Emergency Law No. 2020-290, effectively removing legal barriers to allow associations to hold annual meetings virtually through 31 July. Under the ICOM Statutes, the General Assembly must be called by the President 30 days in advance. *Later, this sets 24 June as the deadline to issue the invitation and working documents of ICOM's virtual 35th Ordinary General Assembly.*
- **31** | The EB held its first virtual meeting. Discussed the evolving COVID crisis and decided to postpone the annual meeting.

• APRIL

- **07** | EB Meeting: Continued discussion about the ICOM offices and decided to continue with the sale of the Palestro offices and the move to rue Lasson but to try to postpone the timing for both of these processes on the basis of force majeure or unpredictability.
- **28** | EB Meeting: Decided to hold the annual meeting online, and after discussion, adopted a report from MDPP2, provided that the methodology section is made more explicit and the timeline more flexible.

• MAY

- **19** | EB Meeting: Discussed report from MDPP2. *Substantive debate ensues about the MDPP2 process and the board's role in it.* The EB decided, due to the pandemic, to recommend to MDPP2 that the timeline should be extended until the ICOM General Conference in Prague in 2022.
- **26** | EB Meeting: MDPP2 Chair Jette Sandahl joined the meeting for a continued discussion of the MDPP2 process and methodology. Later, some observed that this discussion signaled a shift by the board from providing direction to interfering with the committee's work, and said there was not clear consensus about what level of board involvement was appropriate.
- Questions brewed inside and outside the boardroom about SAREC's decision not to fund the MDPP2 meeting in Suriname.

• 2 JUNE

- Léontine Meijer-van Mensch resigned from the Executive Board, citing concern with the events before, during, and after Kyoto
- Jette Sandahl resigned as Chair of MDPP2
- 5 members of MDPP2 resigned: Afsin Altayli, George Abungu, Luc Eekhout, Margaret Anderson, Rick West (more would resign later).

- **5 JUNE** | Extraordinary meeting of the EB to discuss the resignations. EB decided (1) the President will ask Léontine Meijer-van Mensch to reconsider and (2) to ask the members of MDPP2 to respond, either individually or as a group, to the question: *'In your opinion, what is needed to ensure the effective work of the MDPP2?'* to be followed by a meeting of the ICOM Executive Board to discuss how to proceed.

WHAT HAPPENED | AFTER KYOTO (CONTINUATION)

2020

- **16 JUNE |** EB meeting:
 - Discussed and decided the EB needs a Code of Conduct
 - Discussed MDPP2, specifically reflections on the responses to the President's inquiry about what the committee needs. Among the themes discussed were the EB's delay in communicating with the committee and concerns about the appropriate level of EB involvement in the committee's work.
 - Discussed the March forum hosted by ICOM France and whether the EB allowed a National Committee to act in the role of a regional alliance and to do the work of a standing committee (MDPP2).
 - There was disagreement between the President and the EB as to how to move forward with MDPP2.
 - The board ran out of time to discuss the minutes from the EGA at Kyoto which must be published on the 24th. The President called for a follow up meeting on 18, 19, or 20 June and directed the Secretariat to coordinate dates with the board.
- **19 JUNE |** ICOM President Suay Aksoy resigned, citing *"the growing dichotomy within the Executive Board, increasingly putting at risk the values I defend for ICOM as an international civil society organisation; and the hindering of my work at ICOM by the lack of solidarity on the part of the Director General."* EB members reportedly reached out to Ms. Aksoy asking her to reconsider and did not receive a response before the next meeting the following day.
- **20 JUNE (SATURDAY)**
 - EB meeting:
 - Vice President Laishun An opened and together with VP Alberto Garlandini, co-chaired the meeting. [ICOM Statutes, Article 11, Section 5 gives authority to the VP's to convene and chair meetings in the absence of the President.]
 - The EB discussed reasons for and against moving quickly to fill the vacancy in the role of President. [ICOM Statutes, Article 11, Section 6 gives authority to the EB, in the case of vacancy, to elect one of the two VP's as President until "until the following election of members of the Executive Board by the General Assembly."]

2020

The Director General reminded the EB that in 4 days, the invitation to and working document of the 35th Ordinary General Assembly must be published. [ICOM Statutes, Article 10, Section 4 says the President must convene the assembly 30 days before the meeting, and the Director General must also send the official invitation to the members 30 days in advance. *The statutes do not specify whether a VP, acting in their Article 11, Section 5 authority, can convene the assembly.*]

- The EB then appointed Alberto Garlandini as ICOM President.
- Hilda Abreu de Utermohlen resigned from the EB, citing concerns including that the staff has become involved in the policies of the Executive Board, and specific disagreement that her name was added to a communication sent to ICOM members on behalf of the EB announcing its appointment of a new President. She did not attend the EB meeting on this day, saying that in her view it was not properly convened.
- **24 JUNE**
 - The President convened the 35th Ordinary General Assembly and the Director General issued the invitation, publishing the working document*
 - Treasurer Emma Nardi announced her resignation as Treasurer, effective after delivering the financial reports at the upcoming assembly, saying that she believes there should be new elections of the EB, which is not contemplated in the statutes. She did not resign her role as Chair of SAREC.
- **2 JULY |** George Abungu, Margaret Anderson, Jette Sandahl, and W. Richard West, Jr. published a joint statement "REFLECTIONS ON OUR RESIGNATION FROM THE ICOM MDPP2". Among their concerns: that the EB failed to defend the definition it had selected, and that the EB had allowed the process to be derailed due to *"the insistent lobbying of the EB by an alliance of mainly European committees."*

* In advance of each general assembly, ICOM publishes what it calls a "working document" with details and agenda for the assembly

WHAT FACTORS CONTRIBUTED TO THE CRISIS | SUMMARY

“What Happened” and “Why It Happened” (or, what conditions contributed to the crisis) are matters of both fact and of perspective. To understand both, we examined the record of meetings between December 2018 and October 2020, reviewed supporting materials and documents related to those meetings; sent invitations requesting an interview to 46 people with direct knowledge of the events and / or unique insight into ICOM's history, practices and governance issues; interviewed 37 and received written responses to our questions from one of them. (See adjacent box for more information about our interviews). Our preliminary conclusions below are a result of the information from the interviews and analysis of the supporting material. It is important to note that these preliminary conclusions do NOT incorporate the perspectives of two key individuals beyond what they shared publicly: The ICOM President and the MDPP Chair who each resigned. Both declined to participate in an interview. The absence of their perspectives may result in critical omissions in our preliminary findings.

We believe **four significant factors** directly contributed to the resignations and the resulting crisis:

- **Unclear governance and changing oversight on the part of the Executive Board;**
- **Poor and unresponsive communications;**
- **Institutional and cultural resistance to change, and;**
- **Lack of preparation and foresight by the Executive Board**

Further, we believe the following pre-existing **organizational challenges** enabled these factors:

- **Insufficient diversity at the leadership level;**
- **Inflexible and bureaucratic structures and decision-making processes;**
- **Outdated structures and systems that have failed to keep pace with ICOM's growth and changing member needs;**
- **Ongoing governance and leadership challenges, including perennial tensions between ICOM's highest elected office (President) and highest staff position (Director General) *irrespective of who serves in those roles.***

A CLOSER LOOK AT OUR INTERVIEWS

Purpose of the interviews:

- To learn about the events and structural issues that led to ICOM's 2020 resignations from the perspective of stakeholders; and
- To identify areas of strengths and weaknesses, and recommendations to a) restore member trust in ICOM and b) improve operations and governance.

Who we Interviewed:

- With initial input from the Advisory Council and the ERSC, followed by additional input from interviewees, we invited a total of 46 people to interview.
- We interviewed 37 people - some, more than once. (2 declined, 6 did not respond or were not able to meet during this time). 1 person submitted written responses to our questions in lieu of an interview.
- See Appendix 2 for a complete list of interviewees

How Interviews Were Conducted:

- Offered in English, French, and Spanish. Most were conducted in English.
- Ranged from 45 to 90 minutes.
- All interviews were confidential. Nothing anyone shared with us is attributed to them personally. Rather, we analyzed all inputs and organized them into themes.

FOUR FACTORS THAT CONTRIBUTED TO THE CRISIS (1 & 2)

Many factors converged and led to the 2020 resignations and resulting crisis. These included external factors outside of ICOM's control, *such as the start of the worldwide COVID-19 pandemic in 2020 and the corresponding challenges to conducting business as usual amid uncertainty and rapidly shifting priorities*, and other factors - *large and small* - that were well within ICOM's control, *such as how the Executive Board made and communicated decisions throughout the museum definition process*. On this slide and the next, we focus on the **four most significant factors**.

1. Unclear governance and changing oversight on the part of the Executive Board

The role of the Executive Board (EB) in relation to the MDPP standing committee changed over time, from endorsing the committee's work (2018 to mid-2019), to distancing itself from the committee and its work (leading into and during the EGA in Kyoto), to ignoring the committee (in the months after Kyoto), and finally to deeply engaging and questioning the new expanded MDPP2 committee and its work (2020). *"MDPP2 methodology remained in a state of apparent perpetual vacillation between 'granted' and 'withdrawn'."*¹

The EB's treatment of MDPP (especially after Kyoto, when it was called MDPP2) looked and felt different from the EB's treatment of other standing committees. Additionally, we heard and read different understandings about the role of the EB representative on each standing committee, and about the appropriate level of oversight any standing committee should expect from the EB. *Ultimately, the inconsistency and the different treatment of one committee over others has caused distrust and suspicion that political favoritism is often at play.*

2. Poor and unresponsive communications

Poor, unresponsive, and inconsistent communication played a significant role in the resignations and the resulting crisis of confidence among ICOM members. This failure of communications created a vacuum in which confusion, frustration, and suspicion flourished.

Examples:

- The final steps in the museum definition process before Kyoto felt different than the prior steps, and people did not understand how the five proposals were derived, how the EB chose one from the five, or why it chose one if it was not prepared to defend the proposal.
- In the month between publication of the proposal and the EGA, committee chairs sought and received conflicting guidance and information about the options for delaying the EGA or putting alternative proposals on the table for consideration. The President, EB, and Secretariat seemed overly fixated on the legal and statutory minutia of what could not be done rather than communicating in a way that conveyed strategy, created opportunity, and inspired confidence.
- As controversy brewed on social media ahead of Kyoto, the President and EB seemed silent. People did not understand why their elected leaders were not leading the conversation.
- The EB ignored a written inquiry from the MDPP Chair ahead of Kyoto.
- The EB did not speak at the EGA at Kyoto.
- The EB waited three months to respond to a proposal from MDPP immediately after the EGA at Kyoto.
- Rumors spread in 2020 regarding the sale of the ICOM office and about suspected tensions between the President and the Director General. Some people felt information related to the sale was withheld and that there was no coherent explanation for how the sale was transacted, which led to speculation that something inappropriate or illegal transpired.

¹ Reflections on our Resignation from the ICOM MDPP2. George Abungu, Margaret Anderson, Jette Sandahl, W. Richard West, Jr.. July 2020.

FOUR FACTORS THAT CONTRIBUTED TO THE CRISIS (3 & 4)

3. Institutional and cultural resistance to change

There is a strong perception that ICOM leaders were or are resistant to the proposed new museum definition conceptually, and that there is a prevailing Eurocentric sensibility and culture within the organization that is resistant to change overall.

