

MINUTES OF THE MARCH 18, 2008, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution held a meeting on March 18, 2008, beginning at 3:20 p.m. in the Smithsonian Castle in Washington, D.C. In attendance were Committee members Diana Aviv; Doris Matsui; and Patty Stonesifer. Committee Chair Shirley Ann Jackson participated by teleconference. Committee member Robert Kogod was unable to participate. Also participating by invitation of the Committee were Celia Roady of Morgan Lewis & Bockius; Acting Secretary Cristián Samper; Chief of Staff to the Regents John Lapiana; General Counsel John Huerta; Assistant General Counsel Craig Blackwell; Assistant General Counsel Elaine Johnston; Inspector General Sprightley Ryan; and Assistant to Congresswoman Matsui Alexis Marks.

Dr. Jackson called the meeting to order. The following matters were discussed:

Approval of Minutes

The Committee approved the minutes of its January 19, 2008, meeting.

Report of the Chair

Dr. Jackson noted that the Board of Regents selected G. Wayne Clough as the 12th Secretary of the Smithsonian. Dr. Clough will begin his term on July 1, 2008. The Chair asked Committee members to provide recommendations to Mr. Lapiana on information or issues that should be included in Dr. Clough’s orientation material. Dr. Samper will have the lead role in managing the new Secretary’s orientation and will work with this Committee and the Executive Committee on an orientation plan.

Dr. Jackson advised the Committee that the Government Accountability Office (GAO) is in the final stages of its review of Smithsonian governance issues. The report is scheduled to be issued on May 15, 2008, and an exit conference will be held with Smithsonian management at the end of March 2008. In order to evaluate the nature of board deliberations, the GAO team has asked to review the transcript of the January Regents meeting. They have offered to review the transcript in the Castle and will not receive or retain a copy. The Chancellor and Board Chair do not object to this proposal. The Committee agreed to support the proposal, but expressed concern that the transcript does not give a complete picture of board deliberations and interaction.

Dr. Jackson sought the views of the Committee on whether the Board Chair should be made an *ex officio* member of all committees of the board. It was noted that there was not a consistent practice in the field on this issue. The Committee agreed that it would aid communications for the Board Chair to receive committee agendas and materials and to participate in committee activities when appropriate. The Committee recommended that a bylaw be proposed to make the Board Chair an *ex officio*, non-voting member of all committees. In this status the Board Chair would not be included for purposes of determining a quorum and would not be expected to attend all meetings.

Dr. Jackson reported that Mr. Sant is spending one day every week in the Castle on Smithsonian business. He has begun a schedule of meeting with every unit head and advisory board chair.

Staff has begun planning for the Board's first annual public meeting, scheduled for June 30, 2008. BoardSource is assisting in the planning. This Committee has meetings scheduled on March 30 and April 14, 2008. Subjects will include Regents' self-assessment and orientation, the communications plan being developed by the Office of Public Affairs, and the advisory board study.

Review of Board Composition

The Committee agreed to give further consideration to its recommendations on board size and composition that were discussed at the last meeting. Dr. Jackson noted that the full Board had expressed its preference against seeking a charter amendment. In light of this guidance, the Committee had preliminarily concluded that the current board size and composition can be effective with full participation of all members and augmenting committees with non-Regents. The Committee thoroughly discussed the merits of the proposed recommendation. The Committee concluded that the recent governance reform efforts have resulted in all Regents understanding and accepting that the effectiveness of the Board depends on their full participation in the work of the Board, including its committees. Accordingly, the Committee will recommend no change in the size and composition of the Board.

The Committee discussed the appropriate role of non-Regents on committees. It was noted that non-Regents may not have the broad perspective on Smithsonian issues that would be necessary to be fully engaged. Smithsonian advisory board members should be considered as non-Regent committee members. There should be a process for nominating non-Regents to committees and clear statements of responsibility. Some committees may not be appropriate for non-Regents.

The Committee noted that the creation of the Board Chair position had improved the effectiveness of the Board. Further refinements to the respective roles of the Board Chair and the Chancellor were suggested to emphasize the Chancellor's role in presiding over Board deliberations and the Board Chair's role in providing overall leadership to the Board.

The Committee considered whether Congressional Regents should be subject to term limits, as citizen Regents are. It was noted that Congressional Regents are subject to reelection and reappointment by the Congressional leadership and the Board of Regents should not impose limitations on the discretion of the Congress. The new job descriptions and self-assessment process that will be required of Regents will ensure that Congressional Regents accept the required level of involvement.

The draft recommendations will be revised to incorporate the conclusions from this meeting.

Discussion of Information Disclosure Policy

The Committee discussed whether the Smithsonian's current directive on requests for information (FOIA) with proposed revisions adequately reflects the Regents' expectation that Smithsonian policy will follow the Federal FOIA law as much as possible. Since the Committee

had not an opportunity to review the latest revisions in advance of the meeting, the discussion was deferred until the next meeting.

Executive Session

The Committee excused all staff except Mr. Lapiana and convened in executive session to discuss potential candidates for existing and anticipated Regent vacancies.

Adjournment

There being no further business, Dr. Jackson adjourned the meeting at approximately 6:15 p.m.

Respectfully submitted,

Shirley Ann Jackson, Chair