

## **MINUTES OF THE MARCH 5, 2013, GOVERNANCE AND NOMINATING COMMITTEE MEETING**

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on March 5, 2013, beginning at 2:00 p.m. Participating were Committee Chair Roger W. Sant and members Senator Patrick Leahy, Steve Case, Robert P. Kogod, and Patricia Q. Stonesifer.

Present by invitation of the Committee were Secretary G. Wayne Clough; Chief of Staff to the Secretary Patricia L. Bartlett; Chief of Staff to the Regents John K. Lapiana; General Counsel Judith Leonard; and Liaison to Senator Leahy Kevin McDonald. Also invited were Isaacson, Miller consultants Tim McFeeley and Kahn Lee.

### **CALL TO ORDER**

Mr. Sant called the meeting to order.

### **APPROVAL OF THE MINUTES**

The Committee approved the draft minutes of the December 20, 2012, Committee meeting without comment.

### **REPORT OF THE CHAIR**

Mr. Sant began his report by directing the Committee’s attention to the proposed Regents’ response to the Inspector General’s draft audit report on senior executive travel.

He noted that the Inspector General made two recommendations directed to the Board: (1) to articulate pre-trip criteria to evaluate proposed significant travel by the Secretary and (2) to reassess whether any senior executives — Trust or Federal — should be eligible for compensatory time for travel.

Mr. Sant explained that, with regard to pre-approval of the Secretary’s travel, the Committee previously recommended that the Board not concur with the Inspector General’s recommendation, citing the Committee’s opinion that sufficient controls were already in place and that the audit’s overall finding of no abuse supported a determination that existing controls are effective.

On the second recommendation regarding comp time for travel, Mr. Sant said that, at the Inspector General’s suggestion, staff reviewed the leave practices of other Federal agencies for their most senior leaders. He said that the Federal Senior Level (SL) and the Senior Executive Service (SES) leave and timekeeping systems were reviewed and that neither adequately reflected the Board’s expectations for comparable Smithsonian positions. Instead, the

Committee determined that, at least with regard to the Secretary, his responsibilities are more closely akin to those of the secretary, administrator, or director of a Federal department or agency and their senior leadership. These Federal executives, referred to as Presidentially Appointed, Senate Confirmed, are assumed to be always on the job and consequently are subject to a reasonable leave policy, Mr. Sant explained. Those executives are permitted to take reasonable leave as their workloads may permit. Mr. Sant noted that the Committee recommended to the Board that the Secretary be placed on a similar leave system and that the Committee be allowed to determine which additional executives should also be placed on this system.

Mr. Sant noted that he cohosted a February 13, 2013, call with the Chair of the Board of Regents France A. Córdova for all Regents on these two proposed responses. During that call, Mr. Dahl explained that his recommendation regarding Secretary travel sought only better documentation of the existing processes governing travel oversight. With that clarification understood, Mr. Sant said that participating Regents generally supported concurring with the recommendation. After brief discussion, the Committee agreed that the Board should concur in the Inspector General's recommendation regarding pre-approval of the Secretary's travel.

#### **APPOINTMENTS TO SMITHSONIAN ADVISORY BOARDS**

Mr. Sant presented proposed appointments and reappointments to various Smithsonian advisory boards. Each candidate enjoyed the support of the respective unit advisory board, the unit director, the Under Secretary with oversight responsibility, the Office of Advancement, and the Secretary. Mr. Sant noted that he would recuse himself from voting on appointments to the National Museum of Natural History Board on the grounds that the museum was requesting his reappointment to that Board.

Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed slate of candidates for appointment to 10 Smithsonian advisory boards.

#### **BYLAW REVISIONS**

Next, the Committee reviewed proposed changes to the bylaws of Smithsonian National Board. Ms. Leonard briefly described the changes, noting that the changes will better align the bylaws with standards suggested for all Smithsonian advisory boards. Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed amendments to the bylaws of the Smithsonian National Board.

## **NEW REGENT SEARCHES**

The Committee then reviewed the current pool of candidates to succeed Mr. Sant and Ms. Stonesifer following the October 21, 2013, Regents' meeting.

## **ADJOURNMENT**

The meeting was adjourned at approximately 3:55 p.m.

Respectfully submitted,

Roger W. Sant  
Chair