

Professional Practices in Art Museums

Association of Art Museum Directors 2011

Statement of Mission

Adopted by the membership of the AAMD, June 2009.

The Association of Art Museum Directors (AAMD) promotes the vital role of art museums throughout North America and advances the profession by cultivating leadership and communicating standards of excellence in museum practice.

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Preface to the 2011 Edition

Professional Practices in Art Museums was first published by the Association of Art Museum Directors (AAMD) in 1971 and has been revised every ten years thereafter. Museum directors and others responsible for museum governance are urged to review carefully and be guided by the professional principles outlined herein.

This edition of *Professional Practices in Art Museums* represents a multi-year effort on the part of the AAMD to revise and update the 2001 edition. Special thanks go to the following committee members, each of whom has participated in the writing and editing of this edition:

- William U. Eiland, Georgia Museum of Art (chair)
- James K. Ballinger, Phoenix Art Museum
- Graham W. J. Beal, Detroit Institute of Arts
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Introduction

An art museum is a permanent, not-for-profit institution—essentially educational and humanistic in purpose—that studies and cares for works of art and on some regular schedule exhibits and interprets them to the public. Most, but not all, art museums have permanent collections from which exhibitions are drawn and upon which educational programs are based.

Directors of art museums have particular obligations and responsibilities to their staffs, their governing bodies, and the communities they serve. *Professional Practices in Art Museums* provides a set of principles to guide directors in their administration of these obligations.

The principles set forth here are deemed by the AAMD as fundamental and applicable to all art museums. Circumstances, however, can affect the manner in which such principles apply. Recognizing this fact, the AAMD, through its officers and staff, is prepared to consult with any member, or any non-member representing an art museum, about the application of these principles in particular circumstances. Advance consultation can help avoid infractions of principles of professional practices and the imposition of sanctions such as those indicated in the appendix A Code of Ethics for Art Museum Directors.

Art museums that are part of larger educational entities, such as universities or colleges, have grown in number and importance. Traditionally, they have had different administrative patterns from museums that are constituted as independent corporations, but their broad goals and responsibilities are essentially the same. The relatively few differences are considered in the appendix University and College Art Museums.

From time to time, the AAMD issues statements concerning aspects of the art museum profession, such as AAMD Policy on Deaccessioning and Disposal, Report of the AAMD Task Force on Nazi Looted Art, Report of the AAMD Task Force on the Acquisition and Stewardship of Sacred Objects, and Report of the AAMD Task Force on the Acquisition of Archaeological Materials and Ancient Art. These documents can be found on aamd.org

For the first time, this edition of *Professional Practices in Art Museums* is being produced in electronic form only and will be updated as necessary.

Governance

1. The museum is governed by a body such as a board of trustees. (Hereafter, the term board is used to refer to any form of governing body and its appointees or designated committees legally responsible for a museum). The board adopts and updates the mission, the bylaws and policies that guide its function, and the museum's operations.
2. The board must be informed of, and active in overseeing, the museum's operations, plans, and finances. The board should meet frequently and clearly communicate its decisions and should include members with the skills, backgrounds, expertise, and experience necessary to enhance the museum's ability to fulfill its mission. Board members should receive no compensation for their service. Boards should represent the diverse communities the museum serves.
3. The museum must be administered by a professional staff. The board and staff must be united in their commitment to the institution's mission and responsibilities and clear in the distinctions among their various roles.
4. Together, the board and director must set the direction of the museum, develop its long-range plan, and secure the resources needed to fulfill its mission. The board approves the policies that govern the museum's operations. These policies should be a reflection of the goals established in the museum's statement of mission. The board has fiduciary responsibility for the museum's resources, including its collections, physical plant, financial assets, and staff. The board acts collectively, generally by majority vote. Within established policy, it can delegate to board-appointed committees that also act collectively. The board should make clear the types of issues that must be brought before it.
5. The board should appoint the director—to whom it delegates responsibility for day-to-day operations—to be the chief executive officer of the museum. The administration of an art museum requires connoisseurship, discernment, and knowledge in dealing with works of art, as well as the judgment and experience necessary for the operation of a complex organization. Achieving an appropriate balance among these requirements is essential. Without such a balance, problems that could undermine the museum's professional performance and public service could arise.

6. The director should nurture the intellectual and aesthetic philosophy of the museum. The director is responsible for administration that is consistent with established policy and enables staff members to perform to the full extent of their abilities. The director should foster such values and practices as collaboration, communication, respect, and delegation of duties. (Hereafter, references to the director mean the director in consultation with staff, as appropriate.) (See also appendix a.)
7. In certain cases, a paid president or equivalent administrative post may also be appointed. Such an appointment may, however, result in ambiguity, especially if the positions are defined as equal by the board. A clear definition of the responsibilities of each position is essential, and the director should carry the ultimate responsibility for advancing the institution's mission, including its artistic direction, collections, scholarship, and programs.
8. Museum directors, trustees, and others in positions of responsibility should make every effort to anticipate and address situations in which a conflict of interest or the appearance of a conflict exists. The board must establish and maintain policies regarding conflicts of interest and ethics and ensure that they are transparent and reviewed regularly by the board, staff, and volunteers.
9. Appropriate policies guide a museum and help avoid misunderstandings. In addition to policies regarding conflicts of interest and ethical conduct, the following issues should be addressed: collections management; human resources; finance, audit, and investment management; and fundraising. In order to serve the needs of a particular museum, other issues not mentioned here may be appropriate subjects of policies.

