

Melbourne Symphony Orchestra

Melbourne Symphony Orchestra Governance Review

Terms of Reference

Background

The Melbourne Symphony Orchestra (MSO) has engaged KPMG to review its policies, risk frameworks and processes. The MSO Board has commissioned the Review to help strengthen its governance. The MSO Board considers that the complexity of the contemporary environment facing creative and performing arts organisations warrants a review to ensure that the MSO's policies, risk frameworks and processes are fit for purpose and compliant with the principles of the MSO.

While KPMG work product is confidential, on completion of the Review the MSO may consider sharing its proposed enhancements.

Purpose & Scope

The Review will consider the MSO's policies, risk frameworks and processes in the context of the MSO's overarching principle that the MSO's stage is subject to the direction of the MSO. The main objectives are to review:

- the policies, risk frameworks and processes currently in place at the MSO;
- whether the policies, risk frameworks and processes are fit for purpose;
- what new (or revised) policies, risk frameworks and processes may be required to manage creative rights and freedoms within an appropriate organisation risk framework (i.e. how the MSO may understand, mitigate and manage risk appropriately in the future); and
- the policies, risk frameworks and procedures of other orchestras and relevant performing arts organisations, as comparable governance processes.

The Review will be conducted with reference to best practice governance expected of a performing arts organisation in the position of the MSO and will be informed by Creative Australia's 'Essential governance practices for arts organisations' (January 2021).

Governance Review Terms

The Review will not affect the rights of third parties. KPMG will conduct the Review without formality. KPMG will not be required to speak to or engage with any party, however they may choose to engage with any other party on such terms and conditions as they deem fit and appropriate. KPMG will not make any findings about any event or any person. KPMG will make recommendations only, which will be directed solely to governance enhancement. The MSO will provide KPMG with such information and documentation as the MSO deems necessary subject to legal requirements. KPMG will obtain instructions from time to time from the CEO of the MSO, as appropriate.

Governance Scope Exclusions

This Review is not an audit or enquiry, and its scope excludes all matters other than those specifically included above. To be clear, it specifically excludes:

- Making findings about compliance with legal and other obligations by the MSO, its individual directors or officers, or any other party;
- Any specific review of any individual's actions;

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- Any detailed review of particular policies, procedures or other governance artefacts beyond the elements within the scope of this review specifically outlined above;
- Any review of the performance of the MSO Board, MSO senior management, or any other officers or employees of the MSO; and
- Specific advice on the substance of policies that pertain to issues such as freedom of speech and creative license.