

## **MINUTES OF THE AUGUST 22, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING**

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on August 22, 2012, beginning at 11:00 a.m. Participating were Committee Chair Roger W. Sant and members Steve Case and Robert P. Kogod. Board of Regents Chair France A. Córdova; Vice Chair Patricia Stonesifer; and Counselor to the Chief Justice Jeffrey P. Minear participated in the discussion regarding the identification of new Regent candidates. Member Senator Patrick Leahy was unable to participate.

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; Director of Communications and External Affairs Evelyn Lieberman; and Liaison to Senator Leahy Kevin McDonald.

### **CALL TO ORDER AND REPORT OF THE CHAIR**

Mr. Sant called the meeting to order.

Mr. Sant welcomed members and noted that the Executive Committee would participate in the discussion on identifying candidates to fill the vacancies that will be created when he and Ms. Stonesifer step off the Board in late 2013.

Mr. Sant reported that staff are preparing to secure expert assistance to help identify ways to strengthen advisory boards across the Smithsonian and their relationship with the Regents. He observed that the expertise, duties, and expectations of these often under-utilized assets vary significantly.

With the launch of the national campaign, he said, the timing is right to begin aggressively supporting the advisory boards in more strategic and systematic ways. He added that the Committee will be actively involved in this process as it develops later in 2012 and early 2013.

### **APPROVAL OF THE MINUTES**

The Committee approved the minutes of the May 23, 2012, Committee meeting.

### **2013 LEADERSHIP AND EXECUTIVE COMMITTEE RECOMMENDATIONS**

Mr. Sant explained that each fall the Committee recommends to the full Board candidates for the following year’s Chair, Vice Chair, and third member of the Executive Committee. He noted that recommendations for appointment to all other committees occur each December.

For context, Mr. Sant said that the Committee’s recommendations for leadership and Executive

Committee membership reflect a continuing desire to ensure (1) a smooth succession into Chair, Vice Chair, and Executive Committee positions by newer, but experienced Regents who are well-prepared to assume leadership roles; (2) that, on a longer term basis, likely Chair successors have some prior Executive Committee experience; and (3) that as many experienced and interested Regents as possible are afforded the opportunity to serve as Board Chair or Vice Chair (i.e., two- or three-year terms).

Mr. Sant explained that, because Ms. Stonesifer will be unable to serve a full term next year, the Committee will have to identify at least one new Regent to serve on the Executive Committee for 2013.

The Committee reviewed the roster of eligible Regents and Mr. Sant described his outreach to candidates previously identified as interested in serving, including Executive Committee incumbents. After discussion, the Committee approved the following motions:

**VOTED** that the Governance and Nominating Committee recommends the reelection of France Córdova as Chair of the Smithsonian Board of Regents for a one-year term effective January 29, 2013.

**VOTED** that the Governance and Nominating Committee recommends the election of John McCarter as Vice Chair of the Smithsonian Board of Regents for a one-year term effective January 29, 2013.

**VOTED** that the Governance and Nominating Committee recommends the reelection of Shirley Ann Jackson as a member of the Executive Committee of the Smithsonian Board of Regents for a one-year term effective January 29, 2013.

Both Mr. Case and Mr. Kogod suggested that the Committee explore establishing a Regents committee to encourage more aggressive digital/technological-based initiatives or, in the alternative, increase Board expertise in these areas. Mr. Sant agreed to devote a significant portion of the next Committee meeting to the topic.

## **REGENT SELF-ASSESSMENT**

Each October, the Regents conduct an annual self-assessment. This Committee will review the responses of the fiscal year 2012 assessment at its December 2012 meeting and Dr. Córdova will present the results at the January 2013 Board meeting.

Mr. Sant directed the Committee's attention to the draft self-assessment in the meeting materials and asked for suggestions to add or delete questions. He noted that the draft survey reflected revisions made by the Committee, with input from the Executive Committee over the past three years. Overall, he observed, the self-assessment has evolved from its original focus on governance to one centering more on measuring the satisfaction of Regent involvement in, and knowledge of, key strategic initiatives.

