

MINUTES OF THE JANUARY 12, 2015, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents of the Smithsonian Institution met on January 12, 2015, 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*, Board and Executive Committee Chair John W. McCarter, Jr.*, also participated. Committee member Senator Patrick Leahy was unable to participate.

Present by invitation of the Committee were Acting Secretary Albert Horvath; 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 10:00 a.m.

APPROVAL OF THE MINUTES OF THE DECEMBER 15, 2014, COMMITTEE MEETING

Upon motion duly made and seconded, the draft minutes of the December 15, 2014, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENT

The proposed appointment of N. Anthony Coles to the Council of the National Museum of African American History and Culture (NMAAHC) was reviewed. Mr. Case noted that the proposed appointment is supported by the NMAAHC Council, the NMAAHC Director; the Under Secretary for History, Art, and Culture; the Director of Advancement and Philanthropic Giving; and the Acting 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 appointment of N. Anthony Coles to the Council of the National Museum of African American History and Culture.

ADVANCEMENT AND FINANCE 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.

* *participated by telephone*

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 certain non-Regent and Regent emeritus committee members at three years.

Proposed amendments to term limits in the Advancement and Finance committees' charters were presented. Mr. Case noted that, whereas term limits for members of all other committees will become effective in 2016, term limits for Advancement Committee members will become effective in 2017 to align with the Smithsonian Campaign. In addition, proposed amendments to the Advancement Committee charter include striking the provision that a Regent must chair the Committee, as well as eliminating the provision that requires a Regent majority on the Committee. 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 Advancement and Finance committees.

2015 REGENT COMMITTEE ASSIGNMENTS

Mr. Case presented the proposed slate of Regent committee chairs and members for 2015. Traditionally, Citizen Regents serve on three Regent committees and chair one, and Congressional Regents serve on two Regent committees. New members of the Board, however, typically begin their terms with fewer committee assignments. 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 committee chairmanships and member assignments for 2015 and requests that the Chancellor make the necessary appointments.

BYLAW AMENDMENT UPDATE

Ms. Leonard updated the Committee on proposed amendments to the bylaws of the Smithsonian American Art Museum Commission with regard to the appointment of emeritus members. Since the Committee's December 15, 2014, discussion of the proposal, another advisory board submitted a similar request. Smithsonian staff are working on a holistic approach to the issue and will present a proposal to the committee.

ACQUISITION POLICY

The Committee was updated on proposed changes to the Smithsonian's acquisition policy, which also had been discussed at the Committee's December 15, 2014, meeting. The revised paper requests that the Board direct management to update the current policy and incorporate

it into the Smithsonian's Collections Management Policy. 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 to the Board of Regents that the Board direct Smithsonian management to update the *Smithsonian Institution Policy on Museum Acquisitions*, adopted by the Regents on May 9, 1973, with a revised acquisition policy consistent with current best practices, and incorporate the revised policy into Smithsonian Directive 600, the Smithsonian's Collections Management Policy.

EXECUTIVE SESSION

The committee adjourned at 10:10 a.m. for an executive session.

ADJOURNMENT

The meeting was adjourned at approximately 10:30 a.m.

Respectfully submitted,

Steve Case
Chair