

MINNEAPOLIS INSTITUTE OF ARTS

INSTITUTIONAL CODE OF ETHICS

AND

CONFLICT OF INTEREST POLICY

I. GUIDING PRINCIPLES

The Institutional Code of Ethics and Conflict of Interest Policy (this “Policy”) of the Minneapolis Institute of Arts (hereinafter the “MIA”) applies to all MIA trustees, staff, volunteers, and any other person professionally associated with the MIA. In support of this Policy, the MIA adheres to applicable professional standards, including those established by the American Association of Museums and the Association of Art Museum Directors. The MIA acknowledges and affirms the application of the Minneapolis Nonprofit Corporation Act (Minnesota Statutes Chapter 317A) and the requirements of Section 501(c)(3) of the Internal Revenue Code. Moreover, the MIA affirms ethical handling of museum affairs established in its Articles of Incorporation and Bylaws.

The MIA enriches the community by collecting, preserving, and making accessible outstanding works of art from the world’s diverse cultures. The MIA is committed to the highest standards in collecting, exhibiting, preserving, conserving, and interpreting art for all people. A collecting museum that was founded to “promote a knowledge and love of art in the community,” the MIA is grounded in a tradition of public service, and strives always to make its collections accessible and present materials with accuracy, honesty, and cultural sensitivity.

II. GENERAL PRINCIPLES

All individuals who work on behalf of the MIA, whether as a trustee, employee or in a volunteer capacity, are entitled to engage in any personal or professional activities of their choosing, subject to the restraints imposed by the adherence to this Policy and the following general principles:

- Each individual should fully and conscientiously fulfill his or her duties and responsibilities with personal commitment to integrity in all circumstances.
- Each individual should generally avoid both conflicts of interest and the appearance of such conflicts. Where a potential conflict exists, the conflict must be disclosed and the procedures set forth in Section VI followed. Loyalty to the mission of the MIA and to the public it serves is the essence of museum work. Where conflicts of interest arise – actual, potential, or perceived – the duty of loyalty must never be compromised.
- No individual may use his or her position at the MIA for personal gain or to benefit another at the expense of the MIA, its mission, its reputation, and the society it serves.
- No individual should misuse the name, reputation, property or services of the MIA.

- No individual may intentionally do anything indirectly (through family or friends) that she or he may not do directly under this policy.

III. BOARD OF TRUSTEES – GOVERNANCE AUTHORITY AND RESPONSIBILITIES

The MIA’s Board of Trustees (hereinafter the “Board”) holds in public trust the assets of the MIA including its collections, buildings, personal property, and funds. The Board ensures that all of these resources support the MIA’s mission of bringing art and people together to discover, enjoy, and understand the world’s diverse artistic heritage. As representatives of the public, the Board is responsible for establishing policy that ensures the MIA fulfills its mission, and ensures that loyalty to the mission remains a paramount concern.

All actions should be taken as a Board, committee or sub-committee, and must conform to the MIA’s articles of incorporation, bylaws or applicable resolutions. Individual trustees with special areas of interest within the MIA must keep in mind that advocacy for those interests should be advanced only within the framework of the MIA’s interests as a whole and in accordance with this Policy.

The Board is charged with oversight of all MIA policies and practices. In carrying out its duty to the collections, the Board must regularly examine and update MIA policies regarding collections management, accessioning and deaccessioning, and loans of artwork to other institutions. The Board shall oversee and monitor compliance with these policies via the Director and the MIA’s administrative staff.

Trustees must understand and respect the basic documents that provide for the establishment, character, and governance of the MIA, and must devote time and attention to its affairs, and ensure that the Board and the MIA act in accordance with its fundamental policies and procedures, as well as with applicable local, state and federal laws. In establishing policies or authorizing or permitting activities, the Board must take care to see that no policy or activity jeopardizes the non-profit status of the MIA or reflects unfavorably upon it as an institution devoted to public service.

