

MINUTES OF THE MARCH 28, 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 28, 2013, beginning at approximately 3:30 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.

REPORT OF THE CHAIR

Mr. Sant began his report by thanking members for being able to accommodate an extra Committee meeting. The meeting’s primary goal, Mr. Sant said, was to identify approximately 20 candidates to replace him and Ms. Stonesifer when they retire from the Board in late 2013. The candidates would be discussed by Mr. Sant when he presented the Committee’s report at the April 29, 2013, Regents’ meeting.

Before turning to that topic, Mr. Sant said that the Committee was asked for input by the Audit and Review Committee on a question about the latter’s charter. Mr. Sant noted that a member of the Audit and Review Committee had requested clarification about the provision in that Committee’s chart that provides that:

[i]ndividuals currently associated with the Smithsonian Institution’s fund raising, finances, or programs such that a reasonable person might question that individual’s independence and ability to evaluate without bias the Institution’s financial reports may not serve on the Audit and Review Committee.

The Regent was concerned that her position as cochair of the Smithsonian national campaign was the type of association with fundraising that could trigger this provision. Ms. Leonard noted that the “intent” of the Charter provision was unclear, but said that she did not believe that service as cochair of the campaign would preclude participation on the Audit and Review Committee. The Committee agreed that, in any event, leadership of the national campaign would not lead a reasonable person to question that Regent’s independence or ability to evaluate Smithsonian financial reports.

Ms. Leonard noted she would present to the Audit and Review Committee a proposed revision of its charter that would eliminate any ambiguities regarding this provision.

NEW REGENT SEARCHES

The Committee reviewed the current pool of candidates to succeed Mr. Sant and Ms. Stonesifer in anticipation of Mr. Sant's presentation to the Regents at the Board's April 29, 2013, meeting.

EXECUTIVE SESSION

The Committee conducted an executive session on a personnel matter.

ADJOURNMENT

The meeting was adjourned at 5:00 p.m.

Respectfully submitted,

Roger W. Sant
Chair