Mission, Policy, and Long-Range Plan

10. The purposes of most art museums are set forth broadly in their charters, articles of incorporation, and bylaws, as well as in their statements of mission adopted by the board. The statement of mission should define the museum's purpose and its benefit to the public.

The museum's policy is the aggregate of the decisions and actions taken by the board to implement the mission. All policy development, changes, and additions should result from thorough discussions between the board and the director. Through its policies, the museum establishes a covenant with its constituency; with past, present, and future donors; with succeeding groups of board members; and with the staff. Such policies should be recorded in the minutes of board meetings, or a policy manual, and be periodically reviewed.

11. Every museum should have a clearly articulated long-range plan that is approved by the board and reviewed periodically. The long-range plan is an instrument by which an art museum reflects its mission, assesses its current resources, defines its goals, identifies future needs, and formulates strategies. The director is responsible for organizing the planning process and implementing the plan.

The Collection

12. The development, preservation, conservation, documentation, study, presentation, and explication of the collection are essential responsibilities of a collecting museum and should be reflected in its policies.
13. The collection exists for the benefit of present and future generations. It should be made as accessible as is prudent for the protection of each object. Every effort should be made to provide information about the collection, document it visually, and respond appropriately to serious inquiries.
14. Member museums must have clear, written collections management policies, including collection goals and acquisition and deaccession principles, procedures, and processes, as well as policies that address preservation, conservation, and collection care.

15. The director and the curatorial staff are responsible for identifying possible acquisitions. No work of art may be considered for acquisition without the recommendation of the director. Except as set forth below, the board, as a whole or through an authorized committee, must approve recommendations for all acquisitions. The board may grant authority to the director to approve purchases and accept gifts and bequests within prescribed limits; the director must report these acquisitions to the board or the authorized committee.
16. Joint ownership of works of art, whether acquired by gift or purchase, may be appropriate and desirable. Such arrangements should have the approval of the board of each museum. In such instances, terms governing the parties' respective interests should be documented in writing, with consideration given to such issues as custodianship, stewardship, display, conservation, publication, research, scholarship, copyright, insurance, possible deaccession, and intellectual control.
17. Gifts and bequests should be unrestricted whenever possible. No work of art should be accepted or acquired with conditions that restrict or otherwise interfere with the museum's obligation to apply the most reliable scholarly and scientific information available to questions of attribution, dating, iconography, provenance, conservation, and related matters.
18. When accepting gifts, and where required by law or regulation, the museum must stipulate that the responsibility for securing (and paying for) appraisals and furnishing this information to the appropriate government authorities rests with the donor.
19. The director must ensure that best efforts are made to determine the ownership history of a work of art considered for acquisition. The director must not knowingly allow to be recommended for acquisition—or permit the museum to acquire—any work of art that has been stolen (without appropriate resolution of such theft) or illegally imported into the jurisdiction in which the museum is located.
20. Cataloguing and documenting works of art in the collection are basic responsibilities of the museum staff. The information should represent sound scholarship and the staff's informed judgment, independent of any external pressures. Other scholarly opinions, including dissenting opinions concerning a work of art, should be recorded. Major changes in attribution and dating, as well as any serious questions concerning authenticity, should be reported to the board and made available to the public.

21. The ultimate responsibility for protecting the collection rests with the board while the daily preservation, conservation, handling, storing, and presentation of works of art in the collection are the responsibility of the director. To assure the board's full awareness of preservation and conservation as primary museum functions, the director should report periodically on the state of the collection.
22. Museums rely on one another for loans to exhibitions, and a spirit of cooperation and collegiality should inform decisions relative to such loans and the setting of charges and fees. In any decision about a proposed loan from a collection, however, the protection of the work of art, the intellectual merit, and the educational benefits must be primary considerations. The director should advise the board and recommend or approve loans according to established policies.
23. Deaccessioning and disposal of works of art from the collection by sale, exchange, or other means require particularly rigorous examination and should be pursued with great prudence. There are circumstances in which the deaccessioning of works of art from the collection is justified; however, such deaccessioning must be governed by the museum's written policy rather than by exigencies of the moment. The museum's policy must conform to the requirements of the AAMD's policy on deaccessioning and disposal (see appendix b).
24. No work of art in the collection may be considered for deaccessioning without the recommendation of the director to the board with whom the final decision must rest (see appendix b).
25. Funds received from the disposal of a deaccessioned work of art including any earnings and appreciation thereon, may be used only for the acquisition of works of art in a manner consistent with the museum's policy on the use of restricted acquisition funds or for direct care of works of art. Direct care for purposes of this section means the direct costs associated with the storage or preservation of works of art. Such direct costs include for example those for (i) conservation and restoration treatments (including packing and transportation for such conservation or restoration) and (ii) materials required for storage of all classifications of works of art, such as, acid-free paper, folders, matboard, frames, mounts, and digital media migration. Funds received from the disposal of a deaccessioned work of art shall not be used for operations or capital expenses except as provided above. Direct care does not include (a) salaries of staff or (b) costs incurred for the sole purpose of temporary exhibition display.

26. Private collecting of works of art by the director and other members of the museum staff is appropriate and can enhance expertise to the benefit of the museum, provided that no private collecting by the director or other members of the museum's staff conflicts in any way with the collecting interests of the museum (see also appendix a and appendix b, p. 23, paragraph e.).
27. The museum must have the opportunity to acquire for its own collection any work of art related to the museum's collections offered as a gift or sale to the director or any member of the museum staff. When prompt action must be taken to secure a work before it can be considered by the museum, the work in question must be offered to the museum at the earliest opportunity by the director or staff member who has acquired it. The terms of the museum's acquisition of any such work must be at least as favorable to the museum as the terms offered to the director or other staff member. In order to preclude any conflict of interest, the museum should have clear, written guidelines for the director and the museum staff about private collecting and accepting art as a gift.

