

## MINUTES OF THE JANUARY 24, 2014, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on January 24, 2014, in the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Roger W. Sant and members Steve Case\*, Robert P. Kogod, and Patricia Q. Stonesifer\*. 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; Acting Inspector General Epin Christensen\*; Director of Advancement and Philanthropic Giving Virginia Clark; General Counsel Judith Leonard; Liaison to Senator Leahy Haley Wilich\*; and Chief of Staff to the Regents Porter N. Wilkinson. Also present was Booz Allen Hamilton Representative Robin Camarote.

### CALL TO ORDER

Mr. Sant called the meeting to order at approximately 11:05 a.m.

### REPORT OF THE CHAIR

Mr. Sant outlined three action items for the Committee’s consideration. He reported that there currently is a hold in the Senate on the approval of Regent nominees John Fahey and Risa Lavizzo-Mourey. Mr. Fahey met with the House Administration Committee and Dr. Lavizzo-Mourey is scheduled to meet with that committee in February 2014. It is not anticipated that either will be confirmed before the January 27, 2014, Board of Regents’ meeting. Ms. Leonard noted that a conflict of interest management plan will be implemented with regard to Mr. Fahey’s participation in Board deliberations because of his affiliation with the National Geographic Society.

Mr. Sant reminded the Committee that it previously discussed possible nominees to replace Board Chair France Córdoba, should the Congress confirm her appointment to the National Science Foundation. Dr. Córdoba’s confirmation is still pending.

### APPROVAL OF COMMITTEE MINUTES

Upon motion duly made and seconded, the draft minutes of the July 22, August 21, September 11, and October 17, 2013, Committee meetings were approved without modification.

### APPOINTMENTS AND REAPPOINTMENTS TO ADVISORY BOARDS

Mr. Sant presented a slate of proposed appointment or reappointment to nine Smithsonian advisory boards, and noted that the appointment of each candidate is supported by the respective advisory board, museum or programmatic unit director, Under Secretary with oversight responsibility, the Director of Advancement and Philanthropic Giving, and the

*\* participated by telephone*

Secretary. Upon motion duly made and seconded, the following action was approved for recommendation to the Board of Regents:

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

## **2014 COMMITTEE ASSIGNMENTS AND CHAIRMANSHIPS**

Mr. Sant noted that Citizen Regents typically serve on three Regent committees and chair at least one, and Congressional Regents typically serve on two committees. The Committee agreed that membership on the following committees should be limited to current members of the Board of Regents: Audit and Review, Compensation and Human Resources, and Governance and Nominating. Non-Regents may serve as consultants or advisors, but not members. The Committee also discussed the importance of clarifying the roles of committee members and the contributing advisors and staff. Upon motion duly made and seconded, the following action was approved:

**VOTED** that the Governance and Nominating Committee recommends the affirmation by the Board of Regents of the principle that members of the Audit and Review, Compensation and Human Resources, and Governance and Nominating committees shall be selected from the Board of Regents.

Mr. Sant then presented proposed committee chairmanships and member assignments for the 2014 term of the Board of Regents. Modifications to the proposed assignments were made with respect to the prior approved motion. The Committee also discussed anticipated vacancies on the Investment Committee that will result from the expiration of several members' terms. Upon motion duly made and seconded, the following action was approved:

**VOTED** that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed committee chairmanships and member assignments for 2014 and requests that the Chancellor make the necessary appointments.

## **ADVISORY BOARD REPORT**

Mr. Sant reminded the Committee that Booz Allen Hamilton (BAH) was previously engaged to identify issues and practical solutions to help optimize the efforts and impact of the Smithsonian's advisory boards, of which there are now over 600 members. BAH analyzed the advisory boards' operations, engagement, and governance with respect to best practices.

BAH representative Robin Camarote presented highlights of the draft BAH report. The report noted differences in the operations and governance of the Smithsonian's advisory boards. Many advisory board members commented on the challenge of finding and vetting high-quality candidates, as well as their strong desire to contribute more than financial resources to the

Smithsonian. The report included several recommendations, such as developing a common operational foundation for the advisory boards; creating a central advisory board liaison position to support the boards' efforts; and developing a consolidated pool of viable candidates. Annual advisory board self-assessments also were recommended.

The Committee agreed that the Smithsonian's advisory boards, as a whole, are becoming more effective. They concurred with many of the issues identified in the BAH draft report but also expressed different opinions on the proposed recommendations and their implementation. Ms. Clark suggested that each advisory board use their unit's strategic plan as the foundation for the board's development. The practicality of consolidating pools of board prospects was questioned by some Committee members.

Secretary Clough noted that several of the report's recommendations are already in place. For example, the Smithsonian already is standardizing the bylaws of its advisory boards, as well as developing a uniform annual conflict of interest statement. New advisory board members are invited to SNB orientation sessions.

The Committee agreed that the advisory boards would benefit from sharing ideas and networks, as well as from regular meetings with other board chairs and unit directors. The Committee proposed that seasoned advisory board chairs and unit directors serve as informal advisors to developing boards. The effective operations and governance of the Smithsonian National Board were noted. Members also agreed that annual board self-assessments would be beneficial. It was suggested that advisory boards or board chairs participate in directors' annual performance reviews.

Mr. Kogod said that members of Smithsonian Affiliate museums, which now total about 184, are an untapped resource. He noted his support for the establishment of a staff position dedicated to supporting the advisory boards.

Secretary Clough suggested, and the Committee agreed, that the draft BAH report should be reviewed with unit directors before developing a report for review by the full Board of Regents. Mr. Sant thanked Ms. Camarote for the development and presentation of the draft report.

## **EXECUTIVE SESSION**

The Committee adjourned for executive session at about 12:30 p.m.

## **ADJOURNMENT**

The meeting was adjourned at about 12:40 p.m.

Respectfully submitted,

Roger W. Sant  
Chair