

# Ombuds Charter

Forest City Gallery

Updated: March 2021

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# Introduction

## Forest City Gallery (FCG) Ombuds

The individual affiliated with the roles and responsibilities listed in this Charter document will be referred to organizationally as the Forest City Gallery (FCG) Ombuds or Ombuds.

## Date of Establishment

The Ombuds role will officially be incorporated into the Forest City Gallery Bylaws under a two year commitment at the September 2021 Annual General Meeting, as voted by the Membership.

## Constituency Served

The role of the Ombuds is to serve the Director and other contracted employees of Forest City Gallery; Board Members of Forest City Gallery; General Members of Forest City Gallery; and Artists or Arts Workers exhibiting or contracted to perform services with/for/on behalf of Forest City Gallery in matters inclusive of but not limited to bylaw interpretation, contract mitigation, and personal conflicts as they relate to gallery operations.

## Voluntary Nature

The nature of the Ombuds position is such that engagement with the Ombuds is voluntary and is not required for conflict resolution. The Ombuds role is in place to ensure that all staff, Board members, Gallery Members, and arts professionals are treated equitably and are given access to the required information to make informed decisions with no fear of retribution.

## Mission & Mandate of the Ombuds

The role of the Forest City Gallery Ombuds is to provide a fair, rational, and informed third party who is familiar with Forest City Gallery bylaws, operational practices, Artist-Run Centre culture, and the London, Ontario, arts and culture environment.

## Code of Ethics

Forest City Gallery's Ombuds adheres to the [Code of Ethics](#) outlined by the International Ombuds Association (IOA).

## Standards of Practice

Forest City Gallery's Ombuds adheres to the [Standards of Practice](#) outlined by the International Ombuds Association (IOA).

## Primary Services

### Conflict Management

The Ombuds provides conflict management or arbitration that is well-informed, confidential, impartial, and independent. Conflict management through the Ombuds can be engaged if a concerned party feels uncomfortable or unsafe approaching traditional channels through the Board of Directors or contracted Gallery staff. Engaging with the Ombuds is purely voluntary and is not a requirement for conflict management or resolution.

### Policy Interpretation

The Ombuds provides information regarding institutional policies, procedures, and bylaws and how they may inform decisions made by the Gallery or individuals seeking conflict resolution.

### Option Generating

The Ombuds provides rational and accessible options for moving through conflict into resolution with the best interests of both parties in mind.

### Safety from Retribution

Through confidential consultation, the Ombuds provides guaranteed safety from retribution from the Board or individual Board members and/or any contracted employees.

### Trend Reporting

The Ombuds keeps organized records of all mediation or claims brought forward and will bring to the attention of the Board of Directors or any contracted employees trends that

demonstrate concern for the operations, reputation, or business practices of Forest City Gallery.

## Role & Responsibilities of the Ombuds

The Forest City Gallery Ombuds is an elected position by Gallery Membership with oversight over Forest City Gallery's functions and procedures. The Ombuds is not a hired employee and is not affiliated with the Board of Directors. They are meant to act as an impartial third party in events where arbitration, mediation, or interpretation of Gallery policies and Bylaws is required.

The role is a two-year commitment, voted in biannually at the Annual General Meeting by Forest City Gallery's Membership.

## Role & Responsibilities

The role and responsibilities of the Ombuds includes:

- Attendance at the Annual General Meeting for Forest City Gallery and at occasional monthly Board meetings or executive meetings, dependant on information transfer.
- Maintenance and monitoring of the [ombuds@forestcitygallery.com](mailto:ombuds@forestcitygallery.com) email to ensure inquiries are addressed in a timely manner.
- Maintenance of private and confidential records through a Google Drive associated with the [ombuds@forestcitygallery.com](mailto:ombuds@forestcitygallery.com).
- Familiarity with
  - Forest City Gallery Bylaws;
  - International Ombuds Association (IOA) Code of Ethics;
  - International Ombuds Association (IOA) Code of Standards of Practice;as they pertain to conflict resolution.
- Assist parties in resolving disputes.
- Refer parties to appropriate resources both internal to Forest City Gallery and externally as they pertain to the concerns of claimants.
- Provide information to leadership regarding problematic trends and systemic matters.

# Procedures & Operations

## Meetings with Claimant

Knowledge gathering should take place with a claimant through face-to-face or phone interviews with diligent record keeping in the Ombuds Google Drive. Email testimony or complaints should be taken only as a last resort, but if alternative complaint avenues are not viable, email testimony is encouraged for record keeping.

