

**BOARD OF REGENTS
SMITHSONIAN INSTITUTION**

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE

JUNE 2016

I. Establishment

- A. The Bylaws of the Board of Regents establish the Governance and Nominating Committee. *See* Bylaw 4.06.

II. Statement of Purpose

The purpose of the Governance and Nominating Committee is to (1) review, on an ongoing basis, the Smithsonian Institution's governance practices and provide recommendations to the Board of Regents to maintain or improve such practices in keeping with the best practices of other appropriate comparable institutions; (2) assess the effectiveness of the Board and its members and committees; (3) recommend candidates for service as citizen Regents; (4) regularly receive reports on decisions or substantive actions taken by the Executive Committee between Board meetings; and (5) nominate candidates for election as Chancellor, Chair, or members of the Executive Committee, and for such other nominations or recommendations as may be required by the Board from time to time. *See* Bylaw 4.06.

III. Appointment, Membership, and Length of Service

A. Appointment

1. The Governance and Nominating Committee shall consist of no fewer than three (3) and no more than six (6) Regent members. The Committee also may consist of non-Regent members well-chosen for their expertise of relevance to the duties and responsibilities of the Committee.
2. With approval of the Board of Regents, the members of the Governance and Nominating Committee shall be appointed by the Chancellor.
3. The Board of Regents, in accepting the Report of the Nominating Committee (now Governance and Nominating Committee) on January 6, 2003, provided that:
 - a) Sitting committee chairs may recommend to the Governance and Nominating Committee the preferred membership and chairmanship for their respective committees for the ensuing calendar year.

- b) The Governance and Nominating Committee proposes for Regents' consideration at the first Regents' meeting of each calendar year a motion including recommended memberships and chairmanships for all committees.

B. Membership

1. A sitting Regent majority shall be maintained on all committees, except as explicitly stated in a specific committee's charter. Non-Regent committee members (including Regent Emeriti) should be well-chosen for their expertise.
2. Non-Regent members of the Governance and Nominating Committee shall be subject to the same ethics guidelines as apply to the Regents.

C. Length of Service

1. With the approval of the Board of Regents, a Regent may serve on the Governance and Nominating Committee for the length of his or her term as a Regent, but in no event longer than twelve (12) years. With the approval of the Board of Regents, a non-Regent may serve up to six (6) years as a non-Regent member of the Governance and Nominating Committee.
2. The Board of Regents, in accepting the Report of the Nominating Committee on January 6, 2003, provided that a Regent may be appointed as a Regent Emeritus and encouraged to continue his or her service to the Smithsonian by serving as many as but no more than three (3) years on selected committees following his or her active service as a Regent. The Governance and Nominating Committee will review the effectiveness of any Governance and Nominating Committee member serving as a Regent Emeritus along with that of all of the Regents in its annual nominations.

IV. Rules for the Conduct of Meetings of the Governance and Nominating Committee

A. Governance and Nominating Committee Policies and Procedures

The Governance and Nominating Committee shall have power to adopt rules for the conduct of its business with respect to all matters not provided for in the Bylaws or as provided by the Board of Regents. See Bylaw 4.11.

B. Chair

1. The Committee Chair shall be appointed by the Chancellor, with the approval of the Board of Regents. See Bylaw 4.11. Only sitting Regents are eligible to be Chair of the Committee.

2. If the Committee Chair is unable to attend a meeting, the Chair can appoint a substitute Chair, for the purposes of that meeting only, who will be identified among those members who have indicated that they will be present.

C. Meetings

1. The Committee will hold not less than three (3) meetings each year and such additional meetings as the Committee Chair may deem necessary or appropriate.
2. The Committee Chair or any three members of the Governance and Nominating Committee may call special meetings of the Committee.
3. Notice of the meetings of the Governance and Nominating Committee may be given by hand delivery, by deposit in the U.S. Mail, by express mail, by electronic facsimile, or by electronic mail.
4. Members of the Governance and Nominating Committee will be provided an agenda in advance of each meeting.
5. The meetings of the Governance and Nominating Committee may be conducted in person, by videoconference, or by telephone conference call.
6. If a majority of the Governance and Nominating Committee agrees, the Committee may conduct business by written ballot (whether in paper or electronic format) without a meeting. The vote of a majority of the ballots submitted shall constitute the action of the Committee.

D. Quorum

1. Section 4.06 of the Bylaws of the Board of Regents provides:

. . . [A] majority of the members of all standing committees . . . shall constitute a quorum.

