

## **MINUTES OF THE SEPTEMBER 23, 2014, EXECUTIVE COMMITTEE MEETING**

The Executive Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on September 23, 2014. Participating were Executive Committee and Board Chair John W. McCarter, Jr.; Vice Chair Shirley Ann Jackson; and Committee member David Rubenstein.

Also present by invitation of the Committee were Secretary G. Wayne Clough, Counselor to the Chief Justice Jeffrey P. Minear, Chief of Staff to the Secretary Patricia Bartlett, Office of Human Resources (OHR) Associate Director Greg Bettwy, Under Secretary for Finance and Administration and Chief Financial Officer Albert Horvath, General Counsel Judith Leonard, Deputy Chief of Staff to the Regents Rachel Parker, and Chief of Staff to the Regents Porter N. Wilkinson.

### **CALL TO ORDER**

Mr. McCarter called the meeting to order at approximately 11:00 a.m.

### **EXECUTIVE SESSION**

The Committee entered executive session to discuss transition-related management and compensation issues and potential collaborations. Upon motion duly made and seconded, the Committee also approved the draft minutes of the June 9, August 4, August 11, and August 26, 2014, Committee meetings without modification.

### **SMITHSONIAN ENTERPRISES OVERSIGHT SUBCOMMITTEE**

Committee Vice Chair Shirley Ann Jackson reported that, at its last meeting, the Strategic Planning and Programs Committee proposed that the Board establish a temporary joint subcommittee of that committee and the Finance Committee to oversee Smithsonian Enterprises (SE) during the transition period to the new Secretary. As the driver of new digital technologies and social media through strategic investments and innovative business models, SE could benefit from the Regents’ advice on strategic investments, new media ventures, and overall business development. In addition, the Regents could benefit from a comprehensive review of SE’s structure and policies. Dr. Jackson commented on potential efficiencies to be gained from the collective expertise of both committees when reviewing the content, risks, and potential revenue of complex financial deals.

Dr. Jackson noted that Finance Committee Chair David Rubenstein supports the creation of a five-member subcommittee and that the two had discussed a potential slate of members. The Executive Committee expressed support for the creation of the subcommittee and proposed membership. Dr. Jackson and Mr. Rubenstein will reach out to potential members to confirm their interest, with the goal of presenting the subcommittee’s creation and a slate of proposed

committee members for approval at the October 20, 2014, Board meeting. Secretary Clough added that internal and external SE review committees also are under development.

## **EXECUTIVE SESSION**

The Regents conducted a second executive session to discuss a possible Smithsonian presence in London and the Strategic Facilities Investment Strategy.

## **COMMITTEE TERM LIMITS**

Chief of Staff to the Regents Porter Wilkinson reported on the Governance and Nominating Committee's recommendation regarding term limits on Regent committees. Most Regent committee charters state that a Regent or non-Regent may serve on a Regent committee for up to six years and that Regents Emeriti may serve up to three years. In addition, some but not all committee charters provide for waivers of term limits. As many as 25 committee members could be impacted in 2015 if these limits are enforced.

Ms. Wilkinson and General Counsel Judith Leonard reviewed best practices in this area and made the following recommendation to the Governance and Nominating Committee: that committee term limits for Regents be extended to 12 years; that term limits for non-Regent committee members be kept at six years; and that term limits for Regent Emeritus committee members be kept at three years. To provide a mechanism to ensure the regular rotation of members who will bring new perspectives to their respective committees, Ms. Wilkinson and Ms. Leonard advised against the provision of waiver clauses. With the exception of Advancement Committee members, the terms of current committee members would be grandfathered to 2016. The terms of current Advancement Committee members would be grandfathered to 2017 to coincide with the end of the Smithsonian Campaign.

## **REGENTS' SELF-ASSESSMENT**

The Committee endorsed the distribution of the Regents' 2014 Self-Assessment, which is modeled on the 2013 Self-Assessment, to members of the Board after the October Regents' meeting.

## **OCTOBER BOARD DINNER AND MEETING REVIEW**

The proposed meeting agenda for the October 20, 2014, Board meeting was endorsed. Following the Board's business meeting, the Regents' Annual Public Forum will be held in the Hirshhorn Museum and Sculpture Garden's Ring Auditorium. The topic of the forum is the Smithsonian Campaign.

Mr. McCarter reviewed the draft agenda for the Sunday, October 19, Regents' dinner at the National Postal Museum. Regents Emeriti Senator Christopher Dodd, Representative Doris Matsui, Roger W. Sant, Alan G. Spoon, and Patricia Q. Stonesifer will be recognized; the latter

three also will be awarded the Regents' Gold Medal for Exceptional Service. The dinner will follow a weekend of kickoff activities for the Smithsonian Campaign; the Campaign cochairs also will be recognized at the dinner.

## **ADJOURNMENT**

The meeting was adjourned at approximately 11:40 a.m.

Respectfully submitted,

John W. McCarter, Jr.  
Chair