

## **MINUTES OF THE MAY 29, 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 29, 2013, beginning at 10:00 a.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 Chief of Staff to the Secretary Patricia L. Bartlett; Associate Director of Human Resources Greg Bettwy; 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.

### **EXECUTIVE SESSION**

Mr. Sant noted that, in anticipation of further discussions at the June 24, 2013, Regents’ meeting, the primary goal of this meeting was to pare the candidate lists down to approximately five names for each of the two expected Regent vacancies. Before the Committee turned to that and other regular agenda items, it went into executive session for a presentation by Board of Regents Chair France A. Córdova on a personnel issue.

### **SECRETARY TRAVEL OVERSIGHT**

Mr. Sant noted that the Regents’ response to the Inspector General’s March 8, 2013, audit report on senior travel indicated that the Board will better articulate and document its practices for oversight of the Secretary’s travel. The Committee reviewed a draft documentation process prepared by staff and reviewed by the General Counsel. After brief discussion, the Committee approved the presentation of the documentation process to the full Board at its June 24, 2013, meeting.

### **SENIOR LEAVE POLICY**

Mr. Sant noted that the Inspector General’s audit report also recommended that the Regents review the applicability of compensatory time for travel for the Secretary and certain senior executives.

On March 1, 2013, the Board voted to place the Secretary “reasonable leave” system under which he would neither accrue leave nor be eligible for compensatory time for travel. In doing so, the Board asked the Committee to consider whether any other senior executives should be placed on a similar leave policy or should continue to be eligible for compensatory time for

travel.

At the Committee's request, the Compensation and Human Resources Committee also considered these issues at its May 5, 2013, meeting. At that meeting, Ms. Stonesifer noted, the committee recommended that eligibility for compensatory time for travel for the Secretary's direct Trust reports be replaced with new opportunities to participate in more flexible work schedules. For other senior-level Federal and Trust executives, the Compensation and Human Resources Committee recommended no changes to the existing leave systems or eligibility criteria for compensatory time for travel. Mr. Bettwy directed the Committee's attention to a chart detailing the Compensation and Human Resources Committee's recommendation.

After brief discussion, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee adopts the proposed changes to the eligibility for compensatory time for travel.

Mr. Sant asked Mr. Lapiana to officially convey the Committee's action to the Inspector General and request that the recommendation be closed.

#### **ADVISORY BOARD APPOINTMENTS**

Mr. Sant presented proposed appointments and reappointments to five Smithsonian advisory boards. He noted that 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.

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 five Smithsonian advisory boards.

#### **EXECUTIVE SESSION**

The Committee conducted an executive session to consider candidates to succeed Mr. Sant and Ms. Stonesifer on the Board of Regents.

#### **ADJOURNMENT**

The meeting was adjourned at 11:50 a.m.

Respectfully submitted,

Roger W. Sant  
Chair