Public Programs

28. The museum's public programs serve its mission, reflect the goals of its long-range plan, and offer its audience edification and enrichment. Such programs, including, among others, exhibitions, publications, lectures, workshops, films, and performances, should present and interpret works of art and expand public understanding of the scope of human creativity.
29. Artistic and educational excellence and public engagement and accessibility must be primary considerations when planning a museum's public programs. Other valid considerations include attendance, revenue potential, and media response.
30. Within the context of its mission, the museum should serve as broad and diverse a public as possible by offering a range of programs that provide experiences with works of art. Ideas and information must be based on principles of sound scholarship, respect for artistic expression, and the ability to engage the public.
31. On occasion, museums may present programs in which works of art are available for sale. Except in the case of presentations specifically organized and clearly identified for fundraising purposes, no commission from the sale of a borrowed work of art should be accepted by the museum.

Finances

32. The board carries full responsibility for financial and investment policies and approves the budget of the museum. Any significant change in the museum's financial condition must be addressed by the board in consultation with the director, who must, therefore, regularly inform the board of any actual or anticipated changes in income or expenditures.
33. The director has the responsibility to identify priorities of the museum that are consistent with its board-approved policy and to recommend the allocation of funds required to support them. The director prepares the budget of the museum and is responsible for submitting it to the board for approval before the commencement of each fiscal year.
34. In approving the budget, the board should recognize that expenditures consistent with the budget and subject to the availability of funds may be made by the director without further action by the board. The latitude permitted the director within this structure should be defined by policy.
35. If it becomes necessary to alter the approved budget or to act outside its provisions, the board and the director must be jointly engaged in the decision making process.
36. Expenditures for purposes that are not part of the budget, such as acquisitions and capital programs, must be approved by the board. Exceptions, such as discretionary funds, should be governed by procedures defined in board approved policy.
37. While the museum may generate income to support its operations and programs, the museum is first and foremost a not-for-profit institution. In developing the museum's fiscal policy, income-producing activity must not compromise the museum's mission or standards.
38. The collections the museum holds in public trust are not financial assets and may not be converted to cash for operating or capital needs. No collection or portion thereof may be pledged as collateral for a loan, except that a museum may grant a security interest in a work that it is acquiring in order to secure the payment of the balance of the purchase price. To present fairly the museum's financial position, collections should not be capitalized. (For further guidance and reference to applicable accounting standards, see appendix b, p. 20, paragraph d.).

Likewise, no funds established for future art acquisitions (endowment or otherwise) should be pledged as collateral for loans. Member organizations should follow applicable accounting standards regarding the use of restricted funds and honor donor intent regarding the establishment and use of such funds.

39. The museum should make available financial statements sufficient to allow the public to make well-informed decisions regarding the appropriateness and effectiveness of the museum's use of contributed funds and other financial assets.

Fundraising and Earned Income

40. As part of its fiduciary responsibility, the board secures and provides the funds needed to satisfy the financial requirements of the museum. The director must be prepared to play a significant role in that effort.
41. Particular care must be taken to assure that fundraising is conducted in a manner consistent with professional standards. The museum should avoid any fundraising practices that could damage the community's trust or its respect for the institution. The concept of public benefit rather than private benefit to individuals or taxable entities should apply while recognizing that a variety of stakeholders may incidentally benefit from fundraising activities.
42. Sources of financial support should be publicly disclosed whenever possible. Requests for anonymity should be respected, except where doing so would conceal a real or perceived conflict of interest. The museum must retain artistic control at all times; sources of financial support must not be allowed to compromise or unduly influence the integrity of any program.
43. Fundraising goals of volunteer and auxiliary groups must be approved by the board and the activity monitored by the director. When such groups operate as a separate legal entity but have a mission of providing support to the museum, the group's governing body and the museum's board should approve a document that codifies the relationship.

Legal Matters

44. Although ultimate fiduciary responsibility rests with the board, the director is responsible for the daily monitoring of the institution's compliance with laws and regulations. Appropriate legal counsel must be available to advise on general matters, as well as specific issues. Legal matters arising in the operation of the museum include those pertaining to collections, exhibitions, personnel and labor relations, contracts, governance, finances, facilities, taxes, rights and reproductions, and events. The board, the director, and counsel should share current information about legal issues and legislation relevant to the institution and museum standards.

The Physical Plant

45. The physical plant is among the assets of the museum for which the board assumes ultimate responsibility. Attention must be given to the preservation and security of the plant and its contents, including collections. The museum must provide a secure, safe, and accessible environment for its visitors and staff.
46. When the museum is used for ancillary activities, the director must assure that these activities do not endanger facilities or collections or compromise the integrity of programs.
47. The director should submit for board review and approval such matters as revisions to a comprehensive facilities plan, the selection of architects or other professional consultants, plan objectives, development concepts, schematic and final designs, and the awarding of major construction contracts.
48. The director is responsible for the construction, operation, maintenance, security, repair, renovation, and alteration of the physical plant; for planning capital improvements and related budgets; for public safety; and for such general facilities policies as the board may adopt.
49. The museum must protect its facilities against potential risk and loss through appropriate measures, including a comprehensive, board-approved emergency preparedness plan that includes regular staff training. The museum must comply with all applicable federal, state and local laws, rules, and regulations.