Notably, these concerns were *not limited* to people who supported the spirit or text of the proposed definition; rather, they were shared by a diversity of people who perceive that the EB failed to understand, contextualize, and appropriately guide the conversations needed to recognize, incorporate, and resolve disparate views about the definition.

Examples:

- The EB's tacit endorsement of the forum hosted by ICOM France in March 2020 was viewed as support for European resistance to a new museum definition.
- Similarly, the rejection of MDPP2's application to SAREC (March 2020) for funding to meet in Suriname reflected adherence to a rigid set of rules designed to favor European participation, and was viewed by some as a failure to recognize a larger, important opportunity to be responsive and inclusive.
- More broadly, new ideas or requests from committees are frequently met with *"French law doesn't permit it"* rather than *"here's how we can do it."* Some ICOM leaders feel they do not understand or agree that French law is or needs to be the barrier it is presented to be. The issue of French law is discussed more on slide 38.
- Calls for transparency in board deliberations often result in answers about what can or can not be included in board meeting minutes, rather than a search for ways to make the entire decision-making process more open and understandable.

4. A lack of preparation and foresight by the EB ahead of Kyoto

There is a strong, widespread perception that the EB failed to foresee and prepare for the contentious debate regarding the proposed definition.

Examples:

- Although the EB was advised at least seven months before it voted on a definition that LEAC should be consulted on the legal implications of changing the museum definition, LEAC was never consulted and the EB voted without a legal opinion or framework (which ultimately was a concern raised by a number of NC's).
- The EB approved and published the proposed definition one month before the EGA, at a time of year many noted is when European professionals typically take hiatus. This was alternately viewed as willful or extremely short-sighted.
- By far the strongest sentiment we heard is that, once it approved a definition to advance to the EGA, the EB failed to explain, advocate for, or build a constituency around the definition.
 - Neither the President nor the EB addressed questions or concerns from members, volunteers, staff, or the media. In the words of one interviewee *"They did nothing - nothing! - to inspire confidence in this proposed definition, that they themselves had selected from a process they had endorsed."*
 - At the EGA, the EB did not speak. This left observers wondering if the silence was intended to send a message that the EB did not believe in the definition it proposed, or if the EB had failed to see how its silence would be interpreted.
- After Kyoto, neither the President nor the EB were viewed as taking accountability for having failed to deliver a vote on the definition.

The following slide shows the main themes supporting some of these conclusions, with illustrative quotes, from interviewees in response to the question "What do you believe are the root causes behind the events leading to the resignations?"

We asked: “What do you believe are the root causes behind the events leading to the resignations?”

THEMES	ILLUSTRATIVE QUOTES
Inflexible governance structures and inability to respond in a nimble way	<ul style="list-style-type: none"> • <i>The statutes are too old. They don't serve ICOM well. In a serious situation, ICOM should be able to respond, to make changes. Instead, ICOM hides behind bureaucracy, especially so behind French bureaucracy.</i> • <i>Overly complex governance structures and poor communications among leadership and between leadership and members.</i> • <i>Lack of clarity with our statutes. Unclear boundaries about who could do what.</i> • <i>Once the need for discussion was realized, the Board should have stopped the EGA process and said “There is still need for discussion.” The vote should have been postponed and then the NCs, ICs and RAs engaged more.</i> • <i>The EB should have explored misunderstandings and concerns. They did not do this.</i> • <i>Did the Extraordinary Assembly need to happen? Could we have postponed?</i>
Resistance to change, Eurocentrism	<ul style="list-style-type: none"> • <i>I believe that everything that happened was because of the new definition and they didn't want to relinquish power around the definition.</i> • <i>ICOM is a large organization that finds it hard to modernize.</i> • <i>There were two different schools of thought : one that was open to include other parts of the world versus the old school. The current board and presidency is very Eurocentric .</i> • <i>The control of ICOM is in the hands of Europeans.</i> • <i>Eurocentrism, colonial mindset, resistance to change, protected interests.</i> • <i>ICOM has failed to change the paradigm, it is way behind. In all of the governing leadership, ICOM does not see beyond the immediate.</i>
Lack of preparation and foresight by the Executive Board	<ul style="list-style-type: none"> • <i>The EB should have been really singing from the same hymnal, not some working against and some working for.</i> • <i>The EB and the secretariat didn't prepare for this and they should have been. They didn't forecast that things could have gone against them.</i> • <i>The EB failed to get a legal analysis and understand the implications of the definition proposals they voted on.</i> • <i>Lack of preparation and failure to communicate by the President and Executive Board.</i> • <i>The EB was not prepared and did not take responsibility.</i> • <i>The definition should have been discussed more thoroughly at the EB</i>

ONGOING, ORGANIZATIONAL CHALLENGES

The factors that led to the crisis reflect larger, ongoing organizational challenges facing ICOM - described below and on the following slide. We believe these challenges must be resolved in order to restore member confidence and trust, to position ICOM for success in the future, and to enable ICOM to serve as a leader in a world that looks very different today than it did in 1946 when ICOM was born.

ICOM leadership does not reflect the diversity of its global membership

Many people we talked with view ICOM's leadership as lacking in meaningful diversity for a global organization. They observed a reluctance or inability to appreciate and embrace cultural differences, a tense dynamic between "old world" and "new world" ideas, and a clinging to ideas that feel outdated, such as the idea that one's credibility depends on the length of their experience in certain positions or institutions. This has led to:

- Communication challenges that transcend language differences
- A discounting or minimizing of people's experiences and perspectives
- Misinterpretation of motives
- Real or perceived lack of responsiveness to membership concerns, which many interviewees believe reflects a Eurocentric worldview
- Little innovation or openness to new approaches (for example, a resistance to adopt new technology tools and practices to improve real time communication or to enhance knowledge sharing)

There is a high opportunity cost to ICOM of overlooking its best asset. The "sameness" in leadership that many interviewees decried stands in contrast to the strength they are most proud of: the richly diverse, dedicated, and knowledgeable global community of members and volunteers that make up ICOM. Nearly everyone we talked with described ICOM's global community as its best asset; it is the lifeblood and heartbeat of the organization. And many people said that ICOM is failing to value and leverage this asset. What is missing:

- Robust and inclusive conversations that lead to a shared vision of ICOM as a truly global organization, including candid exploration of the impact of ICOM's European roots and Eurocentric orientation, and
- Analysis of ICOM's governance structures and practices against that shared vision.

Structures and process are bureaucratic and inflexible

"Bureaucratic", "inflexible", and "rigid" are three words we heard repeatedly in our interviews. People described a culture of obstruction in which requests are more likely to be met with reasons something cannot be done than they are to be met with creativity and problem-solving. And most often, they said these excuses centered on the limitations of French law.

Examples:

- Processes – from how input is solicited, to how resources are allocated – are described as dated and protecting the status quo
- Communicating and engaging with members is a primary function of a membership organization, and thus a high priority for committees. Yet, citing privacy concerns under French law, the Secretariat has not been able to provide a convenient, easy, and timely way for committees to communicate with their members.

Examples specific to the crisis:

- In the week before the EGA at Kyoto, the EB seemed to focus on the procedural aspects of what would be permitted under French law at the expense of a strategic focus on how to lead the conversation in a productive way with fidelity to the mandate for a new definition.
- During the EGA, constant real-time interpretation of procedural steps played out at the podium and prevented a common-sense, shared understanding of the possibilities. The phrase "*under French law, we can amend the decision but not the agenda*" was repeated throughout the EGA, but few people we talked with said they understood this explanation or believed it fairly explained why an amended proposal was invited from just one constituency that had spoken - the block of committees asking to delay a vote.

ONGOING, ORGANIZATIONAL CHALLENGES (CONTINUED)

Systems and processes have failed to keep pace with ICOM's growth

ICOM has grown tremendously over the last 1-2 decades and continues to enjoy growth that exceeds industry averages (we analyze this growth more on slide 22). With this larger and more diverse membership comes new demands and member expectations. Many of the people closest to the crisis say ICOM's systems and processes lag behind these new demands and expectations. Examples:

- **Transparency.** Members want better insight into ICOM's decision-making processes, from board deliberations to budget detail. There is not a coherent vision for how to make processes more open and transparent.
- **Communication.** From new members to committee chairs, people want more consistent and responsive communication that helps them stay informed and engaged, and many want to see ICOM embrace more modern tools for communication.
- **Website.** It is difficult for people to find the information they need. There is no clear path to a new ICOM website, which has been among the most frequent and urgent demands from committees and members.
- **Membership Database.** ICOM committees rely on timely and accurate membership information to serve their members well, and yet committees do not have access to a shared, modern database with the functionality they need.
- **Reporting and Accountability.** Reporting feels one-directional: committees and working groups report up, but do not see similar reporting back from ICOM leadership. Input is sometimes sought, such as through surveys, but this too feels one-directional. *For example, the EB circulated a draft of its first Executive Board Code of Conduct for input, but did not communicate back how it incorporated feedback into the final document it approved.*
- **Member Input.** While ICOM sometimes seeks specific input (*such as on the strategic plan, or the triennial conference*), members want opportunities to provide more general and open input about their satisfaction, interests, and ideas.
- **Peer Learning.** Committee leaders describe a desire for better structures to facilitate informal, peer learning.
- **Volunteer Support.** Many people we talked with said they could not do the work they do without the support they receive from the Secretariat, and that they worry about the Secretariat's capacity to meet their needs.



Power struggles persist at the highest levels of ICOM

ICOM, like many organizations, has both an elected leader, the ICOM President, and a chief staff person, the Director General (DG). Divergent views about the relationship and balance of power between these roles has long been a source of conflict, leading to wider leadership challenges. For example:

- **High Turnover and Lack of Continuity.** While elected leaders come and go, typically the chief staff person is a constant, providing institutional continuity and stability. ICOM has had six different people serve in the DG role in the last 12 years, and three of them were interim. *This high turnover challenges ICOM's ability to provide consistent, reliable support to its members and volunteers.*
- **Power Struggles Between President and DG.** There is widespread belief that a lack of clarity about the relative powers of the President and DG creates tension in the relationship between the people serving in these roles. Interviewees shared numerous instances where they perceived a president or director general had encroached on the other's authority, causing a difficult and uncertain working environment at the Secretariat and a sense that EB members must "*choose sides*", as several interviewees described.
- **Disagreement About the DG's Role on the EB.** Opinions are strong and divergent about what the EB wants from the DG: some view the role of the DG as that of partner who brings helpful perspective to the decision-making process; others view the role of the DG as a subordinate who should simply execute the board's decisions.
- **Real and Perceived Obstacles on the Path To Leadership.** We consistently heard that ICOM's leadership structures favor those with institutional affiliations that financially support their participation (excluding those who lack these resources), and reward those who engage in trading favors (being a "*friend to the President*" was viewed by many as the way people get appointed to ICOM's most powerful standing committees).
- **Limitations of Statutes and Rules.** People told us that the answers to these challenges cannot be found in ICOM's Statutes and Rules, and further, that these guiding documents are not clearly understood, do not provide sufficient real-world applicability, and are not written by lawyers (and therefore confuse important legal concepts).

