

MINUTES OF THE SEPTEMBER 22, 2016, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a meeting on September 22, 2016, at the Smithsonian Castle in Washington, DC. Participating were Committee Chair Steve Case and Committee members Senator Patrick Leahy,* John Fahey,* Robert P. Kogod,* and Risa J. Lavizzo-Mourey.*

Also present by invitation of the Committee were Secretary David Skorton;* Chief of Staff to the Secretary Greg Bettwy; 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;* Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter Wilkinson. Spencer Stuart Consultants Sally Sterling and Jane Jhun also participated in the discussion on the search for a new Regent.

CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 10:01 a.m.

EXECUTIVE SESSION: 2017 BOARD LEADERSHIP

The Committee entered immediately into an executive session to nominate individuals for Board leadership positions for 2017. The Governance and Nominating Committee is charged with nominating candidates for election as Chair, Vice Chair, and member of the Executive Committee. The Chair and Vice Chair are elected for a term of one year and may serve no more than three consecutive terms. Having served three consecutive terms, current Board Chair John W. McCarter, Jr., and Vice Chair Shirley Ann Jackson will conclude their respective terms on January 30, 2017.

Upon motion duly made and seconded, the following nominations were approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of David M. Rubenstein as Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective January 31, 2017.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Steve Case as Vice Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective January 31, 2017.

*Participated by phone

** As candidates under consideration, Mr. Case and Committee member Risa Lavizzo-Mourey were recused from the discussion and vote.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 31, 2017. **

The executive session adjourned at approximately 10:13 a.m., after which Mr. Case called the open session to order and reviewed the agenda.

STRATEGIC MEETING PLANNING

In 2015, the Board decided to convene an annual strategic meeting. The Regents have been exploring the potential of emerging technology to transform the museum experience for its tens of millions of visitors each year. At the Board's next strategic meeting on April 3, 2017, the Regents plan to host a private "tech expo" to enable Smithsonian leadership to experience a variety of new technological devices and to discuss future opportunities for integrating these advances across the Institution.

Recognizing that the Smithsonian does not have a facility with the necessary space and infrastructure to support an event of this nature, the Committee considered alternative venues. After discussing the advantages and disadvantages of hosting the meeting at a third-party location, the Committee agreed to hold it off-site provided that the Smithsonian serves as the primary convener and host of the meeting, the Smithsonian extends the invitations and plans the agenda, and a broad array of companies are included. Plans for the 2017 strategic meeting will be discussed at the Board's upcoming meeting on October 24, 2016.

APPROVAL OF THE MAY 9, 2016, MEETING MINUTES

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

ADVISORY BOARD BYLAW AMENDMENTS

Cooper Hewitt, Smithsonian Design Museum

Mr. Case presented the proposed amendments to the bylaws of the Board of Trustees of the Cooper Hewitt, Smithsonian Design Museum. The Committee first reviewed the proposed amendments at its May 9, 2016, meeting. The amendments included an increase in membership capacity, revised term-limits, a roll-back provision, formal recognition of emeritus and alumni roles, and the inclusion of the Smithsonian's standard conflict-of-interest statement for advisory boards. Because the membership provisions would have established longer terms for the trustees of Cooper Hewitt than is typical for Smithsonian advisory boards, the Committee asked for further information regarding those provisions and justifications for their inclusion.

At its meeting on September 22, 2016, Ms. Leonard explained that Cooper Hewitt, which is located in New York City, operates in a different market than the museums located on the

National Mall in Washington, DC. The Cooper Hewitt's amended term-limit provision, which provides that trustees may be elected for a three-year term and may be reelected to serve up to a total of five consecutive terms, is in line with those of other New York City non-profit boards. The roll-back provision, which provides that current trustees who have served three or more terms will remain eligible to continue serving on the Board for five additional terms once the new term-limits take effect, is critical to providing continuity in board leadership and securing the resources for the transformation of the historic Carnegie Mansion into a 21st-century museum. The Committee agreed to the membership provisions due to the Cooper Hewitt's unique circumstances, but noted that roll-back provision should not serve as a precedent for other advisory boards.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents reviews and approves the proposed amendments to the bylaws of the Board of Trustees of the Cooper Hewitt, Smithsonian Design Museum.

NEW REGENT SEARCH

At its meeting on March 9, 2016, the 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 Regent terms expire in May 2017. Subsequently, at its meeting on May 9, 2016, the Committee was presented with a draft Request for Proposal ("RFP") for an executive search firm to review. Following a competitive process, Spencer Stuart was selected to assist the Board in identifying a slate of potential candidates.

Sally Sterling of Spencer Stuart presented a competency matrix to help identify the skill sets that are currently represented on the Board and pinpoint the experience, knowledge, and perspectives still needed to help both the Board and the Smithsonian reach their goals. Spencer Stuart will incorporate the feedback received from the Regents into the final position description, which will be presented to the full Board for review at the October 24, 2016 meeting.

Over the ensuing months, the Committee will work with Spencer Stuart to identify a list of potential candidates who fit the selection criteria outlined in the position description. The Committee hopes to present the list of finalists for the Board's review and vote at the January 2017 meeting.

ADVISORY BOARD BYLAW AMENDMENTS - CONTINUED

Smithsonian Environmental Research Center

Mr. Case then presented the second set of proposed bylaw amendments slated for the Committee's review. The proposed amendments to the bylaws of the Advisory Board of the

Smithsonian Environmental Research Center reflect an increase in membership capacity, the inclusion of the Smithsonian's standard conflict-of-interest statement for advisory boards, changes in term-limits for officers and members, and language to outline expectations for the number of meetings the Board should hold each year.

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:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Advisory Board of the Smithsonian Environmental Research Center.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 13 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 action was approved for recommendation to the Board:

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.

EXECUTIVE SESSION

The Committee then conducted a second executive session to discuss the reimbursement and travel guidelines for members of the Board of Regents.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 11:04 a.m.

Respectfully submitted,

Steve Case, Chair