The Board holds the ultimate fiduciary responsibility for the MIA and for the protection and nurturing of its various assets. The Board has obligations to oversee and confirm that the MIA’s assets are properly and effectively used for public purposes, to provide the proper environment for the physical security and preservation of the collections, and to monitor and develop the financial structure of the MIA so that it continues to exist as an institution marked by vitality, integrity, and adherence to highest standards.

IV. EMPLOYEES – RESPONSIBILITIES

Given the nature and purpose of the MIA, employees of the MIA have a responsibility to act in a manner that supports the MIA’s mission, uses the MIA’s resources wisely and maintains the trust of the public in the MIA’s work.

Each employee is responsible for working collaboratively to ensure that the MIA conforms with this Policy and the generally accepted professional standards in all areas of the MIA’s

operations. In carrying out his or her work, each employee must make certain that all of the MIA's activities and all actions of each employee is in conformance with local, state and federal laws and that no action jeopardizes the nonprofit status of the MIA or reflects unfavorably upon it as an institution devoted to public service.

Employees are entitled to engage in the full range of personal and professional activities, including activities related to such employee's union activities, but must be mindful that any such activities should be in a manner consistent with this Policy. Employees should always seek to understand and act in accordance with this Policy and in a manner supportive of the MIA's mission. An employee's individual actions and the decisions she or he makes on behalf of the MIA should conform to the general principals stated above. Employees have a collective responsibility to use their knowledge and experience on behalf of the MIA as a whole and, in all matters relating to its governance and operations, to place the MIA's interests above an individual employee's interest.

V. VOLUNTEERS – RESPONSIBILITIES

The participation of volunteers is important to the MIA's success. Supporting and valuing the work of volunteers and providing them with appropriate training and opportunities for intellectual enrichment are part of the work of the MIA's employees. The MIA's volunteers must recognize that they have a special position by virtue of access to the MIA and to information about the MIA's collections, programs and operations. Furthermore, having made a commitment to work with the Board and employees to assist in the work and the mission of the MIA, all volunteers must understand that they, too, have a responsibility to always conduct themselves in a manner that is professional and helps fulfill the MIA's mission.

Volunteers are entitled to engage in the full range of personal and professional activities but must be mindful that any such activities should be in a manner consistent with this Policy as applicable to a volunteer. Accordingly, the MIA expects that volunteers familiarize themselves with this Policy, especially with regard to the sections on confidentiality and conflicts of interest, and observe the Policies that apply to their work.

VI. CONFLICTS OF INTEREST

A. Guiding Principles

The MIA is committed to the highest professional standards with regard to conflicts of interest, or the appearance of such, and has therefore established, and requires strict adherence to, this Policy for all trustees, employees and volunteers. The purpose of this Policy is to protect the MIA's interest when it is contemplating entering into transactions or arrangements that might benefit the private interest of a trustee, employee or volunteer of the MIA or might result in a possible excess benefit transaction and to promote the continued confidence of the public the MIA serves.

Transactions or relationships involving a conflict of interest are not necessarily illegal or improper. They may be acceptable so long as they benefit the MIA and any decision is made in an informed and impartial manner. These procedures are designed to make sure that individuals with a personal interest or bias disclose that fact, remove themselves from the decision-making

process, and leave the decision in the hands of objective parties, ensuring that the decision is in the best interest of the MIA rather than any individual person.

The purpose of this Policy is to educate the MIA's trustees, employees and volunteers about potential conflicts of interest, to confirm the requirement for disclosure of real or perceived conflicts and to establish procedures to avoid permitting such conflicts of interest to affect the decision-making process of the Board, any committee or any officer or employee or the Director. When a conflict of interest affects the decision-making process, a conflict of interest occurs which must in all circumstances be avoided. The MIA expects all trustees, employees, and volunteers to comply with this Policy in addition to standards explicitly affirmed in other museum policies, including the MIA Bylaws, Employee Handbook and the Collections Management Policy.