The Staff

50. The director is responsible for the appointment of the staff of the museum. The staff should comprise employees with the skills, backgrounds, professional expertise, and experience necessary to advance the museum's mission. The director should build and sustain a high level of morale and productivity.
51. The staff is one of the museum's most valued resources. In order to build a strong institutional culture, the staff should be provided with competitive compensation and benefits, a supportive working environment, and opportunities for professional development.
52. The board is responsible for establishing policy relating to the rights and benefits of museum employees. The director is responsible for developing and implementing personnel practices in conformity with established policy. Such practices include providing all employees with job descriptions, setting goals, and conducting regular performance evaluations with processes that are fair, consistent, and clear.
53. In the event that a labor union is a recognized bargaining agent for certain museum employees, the board must establish clear roles and responsibilities for negotiating agreements. Whether or not the director takes a direct role in the negotiations, he or she is responsible for the final contract. The board should review any labor union agreements recommended by the director.
54. Any employee personnel disputes and grievances not covered by a bargaining agreement should be settled through an established dispute resolution procedure. Employees must be protected by a policy that provides for reporting in confidence, and without retaliation, any suspected improprieties or misuse of the museum's resources.

The Director

55. In order to be qualified professionally for the position, the director should possess an appropriate balance of training in art history and/or knowledge of art, museum experience, administrative skills, and demonstrated leadership ability.
56. The responsibility for appointing the director should be exercised by the full board although the search for the director and negotiations with the candidates may be delegated to a board-appointed committee. During the hiring process, the board should provide complete and accurate information relevant to the management of the museum. (For university and college art museum procedures, see appendix c, p. 27.)
57. The director must have a clear understanding of the museum's mission, policies, long-range plan, programs, and finances and is responsible for their implementation and for making accurate information about them publicly available.
58. The board should confirm its selection and appointment of the director by delivering to the appointee a formal document such as a letter or contract signed as authorized by the board. This document should describe all components of the compensation package. The document should be accepted in writing by the appointee. The total compensation package should be in keeping with professional indices.
59. The director should be present at all meetings of the board and its executive committee although with prior notice these meetings may include sessions without the director. The director has the right to be present at all meetings of the board's permanent standing committees. The director is responsible for informing the staff of board decisions; likewise, the ideas, concerns, and requests of the staff are communicated to the board by the director.
60. The director should have the full support of the board. Should this support become seriously diminished, every effort should be made to restore the relationship as soon as possible for the well-being of the museum.

61. Disagreements serious enough to result in erosion of board support for the director might be resolved by such successive efforts as a conference between officers of the board and the director, a special meeting of the full board, and involvement of an outside mediator.
62. The director's employment may be terminated only by a vote of the full board. Notice of termination should be delivered to the director in writing. Consideration should be given to appropriate notice and/or severance. Agreed upon arrangements should be recognized in any employment contract or letter of agreement. Confidentiality in such matters should be maintained. (For university and college art museum procedures, see appendix c.)
63. In a period of transition between directors, procedures should be established to assure that the museum's operation continues in as orderly a manner as possible. The board should determine which staff member or members will assume responsibilities customarily borne by the director. Without such a clearly defined procedure, departures from policy could occur.

APPENDIX A

A Code of Ethics for Art Museum Directors

Adopted by the membership of the AAMD, June 1966; amended 1971, 1973, 1974, 1991, 2001, and 2011.

The position of the museum director is one of trust. The director should act with integrity and in accordance with the highest ethical principles. The director should avoid any and all activities that could compromise his or her position or the institution. The professional integrity of the director should set a standard for the staff. The director is responsible for implementing the policy of the governing board for the benefit of the museum and the public. The director is responsible for ensuring that the museum adopts and disseminates a code of ethics for the board, staff, and volunteers.

The director must not use his or her influence or position for personal gain. The director must not function as a commercial dealer in works of art nor be party to the recommendation for purchase by museums or collectors of works of art in which the director has any undisclosed financial interest. The director must not accept any commission or compromising gift from any seller or buyer of works of art. The director must not provide any statement as to the monetary value, authenticity, or attribution of a work of art.

If the director collects art, extraordinary discretion is required to assure that no conflict of interest arises between the director's personal collecting activity and the concerns of the museum. If there is a perception of a conflict, the museum's governing board must be granted the first option to acquire the work or works in question for the museum. Gifts of works of art to the director by artists whose work is or may be shown or acquired by the museum can compromise the position of the director and the museum; these should therefore be accepted only in special circumstances and with full disclosure. If there is even the possibility of a perception of a conflict of interest, the museum's governing board must be granted the first option to obtain such gifts for the museum. (See also Paragraph 26 and appendix b, p. 23, paragraph e.)

The director must ensure that best efforts are made to determine the ownership history of a work of art considered for acquisition. The director must not knowingly allow to be recommended for acquisition—or permit the museum to acquire—any work of art that has been stolen (without appropriate resolution of such theft) or illegally imported into the jurisdiction in which the museum is located.

In accordance with the AAMD's policy on deaccessioning and disposal, the director must not dispose of accessioned works of art in order to provide funds for purposes other than acquisitions of works of art for the collection or "direct care" as defined in section 25 of professional practices (also, see appendix b).

AAMD members who violate this code of ethics will be subject to discipline by reprimand, suspension, or expulsion from the AAMD. Infractions by any art museum may expose that institution to censure and /or sanctions, as determined by the Board of Trustees of the AAMD, that may, in the case of sanctions, include, without limitation, suspension of loans and shared exhibitions between the sanctioned museum and museums of which the AAMD members are directors.