Mr. Sant encouraged members to submit any suggested changes to the draft self-assessment to the Office of the Regents.

### **APPOINTMENTS TO, AND BYLAW REVISIONS FOR, 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.

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 nine Smithsonian advisory boards.

Next, the Committee reviewed proposed amendments to the bylaws for the boards of the Archives of American Art and the National Portrait Gallery. Mr. Sant noted that the proposed changes had been previously vetted by the Office of General Counsel.

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 revisions to the bylaws of the Archives of American Art and the National Portrait Gallery.

### **ANNUAL PUBLIC FORUM**

As part of the Board's governance reform, Mr. Sant noted that the Board committed itself to holding an annual public forum each year. Mrs. Lieberman noted that the 2011 forum was, by most accounts, a substantive success, but that attendance was very disappointing, with little evidence of public participation.

Mrs. Lieberman noted that, with the upcoming election, both media interest in, and congressional Regents attendance at, the forum will be limited. Consequently, she suggested that the forum instead focus on a single topic with participation by a small cadre of Citizen Regents with expertise in the topic, and that the forum be moderated by either the Chancellor or the Chair. This more "conversational format" has been used successfully for the Secretary's all-staff meetings, she said.

With regard to potential topics, Mrs. Lieberman noted that previous forums focused on financial issues. This year, she suggested, the Regents could instead address more mission-related and programmatic issues, such as reaching out to new audiences, outside partnerships, the role of museums in the 21st century, and the better use of technology. These types of

topics, she said, are more forward-looking and appear to be of interest to individual Regents.

The Committee endorsed the approach and asked Mrs. Lieberman to further develop it for consideration by the Executive Committee.

### **CAMPUS MASTER PLANNING OVERSIGHT**

At the suggestion of the Executive Committee, Mr. Sant noted that the Governance and Nominating Committee was asked to provide guidance on establishing an ad hoc committee to oversee the Smithsonian campus master planning initiative. Mr. Kogod described the master planning process and the need for a vehicle for Regent input and oversight.

Mr. Sant noted that, because master planning encompasses issues of interest to both the Strategic Planning and Programs Committee and the Facilities Committee, staff have suggested that an ad hoc Regents group be created that consists of up to two members of the Strategic Planning and Programs Committee and up to two members of the Facilities Committee, with Mr. Kogod serving as chair.

Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends the establishment by the Board of Regents of an ad hoc committee to provide guidance and oversight for the development and implementation of a Smithsonian campus master plan. The Governance and Nominating Committee further recommends that the ad hoc committee be chaired by the chair of the Facilities Committee with up to two members from each of the Strategic Planning and Programs Committee and the Facilities Committee.

### **NEW REGENT SEARCHES**

Mr. Sant reported that the Senate approved the appointment of Barbara Barrett to fill the vacancy left by Alan Spoon's departure and that the House of Representatives may act before the October 15, 2012, Board meeting.

To begin the process of identifying candidates for the vacancies created when he and Ms. Stonesifer step off the Board, Mr. Sant asked members (along with the Executive Committee participants) to consider the appropriate timeline for recommendations, the criteria that should be used to identify candidates, and whether a search firm should be engaged to assist in the further development of the existing candidate pool.

With regard to updating the search criteria, Ms. Stonesifer suggested the Committee identify candidates who have strong backgrounds in up-to-date learning technologies, entrepreneurial skills that would support Smithsonian Enterprises activities, and/or sophisticated branding and communications experience that can help protect and extend the Smithsonian's reputation.

Mr. Minear added it also could be of particular benefit to have the candidates with Washington, D.C., experience and who are respected by Congressional members of both parties.

Mr. Sant asked staff to update the criteria to reflect the Committee's discussions.

Members discussed various timeline for the Regent search process and agreed to consider alternatives based on their deliberations at the Committee's December 5, 2012, meeting. Finally, the Committee considered the benefits of engaging an outside search firm to supplement the existing candidate pool and asked staff to explore the potential cost of doing so.

## **EXECUTIVE SESSION**

The Committee went into executive session.

The meeting was adjourned at approximately 12:45 p.m.

Respectfully submitted,

Roger W. Sant  
Chair