

## MINUTES OF THE APRIL 6, 2014, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on April 6, 2014, in the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Steve Case and members John Fahey, Robert P. Kogod, Risa Lavizzo-Mourey, and Senator Patrick Leahy\*.

Present by invitation of the Committee were Secretary G. Wayne Clough; Acting Inspector General Epin Christensen\*; Office of the Regents Senior Writer-Editor Barbara Feininger; General Counsel Judith Leonard; Liaison to Senator Leahy Kevin McDonald\*, and Chief of Staff to the Regents Porter N. Wilkinson.

### CALL TO ORDER

Mr. Case called the meeting to order at approximately 4:35 p.m.

### REPORT OF THE CHAIR

Mr. Case welcomed the new Regents and members of the Committee, John Fahey and Risa Lavizzo-Mourey, and outlined the Committee meeting agenda: two action items (appointments and reappointments to Smithsonian advisory boards and advisory board bylaw amendments); a review of an amended annual disclosure statement; and an executive session discussion of possible candidates to replace Dr. France Córdova as a Citizen Regent. Dr. Córdova resigned from the Board of Regents on March 13, 2014, subsequent to her confirmation by the United States Senate as the director of the National Science Foundation.

### APPOINTMENTS AND REAPPOINTMENTS TO ADVISORY BOARDS

Mr. Case presented a slate of proposed appointment or reappointment to 12 Smithsonian advisory boards. He noted that the appointment or reappointment of each candidate is supported by the respective advisory board, museum or programmatic unit director, Under Secretary with oversight responsibility, the Director of Advancement and Philanthropic Giving, and the Secretary. Upon motion duly made and seconded, the following action was approved for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to 12 Smithsonian advisory boards.

### ADVISORY BOARD BYLAW AMENDMENTS

Mr. Case presented proposed amendments to the bylaws of the Smithsonian Astrophysical Observatory (SAO) Advisory Board. The proposed amendments reflect a change in membership

\* *participated by telephone*

terms and the intention to standardize the Board's bylaws with those of other Smithsonian advisory boards. Secretary Clough noted that the SAO Advisory Board, which is relatively new, is tasked with supporting one of the greatest fundraising challenges in the Smithsonian Campaign: raising funds for the Smithsonian's 10 percent participation in the international Giant Magellan Telescope (GMT) collaboration. Extending the membership terms of the SAO Advisory Board will support its fundraising efforts for the GMT, as well as for SAO operations. Ms. Leonard added that it is anticipated that other Smithsonian advisory boards will request changes in membership terms.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed amendments to the bylaws of the Smithsonian Astrophysical Observatory Advisory Board.

#### **AMENDED ANNUAL DISCLOSURE STATEMENT**

Mr. Case asked General Counsel Judith Leonard to present proposed amendments to the Board of Regents' annual disclosure statement. Copies of the amended statement and the Board of Regents' Ethics Guidelines were included in the Committee meeting materials.

Ms. Leonard said the purpose of the proposed amendments is to enhance the management of Regents' apparent, potential, or actual conflicts of interest with the Smithsonian. The amendments also clarify the ongoing obligation of Regents to disclose conflicts should an issue arise that implicates a new or previously disclosed interest. The changes will support the transparent, effective governance of the Board, as well as strengthen the efforts of the Board Chair, individual Regents, and the Office of the General Counsel. The Secretary supports the development of an annual conflict of interest statement that will apply to Smithsonian advisory boards.

#### **EXECUTIVE SESSION**

The Committee adjourned for executive session at 4:50 p.m. to discuss possible candidates to serve as a Citizen Regent on the Board.

#### **ADJOURNMENT**

The meeting was adjourned at about 5:30 p.m.

Respectfully submitted,

Roger W. Sant  
Chair