

**BOARD OF REGENTS
SMITHSONIAN INSTITUTION**

CHARTER OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

JANUARY 2015

I. Establishment by the Board of Regents

The Bylaws of the Board of Regents establish a Compensation and Human Resources Committee. *See* Bylaw 4.03.

II. Statement of Purpose

The purpose of the Compensation and Human Resources Committee is to assist the Board of Regents in (1) reviewing the Smithsonian's compensation philosophy, policies, and procedures to ensure that they are fair and equitable to employees and provide appropriate stewardship of Smithsonian human and financial resources; (2) determining reasonable compensation for the Secretary and certain other senior federal and trust positions; and (3) reviewing human resources management at the Institution and examining with management significant developments in such areas as employee engagement, succession management, leadership and employee development, and diversity. *See* Bylaw 4.03.

III. Appointment, Membership, and Length of Service

A. Appointment

1. The Compensation and Human Resources Committee shall consist of no fewer than three (3) and no more than six (6) Regent members. The Committee may also consist of non-Regent members well-chosen for their expertise of relevance to the duties and responsibilities of the Committee.
2. With approval of the Board of Regents, the members of the Compensation and Human Resources Committee shall be appointed by the Chancellor.
3. The Board of Regents, in accepting the Report of the Nominating Committee (now Governance and Nominating Committee) on January 6, 2003, provided that:
 - a. Sitting committee chairs recommend every November to the Governance and Nominating Committee the preferred membership and chairmanship for their respective committees for the ensuing calendar year.

- b. The Governance and Nominating Committee proposes for the Regents' consideration at the first Regents' meeting of each calendar year a motion including recommended memberships and chairmanships for all committees.

B. Membership

1. The Board of Regents provided on January 6, 2003, that a sitting Regent majority be maintained on all committees and that non-Regent committee members be well-chosen for their expertise. In addition, consideration for membership of Regents Emeriti with an interest in, or relevant expertise to, the work of the Committee is encouraged.
2. Non-Regent members of the Compensation and Human Resources Committee shall be subject to the same ethics guidelines as apply to the Regents.

C. Length of Service

1. With the approval of the Board of Regents, a Regent may serve on the Compensation and Human Resources Committee for the length of his or her term as a Regent, but in no event longer than twelve (12) years. With the approval of the Board of Regents, a non-Regent may serve up to six (6) years as a non-Regent member of the Compensation and Human Resources Committee.
2. The Board of Regents, in accepting the Report of the Nominating Committee on January 6, 2003, provided that a Regent may be appointed as a Regent Emeritus and encouraged to continue his or her service to the Smithsonian by serving as many as but no more than three (3) years on selected committees following his or her active service as a Regent. The Governance and Nominating Committee will review the effectiveness of any Compensation and Human Resources Committee member serving as a Regent Emeritus along with that of all the Regents in its annual nominations.

IV. Rules for the Conduct of the Meetings of the Compensation and Human Resources Committee

A. Compensation and Human Resources Committee Policies and Procedures

The Compensation and Human Resources Committee shall have the power to adopt rules for the conduct of its business with respect to all matters not provided for in the Bylaws of, or as provided by, the Board of Regents. See Bylaw 4.11.

B. Chair

1. The Committee Chair shall be appointed by the Chancellor, with the approval of the Board of Regents. *See* Bylaw 4.11. Only sitting Regents are eligible to be Chair of the Compensation and Human Resources Committee.
2. If the Chair is unable to attend a meeting, the members will be polled prior to that meeting and a substitute Chair, for the purposes of that meeting only, will be identified among those members who have indicated that they will be present.

C. Meetings

1. The Committee will hold not less than three (3) meetings each year and such additional meetings as the Committee Chair may deem necessary or appropriate.
2. The Committee Chair or any three members of the Compensation and Human Resources Committee may call special meetings of the Committee.
3. Notice of the meetings of the Compensation and Human Resources Committee may be given by hand delivery, by deposit in the U.S. Mail, by express mail, by electronic facsimile, or by electronic mail.
4. Members of the Compensation and Human Resources Committee will be provided an agenda in advance of each meeting.
5. The meetings of the Compensation and Human Resources Committee may be conducted in person, by video conference, or by telephone conference call.
6. If a majority of the Compensation and Human Resources Committee agrees, the Committee may conduct business by written ballot (whether in paper or electronic format) without a meeting. The vote of a majority of the Committee by written ballot shall constitute the action of the Committee.