2. In the absence of a quorum, a lesser number may adjourn the meeting.

V. **Responsibilities and Duties of the Governance and Nominating Committee**

- A. The responsibilities and duties of the Governance and Nominating Committee shall include the following:

1. develop and recommend to the Board of Regents policies for the corporate governance of the Smithsonian, which are informed by best practices and the principles of promoting accountability and transparency, to improve Smithsonian operations in support of its mission;

2. oversee implementation of corporate governance principles adopted by the Board of Regents, review on a regular basis the overall corporate governance of the Smithsonian Institution and recommend improvements when necessary;
3. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any policies or documents relating to the governance of the Smithsonian Institution, including the Regents' Bylaws;
4. coordinate and oversee the annual self-evaluation of the role and performance of the Board of Regents and its committees;
5. establish policies to promote and monitor honest and ethical conduct by Regents, officers, employees and volunteers of the Smithsonian Institution in the performance of their duties;
6. develop and follow strategies to identify individuals qualified to become citizen members of the Board of Regents, ensuring that a diversity of expertise, fields of interests, professions, residential jurisdictions, gender, and race are represented on the Board. The Committee will aim to maintain the appropriate mix of skills, experience, and background needed for the business of the Board of Regents. The Nominating Committee will also seek individuals who have integrity, independent judgment, an understanding of the mission of the Smithsonian Institution, and the willingness to devote adequate time and effort to the responsibilities of the Board of Regents. Acting in anticipation where possible, the Nominating Committee will propose to the Board of Regents the nomination of such distinguished individuals to serve statutory terms of six (6) years as vacancies develop;
7. develop and follow strategies to consider and propose the nomination of sitting members of the Board of Regents for an additional statutory term of six (6) years. The Committee will determine the qualifications and suitability of the Regent for a second term, will determine the Regent's level of interest in continuing service, and will weigh the interests of the other members of the Board of Regents before calling for a vote on the Regent's re-nomination;
8. recruit and nominate a Regent to stand for election as Chancellor of the Smithsonian Institution and Chair and Vice Chair of the Board of Regents when vacancies in such positions arise;
9. recruit and nominate, in consultation with the Executive Committee, Regents to stand for election to the Regents' Executive Committee;

10. fulfill the Board of Regents' needs for any additional nominations or recommendations as may be required from time to time. As directed by the Board of Regents on January 6, 2003, the Committee will annually review and make recommendations on Regents' committee membership rosters and chairmanships to ensure at the beginning of each calendar year that the Regents' talents and energies are equitably distributed, that every Regent is provided an opportunity to serve, and that all of the committees have a sufficient number of members and a sufficient mix of skills, experience, and background needed to carry out their responsibilities. In so doing, the Committee will confer with the chairmen of each of the committees; and,
11. undertake such other matters and review such other issues as may be directed from time to time by the Board of Regents.

VI. Communications and Minutes.

- A. The Committee Chair will report orally or in writing to the Board of Regents on other matters discussed at the most recent Committee meeting.
- B. Minutes of each meeting of the Governance and Nominating Committee will be prepared. Draft minutes will be provided to all members for their review and, upon approval, will be made a part of the official record of the proceedings of the Board of Regents. If the Committee has not formally approved the minutes prior to the next meeting of the Board of Regents, a draft of the minutes will be provided to the Regents. The Board of Regents will be informed subsequent to their meeting if any significant changes are made in the final version of the Governance and Nominating Committee minutes. The official record of the Board of Regents proceedings for any given Regents' meeting will incorporate the latest version of the Governance and Nominating Committee's minutes at the time the official record is published.

VII. Resources and Authority

A. Staff Support and the Retention of Outside Advisors

The Committee may, without further action by the Board of Regents, retain any external advisors, attorneys, consultants, and accountants (collectively "Advisors") it deems necessary to carry out the Committee's responsibilities. The Smithsonian will adequately fund the costs and expenses of these Advisors under arrangements that assure the independence of these Advisors and their loyalty to the Institution, the Board of Regents, and the Committee. See Bylaw 4.09.

B. Indemnification

Section 2.12 of the Bylaws of the Board of Regents provides:

Members of . . . Regents' Committees . . . may be indemnified for any and all liabilities and reasonable expenses incurred in connection with any claim, action, suit, or proceeding arising from present or past service for the Smithsonian Institution, in accordance with resolutions adopted by the Board.

C. Expenses

1. Section 4.11 of the Bylaws of the Board of Regents provides:

. . . Expenses of members in attending meetings of committees established by the Board of Regents, including travel expenses to and from the place of meeting, may be paid by the Institution

2. It is understood that expenses claimed shall be appropriate and reasonable in keeping with the public trust with which the Institution has been entrusted.

VIII. Periodic Review

A. Charter Review

1. As part of its continuing commitment to the governance practices of the Institution, the Committee may propose changes to this Charter.
2. The Committee will review and assess at least annually the adequacy of the Governance and Nominating Committee Charter. The Committee will submit proposed revisions to the Board of Regents for its approval.

B. Committee Performance

The Committee will at least annually evaluate its own performance with respect to the requirements of the Charter in such a manner as the Committee deems appropriate.