

MINUTES OF THE SEPTEMBER 11, 2013, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on September 11, 2013, beginning at approximately 9:30 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 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 was Isaacson, Miller consultant Kahn Lee.

CALL TO ORDER

Mr. Sant called the meeting to order.

COMMITTEE LEADERSHIP AND COMPOSITION 2014

Each fall, explained Mr. Sant, the Committee recommends to the full Board candidates to serve as 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 in December.

For context, Mr. Sant said that the Committee’s recommendations for leadership and Executive Committee membership reflect a continuing desire to (1) ensure a smooth succession into Chair, Vice Chair, and Executive Committee by newer, but experienced Regents well-prepared to assume leadership roles; (2) ensure on a longer term basis that likely Chair successors have some prior Executive Committee experience; and (3) afford as many experienced and interested Regents as possible the opportunity to serve as Chair or Vice Chair (i.e., two- or three-year terms).

Mr. Sant noted that Dr. Córdova is awaiting confirmation by the Senate to become director of the National Science Foundation (NSF). If confirmed, she would be required by the NSF to step off the Board. Accordingly, Mr. Sant said, the Committee must recommend a new candidate for Chair.

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 election by the Board of Regents of John W. McCarter Jr. as Chair of the Smithsonian Board of Regents for a one-year term effective January 28, 2014.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Shirley Ann Jackson as Vice Chair of the Smithsonian Board of Regents for a one-year term effective January 28, 2014.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of David M. Rubenstein as a member of the Executive Committee of the Smithsonian Board of Regents for a one-year term effective January 28, 2014.

At Ms. Stonesifer's suggestion, the Committee agreed that Regent Barbara Barrett chair the next Compensation and Human Resources Committee to allow Ambassador Barrett to lead a compensation decision-making cycle while Ms. Stonesifer remains on that committee.

EXECUTIVE SESSION

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 of recommended candidates to the Regents at the Board's October 21, 2013, meeting.

The following motion was approved:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominate John Fahey of Washington, D.C., to fill the vacancy created by the retirement of Roger W. Sant from the Board of Regents.

ADJOURNMENT

The meeting was adjourned at 11:30 a.m.

Respectfully submitted,

Roger W. Sant
Chair