MINUTES OF THE MAY 26, 2015, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee ("Committee") of the Board of Regents of the Smithsonian Institution ("Smithsonian") held a meeting on May 26, 2015. Participating were Committee Chair Steve Case* and Committee members John Fahey*, Robert P. Kogod*, Risa Lavizzo-Mourey*, and John W. McCarter, Jr.*

Also present by invitation of the Committee were Acting Secretary Albert Horvath; Acting Chief of Staff to the Secretary Greg Bettwy; Office of the Regents Writer-Editor Julie Bindelglass (recorder); Assistant to Senator Leahy Lindsey Cope*; Inspector General Cathy Helm; General Counsel Judith Leonard; Senior Advisor to the Secretary Evelyn Lieberman; Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 10:02 a.m.

APPROVAL OF THE MARCH 2, 2015, MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 2, 2015, teleconference Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 14 Smithsonian advisory boards was reviewed. Mr. Case noted that for each respective advisory board, the museum, or programmatic unit director, the Under Secretary with oversight responsibility, the Office of Advancement, and the Acting Secretary all support the proposed appointment or reappointment of each candidate. Upon motion duly made and seconded, the following motion 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 14 Smithsonian advisory boards.

RECOMMENDATIONS FOR CHANGES TO BOARD MEETINGS

Chief of Staff to the Regents Porter Wilkinson led a discussion on potential changes to Board meetings. The Office of the Regents had solicited recommendations for improving the content and format of Board meetings and materials from the Regents. Among the recommendations were the development of a consent agenda, the creation of written committee reports, an annual strategic meeting, a cohesive continuing education program, and reduced staff

*participated by telephone

attendance at meetings. Upon motion duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

> **VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the changes to meetings of the Board of Regents.

GOVERNANCE REPORT

Ms. Wilkinson then presented the Governance Report to the Committee. As part of the governance reforms, the Board of Regents committed to performing a review of governance matters every three years. The proposed report, prepared by the Office of the Regents, details governance developments taken between 2011 and 2014. The Committee reviewed the report and provided comments and recommendations. The report is to be revised based on the Committee's feedback and presented at the next meeting of the Board of Regents scheduled on June 15, 2015.

EXECUTIVE SESSION

The Committee conducted an executive session to discuss 2016 Regent committee membership.

ADJOURNMENT

There being no further business to discuss, the meeting was adjourned at approximately 10:40 a.m.

EMAIL BALLOT

By email ballot on June 5, 2015, the Governance and Nominating Committee approved to recommend to the Board that Senator Boozman serve on the Compensation and Human Resources Committee and the Strategy, Innovation, and Technology Committee; and that Senator Perdue serve on the Finance Committee, Audit and Review Committee, and the Smithsonian Enterprises Subcommittee.

> **VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed committee member assignments for Senator Boozman and Senator Perdue and requests that the Chancellor make the necessary appointments.

Respectfully submitted,

Steve Case, Chair