Prior to censuring or recommending suspension or expulsion of a member or censuring or issuing any sanction against an art museum, the Board of Trustees of the AAMD shall provide to the director or museum in question the opportunity to be heard and to explain the reason for the actions considered for censure, suspension, expulsion, or sanction. Such a presentation is to be made by the affected director unless otherwise determined by the Board of Trustees of the AAMD or, in the case of a museum, by the director or any member of the board of trustees or governing board of the museum, as determined by the museum with the concurrence of the Board of Trustees of the AAMD. If the Board of Trustees of the AAMD determines to censure or recommend suspension or expulsion of a member or to censure or sanction a museum, the Board of Trustees of the AAMD shall, contemporaneously with the issuance of a censure or sanctions or the recommendation of suspension or expulsion, determine and advise the affected director or museum of the process that may be followed, as the case may require, to allow the censure to be rescinded or modified, the suspension to be lifted, the expulsion to not bar a subsequent application for admission, or the sanction to be lifted.

In the event that the museum is not a legal entity but rather is part of an entity or controlled by another entity, any censure or sanction may be issued against the museum, the entity of which the museum is part, the entity controlling the museum, or, as applicable, all or any combination of the foregoing as the Board of Trustees of the AAMD shall determine.

APPENDIX B

Deaccessioning and Disposal

Adopted by the membership of the AAMD, June 2010.

Deaccessioning is defined as the process by which a work of art or other object (collectively, a “work”), wholly or in part, is permanently removed from a museum’s collection. *Disposal* is defined as the transfer of ownership by the museum after a work has been deaccessioned; in the case of false or fraudulent works, or works that have been irreparably damaged or cannot practically be restored, removal from the collection and disposition are determined by the museum and may include destruction of the work.

The AAMD recognizes the unique challenges museums face in managing and developing collections largely built through gift and bequest by private donors. Most art museums continue to build and shape their collections over time to realize their mission more fully and effectively. Acquisitions to or deaccessions from the museum’s collection must be guided by well defined, written collecting goals and acquisition and deaccession principles, procedures, and processes approved by a museum’s board of trustees or governing body. These goals, principles, procedures, and processes must conform to the AAMD’s *Professional Practices in Art Museums* and policy on deaccessioning and disposal.¹

Deaccession decisions must be made with great thoughtfulness, care, and prudence. In making such decisions, expressions of donor intent should always be respected; and the interests of the public, for whose benefit collections are maintained, must always be foremost.

¹ Canadian and Mexican member museums should follow applicable legal restrictions and policies of national associations and, to the extent not inconsistent with either of the foregoing, the AAMD’s *Professional Practices in Art Museums*, and policy on deaccessioning and disposal.

Policy Statement

- a The AAMD requires member museums¹ to develop clear, written collections management policies, including collection goals and acquisition and deaccession principles, procedures, and processes, as well as those that address preservation, conservation, and collection care.
- b The AAMD encourages member museums to accept into their collections only gifts of works that support the mission of the institution and to be thoughtful about accepting gifts of works with restrictions.
- c Member museums must comply with all applicable laws—including, if applicable to the AAMD member museum, the filing of required Internal Revenue Service forms—in deaccessioning and disposing of works from the collection.
- d Member museums should not capitalize or collateralize collections or recognize as revenue the value of donated works. In 1992, following proceedings involving the museum profession, the Financial Accounting Standards Board (FASB) established standards regarding how museums (and other entities) subject to FASB² may account for their collections, assuming certain conditions are met. As a result, in 1993, FASB issued Statement Number 116. As amended, the statement provided that contributions of works of art, historical treasures, and similar assets need not be recognized as revenue or capitalized if the donated items are added to collections that are (a) held for public exhibition, education, or research in furtherance of public service; (b) protected, kept unencumbered, cared for, and preserved; and (c) subject to an organizational policy that requires the proceeds from sales of collection items to be used to acquire other items for the collection. On March 21, 2019, FASB amended its Statement to update the definition of “collections” to mean works of art, historical treasures, or similar assets that are (a) held for public exhibition, education, or research in furtherance of public service rather than financial gain; (b) protected, kept unencumbered, cared for, and preserved; and (c) are subject to an organizational policy that requires the use of proceeds from items that are sold to be for the acquisitions of new collection items, the direct care of existing collections, or both.

1 A *member museum* is one whose director is a member of the AAMD.

2 Museums that follow other accounting rules, such as those of the Government Accounting Standards Board (GASB), or are subject to a legal restrictions may be required to treat collections for financial statement purposes in a different manner, but museums still should not collateralize their collections.

In addition, FASB also provided that a collection-holding not-for-profit entity must disclose its organizational policy for the use of proceeds from deaccessioned collection items, including whether those proceeds could be used for acquisitions of new collection items, the direct care of existing collections, or both. If the collection-holding entity allows proceeds from deaccessioned collection items to be used for direct care, the entity shall disclose its definition of direct care.¹

- e When recommending a work to the museum's board of trustees for deaccessioning, a member museum's staff should provide thorough research on prior ownership history, an explanation of expressed donor intent (if any), current scholarly evaluation, and relevance to the existing collection and future collecting goals.
- f A member museum should publish on its website and within a reasonable period of time works that have been deaccessioned and disposed of.