The following slide shows the main themes supporting some of these conclusions, with illustrative quotes. These slides are followed by a summary of ICOM's growth over the past 10 years as well as turn-over among Director Generals during the tenure of the past four ICOM Presidents.

We asked: “What are ICOM’s biggest challenges?”

THEMES	ILLUSTRATIVE QUOTES
<p>Lack of diversity at the leadership level and the impact of this. Missing leadership-level support for navigating cultural differences.</p> 	<ul style="list-style-type: none">• <i>It’s very Eurocentric. Our European colleagues have a much stronger voice than others.</i>• <i>The European bias is a big issue within ICOM.</i>• <i>Eurocentric – The issue of language is a major problem. Unless you feel very comfortable in English, there is not a lot of room for you to take part in the higher levels of the decision making and governance.</i>• <i>ICOM seems plagued by problems of Eurocentrism. Members outside of Europe generally are dissatisfied and don’t feel represented. More needs to be done to be inclusive and to engage members from African, Asia, and Latin America.</i>• <i>Lack of recognition of the extraordinarily diverse range of political contexts; there is a very real old world/ new world conflict at play and it touches the cultural heritage profoundly.</i>• <i>The global nature of our membership presents huge challenges in terms of understanding of each other. When you have such a diverse membership, conflicts can get difficult quickly.</i>
<p>Other challenges cited frequently:</p> <ul style="list-style-type: none">1. Inflexible, bureaucratic, and rigid structures and processes;2. Outdated systems and processes that have failed to keep pace with ICOM’s growth and changing member needs; and3. Long standing power struggles at the highest levels of leadership 	<ul style="list-style-type: none">• <i>They are a very traditional organization and very bureaucratic. They don’t have good reasons for why they do things except that it is the way they’ve always done it.</i>• <i>Very bureaucratic; tends to put hurdles in place based on bureaucratic processes; doesn’t weigh voices; not open enough to other views .</i>• <i>ICOM is a child of UNESCO which is very bureaucratic.</i>• <i>The system in ICOM is quite conservative and not as flexible as it needs to be today.</i>• <i>At ICOM, nothing ever gets done . Each year we give recommendations to the chairperson of the advisory council but nothing gets done. Then a new chair person comes in and we discuss the same things over again – rarely does anything change.</i>• <i>Communication within the structures of ICOM is a very big problem. It is difficult for NC to communicate with fellow ICs. Sometimes it is between and among working groups with the Secretariat and vice versa.</i>• <i>The value and service to members is questionable and unclear. There is no accountability.</i>• <i>Outdated systems have not kept up with growth or what we need them to do – e.g. the membership database.</i>• <i>Governance has not adapted to ICOM’s growth.</i>• <i>Persistent difficulties between the DG and President – this is structural but also personality based.</i>• <i>EB role descriptions focus on policy but their responsibility is much bigger than that. They need to understand the inner workings of the organization, what’s working and what isn’t in terms of supporting the members. They lack this understanding.</i>• <i>Governance; ICOM suffers from a situation where the President’s role is not clear enough.</i>• <i>Each President has their own ideas about what they expect from the director</i>

We asked: “What are ICOM’s greatest strengths?”

THEMES	ILLUSTRATIVE QUOTES
<p>The Community. By far the most common strength cited was ICOM’s community of dedicated and knowledgeable members and volunteers. The passion with which people spoke about the ICOM community underscored its significance as a powerful asset.</p>	<ul style="list-style-type: none"><i>The member driven nature of ICOM is its biggest strength. The vast professional knowledge & openness to share that knowledge is unique.</i><i>It is absolutely the international network and community– without a doubt!</i><i>The 33 technical committees – where people in subject areas of the museum world can gather together to share and advance knowledge.</i><i>The people who are part of it are passionate and purposeful. They believe in the importance of the stories that artifacts can tell and they are willing to share their knowledge with others.</i><i>The exchange of experience is incredible. For example, the diversity of opinions on a topic or, how to face different challenges in a museum. Suddenly you can see the problems in Africa, America, Europe are not so different and you can find solutions.</i><i>ICOM is a membership organization; 45,000 museum professionals. This is an organization who can look inside for the talent and answers for anything that can help the profession.</i><i>Networking/Professional Growth - I have access to people all around the world and can touch in with just about anybody within the ICOM community.</i>
<p>Global Reach & Voice. The second most frequently cited strength is the global reach of ICOM and the impact it has on museums worldwide.</p>	<ul style="list-style-type: none"><i>The global voice and outreach. We are all over the world, at the national level and at the subject expert level. There is no other organization in this field that is present at these two levels so deeply.</i><i>ICOM is an extremely important global platform for cultural heritage – for museums and professional development.</i><i>Museums need a big voice in the world. ICOM is the voice.</i><i>ICOM has a great impact on world culture – we further positive values in our profession</i>
<p>Standard Setting. The third most common cited strength was ICOM’s role as a leader setting standards that are respected around the world.</p>	<ul style="list-style-type: none"><i>ICOM itself sets the standards and procedures of museum professionals through instruments such as the ICOM Code of Ethics, which is respected by institutions around the world.</i>

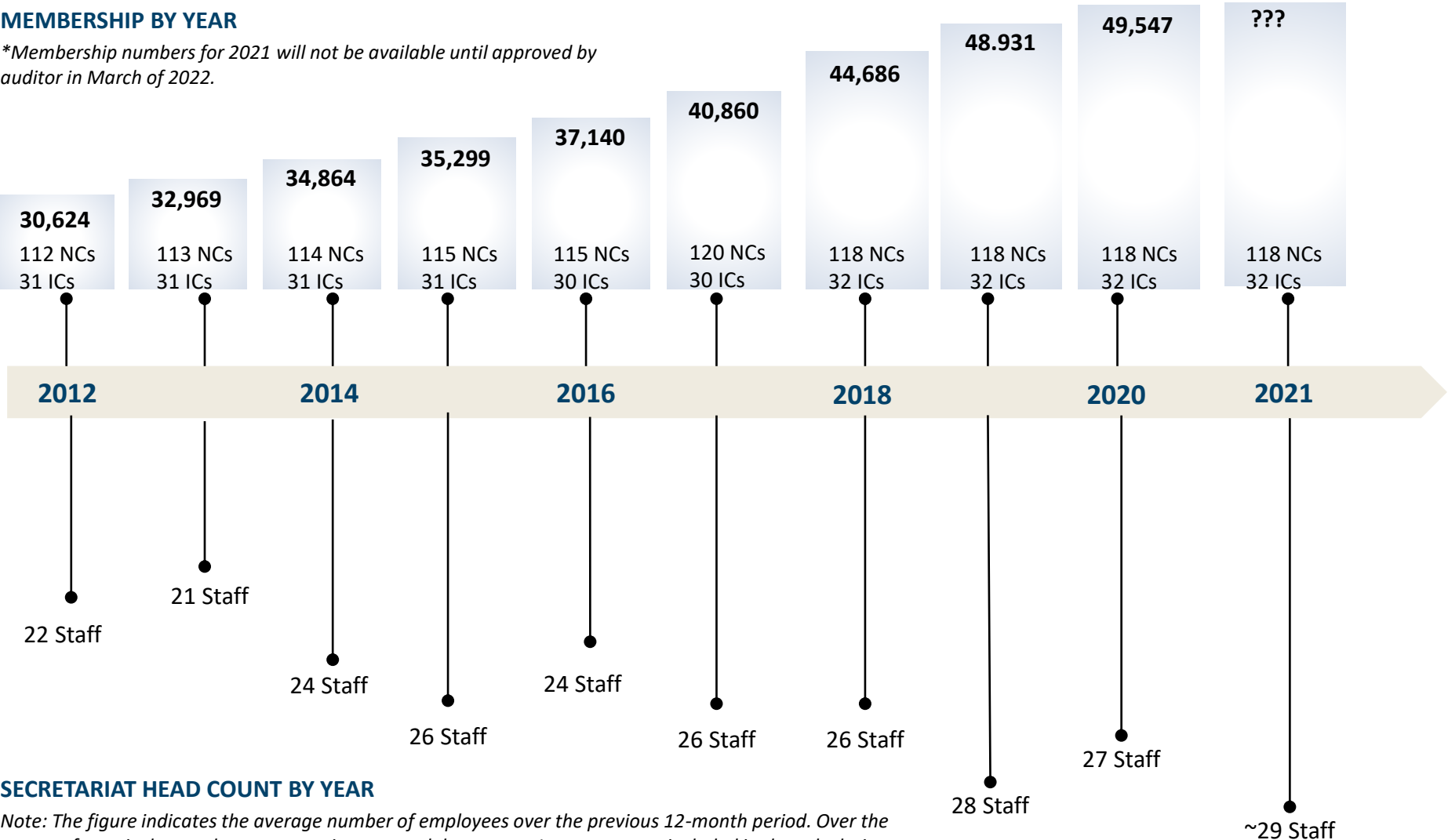
MEMBERSHIP GROWTH OVER THE LAST 10 YEARS

A CLOSER LOOK AT ICOM'S GROWTH

While membership growth in professional associations has generally declined over the last decade (with some exceptions), ICOM's membership has grown: 62% between 2012 and 2020. During this same period, staffing at the Secretariat grew just 23% and fluctuated. National and International Committees report that while they have a growing number of members to manage and engage, the systems and support to do so are chronically constrained. Requests for a new member database, for a more member-friendly user experience on the ICOM website, and for the tools to enable more timely member communication are perceived to go ignored by the Executive Board year in and year out.

MEMBERSHIP BY YEAR

**Membership numbers for 2021 will not be available until approved by auditor in March of 2022.*

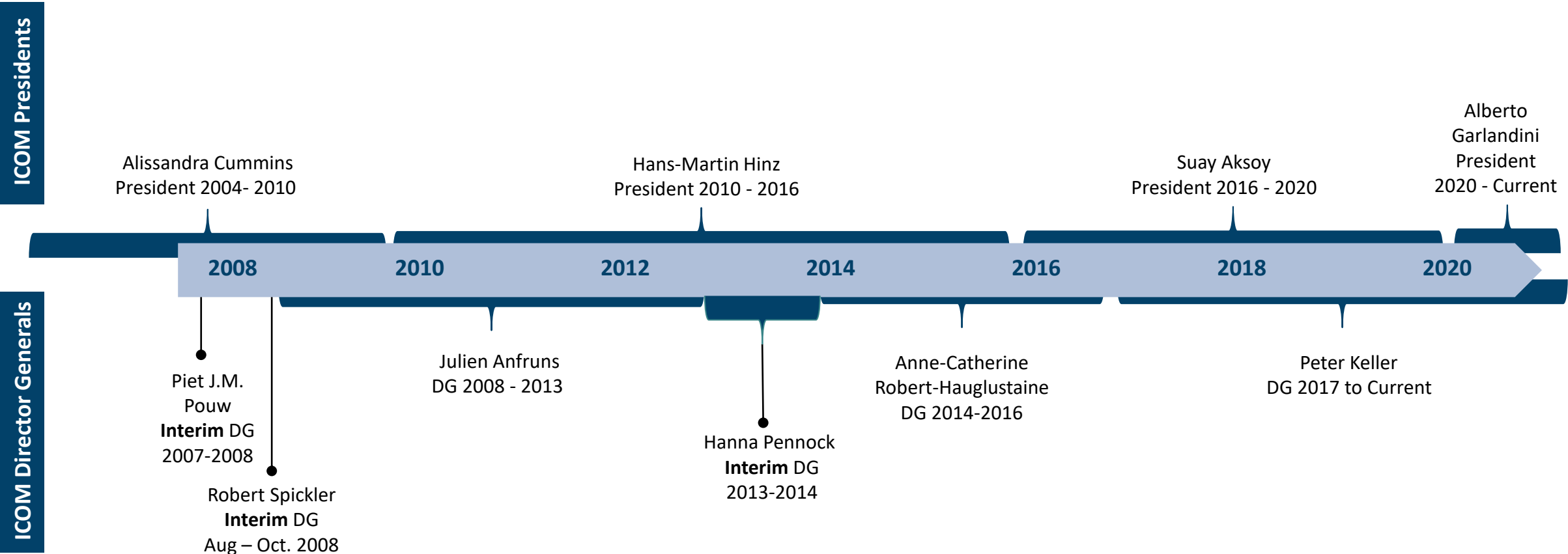


SECRETARIAT HEAD COUNT BY YEAR

Note: The figure indicates the average number of employees over the previous 12-month period. Over the course of a typical year, there are recruitments and departures. Interns are not included in the calculation as they are not considered to be employees.