B. Determining Conflicts of Interest

When a trustee or employee believes the potential for a conflict of interest exists, she or he has the duty to take action to avoid the situation. The trustee or employee shall:

- Immediately cease the activity that could create a conflict of interest and notify, if a trustee, the Chair of the Board, and if an employee or volunteer, the Director and President of the MIA or the Director of Human Resources, within one (1) working day of the cessation.
- Prepare a written statement describing the nature of the possible conflict of interest.
- Deliver the statement to the Chair of the Board, the Director and President of the MIA, or the Director of Human Resources, as applicable, and request a determination as to whether a conflict of interest exists.
- If the Chair of the Board, the Director and President of the MIA, or the Director of Human Resources, as applicable, determines that there is a conflict of interest, the trustee, employee or volunteer shall refrain from the activity in question for as long as the conflict is deemed to exist.

Specifically, if a trustee or employee or a family member¹ of a trustee or employee or any related entity² is involved in a proposed transaction with the MIA, she or he shall be deemed to have a conflict of interest and must make full disclosure of such interest before any discussion or negotiation of such transaction by the Board or any committee of the Board.

In analyzing any particular potential conflict, the trustee or employee, in addition to following the technical rules, should avoid any situation or relationship which, if known to the public,

¹ "Family Member" includes a spouse, domestic partner, brother, sister, or lineal descendants or ancestors (or the spouse of such descendants or ancestors), or any other family member or family member's spouse, if living in the same household as the trustee or employee.

² "Related Entity" includes (1) any family member (as defined above), (2) any entity in which you or a family member serve as an officer, director, trustee or key employee, and (3) any entity in which you and/or your family member own 35% or more of the combined voting power, profit interest, or beneficial interest, whether directly or indirectly, individually or collectively.

would have the appearance of impropriety or the potential to embarrass the MIA. The MIA acknowledges that a trustee or employee may not know the extent or nature of the ownership interests or business activities of or benefits to relatives; however, the MIA encourages trustees and employees to be proactive about making disclosure of actual or potential conflicts of interest if she or he believes a relative may be involved even if the trustee or employee does not know the full extent of such interest.

C. Board Process

If a trustee has an actual or potential conflict of interest, such trustee shall abstain from voting on any matter that involves such actual or potential conflict of interest. In addition to the foregoing, a trustee should refrain from attempting to influence any decision of the Board or committee or the staff on any matter which may involve an actual or potential conflict of interest for such trustee except under the following circumstances:

1. Trustees may express their views at Board or committee meetings after disclosing at the time of such expression material facts giving rise to the actual or potential conflict of interest.
2. Before any vote or other action taken on any matter in which a trustee has an actual or potential conflict of interest, the disinterested trustees shall be accorded an opportunity to discuss the matter outside of the presence of any trustees who have an actual or potential conflict of interest and any votes shall be taken outside of the presence of any such trustees and no such trustees shall be counted in determining the quorum for the meeting.

The minutes of the meeting shall record the disclosure of the conflict of interest, the Trustee's abstention from consideration of the matter and the determination, if made, that the transaction is in the MIA's best interest.

D. Private Advocacy.

No trustee or committee member who has an actual or potential conflict of interest with respect to any matter coming before the Board or any committee or the staff shall advocate his or her interest in the matter informally through private contact, communication or discussion

E. Annual Disclosure Statement

At least annually, all trustees and employees are required to review this Policy and complete the attached Disclosure Statement. Each trustee and employee is responsible to answer fully and honestly and report developments relative to activities covered by this Policy. If such a development arises after completing the annual Disclosure Statement, the trustee is required to notify the Chair of the Board and an employee is required to notify the Director of Human Resources, and each should complete another Disclosure Statement.

VII. ETHICAL CONDUCT

A. Confidential Information; Use of Information

Information about the administrative and non-scholarly activities of the MIA that a trustee, employee or volunteer may acquire in the course of his or her duties, and which is not generally known or available to the public, must be treated as information proprietary to the MIA and must not be disclosed to persons outside the MIA. Such privileged information should not be used for personal advantage or for purposes detrimental to the MIA. No person associated with the MIA may use confidential information acquired through his or her position in any outside employment or activity.

The good name and reputation of the Minneapolis Society of Fine Arts dba the Minneapolis Institute of Arts, are valuable assets and should not be exploited for the personal advantage or gain of any trustee, employee, volunteer, or family member of same.

