

MINUTES OF THE JULY 22, 2013, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on July 22, 2013, beginning at approximately 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; Inspector General Scott Dahl; 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 congratulating Scott Dahl on his nomination by President Obama to be the new Inspector General of the Department of Labor.

He then noted that the Committee’s primary goal for the meeting was to advance the search for top candidates for each expected Regent vacancy and put the Committee in a position to make final recommendations at its September 11, 2013, meeting.

Strengthening Advisory Boards Project. Mr. Sant noted that work continues on the project led by Booz Allen Hamilton to strengthen Smithsonian advisory boards. Among the new tools being developed are:

- A handbook/orientation guide for new board members
- A pan-institutional in-person advisory board orientation
- The articulation and documentation of standard processes and responsibilities for the establishment of new boards, the appointment and reappointment of advisory board members, and the creation or revision of bylaws
- A central database of all advisory board members that includes biographies, terms, Smithsonian interests, and skill sets
- A diversity census of current board members

Leadership Recommendations. Mr. Sant also noted that the Committee will make recommendations on the 2014 membership of the Executive Committee, including the Chair and Vice Chair of the Board, for decision by the full Board at its October 21, 2013, meeting.

APPROVAL OF THE MINUTES

The Committee approved the draft minutes of the March 5 and 28, 2013, Committee meetings.

ADVISORY BOARD APPOINTMENTS

Next, Mr. Sant proposed appointments and reappointments to the advisory boards of the National Air and Space Museum and the National Portrait Gallery.

On consideration of the biographical information presented in the meeting materials for each candidate, the Committee approved the following motion:

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

INVESTMENT COMMITTEE APPOINTMENT

On the original suggestion of the Secretary, the Committee considered the appointment of Michael Tennenbaum to the Regents' Investment Committee. Mr. Tennenbaum met with Investment Committee Chair David Silfen, who supports the appointment. After brief remarks by Secretary Clough, the Committee approved the following motion:

VOTED that the Governance and Nominating Committee recommends that the Executive Committee on behalf of the Board of Regents approve the proposed appointment by the Chancellor of Michael E. Tennenbaum to the Regents' Investment Committee.

EXECUTIVE SESSION

The Committee reviewed the current pool of candidates to succeed Mr. Sant and Ms. Stonesifer in anticipation of Mr. Sant's presentation of recommended candidates to the Regents at the Board's October 21, 2013, meeting.

ADJOURNMENT

The meeting was adjourned at 4:00 p.m.

Respectfully submitted,

Roger W. Sant
Chair