PAST PRESIDENTS AND DIRECTORS GENERAL

The Director General is the chief executive officer employed by ICOM and is responsible for the efficient and effective management of ICOM’s resources required for the daily operations of the Secretariat, the promotion of the interests of ICOM and the communications with its Members, committees and working groups. (See ICOM Statutes, Article 20, Section 2.) High turnover in this role has prevented ICOM from reaping the benefits of institutional continuity and stability that other, high performance associations enjoy, and challenged the Secretariat’s ability to make progress on operational priorities. The timeline below reflects the most recent 12-year span in which ICOM had four Presidents and six Directors General.



Part Two

Benchmark Analysis

PART TWO | OVERVIEW

ICOM is an international, non-governmental, non-profit organization organized under the French Law of Associations (1901). ICOM’s governance structure reflects its nature as a membership organization (association) in which the General Assembly is the “supreme decision-making and legislative body” (ICOM Statutes, Article 9). The Secretariat, headquartered in Paris, is subject more broadly to French law with implications for a wide range of matters related to ICOM’s global governance and operations, including employment, contracts, and privacy.

As part of our external review, we were asked to compare ICOM’s governance practices against industry benchmarks, and, if possible, identify “best practices”.

In this section, we begin with a discussion of what is meant by the term “governance” in order to develop a

shared understanding of this term that we use throughout our report. We then explore several models of stewarding organizational governance, discuss best and promising practices, provide a summary of eight governance best practices and four attributes of high performance organizations, and compare ICOM’s practices against these. We highlight aspects within ICOM related to the four factors that directly contributed to ICOM’s governance crisis and to the ongoing organizational challenges that enabled them.

Finally, we take a high level look at how ICOM compares to six international associations (three in cultural heritage and three in sectors outside cultural heritage).

R O A D M A P	Governance
	• About
	Best Practices
	• What Are They
	• 8 Governance Best Practices
	• 4 Attributes of High Performance Organizations
	Industry Peers

WHAT IS GOVERNANCE?

There is no single definition or model of “governance.” Governance is a system and its processes, not a single activity. It can look different in different contexts. For this reason, any discussion about governance must begin with clarifying what we mean when we use the word “governance.”

UNESCO describes governance as follows:

Governance has been defined to refer to structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation. Governance also represents the norms, values and rules of the game through which public affairs are managed in a manner that is transparent, participatory, inclusive and responsive. Governance therefore can be subtle and may not be easily observable. In a broad sense, governance is about the culture and institutional environment in which citizens and stakeholders interact among themselves and participate in public affairs. It is more than the organs of the government.

Because UNESCO’s description focuses on governance within the context of governmental bodies, we look for further context on organizational governance in the non-governmental sector.

ISO 26000¹, the international standard on social responsibility, defines organizational governance as “*a system by which an organization makes and implements decisions in pursuit of its objectives.*” Further, it explains that governance systems include the management processes designed to deliver

on performance objectives while considering stakeholder interests. ISO² defines stakeholders as an “individual or group that has an interest in any decision or activity of an organization.”

According to the Association Forum³ practice statement on Association Strategic Governance, “association governance is the developmental and operational oversight function that ‘exists to identify and achieve the organizational mission, goals and strategic outcomes.’”

We propose that for the purposes of this review, governance means *the control of the organization - specifically, the policies, practices, and guiding principles by which decisions are made, communicated, and implemented.*

We believe good governance in a non-profit, non-governmental context is about more than just the structures and policies codified in an organization’s statutes and rules; it must reflect shared values and norms about how those in control behave in the best interest of the organization’s mission and strategic objectives.

¹ ISO 26000 is the international standard on social responsibility. It is based on seven principles: accountability, transparency, ethical behaviour, respect for stakeholder interests, respect for the rule of law, respect for international norms of behaviour, and respect for human rights.

² ISO is an independent, non-governmental international organization, headquartered in Geneva, Switzerland, with a membership of 166 national standards bodies.

³ Based in Chicago, Illinois, USA, Association Forum was the first “association of associations”. It is a local nonprofit with 44,000 association professional members, and in the US, is often looked to as an association industry leader

STEWARDED ORGANIZATIONAL GOVERNANCE

Just as there is no single definition of governance, there is no single way that organizations steward governance. Sometimes it falls to an officer of the organization, the board as a whole, or is shared among the board and other elected members of an association. Problems arise when no one has a clear directive for monitoring the organization's overall governance. One common mechanism for doing this is by appointing a standing governance committee.

What does a governance committee do?

In some instances governance committees are standing bodies with a broad, ongoing scope to monitor and understand best practices in good governance, bring them into context for the organization, and make regular recommendations for improvement. In other instances these are bodies with a time-bound and explicit directive to address a particular governance issue or to conduct a review of bylaws, statutes, or rules. In nonprofit corporations without members, governance committees are often focused specifically on the board, including recruitment and nominations, training and orientation, board self-assessment, continuing education, and board management. In member-driven associations, they tend to look more broadly across the governance structure, including the board, legislative body, and volunteer leadership.

A Few Examples:

IEEE ComSoc Governance Standing Committee

IEEE ComSoc is an independent society of the Institute of Electrical and Electronics Engineers with over 200 chapters in 142 countries, comprising 24,000 members.

“This Committee is responsible for all matters related to Society Governance, including but not limited to: reviewing any proposed amendment to Society Governance documents (Constitution, Bylaws, Policies and Procedures) prior to its discussion in the Board of Governors (BoG); crafting amendments to Society Governance documents that result from actions of the BoG; establishing Society-wide Governance best practices and overseeing their application across all Councils, Boards, and Committees; upon request or when needed proposing changes to existing Society Governance documents with the goal of keeping them current and consistent; and serving as an interpretive committee on Governance issues.”

FINRA Nominating and Governance Committee

FINRA is a US-government authorized nonprofit that oversees 624,000 US financial investment broker-dealers.

“The Nominating and Governance Committee is responsible for nominating persons for appointment or election to the FINRA Board, as well as nominating persons to fill vacancies in appointed or elected governor seats on the Board. The Committee also nominates Industry and Public members for positions on FINRA's National Adjudicatory Council.

The Committee is responsible for periodically reviewing and recommending changes to standing committee charters and, in consultation with the CEO, nominates the members and chairs of each standing committee of the Board. Also in consultation with the CEO, the Committee develops and recommends to the Board guidelines for effective corporate governance. In addition, the Committee reviews and approves appointments to each of FINRA's advisory committees and changes to the advisory committee enabling resolutions.”

AN INTRODUCTION TO BEST PRACTICES

An overview of how we arrived at the best practices we believe are most relevant to ICOM.

Defining our terms: A “best practice” means a practice that is widely accepted within a particular industry as the most appropriate or effective. We focus here on governance best practices and highlight, where possible, emerging and promising practices relevant to our findings. By “emerging best practices” we mean practices that are not yet widely adopted but that are being observed in high performance organizations and capturing the attention of governance experts. Lastly, by “high performance organization” we mean organizations that succeed at delivering on their missions sustainably over time, with better results than their peers.

We arrived at eight governance practices and four organizational attributes we believe are most relevant to ICOM based on an analysis of a wide body of literature, including: ***What is the Future of NGO Governance? Research Report***. Centre For Social Impact. New Zealand, 2019; ***Eight Key Effective Corporate Governance Practices***. Price Waterhouse Cooper. Republic of Ireland, 2020; ***Effective Governance Practices for Current and Future Success***. American Society of Association Executives (ASAE) Foundation. United States, 2017; and ***The Role of Transparency in Association Governance***. Association Management Center. United States, 2016. We additionally reviewed numerous reports, presentations, and blog posts on high performance organizations from the global consulting and research firms The Bridgespan Group, Boston Consulting Group, and McKinsey.

We sought to apply a global lens to our analysis, meaning we specifically looked for insights about cultural differences that can come into play with each of these

practices. *Understanding* how cultural differences can impact ideas about governance is just one step; *deciding how to adapt* practices to reflect these differences is a continual process for global organizations like ICOM.

To assist us in identifying differences, we reviewed the ***G20/OECD Principles of Corporate Governance*** together with the ***OECD Corporate Governance Factbook 2021*** which compares the implementation of these principles across 50 jurisdictions around the globe. *While these principles overall are aimed at the for-profit sector, three of the six principles overlap importantly with governance in the non-profit sector: the role of stakeholders, disclosure and transparency, and the responsibilities of the board.*

We additionally reviewed two articles by Harvard Business Review: ***When Culture Doesn't Translate*** (2015), and ***How Corporate Cultures Differ Around the World*** (2020), and compared 12 national profiles on **GlobeSmart**, a research-based cultural intelligence training tool developed by Aperian Global (a commercial firm with which we have no affiliation) from a statistically validated cultural inventory of work styles across five dimensions of culture.

On the next two slides, we profile eight important governance best practices and four organizational attributes of high-performance organizations and analyze ICOM against them.

GOVERNANCE BEST PRACTICES (1 THROUGH 4)

PRACTICE			ICOM
1	Clearly defined roles and responsibilities	Best Practice	ICOM's Statutes and Rules include descriptions of governance roles and responsibilities. However, we found the existing descriptions are not well understood or sufficient to address the ongoing organizational issues that contributed to the crisis. In particular, 1) there is not a well codified explanation of ICOM's view of its President and Director General in relation to each other, and the working relationship that is expected between the people filling these roles; and 2) there is not well documented and understood explanation of the fiduciary duties and liabilities unique to the President and EB members. <i>Fiduciary duties are a legal construct and usually include the duties of care, loyalty, and obedience. However, there are nuanced differences between legal systems which make this area rife for cultural misunderstanding if not discussed openly.</i>
2	Accountability to and engagement with stakeholders	Best Practice	Meetings (ordinary and extraordinary) of the General Assembly are the primary mechanism for stakeholder engagement in ICOM. We found that ICOM has well maintained systems for following the formalities of these meetings, but under-developed practices related to more frequent, real-time, multi-directional engagement that can lead to a deeper understanding of member concerns and needs.
3	Governance documentation that is clear, up to date (3-5 years), and a reliable source for understanding decision-making	Best Practice	ICOM updates its statutes and rules periodically, and currently a Working Group on Statutes and Rules has been convened to conduct a new review. We found the WGSR mandate well documented and useful. However, we did not find any explicit direction in the mandate around cultural diversity in the composition of the working group. <i>There can be big differences in cultural attitudes about the role of rules - as one example, research shows that African organizations might tend toward substantial flexibility, whereas Eastern European and Middle Eastern organizations might tend toward stability and authority. We found a strong desire on the part of ICOM members for its governance rules to reflect a broader set of cultural ideas and values than those currently represented. The composition of WGSR is one area where this could be addressed.</i>
4	Well documented policies, processes, and procedures that are easy to find, clear to understand, and contextualized for real-world application	Best Practice	Not all answers can be found in the written rules. Whereas statutes and rules serve as guides and guardrails, written policies, processes, and procedures help bring the rules to life and make it easy for people to do their best work. We found that many of ICOM's policies are documented, but are not necessarily easy to find, understand, and follow. Additionally, we found a strong perception that ICOM at times relies too heavily on rules rather than demonstrating flexibility when it comes to applying the rules to real-world situations.