¹ See, <https://fasb.org/Page/ShowPdf?path=ASU+2019-03.pdf&title=ACCOUNTING+STANDARDS+UPDATE+2019-03%E2%80%94NOT-FOR-PROFIT+ENTITIES+%28TOPIC+958%29%3A+UPDATING+THE+DEFINITION+OF+COLLECTIONS&acceptedDisclaimer=true&Submit=>

Application

i. Purpose of deaccessioning and disposal

- a Deaccessioning is a legitimate part of the formation and care of collections and, if practiced, should be done in order to refine and improve the quality and appropriateness of the collections, the better to serve the museum's mission.
- b Funds received from the disposal of a deaccessioned work shall not be used for operations or capital expenses, except as follows. Funds received from the disposal of a deaccessioned work of art including any earnings and appreciation thereon, may be used only for the acquisition of works of art in a manner consistent with the museum's policy on the use of restricted acquisition funds or for "direct care" (as defined in section 25 of professional practices) of works of art. In order to account properly for their use, the AAMD recommends that such funds, including any earnings and appreciation, be tracked separately from other acquisition funds.

ii. Criteria for deaccessioning and disposal

There are a number of reasons why deaccessioning might be contemplated. Primary among these are the following:

- a The work is of poor quality and lacks value for exhibition or study purposes.
- b The work is a duplicate that has no value as part of a series.
- c The museum's possession of the work is not consistent with applicable law, e.g., the work may have been stolen or illegally imported in violation of applicable laws of the jurisdiction in which the museum is located, or the work may be subject to other legal claims.
- d The authenticity or attribution of the work is determined to be false or fraudulent, and the object lacks sufficient aesthetic merit or art historical importance to warrant retention. In disposing of or retaining a presumed forgery, the museum shall consider all related ethical issues including the consequences of returning the work to the market.

- e The physical condition of the work is so poor that restoration is not practicable or would compromise the work's integrity or the artist's intent. Works that are damaged beyond reasonable repair and are of no use for study or teaching purposes may be destroyed.
- f The work is no longer consistent with the mission or collecting goals of the museum. The board of trustees or governing body of the museum must exercise great care in revising a museum's mission or reformulating collecting goals.
- g The work is being sold as part of the museum's effort to refine and improve its collections, in keeping with the collecting goals reviewed and approved by the museum's board of trustees or governing body.
- h The museum is unable to care adequately for the work because of the work's particular requirements for storage or display or its continuing need for special treatment.

iii. Authority and process

- a Deaccessioning and disposal must comply with all applicable laws of the jurisdiction in which the museum is located and must observe any terms or obligations that pertain to the acquisition of the work by the museum.
- b The final authority for the deaccessioning and disposal of works rests with the board of trustees or governing body or its designee.
- c The process of deaccessioning and disposal must be initiated by the appropriate professional staff and any recommendations, with full justification, presented to the director, who will review the facts and circumstances of the proposed deaccession and disposal. As part of this process, the staff must undertake a thorough review of all records to determine donor intent, clear title, donor restrictions, and current market value. If the director determines that deaccessioning is appropriate, the proposal shall be presented to the board of trustees or governing body or its designee in accordance with the steps outlined in the museum's collection policy with regard to deaccessioning.
 - 1 The director shall exercise care to assure that the recommendations are based on authoritative expertise.
 - 2 Third-party review and appraisal may be considered in the case of objects of substantial value.
 - 3 In the case of work(s) by a living artist, special considerations may apply.

- d The timing and method of disposal should be consistent with the museum's collection policy. Attention must be given to transparency throughout the process.
- e No member of a museum's board or staff, or anyone whose association with the museum might give them an advantage in acquiring the work, shall be permitted to acquire directly or indirectly a work deaccessioned, wholly or in part, by the museum, or otherwise benefit from its sale or trade. The foregoing, however, shall not apply to a sale by a museum of its interest in a work to one or more of any co-owners of such work.
- f If a museum proposes to dispose of less than all of its interest (sometimes known as fractional deaccessioning) in a deaccessioned work (unless the interest to be retained is insubstantial¹), the disposal should only be made to an organization² or organizations that are open to the public.

iv. Selection of methods of disposal

The following may be taken into account in selecting a method of disposal:

- a Preferred methods of disposal are sale or transfer to, or exchange with, another public institution; sale through publicly advertised auction; and sale to, or exchange with, or through a reputable, established dealer. Every reasonable effort should be taken to identify and evaluate the various advantages and yields available through different means of disposal.
- b In the case of a work of art by a living artist, consideration may be given to an exchange with the artist.
- c While it is understood that museums must fulfill their fiduciary responsibilities and act in the museum's best interests, museums may give consideration to keeping a deaccessioned work in the public domain.

¹ For example, rights of reproduction or the right to borrow the work.

² "Organization" means a museum or institution exempt from federal income tax and classified as a public charity or a private operating foundation (or substantially similar organization in Canada or Mexico) or governmental entity or agency.

v. Interests of donors and living artists /notifications

- a When practicable, museums should notify the donor of a work that is under consideration for deaccessioning and disposal. Circumstances may warrant extending similar courtesy to the heirs of a donor.
- b When a work by a living artist is deaccessioned, consideration must be given to notifying the artist.

vi. Documentation

When a work is deaccessioned, all electronic and paper records must be updated. Prior to disposal, an image should be taken of the work and retained in the museum's records. As works are disposed of, the method of disposition— including possible consignee, new owner, sale price, and location, if known— should be recorded according to the museum's collection management policy.

vii. Special circumstances

The AAMD recognizes that part of the mandate of a contemporary arts organization is to expand the definition of what constitutes a work of art, as well as to question traditional exhibition practices. Therefore, if the organization's written policy provides for the sale of deaccessioned works, the funds derived from such sales may in exceptional cases be used for purposes analogous to the purchase or commission of works of art, specifically the creation of new works, including some that may not be collectible. Expenditure of these funds for operations or capital expenses, except for "direct care" (as defined in section 25 of professional practices) is, however, precluded.

viii. Sanctions

In the event an AAMD member or museum violates one or more of the provisions of this policy, the member may be subject to censure, suspension, and/or expulsion; and the museum may be subject to censure and/or sanctions in accordance with the relevant provisions of the code of ethics of the AAMD, which have been amended consistent with the following:

Infractions by any art museum may expose that institution to censure and/or sanctions, as determined by the Board of Trustees of the AAMD, that may, in the case of sanctions, include, without limitation, suspension of loans and shared exhibitions between the sanctioned museum and museums of which the AAMD members are directors.