## Record Keeping

Records must be kept of emails and conversations (date, time, and content) with prioritization of confidentiality and safety of the claimant and a consistent filing structure by Board year (September–August).

## Reporting Structure

The Forest City Gallery Ombuds uses discretion and institutional knowledge to address the concerns of individuals with the Chair and/or Executive Committee of the Board of Directors. The Executive Committee may also include the Director of Forest City Gallery as required.

With the possibility that the Chair of the Board is at the centre of any concern with a claimant, the Ombuds can go directly to the Vice President, Secretary, or Treasurer for knowledge gathering or arbitration planning.

Information should be passed along to the Board at the discretion of the Ombuds through:

1. An email notifying the Board Chair, Executive Committee, and/or the Director of the Gallery that a claim and conversation has occurred.
2. A meeting set up for arbitration of concerns if required.
3. A brief digital and downloadable report for Board and Gallery record keeping of the claim once the conflict has been resolved.

## Annual Reporting to Membership

The Ombuds will deliver a brief report at the Annual General Meeting with general information on claims processed that year and developments in the Ombuds' role or responsibilities as needed.

The Ombuds can propose motions for voting at the Annual General Meeting but does not have a vote.

## Knowledge Transfer

In the event that an individual's claim has not been fully resolved by the end of an Ombuds term, two actions can be taken with the **informed consent** of the claimant:

1. The claim can be passed along to the incoming Ombuds through the outgoing Ombuds' records for the case AND a meeting with the claimant and both Ombuds, OR;
2. The outgoing Ombuds can be provided with a contract stipulating that they will share the Ombuds role with the incoming claimant only as it pertains to the resolution of the open case.

## Authority & Limits

### Authority

The Forest City Gallery Ombuds has the authority to:

- Initiate informal inquiries into Gallery operations, procedures, or event-specific knowledge gathering;
- Access relevant organizational information with a fourteen (14) day delivery expectation from the Board or Director of Forest City Gallery;
- Determine the information to be shared with the claimant;
- Recuse oneself from cases due to actual or potential conflicts of interest and elect a stand-in Ombuds for case-specific needs;
- Withdraw from cases at Ombuds discretion with recommendations to claimant for any further concerns;
- Bring forward pressing matters of concern for a vote to be tabled by the Executive Committee or the Forest City Gallery Board of Directors.



## Limits

The Forest City Gallery Ombuds has limited authority to:

- Speak on behalf of or commit to initiatives for the Board of Directors or the Gallery in an official capacity;
- Implement policy changes in regard to the Ombuds role without consent of Forest City Gallery's Membership;
- Impact policy changes in regard to Gallery and Board operations without the vote of the Board of Directors;
- Receive notice for the organization from claimants or individuals;
- Provide notice to the organization on behalf of claimants or individuals seeking to terminate services with the Gallery;
- Provide legal advice unless a registered attorney with the Ontario Bar Association;
- Advocate for parties;
- Arbitrate for parties.

## Records and Reporting

### Access

Access to institutional records must be granted to the Ombuds within fourteen (14) days of the request to the best of the Board and/or Director's ability.

Institutional records include:

1. Annual budget, financial statements, or monthly revenue and expenses;
2. Artist contracts or service agreements;
3. Bylaws;
4. Board meeting minutes;
5. Committee meeting minutes;
6. Primary knowledge gathering through interviews or email exchange.

Institutional records does not include:

1. Personal email exchanges not affiliated with a forescitygallery.com email address.

## Record Keeping Protocol

Records should be kept of all pertinent email and phone correspondence with accurate and objective note taking through the [ombuds@forestcitygallery.com](mailto:ombuds@forestcitygallery.com) email system and Google Drive that is associated with the email account.

If records or correspondence are going to be shared and the individual has asked to remain anonymous, their names should be redacted or replaced by a trackable code also stored in the Google Drive. Pronouns such as “they/them” should be used in note taking.

Records must be stored and maintained in the Google Drive associated with [ombuds@forestcitygallery.com](mailto:ombuds@forestcitygallery.com) for at least seven (7) years, unless the claimant has requested that they be destroyed at the resolution of their conflict.

## Reporting

Upon the resolution of a claim, a brief report should be shared with the Board and/or Director of the Gallery for proper record keeping and knowledge transfer between Boards and employees.

The Ombuds may be requested to report to the Board of Directors at a monthly Board meeting or to the Executive Committee at a designated meeting time. Per Bylaws, the Ombuds must be given 48 hours of notice unless there is a risk to the personal safety of a Board member, contracted employee, contracted artist, or community member.