GOVERNANCE BEST PRACTICES (5 THROUGH 8)

PRACTICE			ICOM
5	Effective board reporting, meaning that the information that comes to the board is reliable, understandable, consistent, and responsive to the board's inquiry	Best Practice	The ICOM Internal Rules specify the basics of committee reporting (working groups report to the President and EB; standing committees report annually to the EB; and SAREC has additional reporting requirements to the DG). Interviewees we talked with who have had responsibility for delivering or receiving these reports told us that reports felt formal and one-directional, and were not always helpful to assist decision-making. In our experience, it is common for membership associations to struggle with calibrating the frequency and level of reporting such that the process is mutually beneficial to volunteers and to leaders.
6	Transparency in board decision-making, characterized by clear and open communication	Best Practice	A call for transparency is the most dominant theme from our review. What this might look like in practice will be influenced greatly by cultural ideas about governance and people's experiences with different practices around the globe. However, we found that people currently, strongly do not believe ICOM practices transparency in board decision-making or provides clear and open communications. One specific request we heard was for board meeting minutes to disclose not only board decisions but how each director votes; however, we found that this practice is extremely rare (only one of 50 jurisdictions compared by OECD requires disclosure of director votes, and none of the international cultural heritage associations we looked at disclose director votes), and in some jurisdictions this practice is explicitly considered to be a breach of the board's fiduciary duties. <i>We note that ICOM has made some important improvements to what it publishes related to its meetings, and strongly encourage ICOM to build on these improvements with the recommendations in Part Three of this report.</i>
7	Routine director training and board self-evaluations	Best Practice	We found that ICOM does not have – and would benefit from - an orientation for EB members and committee chairs, regular governance trainings, and, for the EB members, self-evaluation such as post meeting and/or annual surveys.
8	A focus on diversity	Emerging Best Practice	ICOM's stakeholders want to see it leverage and reflect the rich diversity of its global membership. We found four practices at ICOM that might be creating barriers to achieving more diversity in leadership: (1) statutes do not include any specificity related to diverse composition of decision-making bodies (such as allocated seats by geographic representation); (2) rules for covering board travel expenses appear to be needs-based, subjectively determined, and not well understood; (3) there are no gaps in terms between leadership positions (which can help create openings in leadership and mitigate the problem of a limited number of people retaining control); and (4) no formal program for recruiting and developing future leaders.

ATTRIBUTES OF HIGH PERFORMANCE ORGANIZATIONS

ATTRIBUTE		ICOM
1	A culture of openness to feedback	Within ICOM, we observed some strong tendencies toward openness to feedback <i>at an individual level</i> , but that this individual openness does not yet translate to a widespread, noticeable <i>culture</i> of openness to feedback (at the leadership level of the organization which was the focus of our review). Research shows this is an area where cultural differences can lead to misunderstandings within an organization. For example, whether one leans toward personal independence (as research shows might be more common in Western Europe and the Americas) or interdependence (as might be more common in Asia and Oceania) can greatly influence ideas and preferences around feedback. What one leader may perceive as common sense, another may perceive it as excessive or unnecessary. Open dialogue about the value and role of feedback in association governance and what this should look like in practice can help identify ideas to test and implement.
2	A focus on problem-solving, innovation, and execution that results in satisfying stakeholder needs	Bureaucracy stifles innovation by slowing down the process of solving problems and responding to opportunities, and by demotivating creative problem-solvers. Yet, “ <i>bureaucratic</i> ” was one of the most frequent words interviewees used to describe ICOM’s challenges. What one person described as a “ <i>culture of obstruction</i> ” transcends any specific person at ICOM today and instead, reflects a pervasive characteristic at both the leadership and operational levels. ICOM can shift this orientation with a dedicated, long-term focus on, and commitment to, learning, understanding, and satisfying member needs; by developing a tolerance for risk and failure; and by rewarding problem-solving behaviors.
3	Organizational capacity for change, particularly large-scale change	Organizational capacity for change is about the ability to predict, prepare for, and lead through new environments, uncertainty, and even conflict. The museum definition process and the COVID-19 pandemic presented ICOM two significant tests of this capacity - and ICOM responded with mixed results. While ICOM leadership made quick adaptations in the face of the pandemic (such as moving meetings online and designing a hybrid conference), it stumbled greatly with the museum definition process - which reveals a need both to stress test ICOM’s governance (for example, is the board able to take all input equitably or is it vulnerable to unequal influence) and to find shared agreement about the board’s role in leading the discussion around a new definition. At the operational level, ICOM may benefit from adopting principles of change management in the post-COVID and new-definition eras.
4	Agility, particularly in responding to emerging needs and opportunities	While opportunities for large-scale change (like changing the global definition of a museum) are rare, opportunities for small, cumulative change happen all the time (like making an exception to a rule based on an agreed-upon principle, or approving a request from a committee to do something new). The large-scale opportunities for change require action at a governance level, whereas the small-scale opportunities require permission to act <i>with agility</i> at the operational level. We observe that the high-rates of turnover at the Secretariat and persistent tensions between the President and the Director General create an environment where staff rarely have the trust, resources, or capacity to practice agility – which, over time, is detrimental to becoming a high-performance organization. This can be improved with increasing stability within the DG role coupled with an explicit commitment to develop the skills of anticipating and adapting to change at the leadership and staff levels.

Three Peer International Associations – Cultural Heritage Sector

When comparing ICOM to three leading cultural heritage associations, we find: ICOM's high turnover in its chief staff role stands out as a unique challenge; the powers of the President are most similar to other French associations; and IFLA stands out for its recent updates to governance, including an intentional effort around openness and inclusiveness.

	International Council of Archives (ICA)	International Council on Monuments & Sites (ICOMOS)	International Federation of Library Associations (IFLA)
Headquarters Year Founded	Paris, France 1948	Paris, France 1965	The Hague, Netherlands 1927
Membership Structure	4 categories of membership (individual and institutional) 13 regional branches and 12 professional sections	Composed of National Committees, to which individuals and institutions apply for membership	5 categories of membership, including both institutions and associations
Membership Size	2,015 members (675 individual, 1,340 institutional)	10,675 members (membership card similar to ICOM) 102 National Committees; 29 International Committees	1,477 members (473 individual, 1,004 institution or association)
Membership Trend	Grew 43% between 2015 and 2020	Slight decline over last 5 years (mostly level over 10 years)	IFLA membership has stabilized after a period of decline
Governance Structure	General Assembly is the sovereign body. Members elect President and 2 Vice Presidents (Finance, Programmes) for a four-year term, renewable once. Executive Board is representative and meets between Assemblies.	General Assembly (GA) elects President, 5 VPs, Treasurer, Secretary General (SG), plus 12 directors to the Board. Advisory Council comprised of committee chairs makes recommendations to the Board and GA. Three year terms.	President and Treasurer elected by the members to a single 2-year term. Governing Board terms are two-year, renewable once.
Chief Staff Position	Secretary General is appointed. Powers delegated to the SG are spelled out in legal employment agreement. Current SG tenure: 4 years; (2 nd SG in 10 years).	Director General nominated by Board, appointed by President; Current DG tenure: 7 years; (2 nd DG in 10 years)	Secretary General is the chief executive officer. Current SG tenure: 5 years; (2 nd SG in 10 years)
Powers of the President	Specified in the Constitution. Powers relatively concentrated, as is common under French law.	Specified in Statutes. Powers relatively concentrated, as is common under French law.	Less specific, and relatively less concentrated, compared to the French associations
Process in the case of Presidential Vacancy	Order of succession in case of vacancy: VP Finance, then Programmes	GA elects a successor at its next meeting to fill remainder of the term	President-elect steps in as President in a vacancy
Board Election/ Composition	25-30 members. Comprised of ex-officio and specified seats. Terms are four years, renewable once.	20-members .GA elects by secret ballot, 3 year terms, renewable twice. “...chosen with regard to their competencies to direct an organisation and to ensure that the different specialisations and different regions of the world are represented ... (Statutes)	11-members, consisting of: President, President-Elect, Treasurer, three ex-officio positions and five members at large. Non-Members of the Federation may be elected as members of the Governing Board. (new GB structure as of 2021).
Board Operations	Agendas, minutes available on request only. Meeting dates easily discoverable. Unclear whether expenses covered.	<ul style="list-style-type: none"> Agenda 30 days in advance, Minutes 60 days after Expenses not covered 	Governing Board meetings are open to all members in good standing. GB member expenses are covered.
Other Relevant Notes	Statutes (Constitution) last updated in 2012. Specifies that at Assemblies, members “may pass resolutions only on matters on the agenda.”	Duties of the Board explicit in Statutes “...defend the general interest of the association and shall not represent their National or International Scientific Committees”. Adopted a “governance document” clarifying roles, Sept 2020.	Following a recent governance review, created a regional structure to improve diversity in leadership, and began new communication practices, including video statements from the President and SG on important issues.

Three International Associations – Beyond Cultural Heritage Sector

We looked at three international associations outside of cultural heritage that share a relevant attribute with ICOM: ICMA is also managing growth; ICC and ISC are also headquartered in France; ICC also has a mix of individual and institutional members; all three play some role in establishing international standards. As with the cultural heritage associations, all three of these organizations have had more stability in the role of their chief staff position. Board practices vary, and may change post-COVID.