D. Quorum

1. Section 4.10 of the Bylaws of the Board of Regents provides:

. . . [A] majority of the members of all standing and special committees as may be established by the Board shall constitute a quorum.

2. In the absence of a quorum, a lesser number may adjourn the meeting.

V. Responsibilities and Duties of the Compensation and Human Resources Committee

- A. The responsibilities and duties of the Compensation and Human Resources Committee shall include the following:
1. assist the Board of Regents in determining reasonable compensation for the (a) Secretary, (b) Chief of Staff to the Board of Regents, (c) Inspector General, (d) certain Disqualified Persons, (e) certain trust Secretary-designated (at will) positions, and (f) all positions, regardless of designation, above a certain compensation threshold, based on current compensation data for comparable positions at comparable entities; the Committee shall employ, as needed, outside consultants to develop such comparative compensation data;
 2. determine reasonable compensation for specific Smithsonian positions identified annually by the Committee in line with compensation best practices;
 3. ensure that the Smithsonian complies with Section 4958 of the Internal Revenue Code, which imposes excise taxes (“intermediate sanctions”) on persons who are in a position to exercise substantial influence over a Section 501(c)(3) organization (“Disqualified Persons”) or who participate in making or receiving excessive compensation arrangements (“excess benefit transactions”); and
 4. undertake such other matters and review such other issues as may be directed from time to time by the Board of Regents.

VI. Communications and Minutes

- A. The Committee Chair will report orally or in writing to the Board of Regents on other matters discussed at the most recent Committee meeting.
- B. Minutes of each meeting of the Compensation and Human Resources Committee will be prepared. Draft minutes will be provided to all members for their review, and upon approval, will be made a part of the official record of the proceedings of the Board of Regents. If the Committee has not approved the minutes prior to the next full Regents’ meeting, draft minutes will be provided to the Board. The Board will be informed subsequent to their meeting if any significant changes are made in the final version of the Compensation and Human Resources Committee minutes. The official record of the Board of Regents’ proceedings for any given Regents’ meeting will incorporate the latest version of the Compensation and Human Resources Committee’s minutes at the time the official record is published.
- C. The minutes of any meeting at which compensation determination are made will satisfy the requirements of the tax regulations promulgated under Section 4958 of the Internal Revenue Code, which concern documentation of decisions.

VII. Resources and Authority

A. Staff Support and the Retention of Outside Advisors and Consultants

The Committee may, without further action by the Board of Regents, retain any external advisors, attorneys, consultants, and accountants (collectively “Advisors”) it deems necessary to carry out the Committee’s responsibilities. The Smithsonian will adequately fund the costs and expenses of these Advisors under arrangements that assure the independence of these Advisors and their loyalty to the Institution, the Board of Regents, and the Committee. See Bylaw 4.09.

B. Indemnification

Section 2.12 of the Bylaws of the Board of Regents provides:

Members of . . . Regents’ Committees . . . may be indemnified for any and all liabilities and reasonable expenses incurred in connection with any claim, action, suit, or proceeding arising from present or past service for the Smithsonian Institution, in accordance with resolutions adopted by the Board.

C. Expenses

1. Section 4.11 of the Bylaws of the Board of Regents provides:

. . . Expenses of members in attending meetings of committees established by the Board of Regents, including travel expenses to and from the place of meeting, may be paid by the Institution

2. It is understood that expenses claimed shall be appropriate and reasonable, in keeping with the Smithsonian’s nature as a public trust.

VIII. Periodic Review

A. Charter Review

1. As part of its duties to assist the Board of Regents in reviewing the Smithsonian’s compensation philosophy, policies, and procedures, and human resources management at the Institution, the Committee may propose changes to this Charter.
2. The Committee will review and assess at least annually the adequacy of the Compensation and Human Resources Committee Charter. In consultation with

the Governance and Nominating Committee, the Committee will submit proposed revisions to the Board of Regents for its approval.

B. Committee Performance

The Committee will at least annually evaluate its own performance with respect to the requirements of the Charter in such a manner as the Committee, in consultation with the Governance and Nominating Committee, deems appropriate.