The MIA considers certain information to be confidential, including, but not limited to, private information about donors, members, visitors, volunteers, and staff; acquisition plans and strategies; value of objects or other nonpublic information regarding the collection; nonpublic financial, legal, audit, or insurance information; and security procedures and plans. For clarification regarding whether particular information is considered confidential, contact the Director of Human Resources.

The revelation or use of any confidential information, decisions, plans, or any other information that might be contrary to the interest of the MIA, without prior authorization, is prohibited. Confidential information is the sole property of the MIA and all trustees, employees and volunteers are forbidden from using, copying, disclosing, making available, or divulging such confidential information to any person, including, but not limited to, a current or former staff member, volunteer, or any outside party, for any unauthorized reason or purpose without first obtaining the written permission of the Deputy Director.

A trustee, employee or volunteer shall not disclose confidential information, shall not use confidential information to further her or his private interests, and, if an employee, shall not accept outside employment or involvement in a business or activity that will require her or him to disclose or use confidential information. The misuse, unauthorized access to, or mishandling of confidential information is strictly prohibited.

B. Board Affiliation with Other Organizations

Trustees or employees may be asked to serve in a professional capacity on boards of other organizations. To eliminate conflicts of interest or the appearance of conflicts of interest, such service must be disclosed in writing on the attached Disclosure Statement.

C. Political Activity and Public Issues

The MIA recognizes that trustees, employees, and volunteers may have a personal interest in politics, economics, and governmental policies, as do other citizens, but they must be careful to keep such activities strictly independent and separate from their activities at the MIA. All such

activities should be done on personal time and off of MIA premises. In addition, no MIA property, supplies, or equipment may be used in connection with partisan political activity, nor should any trustee, employee or volunteer engage in any political activity on behalf of the MIA unless specifically authorized by the MIA's Director and President.

D. Referrals

Trustees and employees should be prudent in referring members of the public to outside suppliers of MIA services, such as appraisers, conservators or framers. Whenever possible, more than a single qualified outside source should be provided so that no appearance of personal favoritism or MIA endorsement in referrals arises.

E. Gifts from Outside Parties

From time to time, trustees, employees or volunteers or any of their family members may be offered gifts by donors, contractors, dealers, suppliers, or other outside parties having, or seeking, a business relationship with the MIA. Acceptance of such gifts, other than those of nominal value, is not permitted. Accordingly, no single gift of more than \$75 in value from any outside party in any calendar year, nor multiple gifts from the same outside party totaling more than \$150 in value in any calendar year, may be accepted. Any gift received that does not meet these guidelines must be returned to the giver with the explanation that the MIA's policy prohibits its acceptance. Exceptions may be made to this policy by the Director and President in the case of gifts offered to staff and by the Chair of the Board in regard to gifts offered to the Director and President. For policy clarification, contact the Director of Human Resources.

F. Personal Solicitations/Distribution and Sales

The following applies in all circumstances except as conducted for the MIA and as part of a trustee's, employee's or volunteer's direct responsibilities:

- Promotion or sale of individually owned or commercial products, solicitation of funds, distribution of gifts, or the conduct of any other commercial activity on the MIA's premises is forbidden.
- Solicitation, including e-mail, is also prohibited during the working time of either the employee making the solicitation or the employee to whom it is directed.
- Distribution of literature is prohibited at all times in the public traffic and work areas of the MIA. This includes the reception areas, galleries, hallways, stairs and elevators, offices, shipping and receiving, and similar areas where objects are exhibited or work is performed.
- The MIA authorizes fund drives by a limited number of charitable organizations. Trustees, employees and volunteers may volunteer to assist these organizations in conducting their drives. Each trustee, employee or volunteer may decide whether to contribute.

For policy clarification, contact the Director of Human Resources.

G. Tax Exempt Purchases

The Minnesota Department of Revenue has determined that the MIA is organized and operated exclusively for charitable purposes. Consequently, the Minnesota Department of Revenue has issued a tax exempt identification number, which can be used by authorized trustees, employees or volunteers when making business purchases for the MIA. One of the requirements that the MIA must meet to retain this exemption is that the MIA take reasonable measures to ensure that the tax exemption is not being used for other than the intended purpose. For policy clarification and authorization, contact the Controller.