	International City/County Management Association (ICMA)	International Chamber of Commerce (ICC)	International Science Council (ISC)
Headquarters	Washington DC, USA	Paris France,	Paris, France
Year Founded	1914	1919	2018, from merger of ICS (1931) and ISSC (1952)
Membership Structure	A professional membership association	An industry association, comprised of individuals and institutions. Largest arbitration organization; forum to resolve business disputes.	A federation model (association of organizations)
Membership Size	13,106 members (plus 36 international and 46 state affiliates)	45 million members who join either through their affiliation with an ICC group (such as one of 100+ National Committees) or directly	200+ international natural and social science associations and unions
Membership Trend	37% increase between 2015 and 2020.	We found anecdotal information only, suggesting growth.	Given the 2018 merger, not enough data points to assess trend.
Governance Structure	A nonprofit corporation, the duties of the Executive Board (EB) and rights of members are spelled out in the ICMA Constitution (its bylaws). EB elects the President to a one year term.	World Council is the supreme governing body; elects officers including the Chair and Vice-Chair to two-year terms. Executive Board provides strategic direction. Chair serves one, 2-year term..	General Assembly elects the 6 Officers and 10 ordinary members of the Governing Board., which is then supported by the Secretariat. Officers serve one, three-year term.
Chief Staff Position	Executive Director, appointed by the EB. Current ED tenure: 6 years; previous ED, 14 years. ED is also an Officer (Sec/Treasurer).	Secretary General is appointed by the World Council upon recommendation by the EB. Current tenure: 3 years. 3 rd SG in 10 .	Chief Executive Officer is appointed by the Governing Board on non-binding recommendation of Officers. ISC has had one CEO who served 8 years as the CEO of one of the predecessor organizations.
Powers of the President	Outlined in Constitution. Less concentrated than French associations.	Chair's powers are concentrated as is common under French law, except that the Chair does not appoint the Secretary General.	Relative to other French associations, ISC has concentrated less power in its President, and delegated more power to its CEO
Process in case of Presidential Vacancy	President-elect fills remainder of the term	First Vice Chair, then successive Vice Chairs, fill remainder of term.	President-elect fills remainder of term.
Board Election/Composition	21-member board. Includes representative seats elected by district. Two year terms.	28-members, including both ex officio and elected members. Three year terms.	16-members. 3-year terms, renewable once (except that someone can serve 2 terms as an ordinary member and then as an officer).
Board Operation	Meeting dates are published, and meeting minutes and highlights are reported out in a member newsletter. ICMA pays for almost all travel obligations of board members	Agendas and reports are not easily discoverable. Unclear whether expenses are covered.	Meetings, generally, are announced and are open. Unclear whether expenses are covered.
Other Relevant Notes	Adopted a Code of Conduct and ICMA Way, codifying core values to guide the Executive Board and management (ethical, leadership, accountable, transparent, respectful, collaborative, disciplined). Member hotline to report fraud, waste, abuse	The EB aims to make decisions by consensus. When consensus can not be reached, a two-thirds majority vote is required to make a decision. In 2012, began an intentional shift toward more global representation in leadership and now has specific diversity metrics.	ISC Statutes state that all members of the Governing Board serve in their individual capacity (not in a representative capacity).

Part Three

Preliminary Recommendations

PART THREE | OVERVIEW

In this section, we provide a summary of our **preliminary recommendations** for improving ICOM’s governance based on our findings of the factors that contributed to the crisis and the ongoing organizational challenges that enabled those factors, and on our analysis of ICOM’s governance against industry best practices. (Note: Some of the recommendations here are repeated from previous parts of this report.) To assist in cross-referencing our ideas against those contributed by otters, we have included a summary of member responses from the 2021 Strategic Planning survey and a summary of board’s decisions resulting from its own Internal Review.

What Happens Next?

The recommendations here in Part Three of this draft report are **preliminary**. They are based on our best understanding at this time, informed by the review we have conducted so far. *They do not yet incorporate feedback and input from ICOM’s members which will happen in the next stage.*

After sharing these recommendations with the Advisory Council in mid-November 2021 we will ask committee chairs to engage their members in discussion of these recommendations between November 2021 and January 2022. In February 2022, we will host a series of roundtable discussions with committee chairs to hear feedback on our findings and preliminary recommendations. In March 2022 we will synthesize this input into a final report with final recommendations. This final report will include an overview of statutory and legal considerations for implementing the final recommendations. We will deliver the final report to the Executive Board in April 2022 and share it simultaneously with the Advisory Council.

Throughout the next two months, we will provide a mechanism for reporting any factual mistakes, misunderstandings or critical omissions we may have made in this preliminary draft report.

	Preliminary Recommendations
R	Other Ideas
O	
A	2021 Strategic Planning Survey
D	– Governance Responses
M	
A	Decisions from the Executive
P	Board Internal Review

PRELIMINARY RECOMMENDATIONS

Our primary **preliminary recommendations** directly address the **four factors** we believe contributed significantly to the 2020 governance resignations and resulting crisis. Adopting these recommendations – while continuing with the commitments made as a result of the Executive Board’s Internal Review - could help prevent a repeat of the crisis.

FACTOR	PRELIMINARY RECOMMENDATIONS
Unclear governance and changing oversight on the part of the Executive Board	<ul style="list-style-type: none"> • Conduct a board orientation at the start of each new three-year term, followed by annual training on salient governance or leadership issues. At a minimum, these trainings should include information, context, and a forum to discuss and find a shared understanding of fiduciary duties, roles and responsibilities. • At each new board orientation, discuss, revisit, improve, and adopt the board’s Code of Conduct so that it serves as a living agreement (rather than a legacy document) that grounds and guides the board’s work. • Institute board self-evaluation mechanisms, such as post meeting and/or annual surveys. • Ensure there is a written charter for every standing committee, following the same form, and create and manage a regular schedule for reviewing these charters. • Ensure there is shared understanding among and between the board members and the standing committee members about the roles and responsibilities of both with respect to the work of the committee.
Poor and unresponsive communications	<ul style="list-style-type: none"> • Engage in a board-level discussion about how to make the board’s work more transparent, such as sharing agendas in advance of meetings and producing timely minutes that reflect key points of discussion and rationale for decisions. At a minimum, the ICOM board should communicate openly what decisions it will make and what input it will consider in making those decisions; produce agendas that demonstrate strategic prioritization of matters; and, report out through minutes that a) reflect the key points of discussion, b) decisions made and the rationale for the decisions, and c) agreed actions, including a record of any delegated authority to act on behalf of the organization. • Implement more frequent, real-time, multi-directional engagement between leadership and membership. Examples: annual membership satisfaction surveys; regularly scheduled forums for open dialogue with ICOM leaders (such as virtual town halls); and continuing to improve upon the new practices of regular, less formal reports from the President and the EB. • Set and manage a few key performance indicators around communications; track and use this data to drive improvement. Examples: days to publish minutes from governance meetings; response time to written requests from committees; response from membership surveys, etc.
Institutional and cultural resistance to change	<ul style="list-style-type: none"> • Commit to improving trust between leadership and membership through improved communications and accountability. Measure membership trust through the annual membership satisfaction survey. <i>Trust in leadership is a necessary foundation for organizational capacity to change.</i> • Develop the skills for large-scale change by starting small: Look for regular opportunities to adjust behaviors at the governance and operational level. <i>Developing organizational capacity for change takes commitment, time, and practice.</i>
Lack of preparation and foresight by the Executive Board	<ul style="list-style-type: none"> • Revisit the EB meeting agenda format to ensure it prioritizes time for meaningful discussion of the most important matters. • Deliver agendas and meeting materials far enough in advance of meetings that EB members can prepare questions and points of view, and ensure materials (such as reports) highlight critical questions and concerns. • Plan a forward-looking schedule of major decisions coming before the board to assist the board in visualizing and anticipating the road ahead.

PRELIMINARY RECOMMENDATIONS (Continued)

The following **preliminary recommendations** address the **underlying organizational challenges** that enabled the issues that contributed to the crisis. Adopting these recommendations - while continuing with the commitments made as a result of the Executive Board's Internal Review - could help restore member trust and confidence.

CHALLENGE	PRELIMINARY RECOMMENDATIONS
Insufficient diversity at the leadership level	<ul style="list-style-type: none">• Through an inclusive process of engagement, adopt a plan of action to increase diversity in ICOM's leadership. In the plan, outline what it means for ICOM to be a truly global and inclusive organization, to move from a Eurocentric-orientation to a global orientation; what the member-identified barriers are to achieving this vision of inclusion, and a timeline for action to address these barriers.• Consider these four practices: (1) as a matter of practice, pay travel expenses for board meetings (consistent with French law which has specific requirements around director compensation); (2) establish criteria for board seats that help ensure a mix of skills, geographic representation and experience levels; (3) institute gaps between leadership positions so leaders do not cycle continuously from role to role without creating room for new leaders; and (4) establish a program for recruiting and developing future leaders.
Inflexible and bureaucratic structures and decision-making processes	<ul style="list-style-type: none">• Similar to developing organizational capacity for change, developing a culture of problem-solving and innovation will take commitment, time, and practice. Begin with a board-level discussion about what it means to be a bureaucratic organization versus an adaptive and agile organization. Identify the risks, benefits, and trade-off's of committing to developing aptitude of <i>agility</i>.• Then, identify and commit to addressing 1-2 governance and operational areas where habits of rigidity might be counter to a larger organizational value or strategic objective. <i>One example: identify situations in which a standing committee should elevate a decision to the EB for a possible exception to a rule.</i> Institute this practice on a regular basis.• Add an annual Advisory Council meeting that is specifically for seeking and addressing concerns and ideas from committees.
Outdated structures and systems that have failed to keep pace with ICOM's growth and member needs	<ul style="list-style-type: none">• Engage members to identify and prioritize areas where ICOM can better meet member needs. Create an actionable plan to address one to two of the high-priority needs every year or during a reasonable time period.• For example, ICOM consider prioritizing applying time, staffing, and budget for the member database and website if members agree that these are two high-priority needs. Institute a reporting process to share progress on meeting the high-priority needs regularly to the Advisory Council.• Annual and periodic workshops for committee chairs and volunteers to explore policies and procedures can serve both to foster better understanding of the policies and procedures, and to help identify ideas and issues that can make them more current, effective and useful
Power struggles persist at the highest levels of ICOM	<ul style="list-style-type: none">• Codify job descriptions for the President and DG. Include expectations about the working relationship between them.• Just as there is a clear process for choosing a President, there should be a clear, documented process for selecting a DG when there is a vacancy. Evaluate – in advance of an vacancy – the benefits and risks to ICOM of hiring directly from the Executive Board and get a shared agreement about the experience, skills, and characteristics needed to be successful in the role of Director General.• Re-imagine the annual review: Consider a process for an annual review that is mutually beneficial to the EB and the DG, and that engages EB members in providing observations and insights that would be helpful to the working relationship of the President and the DG, without coming into conflict with French employment law.

OTHER IDEAS

In addition to our preliminary recommendations addressing the issues that most significantly contributed to the crisis and the ongoing organizational challenges that enabled them, we believe the following ideas could help ICOM move into an era of greater trust with its members and volunteers.

Institute a period of “Radical Openness and Transparency” about what happened before and during the time of the resignations. By far, what ICOM members want more than anything else from ICOM leadership right now is openness and transparency. Effective transparency will require open dialog between ICOM leaders, and committee chairs and others who have questions that have not been answered. ICOM leaders must first address the concerns about these past events first before they can focus on what to do differently in the future. To start, we believe our findings of “What Happened” can be used to start a conversation about what transpired, why it transpired and what lessons have been learned.

