

MINUTES OF THE MAY 9, 2016, 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 9, 2016. Participating were Committee Chair Steve Case* and Committee members John Fahey, Robert P. Kogod*, and Risa Lavizzo-Mourey*. Board and Executive Committee Chair John W. McCarter, Jr.* also participated in the meeting. Senator Patrick J. Leahy was unable to attend.

Also present by invitation of the Committee were Acting Chief of Staff to the Secretary Greg Bettwy; Office of the Regents Senior Researcher and Writer Jennifer Ehlinger (recorder); Counsel to the Inspector General Epin Christensen; General Counsel Judith Leonard; Senior Advisor to Senator Leahy, Kevin McDonald*; 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 10:01 a.m. and reviewed the meeting agenda.

APPROVAL OF THE DECEMBER 3, 2015, MEETING MINUTES

Upon duly made and seconded, the draft minutes of the March 9, 2016, Committee meeting were approved without modification.

REGENT SEARCH

Mr. Case reminded the Committee that at its last meeting on March 9, 2016, the Governance and Nominating Committee agreed to hire an executive search firm to assist with the identification, vetting, and selection of two new Regents to replace Dr. Shirley Ann Jackson and Bob Kogod when their terms expire in May 2017.

The Committee was presented with a draft Request for Proposal (“RFP”) for an executive search firm to review. Once a firm is engaged, it will be asked to provide a list of names for the Committee to review. The list of candidates selected will then go to the Board for review. The Board will vote on final candidates at the January 2017 meeting.

ADVISORY BOARD ETHICS STATEMENT

General Counsel Judith Leonard presented the Office of the General Counsel’s (“OGC”) recommendation that all Smithsonian advisory board members adopt a set of ethical guidelines, and sign an Advisory Board Ethics Statement (“Statement”) on an annual basis. Ms. Leonard reminded the Committee that, in its 2006 annual report to the Board of Regents, OGC

**Participated by phone*

in cooperation with the Office of the Secretary proposed that the Regents adopt a set of ethical guidelines applicable to Smithsonian advisory board members modeled on the Regents' Ethical Guidelines. The proposed Statement is based on the guidelines proposed in 2006, the Regents' ethics policy, and is consistent with non-profit best practices. The statement also recognizes that the boards are advisory in nature and do not require an annual financial disclosure as is typical for governing boards. Upon duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

VOTED that the Board of Regents approves the Advisory Board Ethics Statement to be used with all Smithsonian Advisory Boards.

REVISION TO ANNUAL FINANCIAL DISCLOSURE PROCESS AND LIST OF COVERED EXECUTIVES

Ms. Leonard next updated the Committee on recent updates to the Smithsonian Directive (“SD” or “Directive”) 103 (“Smithsonian Institution Standards of Conduct”), which sets forth the standards of conduct and ethical guidelines applicable to all Smithsonian employees. The updated version took effect on March 7, 2016. The revisions clarify existing requirements, streamline approval processes, and implement recommendations made by a review panel commissioned in 2015 to evaluate the Smithsonian’s conflict of interest policies and practices. The first modification is a change to the language that requires committee chairs to notify the Governance and Nominating Committee every November of their preferred membership.

COMMITTEE CHARTER REVIEW

The Committee reviewed its Charter per its mandate to annually review and assess the Charter and evaluate its own performance with respect to its requirements. Two modifications were proposed, which would revise the Charter’s language to accurately reflect current Committee practices and bring it more in-line with language used by other Regent committees. Upon duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

VOTED that the Board of Regents approves the proposed amendments to the Governance and Nominating Committee’s Charter.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to seven 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 seven Smithsonian advisory boards.

The Committee also discussed term-limits and emeritus status related to the Board of Trustees of the Smithsonian Cooper Hewitt Design Museum.

UPDATE ON PERSONNEL MATTERS

Board and Executive Committee Chair John W. McCarter, Jr. provided the Committee with a brief update on personnel matters related to the staffing and organization of senior management and open museum director positions across the Smithsonian.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:37 a.m.

Respectfully submitted,

Steve Case, Chair