

## MINUTES OF THE DECEMBER 15, 2014, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on December 15, 2014, in the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Steve Case\* and members John Fahey, Robert P. Kogod, and Risa Lavizzo-Mourey\*. Committee member Senator Patrick Leahy was unable to participate.

Present by invitation of the Committee were Chief of Staff to the Secretary Patricia L. Bartlett; Associate General Counsel Craig Blackwell; Office of the Regents Senior Writer-Editor Barbara Feininger (recorder); Inspector General Cathy Helm; General Counsel Judith Leonard; Liaison to Senator Leahy Kevin McDonald; Deputy Under Secretary for Collections and Interdisciplinary Support Scott Miller; Deputy Chief of Staff to the Regents Rachel Parker; and Director of the National Collections Program Bill Tompkins.

### CALL TO ORDER

Mr. Case called the meeting to order at 11:00 a.m.

### APPROVAL OF THE MINUTES OF THE SEPTEMBER 17, 2014, COMMITTEE MEETING

Upon motion duly made and seconded, the draft minutes of the September 17, 2014, Committee meeting were approved without modification.

### GOVERNANCE AND NOMINATING COMMITTEE CHARTER AMENDMENTS

During its October 2014 meeting, the Board voted to recommend that each Regent committee revise its charter before January 2015 to reflect changes to committee term limits. Recommended changes include extending term limits for Regent committee members to 12 years, maintaining term limits for non-Regent committee members at six years, and maintaining term limits for all other non-Regent and Regent emeritus committee members at three years. Proposed amendments to the Committee’s charter were presented for review and, upon motion duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed amendments to the Governance and Nominating Committee Charter.

### FACILITIES AND INVESTMENT COMMITTEES CHARTER AMENDMENTS

Proposed amendments to term limits in the Facilities and Investment committees’ charters also

\* *participated by telephone*

were reviewed. Mr. Case noted the Investment Committee's request that non-Regent member terms be maintained at eight years to ensure the continuity of that committee. It is not anticipated that any other committee will request non-Regent terms in excess of six years. Upon motion duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed amendments to the charters of the Facilities and Investment committees.

## **APPOINTMENTS AND REAPPOINTMENTS TO ADVISORY BOARDS**

Mr. Case presented a slate of proposed appointment or reappointment to 12 Smithsonian advisory boards. He noted that the appointment or reappointment 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 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 12 Smithsonian advisory boards.

## **ADVISORY BOARD BYLAW AMENDMENTS**

Mr. Case presented proposed amendments to the bylaws of the Smithsonian American Art Museum Commission. The proposed amendments, if approved by the full Board, would change the appointment terms for the limited number of former Commissioners who are appointed Commissioners Emeriti. Emeriti terms currently are for five years and are renewable; the proposed bylaw amendment would confer lifetime appointments. The proposed changes are supported by the Office of the General Counsel; the Office of the Under Secretary for History, Art, and Culture; the Office of Advancement; and the museum.

The Committee requested additional information about the terms of appointment for emeriti members of other Smithsonian advisory boards, and agreed to revisit the topic at the Committee's January 2015 meeting.

## **ACQUISITION POLICY**

Led by General Counsel Judith Leonard, Associate General Counsel Craig Blackwell, Deputy Under Secretary for Collections and Interdisciplinary Support Scott Miller, and Director of the National Collections Program Bill Tompkins discussed the Smithsonian's acquisition policy. The policy and proposed changes were discussed with the Executive Committee on December 10, 2015.

The Committee agreed with the overarching recommendation of management but requested refinements to the proposal. A revised proposal will be presented to the Committee at its January 12, 2015, meeting.

## **ADJOURNMENT**

There being no further matters to discuss, the meeting was adjourned at 11:40 a.m.

Respectfully submitted,

Steve Case  
Chair