The Ombuds is expected to provide an annual update to the General Membership at the Annual General Meeting.

## Trend Reporting

In the event of a noted trend of concern, the Ombuds has the power to call an Executive Meeting or can request that the Board Chair call an Executive Meeting. Except in circumstances where an issue appears to be affiliated with the Board Chair, trends should always be reported to the Board Chair first.

The Board Chair may invite the Ombuds to a Board Meeting to provide context OR the Ombuds can request that they be given time on the Agenda to report any trends of concern to the Board at large.

The Ombuds can request to table a vote to suggest appropriate action be taken by the Board. The Ombuds does not receive a vote for any tabled motion.

## Conflict of Interest

### Strategies to Avoid Conflict of Interest

To avoid conflicts of interest, the Ombuds role:

- Will not participate as a voting Member on the Board of Directors;
- Will not participate as a voting Member on any Forest City Gallery committees;
- Will not serve in a policymaking capacity;
- Will not have served on Forest City Gallery's Board of Directors for at least two (2) years prior to their appointment;
- Will not have served on a Programming Committee meeting as a juror in the two (2) years previous to their appointment.

### Recusal Policy

Upon the receipt of correspondence from an individual endeavouring to enter into arbitration or to report a conflict with a Gallery affiliated role, the Ombuds will make any conflicts of interest known to the claimant and to the Board Chair, within reason of the claim. They will offer to continue in the Ombuds role and assert their commitment to impartiality, fairness, and the adherence to Gallery policy.

In the event that the claimant does not feel comfortable with the Ombuds OR the Ombuds does not feel comfortable or reasonably able to provide impartiality or fairness, the Ombuds and the Board Chair will offer a Stand-In Ombuds

## Appointment of Stand-In Ombuds

The elected Ombuds will submit a written request to the Board Chair (or directly to the Executive Committee) to hold a vote to appoint a Stand-In Ombuds. The recusal and Stand-In Ombuds will be communicated as soon as possible to the Board of Directors, the Director of the Gallery, and the claimant, where it is reasonable to do so.

The Stand-In Ombuds will oversee only the claim that the elected Ombuds cannot oversee and the elected Ombuds will continue to perform their duties for claims in which they see no conflict of interest. All procedures in place for the elected Ombuds will remain in place for the Stand-In Ombuds through to the resolution of the claim.

## Appointment & Removal

### Criteria for Ombuds Selection

The Ombuds will be selected by the Board of Directors and should possess the following qualities where it is reasonable:

- The Ombuds should be familiar with Forest City Gallery's activities, policies, and procedures, preferably through Board experience;
- It is preferable that the Ombuds should be a past Gallery Director, Board President, Board Vice President, or Board Treasurer;
- The Ombuds should not have served on the Board of Directors within the last two years prior to their official appointment;
- The Ombuds should not have been a jury member on the Programming Committee within the last two years prior to their official appointment;
- The Ombuds would preferably have a working knowledge of artistic practice, Artist Run Culture in Canada, and CARFAC rates or resources.

### Contract Term and Limits

The Ombuds will serve a two (2) year term as voted by the General Membership at the Annual General Meeting. The Ombuds, to the best of their ability, should provide the Board Chair and Gallery Director two (2) months written notice if they must terminate their position early.

## Termination of Ombuds Contract

In the event that the Ombuds is deemed no longer fit for their role, they will be provided with immediate termination notice and be relieved of their duties. An Out of Office reply will be added to the Ombuds email by the Board Chair.

## Ombuds Charter Amendment Procedure

### Procedure for Amendment

In the event that the Ombuds Charter needs to be amended, motions for minor amendments will be tabled at the next Board Meeting under an Ombuds report. The Ombuds will provide context for the suggestion and the Board Chair will table the motion for a vote following typical Gallery procedure. The Board Chair will update the Ombuds Charter accordingly.

Larger amendments will be tabled at the Annual General Meeting and will follow similar procedures to minor amendments. The Board Chair will update the Ombuds Charter accordingly.

### Authority to Revoke Charter

The Authority to Revoke the Charter lies in the hands of the Executive Committee of the Board of the Gallery and must provide written notice to the Membership within two days of the revocation.

# Appendix A – Resources for Ombuds Role

[What is an Organizational Ombuds](#)

[Charter Best Practices](#)

IOA Code of Ethics

IOA Standards of Practice