While openness and transparency can look differently to people with different experiences, we suggest at a minimum the following actions:

1. Schedule and conduct regular (quarterly) dialogs between ICOM leaders, and committee chairs and other concerned members. Solicit member input to develop a topic for each meeting (e.g. “The selling of the ICOM offices,” etc.) and ensure that sufficient time is allocated to foster productive dialog and answer questions.
2. Convene an Advisory Council meeting to discuss the findings from our Final Report. Dedicate a significant portion of the time at that meeting to taking and responding to questions and ideas. *Communicate back to the Advisory Board any decisions the EB makes to act on the recommendations.*
3. Add a town hall type forum to the 2022 Conference at Prague for discussion of lessons from the crisis, and the board’s actions on the recommendations.
4. Ahead of Advisory Council meetings, put out an open call for questions from committees that can be addressed at the meeting

Address the Confusion around French Law: Throughout our review, we found consistent confusion about the role of French law in many aspects of ICOM’s governance. The following ideas can help ICOM navigate ongoing questions related to being a global organization that is currently organized under and subject to French law.

1. Consider creating a non-voting ‘General Counsel’ position to the Executive Board to advise the President and the EB. This person should have executive-level experience with both French and international associations law, be a member of the Paris bar, and be a resource to LEAC and the Secretariat.
2. Under the guidance of such counsel, establish a legal framework for evaluating ICOM’s strategic priorities against French law conflicts. This guidance can be used to help inform decisions as well as determine if and how French law might be preventing ICOM from effectively serving as a global organization and options to mitigate this.
3. Create a webinar and develop other learning opportunities for all elected leaders (ie, committee chairs) to discuss and learn about French law implications in their work.

Strengthen Institutional Memory We also found there were different understandings of past actions ICOM has taken related to governance, such as when and why ICOM made the change from Secretary General to Director General. The following ideas can help ensure ICOM has a reliable institutional archive that can be helpful in planning future action:

1. Create a position of official ‘ICOM Historian’ – a role that is responsible for documenting and maintaining an archive of significant governance-related decisions and actions, and who can be called on by the General Assembly, the Advisory Council, or the Executive Board to provide historic context and information.
2. Involve the ICOM Historian in the board orientation every three years to ensure incoming board members have historical context for their work on the Executive Board.

STRATEGIES TO IMPROVE GOVERNANCE – Responses to the Strategic Planning Survey

What the survey asked		ESSENTIAL	VERY IMPORTANT	IMPORTANT	LESS IMPORTANT	NOT IMPORTANT AT ALL	TOTAL
<p>SECTION 3: HOW CAN ICOM IMPROVE? To remain relevant, every organisation must regularly consider improvements to its practice. In this section we invite you to consider 6 aspects of ICOM's work and to give your opinion on how to best improve these areas so that the Association can build towards maximum effectiveness by 2028.</p> <p>A. Governance Good governance requires structures, processes and practices that ensure accountability, transparency, responsiveness, and inclusiveness. What are the most important strategies for ICOM to adopt to improve its governance? (Select one answer for each strategy).</p>	Ensure that Executive Board reports to the membership regarding strategic decision-making are transparent, accessible and regular.	48.59% 415	34.07% 291	16.16% 138	1.17% 10	0.00% 0	854
	Explore areas where National and International Committees can be more involved in ICOM's decision-making processes.	41.20% 349	37.90% 321	17.71% 150	2.60% 22	0.59% 5	847
	Revise the selection processes for Standing Committees and Working Groups to better reflect membership diversity and increase the representation of National and International Committees.	32.84% 267	34.93% 284	25.46% 207	6.27% 51	0.49% 4	813
	Clarify the criteria and processes for appointing chairs of Standing Committees and Working Groups.	32.12% 264	34.67% 285	24.82% 204	7.06% 58	1.34% 11	822
	Review the process for electing Executive Board members and Chairs of National and International Committees to conform with standards of best practice.	28.24% 231	36.19% 296	24.33% 199	10.15% 83	1.10% 9	818
	Develop leadership training for all elected members of Boards and Committees.	26.55% 223	35.00% 294	25.12% 211	10.95% 92	2.38% 20	840
	Develop a transparent risk assessment process to assess the potential value of new projects for use by the Executive Board and Secretariat.	23.55% 195	32.85% 272	31.40% 260	10.63% 88	1.57% 13	828

Q19. Is there one other thing that would improve ICOM's governance? (126 responses)

THEME	SELECT COMMENTS
Improve member relations, participation and engagement (30)	<ul style="list-style-type: none"> Facilitate free student memberships. Establishment of youth and student commissions. More youth representation on committees. Offer youth scholarship opportunities. Develop funding streams to support members whose employers cannot pay travel costs. Improve accessibility for all international committee members to participate through the use of technology. Develop strategies to support the engagement of colleagues from non-first world countries. Create channels for proposals and ideas to be shared with the ICOM Exec Board and Chairs. Create a Professional Ethics Committee. Involve more international decision-making representation within ICOM. Improve the currently perceived inequity between NCs and ICs in terms of contribution towards membership management. Involve past ICOM members who have held key positions to be involved with present/future boards. Invite Honorary Members as part of an Advisory Board alongside the ICOM Board. ICOM does not make use of their experience and wisdom.
Improve transparency and clarity (20)	<ul style="list-style-type: none"> It feels clique-ish and not open. It needs to be more open. Make Executive Board work more transparent. Transparency over elections, voting system and highlighting that all are entitled to attend meetings. Provide clarity of the differences between the role of SCs, WGs and some of the ICs to the membership. Be more open. Examples include the 'move' (Paris?) and the process regarding how to become a member of an international committee. Transparency regarding the use of finances and the processes involved in hiring people needs to be transparent and open to all members, especially for the position of Director. Publish the expense claims of all Executive Board members. Ensure that decisions of the board of directors are regularly disclosed in a transparent and accessible manner.
Better leadership and accountability (11)	<ul style="list-style-type: none"> Elected officials are the guarantors of ICOM's democracy. President should have no unilateral powers, equal to all board members, and the board should speak with one voice, clarify President, ED and board member roles. ICOM must cultivate leaders based on knowledge and performance and encourage diversity of thought and opinion. To be less hierarchical. Take greater account of national committees. Invest in upcoming leaders. Besides professional qualifications, it is important to ensure that all board members are committed and active. A radical, socially focussed mission that the individual members of the Executive Board must publicly commit to deliver and be accountable for their actions.
Provide better governance and/or support (9) Less bureaucracy (8). Improve decision-making processes (7). Promote gender and cultural diversity of membership (7). Standardise methods and processes (6). Improve the level of communication to the membership body (4). Develop centralised reporting and information databases (4).	

DECISIONS FROM THE INTERNAL REVIEW

The ICOM Executive Board conducted an Internal Review immediately after the 2020 governance resignations, and adopted a set of actions, which are summarized here.

EB Meetings	<ul style="list-style-type: none">• meet 4 x per year – twice face to face and twice virtually• meeting papers distributed a week in advance• prioritise agendas• disciplined meeting procedures –focus on topic, keep to allocated time, aim for decisions
EB Mtg Minutes	<ul style="list-style-type: none">• use results-based minutes model• draft to EB a week after the meeting• published on ICOM website in Members’ section as soon as EB approval is given
Standing Committees	<ul style="list-style-type: none">• revise the criteria for the formation of Standing Committees• establish clear mandate for each SC and provide reasonable resources and support to conduct work• make clear to the Standing Committees the role of the EB to assess, evaluate and supervise their work according to the given mandate• clarify role of EB reps on SCs• clarify criteria for SC appointments and democratise membership.
Communication	<ul style="list-style-type: none">• develop an EB Communication Policy to ensure regular contact with membership, share the work of the EB and encourage an on- going, two-way dialogue• explore opportunities for NCs, ICs and other ICOM Committees to network and exchange ideas at the GA and between meetings of the GA• regularly invite the spokespersons of the NCs and the ICs to the EB meetings
EB and Secretariat	<ul style="list-style-type: none">• formalise annual performance reviews for DG which model best practice and provide a supportive forum for mutual problem- solving• establish a working group to examine the working relationship between the President and the DG with a view to clarifying boundaries and building a more harmonious working culture
Develop a Code of Conduct	<ul style="list-style-type: none">• which looks again at the principles of Article 9 of the ICOM R&R• considers a separate confidentiality agreement• addresses the responsibilities of the President and Bureau as well as the Ordinary Members particularly with regard to loyalty, confidentiality and the necessity of bringing issues of conflict to the EB for resolution.

Appendices

- Reviewed Documents
- Interviewees

APPENDIX ONE: REVIEWED DOCUMENTS

EXECUTIVE BOARD RECORDS

Confidential and/or Published Minutes:

- 155th Session, 20 & 21 May 2021
- 154th Session, 22 April 2021
- 153rd Session, 22 February 2021
- 152nd Session, 14 & 15 December 2020
- 151st Session, 30 October 2020
- 150th Session, 18 September 2020
- 149th Session, 27 July 2020
- 148th Session, 16 July 2020
- 147th Session, 3 July 2020
- 146th Session, 20 June 2020
- 145th Session, 16 June 2020
- Extraordinary Executive Board Meeting, 5 June 2020
- 144th Session, 19 & 26 May 2020
- 143rd Session, 28 April 2020
- 142nd Session, 31 March & 7 April 2020
- 141st Session, 9 & 10 December 2019
- 140th Session, 30 & 31 August 2019 (Kyoto)
- 139th Session, 21 & 22 July 2019
- 138th Session, 9-11 December 2018

Meeting Related Reports:

- 155th Meeting, Code of Conduct and Conflict of Interest Report, 20 & 21 May 2021
- 153rd Meeting, Update on Working Group on Statutes and Rules Report, 22 February 2021
- 152nd Meeting, Code of Conduct Report, 14-15 December 2020
- 142nd Meeting Report on MDPP2, 31 March 2020
- 129th Meeting Final Report from the Working Group on ICOM Membership Processes, 31 May & 1 June 2014

ADVISORY COUNCIL RECORDS

Advisory Council Meeting Minutes:

- 87th Session, 24 July 2020
- 86th Session, 7 September 2019
- 85th Session, 1 September 2019
- 84th Session, 7 June 2018
- 82nd Session, 9 July 2016
- 81st Session, 3 July 2016
- 80th Session, 2 & 3 June 2015
- 79th Session, 3 & 4 June 2014
- 78th Session, 17 August 2013
- 77th Session, 11 August 2013

Meeting Related Reports:

- Working Documents, 22 July 2021
- 87th Session, Written Response to Questions from the Floor, 24 July 2020
- 85th Session Strategic Plan Committee Presentation, 1 September 2019

FINANCIAL DOCUMENTS

Financial Statements: Years, 2020, 2019, 2018, 2017, 2016

Management Report on Financial Statements and Discharge:

18 June 2021, 24 July 2020, 7 September 2019, 8 June 2018, 9 June 2017

Initial Budgets: December 2019, December 2018, December 2017, December 2016, December 2015

Revised Budgets: December 2020, December 2019, December 2018, December 2017, December 2016, July 2016

GENERAL ASSEMBLY RECORDS

Extraordinary General Assembly Meeting Minutes:

- 35th Session, 24 July 2020
- 34th Session Audio, 7 September 2019 (Kyoto)
- 25th Session, 9 June 2017
- 24th Session, 9 July 2016

General Assembly Meeting Minutes:

- 35th Session, 24 July 2020
- 34th Session Audio, 7 September 2019 (Kyoto)
- 33rd Session, 8 June 2018
- 32nd Session, 9 June 2017
- 31st Session, Adopted Resolutions, 2016
- 30th Session, 3 June 2015
- 29th Session, 4 June 2014
- 28th Session, Adopted Resolutions, 2013
- 27th Session, 6 June 2012
- 26th Session, 8 June 2011
- 25th Session, 12 November 2010
- 24th Session, 9 June 2009

