

## MINUTES OF THE SEPTEMBER 17, 2014, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution conducted a telephonic meeting on September 17, 2014, in the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Steve Case and members John Fahey and Robert P. Kogod. Committee members Senator Patrick Leahy and Risa Lavizzo-Mourey were unable to participate.

Present by invitation of the Committee were Secretary G. Wayne Clough; Chief of Staff to the Secretary Patricia L. Bartlett; Office of the Regents Senior Writer-Editor Barbara Feininger (recorder); General Counsel Judith Leonard; Inspector General Cathy Helm; Liaison to Senator Leahy Kevin McDonald; Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter N. Wilkinson.

### CALL TO ORDER

Mr. Case called the meeting to order at 2:00 p.m.

### APPROVAL OF THE MINUTES OF THE JANUARY 24 AND APRIL 6, 2014, COMMITTEE MEETINGS

Upon motion duly made and seconded, the draft minutes of the January 24 and April 6, 2014, Committee meetings were approved without modification.

### APPOINTMENTS AND REAPPOINTMENTS TO ADVISORY BOARDS

Mr. Case presented a slate of proposed appointment or reappointment to 13 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 13 Smithsonian advisory boards.

### ADVISORY BOARD BYLAW AMENDMENTS

Mr. Case presented proposed amendments to the bylaws of the Smithsonian National Latino Board and noted that most of the proposed amendments reflect the intention to standardize the bylaws with those of other Smithsonian advisory boards. He directed the Committee’s attention to a continuity resolution that, if approved, will provide for the extension of

*\* participated by telephone*

members' terms until their successors are appointed and noted precedence for such action. 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 National Latino Board of the Smithsonian Latino Center.

## **REGENT COMMITTEE TERM LIMITS**

Most of the Regent committee charters state that Regents or non-Regents may serve on a committee for up to six years and that Regents Emeriti may serve up to three years. Because many of the charters were last updated in 2008, as many as 25 committee members could be impacted in 2015 if term limits were to be enforced. This issue prompted the Committee's prior request that General Counsel Judith Leonard and Chief of Staff to the Regents Porter Wilkinson research best practices and present their recommendations to the Committee regarding potentially extending Regent committee members' term limits, providing for or eliminating term waivers, and establishing overall consistency among the committee charters.

Ms. Wilkinson noted variances in the Regent committee charters — some provide for term limit waivers whereas others do not — and said that research on best practices revealed similar inconsistencies. She commented on the relatively small size of the Board and the desire to support members' skilled contributions while creating a mechanism for refreshing committees' membership.

Ms. Wilkinson and Ms. Leonard recommended extending Regents' committee membership terms for up to 12 years but maintaining term limits of up to three years for non-Regent and Regent Emeritus members. Because 13 vacancies would result from this action, grandfathered terms for all existing committee members were proposed. Current Advancement Committee member terms would be grandfathered until 2017 (the length of the Smithsonian Campaign) and all other committee member terms would be grandfathered until 2016. Both Ms. Wilkinson and Ms. Leonard advised against the provision of waivers.

The Committee concurred with the proposed changes. Ms. Wilkinson said that the Committee's opinion will be presented at the October 2014 Board meeting, after which the committees will be asked to update their charters for review by the Committee and subsequent ratification by the full Board of Regents.

## **STRATEGIC PLANNING AND PROGRAMS COMMITTEE CHARTER AND BOARD BYLAWS**

At its June 2014 meeting, the Board of Regents expressed support for changing the name of the Strategic Planning and Programs Committee to the Strategy, Innovation, and Technology Committee and amending the committee's charter to better reflect its commitment to the oversight of the Smithsonian's innovation and technology initiatives, as well as oversight of

strategic investments, partnerships and collaborations, and Smithsonian Enterprises. Changes to the charter will require amendments to the Board Bylaws. During its meeting on September 12, 2014, that committee agreed to recommend that the Governance and Nominating Committee recommend said changes to the full Board for approval. Upon motion duly made and seconded, the following motion then was approved:

**VOTED** that the Governance and Nominating Committee recommends to the Board of Regents the renaming of the Strategic Planning and Programs Committee to the Strategy, Innovation, and Technology Committee, as well as the approval of the proposed amendments to the Committee Charter and the Board Bylaws.

#### **COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER**

Mr. Case presented proposed amendments to the charter of the Compensation and Human Resources Committee to reflect compensation best practices and the positions reviewed annually by that committee. Upon motion duly made and seconded, the following motion then was approved:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed amendments to the charter of the Compensation and Human Resources Committee.

#### **APPOINTMENT TO A REGENT COMMITTEE**

Mr. Case presented the proposed appointment of Christine Udvar-Hazy to the Advancement Committee and noted that the appointment of Ms. Udvar-Hazy is supported by Advancement Committee Chair Alan Spoon and other members of that committee. Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed nomination of Christine Udvar-Hazy to the Regents' Advancement Committee and requests that the Chancellor make the necessary appointment.

#### **RENOMINATION OF A CITIZEN REGENT**

Subsequent to this meeting, the Committee approved by email ballot the following motion:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents renominate David M. Rubenstein for a second term as a member of the Board. The Congressional members of the Board of Regents are asked to introduce and support legislative initiatives leading to his reappointment.

## **EXECUTIVE SESSION**

The Committee adjourned for at 2:25 p.m. for an executive session to discuss proposed Board leadership elections for the 2015 term.

## **ADJOURNMENT**

The meeting was adjourned at about 2:35 p.m.

Respectfully submitted,

Steve Case  
Chair