

## MINUTES OF THE MAY 14, 2014, COMPENSATION AND HUMAN RESOURCES COMMITTEE MEETING

The Compensation and Human Resources Committee (“the Committee”) of the Smithsonian Institution Board of Regents held a meeting on May 14, 2014, beginning at 8:00 a.m. at the Smithsonian Institution Building in Washington, D.C. Participating were Committee Chair Ambassador Barbara Barrett and member John Fahey; Board Chair and ex officio member John W. McCarter, Jr.\*, also participated. Committee members Senator Thad Cochran and Xavier Becerra were unable to participate.

Also present were Secretary G. Wayne Clough, Chief of Staff to the Secretary Patricia Bartlett, Office of Human Resources (OHR) Associate Director Greg Bettwy, Acting Inspector General Epin Christensen\*, OHR Director James D. Douglas, Office of the Regents Senior Writer-Editor Barbara Feininger (recorder), Liaison for Senator Cochran T.A. Hawks\*, Under Secretary for Finance and Administration/Chief Financial Officer Albert Horvath, General Counsel Judith Leonard, Liaison for Representative Becerra Grisella Martinez\*, and Chief of Staff to the Regents Porter N. Wilkinson. PricewaterhouseCoopers consultants Bruce Clousure\* and Heather O’Neill\* also were present for a portion of the meeting.

### CALL TO ORDER

Ms. Barrett called the meeting to order, welcomed Mr. Fahey to his first Committee meeting, and reviewed the meeting agenda.

### APPROVAL OF MINUTES

Upon motion duly made and seconded, the draft minutes of the January 22 and February 3, 2014, meetings were approved without modification.

### EXECUTIVE SESSION

The Committee went into executive session to consider senior executive compensation issues. During the executive session, the following two motions were duly made, seconded, and approved by the Committee:

**VOTED** that the Compensation and Human Resources Committee approves Option 3 for forwarding to the full Board for consideration.

**VOTED** that the Compensation and Human Resources Committee approves the Secretary’s recommendation to approve the concept and overall plan of Option 2, subject to further details to be resolved by October 2014, for forwarding to the full Board for consideration.

\* *participated by teleconference*

## ADJOURNMENT

The meeting was adjourned at 10:05 a.m.

Respectfully submitted,

Barbara Barrett  
Chair