

## MINUTES OF THE DECEMBER 20, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on December 20, 2012, beginning at 2:30 p.m. Participating were Committee Chair Roger W. Sant and members Steve Case and Robert P. Kogod. Committee member Senator Patrick Leahy was unable to participate.

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

### CALL TO ORDER

Mr. Sant called the meeting to order at 2:30 p.m. and thanked members for accommodating a change in scheduling of the meeting from December 4, 2012. The Committee congratulated Regent and fellow Committee member Senator Patrick Leahy on his appointment as president pro tempore of the Senate.

### APPROVAL OF THE MINUTES

The Committee approved the draft minutes of the August 22, 2012, Committee meeting with the following modification after the heading on Smithsonian digital strategies:

*NOTE: In light of continuing deliberation of these issues by the full Board and the Strategic Planning and Programs (SPP) Committee, the Governance and Nominating Committee will consider the topic at a future meeting to allow members to benefit from the guidance of the full Board and the SPP Committee.*

### APPOINTMENTS TO SMITHSONIAN ADVISORY BOARDS

Mr. Sant presented the proposed appointments and reappointments to various Smithsonian advisory boards. Each candidate enjoyed the support of the respective unit advisory board, the unit director, the Under Secretary with oversight responsibility, the Office of Advancement, and the Secretary. Among other notable candidates, he noted that former Smithsonian National Board (SNB) Chair Paul Neely was recommended for appointment to the National Museum of American History advisory board.

Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approve the proposed slate of candidates for appointment to 17 Smithsonian advisory boards.

## BYLAW REVISIONS

Next, the Committee reviewed proposed changes to the bylaws of the National Museum of American History advisory board. Ms. Leonard noted that the changes will place the bylaws in better alignment with the standard bylaws suggested for all Smithsonian advisory boards. Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed amendments to the bylaws of the Advisory Board of the National Museum of American History.

## ADVISORY BOARD EXPERT ASSISTANCE

Mr. Sant observed that the Smithsonian has over 20 unit advisory boards and that the expertise, duties, and expectations of these often underutilized assets vary significantly. He noted that many Regents and advisory board members have noted that with the launch of the national campaign, the timing is right for the Board to more aggressively provide advisory boards with tools to increase their efficacy and strategic and resource contributions to the units.

He directed the Committee's attention to a proposed statement of work for an outside expert consultant to assist the Board and staff in strengthening the advisory boards. The Committee concurred on a statement of work that would include the following goals and tasks:

- **Goal:** *Articulate general expectations for all advisory boards*
- **Goal:** *Improve advisory board operations*
  - Develop officer and member position descriptions
  - Develop standard bylaws
  - Identify processes for the development of meeting agendas and annual goals
- **Goal:** *Improve member engagement and expertise*
  - Develop a tool to analyze board member skills and expertise
  - Develop a Smithsonian-wide pool of advisory board candidates
  - Develop a Smithsonian-wide orientation program
  - Develop a member "continuing education" program
  - Develop a program for multi-board service (board rotation) and alumni programming
- **Goal:** *Improve Smithsonian governance of advisory boards*
  - Identify a potential infrastructure to support board oversight, communications, and collaborations

Mr. Sant expressed disappointment that the selection process was delayed, but noted that staff

expect to solicit bids in January 2013 and award a contract as soon as practicable after that.

## **COMMITTEE CHARTER REVIEW**

Mr. Sant noted that all Regent committees are asked to periodically review their charters for currency and adequacy. He directed members' attention to the current bylaws of the Committee. After limited discussion, members concurred that the charter adequately reflected the Committee's proper role and responsibilities to the Board.

## **2013 COMMITTEE ASSIGNMENTS**

Mr. Sant directed the Committee's attention to a matrix containing the proposed committee assignments for 2013. [A copy of the matrix is attached.] He noted that the contents of the matrix reflected his discussions with committee chairs regarding the assignments.