H. Outside Employment

Employees must not work at an outside job or consulting assignment or own an outside business activity that interferes, competes, or conflicts with the interests of the MIA. This restriction includes any outside employment that impairs employees from meeting the requirements of their museum position, reflects adversely on the MIA, or involves unapproved use of museum equipment, supplies, or facilities. If an employee has a question regarding whether outside employment or a consulting assignment may constitute a conflict of interest, the employee must contact the Director of Human Resources.

Employees engaged in outside activities similar to those they perform for the MIA are often perceived as representatives of the MIA, even though that outside work may be wholly independent of the institution. For that reason, prior to accepting, employees must disclose to the Director of Human Resources any planned activity that in any way resembles or relates to the duties they perform for the MIA, specifically noting any potential absence from work resulting from the activity. The Director of Human Resources, in consultation with the employee's supervisor, will then determine if the arrangement falls within the guidelines of this Policy and can be approved. The preparation time spent by employees in these cases must not interfere with the fulfillment of the requirements of their museum position.

I. Contracts

Trustees, employees and volunteers are not allowed to enter into private contracts with publishers, manufacturers, or other parties for any publication, product, or any other item that in any way relates to the MIA or work performed at the MIA. For policy clarification, contact the Director of Human Resources.

J. Royalties

Trustees, employees and volunteers are not allowed to receive royalties for any publication, product, or any other item that in any way relates to the MIA or work performed at the MIA. For policy clarification, contact the Director of Human Resources.

K. Other Positions or Projects Within the MIA

Trustees and employees may not directly or indirectly enter into any separate contracts or arrangements to do freelance or other type of work on any MIA project or activity. Any request for MIA employees to work outside the terms of their normal wages on projects or other work

for the MIA requires signed approval from the Director of Human Resources before any commitments are made to do such work. If such approval is granted, the employee will be paid for this additional work through payroll. An individual may not work simultaneously as an employee and a consultant/contractor at the MIA.

L. Employment of Relatives and Household Members

Employees who are family members, members of the same household or domestic partners, may not be employed in a supervisor/supervisee or work direction relationship at the MIA. Such relationships create an appreciable risk of actual or potential conflict of interest, favoritism, bias, or improper influence. Employees who become relatives, members of the same household, or domestic partners during the course of employment with the MIA must notify the Director of Human Resources promptly. Where such employees fail to take prompt action so that they are no longer working together, the MIA shall take corrective action.

M. Purchasing, Collecting, and Selling Works of Art

The MIA recognizes that its trustees, employees and volunteers may and do collect works of art for their personal enjoyment and indeed encourages them to do so. The MIA trustees and employees occupy positions of trust in this regard, however, and must exercise care to assure that no conflict of interest can arise between themselves and the MIA. A trustee or employee who has the opportunity to acquire, by gift or purchase, an art object that, in the trustee's or employee's opinion, is of such quality and significance that it is likely to be of current interest to the MIA is expected to place the interests of the MIA ahead of his or her own in acquiring the object. Accordingly, in all such cases the trustee or employee shall bring the availability of the object to the attention of the appropriate curatorial department head, or if the employee is the head or acting head of the appropriate department, to the attention of the Chief Curator, in order to give the MIA the first opportunity to acquire the object. If circumstances make this impossible, for example, if a trustee or employee were to learn of an object under which circumstances it must be purchased immediately or not at all, the trustee or employee is expected, if successful in acquiring the object, to give the MIA the opportunity in turn to acquire the object within a reasonable time (not to exceed two months) from the trustee or employee at cost. Works of art that become the property of a trustee or employee by inheritance are exempt from this policy. Exceptions may be made to this policy by the Director and President in the case of gifts offered to employees and by the Chair of the Board in regard to gifts offered to the Director and President.