Prior to censuring or recommending suspension or expulsion of a member or censuring or issuing any sanction against an art museum, the Board of Trustees of the AAMD shall provide to the director or museum in question the opportunity to be heard and to explain the reason for the actions considered for censure, suspension, expulsion, or sanction; such presentation to be by the affected director unless otherwise determined by the Board of Trustees of the AAMD or, in the case of a museum, the director or any member of the board of trustees or governing board of the museum, as determined by the museum with the concurrence of the Board of Trustees of the AAMD. If the Board of Trustees of the AAMD determines to censure or recommend suspension or expulsion of a member or to censure or sanction a museum, the Board of Trustees of the AAMD shall, contemporaneously with the issuance of a censure or sanctions or the recommendation of suspension or expulsion, determine and advise the affected director or museum of the process that may be followed, as the case may require, to allow the censure to be rescinded or modified, the suspension to be lifted, the expulsion to not bar a subsequent application for admission or the sanction to be lifted.

In the event that the museum is not a legal entity but rather part of an entity or controlled by another entity¹, any censure or sanction may be issued against the museum, the entity of which the museum is a part, the entity controlling the museum, or, as applicable, all of the foregoing as the Board of Trustees of the AAMD shall determine.

¹ An example of a museum that is a part of another entity would be a museum that is not a separate legal entity but is part of a college or university. An example of a museum that is controlled by another entity would be a separately incorporated museum the sole member of which is a trust or foundation.

ix. University and college museums

University and college museums play a significant role in acquiring, preserving, and presenting collections. While the primary focus of the university or college is education, the university or college must also adhere to professional standards and ethics when operating a museum.

- a The director is responsible for the development and implementation of policy related to all aspects of the museum's collections, including acquisition, deaccessioning and disposal, preservation, conservation, and exhibition, as well as scholarly research and interpretation. The director is responsible for ensuring that the university or college is aware of its ethical responsibilities to the museum's collection, including issues around its deaccessioning, use, and the physical conditions under which it is maintained.
- b Deaccessioning and disposal from the collection must result from clear museum policies that are in keeping with the AAMD's professional practices (see also the section on the collection and appendix b). Deaccessioning and disposal from the museum's collection must never be for the purpose of providing financial support or benefit for other goals of the university or college or its foundation. In no event should the funds received from disposal of a deaccessioned work be used for operations or capital expenditures, except for "direct care" as defined in section 25 of professional practices.
- c Policies developed by the director with regard to acquisition and deaccession should be adopted or ratified by the central governing authority of the university or college.

APPENDIX C

University and College Art Museums

Adopted by the membership of the AAMD, 1991; amended 2001 and 2011.

University and college museums are an important part of the spectrum of art museums in the United States. These institutions arose from the belief that the benefits of education should be made available to all citizens and that the opportunity to experience art is a vital part of education. University and college art museums often have responsibility for significant collections; in some communities, they are the major, or sole, art museum for the municipality or the region. University and college art museums serve as links between their campuses and surrounding communities and play important roles in the public service and missions of the parent universities or colleges. At the same time, university and college art museums must be part of the central academic missions of the institutions and must participate fully in the education of students and the advancement of scholarship. The museum within a university or college functions best when this dual role is acknowledged and appreciated by the university or college and by the community.

Operating within a university or college setting may offer advantages and protections to directors that might not be available to directors in other museums, among them, sabbaticals, tenure policies, and traditions of academic freedom. Other advantages may include access to university or college faculty, libraries, legal counsel, human resource specialists, risk managers, and institutional support for facilities and grounds maintenance. The director of a university or college museum should receive all of the rights and privileges of tenured faculty.

Because of their positions within academic institutions, university and college museum directors may face issues that are significantly different from other museums. This appendix recognizes some of those issues and offers professional practices appropriate for most art museums within a university or college structure. Although not all-inclusive, these practices address issues of special concern to university and college art museum directors at the time of the revision of this document.

i. Appointment

- a The director should be appointed by the president, chief academic officer, or his or her designee and ratified, according to the practice of the institution, by the governing body of the university or college or appointed by whatever procedure is consistent with deans or directors at the university or college.
- b Salaries of university or college art museum directors (and all staff) should be consistent not only with faculty and administrative salaries within the institution but also with professional salaries at comparable museums throughout the country.

ii. Performance review and dismissal

The director's performance should be reviewed regularly according to professional museum standards. The director is subject to dismissal only after due process, which is offered according to the statutes of the university or college. In addition, best practice suggests that the university or college commission an external review of the art museum every seven to ten years. Such a review should be conducted by a committee of peer university or college art museum directors.

iii. Reporting structure

- a The director should report to the governing board of the university or college via the central academic administration of the university or college rather than to a school, department, division, program, or other unit of the university or college. While recognizing that some university or college art museums operate satisfactorily under different reporting arrangements, reporting to the central academic officer is preferred. The position of the art museum within the central academic structure reconfirms and emphasizes the relevance of its collections and programs to all of the university or college rather than to any one part and recognizes the public service and outreach mission of the museum. If faculty or other university or college advisory committees for the art museum exist, it must be clear that they are not its governing body.
- b The public role of the museum within the community should be acknowledged. The director is more likely to be supported in that role if he or she reports to a senior officer who understands the relationship of the university or college to the

community and the role the museum can play in strengthening that relationship. Equally, the central role the museum plays in the research mission of the university or college and in the education of students at the university or college must be acknowledged and supported. In many university and college museums, the office of the president, provost, executive vice president, vice president for academic affairs, or some similar office is the one most likely to understand and support both the academic and public-service mission of the museum.