He reminded the Committee of the two governance principles that guided the proposed assignments: (1) each Citizen Regent is assigned to at least three committees and each Congressional Regent is assigned to two, and (2) each Citizen Regent is asked to chair one committee. Mr. Sant added that exceptions were made for the two newest Regents: Mr. Case and, presuming her appointment before the new Congress is seated, Barbara Barrett. Mr. Case will, however, continue to serve as Investment Committee vice chair.

Mr. Sant outlined the proposed changes to the 2013 committee assignments:

- Because Representative Steve LaTourette (R-OH) is retiring from the Congress and, consequently, the Board and the Finance and Facilities committees will lose a member, Mr. Sant suggested that his replacement as the third House Regent serve in Mr. LaTourette's spot on the Facilities Committee and that Representative Xavier Becerra replace him on the Finance Committee. Mr. Becerra would then step off of the Facilities Committee. [NOTE: Representative Tom Cole (R-OK) was selected by the Speaker of the House to serve as a Regent and he was appointed to the Finance and Strategic Planning and Programs committees.]
- On the Strategic Planning and Programs Committee chair's request to have representatives from both the House and Senate on that committee, the new House Regent [Mr. Cole] was suggested.
- Assuming the appointment of Ambassador Barbara Barrett, Mr. Sant said he believed she would make the greatest impact on the Advancement Committee (where she serves as cochair of the Smithsonian national campaign), the Compensation and Human Resources Committee, and the Audit and Review Committee.

- With the election of John McCarter as Vice Chair of the Board and Executive Committee, Mr. Sant recommended that Patty Stonesifer be added to the Governance and Nominating Committee. In addition, Mr. McCarter would step off the Compensation and Human Resources Committee.
- Chair of the Smithsonian National Board Sako Fisher was recommended as a new member to the Facilities Committee.
- Finally, Mr. Sant noted that Tom Hill resigned from the Investment Committee and that he, Secretary Clough, and Investment Committee Chair David Silfen are discussing whether to replace Mr. Hill and, if so, with whom.

After brief discussion, the Committee approved the following motion:

**VOTED** that pursuant to section 4.06 of the bylaws of the Board of Regents, the Governance and Nominating Committee recommends that the Board request that the Chancellor appoint members to the Regent committees as proposed.

## NEW REGENT SEARCHES

Mr. Sant began the discussion about the search for new Regents to replace him and Patty Stonesifer in late 2013 by reminding the Committee of the criteria approved by the Board at its October 15, 2012, meeting. Candidates should have one or more of the following:

1. Ability to assume leadership roles on the Board;
2. Different viewpoints and perspectives;
3. Widely respected and distinguished careers in public service;
4. Technology, social media, and communications expertise;
5. Background in educational outreach; or
6. Expertise to encourage the development of entrepreneurial initiatives.

In addition, Mr. Sant noted, a candidate's political "gravitas" or respect on both aisles of Congress should be given strong consideration.

Mr. Sant noted that the Regents' statutory charter does not impose term limits on Regent service. Instead, the bylaws state that the Regents "shall not nominate citizen members to succeed themselves after they have served two consecutive six-year terms." Ms. Leonard said that she would research the impact of the bylaw on Regents who will have served two terms.

Before asking Mr. McFeely and Mr. Lee to lead a discussion on the initial pool of candidates for consideration, members were reminded that one of the two vacancies must be filled by a "resident of the District of Columbia." [20 U.S.C. §42(a)].

The Committee then reviewed the current pool of candidates to provide Mr. McFeeley and Mr.

Lee with guidance in supplementing the pool for consideration at the Committee's March 5, 2013, meeting. Members agreed to prepare two lists, one containing District of Columbia candidates and the other non-District of Columbia candidates, to discuss at that meeting.

## **ADJOURNMENT**

The meeting was adjourned at approximately 3:25 p.m.

Respectfully submitted,

Roger W. Sant  
Chair