

MINUTES OF THE OCTOBER 17, 2013, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on October 17, 2013, beginning at approximately 11:00 a.m. Participating were Committee Chair Roger W. Sant and members Senator Patrick Leahy, Steve Case, Robert P. Kogod, and Patricia Q. Stonesifer.

Present by invitation of the Committee were Secretary G. Wayne Clough; Chief of Staff to the Secretary Patricia L. Bartlett; Inspector General Scott Dahl; Chief of Staff to the Regents John K. Lapiana; General Counsel Judith Leonard; and Liaison to Senator Leahy Kevin McDonald. Also invited was Isaacson, Miller consultants Tim McFeeley and Kahn Lee.

CALL TO ORDER

Mr. Sant called the meeting to order.

REPORT OF THE CHAIR

Mr. Sant noted that the Committee had three goals for the meeting: (1) to complete the process of identifying candidates to fill the vacancies created by his and Patty Stonesifer’s retirement from the Board later in the year; (2) to determine whether any changes are necessary to the composition of the Executive Committee in light of Board Chair France Córdova’s nomination to lead the National Science Foundation; and (3) to review the Regents’ policy prohibiting senior Smithsonian executives, including the Secretary, from serving on corporate boards.

At the Committee’s September 11, 2013, meeting, Mr. Sant explained that the Committee agreed to recommend John Fahey for the vacancy created by his retirement. Pursuant to the Smithsonian’s statutory charter, only residents of the District of Columbia are eligible for consideration.

EXECUTIVE COMMITTEE COMPOSITION

The Committee considered whether Board leadership and the composition of the Executive Committee should be recalibrated while Dr. Córdova awaits confirmation. Mr. Sant noted that it appeared unlikely that she would be confirmed before the Senate’s Christmas Recess. He outlined the expected roles and duties of the Chair over the upcoming months. After discussion, the Committee concluded to take no action at this time.

CORPORATE BOARD SERVICE

Mr. Sant noted that in January 2011, the Committee considered changes to the policy prohibiting senior executives from serving on corporate boards. At the time, some members stated that relaxing the policy would help the Smithsonian retain some of its most promising executives and directors, as well as benefit the Smithsonian by creating opportunities for outreach to potential benefits and partners.

After those deliberations, the Committee recommended to the full Board that senior executives be allowed to serve on up to one corporate board with the approval of the Secretary or the Board as appropriate. At its January 2011 meeting, the Board tabled the discussion, although it acknowledged the rationale of the Committee.

Mr. Sant explained that John McCarter, the chair of the ad hoc search committee for the 13th Secretary of the Smithsonian, asked the Committee to again consider the policy and its potentially adverse impact on recruitment efforts in a highly competitive market. Both Mr. Sant and Mr. Case are members of the search committee. Mr. Sant also noted that the committee was not being asked to make any recommendations at the meeting, but rather to begin consideration of the issue should action by the Board be necessary.

Members noted the importance of a flexible policy regarding outside board service for at least the Secretary. Many leading candidates will likely be serving currently on outside boards, and the blanket prohibition policy could serve to dampen interest in the position. Moreover, some members said, the current policy does not contemplate the benefits from outside board service to the Smithsonian, such as building a network of potential Smithsonian benefactors and providing opportunities to learn how other complex organizations are managed. Members also noted that any change to the policy will need to be well-reasoned and discussed with various stakeholders and interested members of Congress.

Mr. Sant said that the issue may be discussed at the January 27, 2014, Regents' meeting, and the Committee asked to further consider it as the search progresses.

EXECUTIVE SESSION

The Committee reviewed the current pool of candidates to succeed Ms. Stonesifer in anticipation of Mr. Sant's presentation of recommended candidates to the Regents at the Board's October 21, 2013, meeting. Following discussion, the Committee approved the following motion:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominate Risa Lavizzo-Mourey of Philadelphia, Pennsylvania, to fill the vacancy created by the retirement of Patricia Q. Stonesifer from the Board of Regents

The Committee also considered candidates to succeed Dr. Córdoba following her anticipated confirmation as director of the National Science Foundation.

ADJOURNMENT

The meeting was adjourned at 12:30 p.m.

Respectfully submitted,

Roger W. Sant
Chair