iv. Responsibilities and authority

- a As in other museums, the university or college art museum director is responsible for the artistic direction and vision for the museum, as well as management and direction of the staff and the budget.
- b While the museum must be the director's primary responsibility, the director may also teach academic courses. The teaching of such courses should be mutually agreed upon by the director and the relevant academic unit. The director or the director's designee should participate centrally in the design and/or implementation of any art museum training curriculum offered by the university or college.
- c The director provides artistic leadership to the community and participates in community artistic affairs at his or her discretion. Participation on boards and committees of community arts organizations is part of the public-service responsibility of the director, so long as such participation does not involve a conflict of interest in fundraising, artistic affairs, or any other part of the director's responsibilities to the museum or the university or college.
- d The director is a leader and spokesperson for art museum issues within the university or college and in the community.
- e The director is responsible for the development and implementation of policy related to all aspects of the museum's collections, including acquisition, deaccessioning and disposal, preservation, conservation, and exhibition, as well as scholarly research and interpretation. Recognizing that the university, college, or related foundation owns the museum's collection, the director is responsible for making the governing authority of the university or college aware of its legal and ethical responsibilities to the art museum's collection, including issues of its use and the physical conditions under which it is maintained.

- f Deaccessioning and disposal from the collection must adhere to clear, written museum policies that are in keeping with the AAMD's professional practices (see also the section on the collection and appendix b). Deaccessioning and disposal from the art museum's collection must never be for the purpose of providing general operating support or other benefit to the parent university, college, or related foundation, except as may occur through "direct care" (as defined in section 25 of professional practices). The university or college museum must have written policies on deaccessioning that define the director's role and responsibilities and clearly specify which university or college office or body has the final authority to approve deaccessioning.
- g Policies developed by the director with regard to acquisition and deaccession should be adopted or ratified by the central governing authority of the university or college.
- h Art outside the museum's collection may be acquired by the university or college, but the museum should be offered the right of first refusal for such acquisitions. If the university, college, or related foundation disposes of art outside the museum's collection, the museum should be offered the right of first refusal to acquire the art for the museum's collection. Should the university or college desire that its museum document and manage such university collections, the university or college should provide necessary staff and funds.
- i The director is responsible for using the museum's collections for teaching and research, without exposing the objects to undue risk. The director must have sole discretion as to how, when, and where objects from the museum's collection are used and under what conditions they are stored and exhibited. Policies and practices covering the foregoing should be included in the institution's written collection management plan.
- j While the museum's spaces may be made available to the university, college, or community for entertaining or other purposes, the director is responsible for determining what constitutes appropriate use of museum spaces, in keeping with his or her responsibilities for the safekeeping of the museum's collection, exhibitions, and programs. The director should develop a written policy for use of museum spaces consistent with the physical limitations of the space and the safeguarding of the collections, exhibitions, and programs.

If the museum rents some of its spaces to university, college, or community groups, the museum— rather than the central offices of the university, college, or any related foundation or another collegiate unit—should receive the financial benefits. Likewise, if the university or college art museum operates a museum store, financial benefits should accrue directly to the museum.

- k The director must be a central participant in any project that involves alteration, enlargement, or renovation of the museum’s facilities. The director must be involved with the selection of an architect and the determination of the final building program and design.
- l While joint appointments of art museum staff with other departments are desirable in some cases, the director should have sole discretion for hiring, reviewing, and dismissing art museum employees within the existing personnel policies of the university or college.
- m Advisory groups are often central to building relationships and support. If the museum has such groups, whether community, alumni, or otherwise constituted, the director should work closely with them to ensure that their goals and priorities are in keeping with those of the museum. The director should select, or be principally involved with the selection of, members of such groups and their officers. If groups assist with fundraising for the museum, all fundraising must be done with the approval of the director and for priorities established with the director.

APPENDIX D

Reproductions of Works of Art

Adopted by the membership of the AAMD, January 1979; amended 2001 and 2011.

Art museums legitimately generate income through the sale of such educational materials as catalogues, books, postcards, and reproductions. The manufacture and knowledgeable use of reproductions for teaching purposes or in a decorative context is appropriate.

The proliferation of “art-derived” materials, coupled with misleading marketing of reproductions, has created such widespread confusion as to require clarification and disclosure in order to maintain professional standards. When producing and/or selling reproductions, museums must clearly indicate, through the use of integral markings on the objects, as well as signs, labels, and advertising, that these items are reproductions. Signatures, print edition numbers, and printers’ symbols or titles must not appear in the reproduction if in the original they occur outside the borders of the image. Similarly, signatures, edition numbers, and /or foundry marks on sculpture must not appear on the reproduction.

Reproductions must be in materials and/or sizes other than those used by the artist in the original works of art. Although reproductions of decorative arts serving functional purposes may pose special problems in this regard, the fact that they are reproductions should be clearly indicated on the object.

The touting of exaggerated investment value of reproductions must be avoided because the object or work being offered for purchase is not original and the resale value is highly in doubt.

When advertising reproductions, museums should not use language implying that there is any identity of quality between the copy and the original or that would lead the potential buyer to believe that by purchasing any such reproduction, he or she is acquiring an original work of art.