ICOM MEMBERSHIP

- Call for Dues, 2022
- Call for Dues, 2021
- Membership Annual Report, 2020
- Membership Annual Report, 2019
- Membership Annual Report, 2018
- Membership Annual Report, 2017

APPENDIX ONE: REVIEWED DOCUMENTS (CONTINUED)

RESIGNATION RECORDS

Resignation Letters:

- Kristiane Strætkvern, 14 November 2020
- Emma Nardi, 24 July 2020
- Hilda Abreu de Utermohlen, 20 June 2020
- Suay Aksoy, 19 June 2020
- Rachelle Brown, 14 August 2019
- Rina E. Pantalony, 7 July 2019
- Léontine Meijer-Van Mensch
- Statement by George Abungu, Jette Sandahl, Margaret Anderson & W. Richard West Jr. on resignation from MDPP2

Resignation Responses:

- ICOM Executive Board published response and next steps, 6 November 2020
- Statement written by Executive Board announcing the resignation of Emma Nardi to the Chairs of ICOM
- Suay Aksoy emailed response to Rina E. Pantalony, 19 July 2019
- Peter Keller emailed response to Rina E. Pantalony, 7 July 2019

Open Letters:

- Alberto Garlandini response to letter #3, 3 November 2020
- Letter #3 from 52 members of the ICOM International Committee Working Group and ICOM Chairs to the President and Executive Board and Advisory Chair, 29 October 2020
- Letter to the Executive Board regarding the Executive Board Internal Review written by George Abungu, Jette Sandahl, Margaret Anderson and W. Richard West Jr., 23 July 2020
- Letter #2 from 54 members of the ICOM International Committee Working Group and ICOM Chairs response to messages sent by the ICOM Executive Board, President, Director General, June -July 2020
- Letter #1 from 54 members of the ICOM International Committee Working Group and ICOM Chairs regarding the resignation of President Suay Aksoy, 25 June 2020

GOVERNANCE AND RELATED RECORDS

- ICOM Secretariat Workplan, 21 July 2021
- ICOM Executive Board Code of Conduct Final, May 2021
- ICOM Executive Board Code of Conduct Revised, May 2021
- ICOM Executive Board Internal Review, 16 July 2020
- Public Announcement of Alberto Garlandini as President, 21 June 2020
- ICOM EB Code of Conduct and Conflict of Interest Policy Input from the Chairs of the NCs, ICs and Ras, 30 April 2020
- 2019-2022 Executive Board Elections Brochure
- ICOM Internal Rules, Amended 9 June 2017
- ICOM Statutes, Amended 9 June 2017
- ICOM Executive Board Conflict of Interest Statement
- Input on the Executive Board Code of Conduct by IC Ethics
- ICOM Internal Committees and Regional Alliances Manual
- ICOM Organizational Structure
- List of past Presidents of ICOM

HUMAN RESOURCES RELATED RECORDS

- Letter signed by 9 ICOM entities to Alberto Garlandini regarding the workers' union notice and the sale of the ICOM offices, 23 July 2020
- Union pamphlet on ICOM work conditions and health risks, July 2020
- Working Group Final Report and Recommendations, July 2019
- Mediation Report relating to the working conditions at the ICOM General Secretariat, 2013
- Executive Summary of the ICOM Psychological Risk Assessment and Actions
- List of past Directors and Secretary Generals of ICOM

ANNUAL REPORTS

- 2019 Annual Report
- 2016 Annual Report

STRATEGIC PLANNING

- ICOM 2022-2028 Strategic Plan Timeline
- ICOM 2022-2028 Strategic Plan Membership Survey and Survey Results
- ICOM 2016-2022 Strategic Plan

ICOM REFORM TASKFORCE RECORDS

- Reform Taskforce Recommendations for Change, March 2001
- Reform Taskforce Report, April 2000
- Reform Taskforce Appeal for Feedback on a Vision of ICOM's Improved Future, February 2000

MISCELLANEOUS RECORDS

- ICOM Future of International Committees Work Group Discussion Forum Draft Invitation, 21 September 2021
- UNESCO recommendation concerning the "Protection and Promotion of Museums and Collections, their Diversity and their Role in Society", 17 November 2015
- Per B. Rekdal Memo on ICOM Governance Transparency and Secrecy, 6 October 2010
- Per B. Rekdal written comments on 117th Session of the Executive Council Internal Rules, Rules & Regulations, and Charter, 10 May 2010

APPENDIX ONE: REVIEWED DOCUMENTS (CONTINUED)

INFORMATION RELATED TO MUSEUM DEFINITION PROCESS

- Crisis Management Strategy and Reputation Rebuilding Report, 2020
- Defining Museums in the 21st Century, ICOFOM, 2020
- ICOM Webinar Presentation on Defining the Museum in Times of Change, 10 December 2020
- The Art Newspaper article “ICOM in turmoil after row over new definition of museums”, 13 August 2020
- New York Times article “What Is a Museum? A Dispute Erupts Over a New Definition”, 6 August 2020
- Request from 4 National Committees for transparent minutes from Kyoto, 18 July 2020
- Proceedings of the ICOM Committees’ Day, 10 March 2020
- ICOM Report on Museum Definitions, 2019-2020
- Museum Definition Brief, December 2019
- Document written by Per B. Rekdal regarding his analysis of museum definition, November 2019
- Document written by Francois Mariesse regarding his analysis of events that took place at Kyoto, November 2019
- PowerPoint on Museum Definition Prospects and Potentials Committee presented in Kyoto
- Proposal for continued work towards a new museum definition, September 2019
- The Australian article “Trying to Redefine Museums: a disease of our times”, 13 September 2019
- Peter Keller’s statement to the Presidents of ICOM’s committees ahead of Kyoto
- Letter from Suay Aksoy to all ICOM Members addressing time for a discussion of the museum definition, 31 August 2019
- Hyperallergic article “A New Definition of Museum Spark International Debate”, 19 August 2019
- The Art Newspaper article “What exactly is a museum? ICOM comes to blows over new definition” 19 August 2019
- Letter written by 27 National Committees and 7 International Committees requesting the postponement of the vote on the museum definition, 12 August 2019
- Documents written by Jette Sandahl “The Museum Definition as the Backbone of ICOM”, 11 July 2019

APPENDIX TWO: INTERVIEWEES

The following interviewees are listed alphabetically by first name. For each, we listed their role or roles most relevant to the reason they were interviewed, and we acknowledge this does not fully represent the depth and breadth of history many of these people have with ICOM.

- **Alberto Garlandini** - ICOM President; was the Vice President elected by the Executive Board as President upon Suay Aksoy's resignation
- **Anne-Catherine Robert-Hauglustaine** – Former ICOM Director General (2014-2017)
- **Antonio Rodriguez** – Chairman of the Board, International Committee for Exhibition Exchange, ICOM ICEE
- **Carina Jaatinen** - ICOM Treasurer, and previous ordinary member of the Executive Board
- **Carlos Roberto Ferreira Brandao** – ICOM Executive Board member
- **Carol Ann Scott** – ICOM Executive Board member, board liaison to the ICOM Strategic Planning Standing Committee
- **Diana Pardue** – past member, ICOM Executive Board
- **Emma Nardi** - resigned ICOM Treasurer, final member of the Executive Board that resigned in 2020; chair, Strategic Allocation Review Committee (SAREC)
- **Francois Mairesse** - resigned member of MDPP (before Kyoto); board member of ICOM International Committee for Museology (ICOFOM)
- **Dr. Galina Alekseeva** – past President, ICOM ICLM
- **Hans van de Bunte** - member of the External Governance Review Steering Committee; Treasurer, ICOM International Committee for Museum Management (INTERCOM); member of museum definition working group that preceded the MDPP Standing Committee
- **Hilda Abreu de Utermohlen** - third person, and second ordinary member, who resigned from the ICOM Executive Board in 2020
- **In-Kyung Chang** – Former ICOM Executive board member, Current MDPP2 Committee Member
- **Jennifer Keane** – Executive Coordinator, ICOM Secretariat
- **Juliette Raoul-Duval** - President, ICOM France
- **Kathrin Pabst** – Founding member and Chair, ICOM International Committee on Ethical Dilemmas

- **Kenson Kwok** - last member of MDPP2 who resigned (and previous member of MDPP)
- **Kristiane Straetkvern** - International Committees Spokesperson; Immediate Past Chair, Working Group on the Future of International Committees
- **Laishun An** - VP, ICOM Executive Board
- **Dr. Luran Bonilla-Merchav** – Co-Chair, MDPP2
- **Léontine Meijer-van Mensch** - first person, and first ordinary member, who resigned from the ICOM Executive Board who resigned in 2020
- **Luisa De Peña Díaz** – Chair, ICOM Dominican Republic; member, MDPP2/ ICOM Define; member, ETHCOM
- **Margaret Anderson** - resigned member of MDPP2 (and previous member of MDPP)
- **Margarida Ascenso** - former Personal Assistant to the ICOM President and Director General from 2000-2019
- **Dr. Mathew Trinca** - President, ICOM Australia; member, MDPP2; member, ICOM Ethics Committee
- **Morgane Fouquet-Lapar** - ICOM Legal and Institutional Affairs Coordinator (Secretariat)
- **Ole Winther** – Chair, ICOM Strategic Plan Committee; former Chair, INTERCOM
- **Ophelia Leon** – Chair, ICMEMO
- **Per Rekdal*** – past member, ICOM Executive Board; ICOM Member of Honor, Past Chair, ICOM Working Group on Governance
- **Peter Keller** - ICOM Director General; past ICOM Treasurer (at time of appointment)
- **Rashad Bukhash** – Chair, ICOM United Arab Emirates
- **Regine Schulz** - Chair, Advisory Council (ex officio on Executive Board); two prior elected terms as ordinary member of EB
- **Seyyed Ahmad Mohit-Tabatabaei** – Chair, ICOM Iran

- **W. Richard West, Jr.** - resigned member of MDPP2 (and previous member of MDPP); past ordinary member of the ICOM Executive Board; past member of ICOM Legal Affairs Committee and ICOM Ethics Committee
- **Rina Elster Pantalony** - resigned Chair of ICOM Legal Affairs Committee
- **Steph Scholten** – past member, IC Ethics
- **Terry Simioti Nyambe** – Current ICOM Vice President

RESPONDED IN WRITING ONLY

- **Hans-Martin Hinz** - past ICOM President, 2010-2016

DECLINED

- **Jette Sandahl** – resigned Chair, MDPP2 (and formerly chair of MDPP and the working group that preceded the standing committee)
- **Suay Aksoy** – resigned ICOM President (2016-2019)

INVITED, BUT NOT INTERVIEWED

- **Alissandra Cummins** – past ICOM President (2004-2010)
- **Beate Reifenscheid-Ronisch** – Chair, ICOM Germany
- **France Desmarais** – former Director of Programs and Partnerships (Secretariat)
- **George Abungu** – resigned member of MDPP2 (and previous member of MDPP)
- **Muthoni Thang'wa** – Chair, ICOM Kenya
- **Susanne Pöverlein** – former Director of Technical Committees and General Meetings (Secretariat)

**Submitted written response in addition to participating in an interview*