

MINUTES OF THE DECEMBER 8, 2016, GOVERNANCE AND NOMINATING TELECONFERENCE COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a teleconference meeting on December 8, 2016. Participating were Committee Chair Steve Case and Committee members, John Fahey, Robert P. Kogod, and Risa J. Lavizzo-Mourey. Board and Executive Committee Chair John W. McCarter, Jr.* also participated in the meeting.

Also present by invitation of the Committee were 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 new Regents.

CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 4:00 p.m.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee entered immediately into an executive session to discuss the search for new Regents and receive updates from executive search firm Spencer Stuart consultants Sally Sterling and Jane Jhun. The Committee has been working with Spencer Stuart to identify potential candidates who fit the selection criteria outlined in the position description.

The Committee reviewed the list of priority prospects compiled by Spencer Stuart, based on feedback from the Governance and Nominating Committee and recommendations for potential candidates submitted by individual Regents. The Committee hopes to present the list of finalists for the Board’s review at the January 2017 meeting.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

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

**Ex-officio*

ADVISORY BOARD BYLAW AMENDMENTS

Smithsonian Science Education Center

Mr. Case presented the proposed amendments to the bylaws of the Smithsonian Science Education Center (“SSEC”) National Advisory Board for the Committee to review. The proposed amendments reflect an increase in membership capacity, updates to align the language with the SSEC board’s mission and current practices, the inclusion of a deadline for members to submit annual gifts, changes to officer and member term-limits to include a discretionary third-term, and the inclusion of a standard Smithsonian conflict-of-interest statement for advisory boards.

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 reviews and approves the proposed amendments to the bylaws of the Smithsonian Science Education Center National Advisory Board.

COMMITTEE CHARTER AMENDMENTS

Mr. Case presented the proposed amendments to the Charters of the Facilities, Finance, and Strategy, Innovation, and Technology Committees. He explained that each of the Committees has performed a provision-by-provision review of their respective Charter to ensure that each Committee is following best practices across the non-profit sector, that the Charters are consistent with current Committee practices, and that the Charters are structured consistently with those of other Regent committees.

The Facilities, Finance, and Strategy, Innovation, and Technology Committees have each proposed modifications to their individual Charter’s language regarding Committee membership. The modifications revise Charter language to allow sitting committee chairs to make membership recommendations to the Governance and Nominating any time throughout the year, instead of requiring recommendations in the month of November.

The Facilities and Finance Committees’ proposed amendments reflect a modification to the language requiring that all committees maintain a Regent majority. The Board previously approved non-Regent majorities on certain committees, currently the Advancement and Investment Committees. The proposed amendments simply reflect the Board’s decision on this matter.

The Finance and Facilities Committee have also proposed a modification to the language regarding the appointment of a substitute to chair at meetings where the residing chair is unable to attend. The revised language allows for the Finance Committee Chair to appoint any member who will be present at the meeting to act as Chair. A substitute Facilities Committee

Chair may be identified from those members in attendance and need not be appointed by the residing Chair. Previous language in both Charters requiring that the Committee be polled in advance was often impractical on short notice.

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

VOTED that the Governance and Nominating Committee recommend to the Board of Regents the approval of the proposed amendments to the Facilities Committee Charter.

VOTED that the Governance and Nominating Committee recommend to the Board of Regents the approval of the proposed amendments to the Finance Committee Charter.

VOTED that the Governance and Nominating Committee recommend to the Board of Regents the approval of the proposed amendments to the Strategy, Innovation, and Technology Committee Charter.

REGENTS' 2016 ANNUAL SELF-ASSESSMENT

Each year, the Regents assess their performance and identify priorities for the coming year. From 2007 to 2014, the Board used the same self-assessment tool; in 2015, the Regents switched to a different version to see whether it provided more or different data on board effectiveness. After receiving feedback that the 2015 assessment tool was too lengthy, the Office of the Regents simplified it and further customized it to the Smithsonian's needs.

At the December 8, 2016, meeting, the Committee reviewed the original 2007 tool and the simplified 2015 tool to decide which version to distribute to the Board for the 2016 annual self-assessment. After discussing the strengths and weaknesses of each tool, the Committee asked the Office of the Regents to distribute the original (unmodified) 2015 tool, so that the Committee could compare all three versions and make a determination at the next scheduled meeting on January 4, 2017.

EXECUTIVE SESSION: 2017 COMMITTEE MEMBERSHIP

The Committee then conducted a second executive session to discuss the proposed Regent committee assignments for 2017.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 4:49 p.m.

Respectfully submitted,

Steve Case, Chair