Each trustee and employee is expected to exercise reasonable judgment in determining whether the scope of his or her personal collection and/or collecting activities is such that the matter should be discussed with the relevant curatorial department head, or where appropriate, with the Chief Curator. With the exception of artists dealing with their own artistic production, a trustee, employee or volunteer may not act on her or his own behalf as a dealer in purchasing or selling works of art and may not accept any sales commission or other consideration for purchase or sale of art by any collector, dealer, artist, or institution.

No trustee, employee or volunteer may use her or his influence at the MIA for personal gain in the art market. To avoid improper appearances, a trustee, employee or volunteer may not accept

compensation of any kind, nor any loan, or gift of other than nominal value (see section above on Gifts from Outside Parties) from any collector, dealer, artist, or institution, except with prior written approval from, in the instance of an employee or volunteer, the Director and President, who might seek the opinion of the Chair of the Board in appropriate cases and in the instance of a trustee, with the prior written approval of the Chair of the Board. The Director and President may not accept any such compensation, loan, or gift except with prior written permission of the Chair of the Board.

N. Use of MIA Services, Property or Facilities

A trustee, employee or volunteer seeking staff assistance or the use of MIA property or facilities should not expect that such assistance or use will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs. To the extent that extraordinary assistance or use is provided, there should be a clear understanding of how this assistance or use will benefit the MIA.

O. Deaccessions.

No trustee or employee may, directly or indirectly, knowingly purchase deaccessioned works of art from the MIA or at auction if consigned by the MIA.

P. Sales to the MIA.

Except for sales at public auction, no trustee or employee may directly or indirectly sell works of art to the MIA except at a price equal to or less than fair market value as determined by the average of at least two (2) independent appraisals and upon terms approved by the Board.

Q. Lending to the MIA.

While loans of works of art by a trustee or employee to the MIA can be of great benefit to the MIA, the exhibition of such works at the MIA can enhance their value. A trustee or employee should not lend any work of art or maintain it on loan if she or he is actively planning to sell it.

R. Appraisals and Expert Opinions

Employees of the MIA must not provide appraisals of works of art to trustees, donors, other staff, or any other members of the public. Under current IRS guidelines, the MIA cannot act as a qualified appraiser. If a donor or other employee or any other member of the public asks for assistance in locating an appropriate appraiser, a staff member may suggest qualified appraisers, and if so, more than one name must be given. The MIA cannot pay for the appraisal. If the work of art is in the MIA, the MIA will provide the appraiser with reasonable access to it, or, if the appraiser cannot inspect the work of art in person, the MIA will provide photographs. The MIA will also provide the appraiser with any factual information it deems relevant to the appraisal, and which the MIA is not otherwise obligated to keep confidential.

Curators are occasionally called upon by fellow staff members to assign values to works of art for such purposes as insurance and maintenance of donor records. Such values are assigned strictly for internal purposes and are not to be disclosed to donors.

Curators are often asked, as scholars, to provide identification, authentication, or provenance opinions on works of art, particularly where a member of the MIA's staff is the recognized expert on a particular artist or in a particular field. Notwithstanding the prohibition against appraisals of value, providing expert opinions from time to time may be beneficial to the MIA and appropriate for curatorial staff. Information of this kind may be provided freely on an oral basis, but written statements to private individuals or businesses must be accompanied by the MIA's approved disclaimer. All such assistance, whether made in writing or given orally, shall be provided by such curatorial staff member free of monetary or other compensation.

VIII. COLLECTIONS

The MIA is committed to preserving its permanent collection for posterity and therefore maintains policies and procedures that reflect the highest professional standards and museum best practices. Trustees, employees and volunteers work to ensure that the MIA meets or exceeds best practices in regards to the state of scholarly research, provenance, collections care, and, if necessary, disposal of works in its permanent collection. The MIA recognizes its responsibility as a leading arts institution.

IX. ADHERENCE TO POLICIES

A trustee's, employee's or volunteer's actions under this Policy are significant indications of his or her judgment and competence. Accordingly, those actions constitute an important element in the evaluation of such trustee, employee or volunteer for position assignments and promotions as applicable. The MIA expects all trustees, employees and volunteers to comply with this Policy. Violations of this Policy will result in disciplinary action, up to and including termination or dismissal.