

## MINUTES OF THE MARCH 9, 2016, GOVERNANCE AND NOMINATING COMMITTEE TELECONFERENCE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents of the Smithsonian Institution (“Smithsonian”) held a teleconference meeting on March 9, 2016. Participating were Committee Chair Steve Case and Committee members John Fahey, Robert P. Kogod, and Risa Lavizzo-Mourey.

Also present by invitation of the Committee were Secretary David Skorton; Office of the Regents Senior Researcher and Writer Jennifer Ehlinger (recorder); Inspector General Cathy Helm; General Counsel Judith Leonard; Senior Advisor to Senator Leahy, Kevin McDonald; and Chief of Staff to the Regents Porter Wilkinson.

### CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 10:00 a.m.

### APPROVAL OF THE DECEMBER 3, 2015, MEETING MINUTES

Upon duly made and seconded, the draft minutes of the December 3, 2015, Committee meeting were approved without modification.

### ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to nine Smithsonian advisory boards was reviewed. Mr. Case noted that for each respective advisory board, the unit director, the Acting Provost, the Assistant Secretary for Advancement, and the 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 nine Smithsonian advisory boards.

### ADVISORY BOARD BYLAW AMENDMENTS

Mr. Case presented the proposed amendments to the bylaws of the National Portrait Gallery Commission. The proposed amendments reflect five substantive changes, including an increase in membership capacity from 25 to 35 elected members; the removal of a vacancies clause; formal recognition of emeritus and alumni roles; the inclusion of a conflict-of-interest statement; and the addition of an Education Committee.

Mr. Case noted that the proposed amendments are supported by the General Counsel and the Office of Advancement. 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 amendments to National Portrait Gallery Commission bylaws.

## **REVIEW OF 2015 REGENTS' SELF-ASSESSMENT RESULTS**

Chief of Staff to the Regents Porter Wilkinson reviewed the results of the 2015 Regents' self-assessment. The results indicated general agreement on the overall effectiveness of the current governance structure. Respondents also indicated a desire for increased involvement in strategic discussions. As always, improving Board performance remains a priority for the Regents in 2016. The Committee also suggested that the Office of the Regents follow-up with each of the Regents individually to gain further insight. The results of the 2015 self-assessment will be presented to the Board of Regents at its meeting on April 11, 2016.

## **REVIEW OF APRIL MEETING AGENDA**

Ms. Wilkinson then reviewed the agenda for the Board of Regents' first strategic meeting, which is scheduled to be held on April 11, 2016, at the National Museum of American History. The meeting is organized around themes that will consider the future plan for the Smithsonian.

The morning program will feature several speakers, including computer scientist, author, and composer Jaron Lanier; Director of the Los Angeles County Museum of Art, Michael Govan; President of the American Museum of Natural History, Ellen Futter; and Wharton School of the University of Pennsylvania professor and New York Times bestselling author Adam Grant.

Following the speakers' presentations, the Regents will discuss the strategic direction of the Smithsonian. The Regents will also hear preliminary recommendations from four task groups, established to review the Smithsonian's policies and practices in the areas of transparency, contracting, compensation, and use of funds.

The Committee provided feedback on the content and time allotted for certain discussion topics. Ms. Wilkinson and Secretary Skorton agreed to adjust the agenda in order to incorporate the Committee's suggestions.

## **EXECUTIVE SESSION**

The Committee then went into an executive session to discuss the selection of new Regents to replace Dr. Shirley Ann Jackson and Robert Kogod when their terms expire in May 2017.

## **ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 11:19 a.m.

Respectfully submitted,

Steve Case, Chair