

MINUTES OF THE DECEMBER 3, 2015, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents of the Smithsonian Institution (“Smithsonian”) held a teleconference meeting on December 3, 2015. Participating were Committee Chair Steve Case and Committee members John Fahey and Robert P. Kogod.

Also present by invitation of the Committee were Secretary David Skorton; Acting Chief of Staff to the Secretary Greg Bettwy; Office of the Regents Senior Researcher and Writer Jennifer Ehlinger (recorder); Inspector General Cathy Helm; General Counsel Judith Leonard; Senior Advisor to Senator Leahy, Kevin McDonald; Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 10:02 a.m.

APPROVAL OF THE SEPTEMBER 15, 2015, MEETING MINUTES

Upon duly made and seconded, the draft minutes of the September 15, 2015, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 10 Smithsonian advisory boards was reviewed. Mr. Case noted that for each respective advisory board, the museum, or programmatic unit director, the Under Secretary with oversight responsibility, and the Secretary all support the proposed appointment or reappointment of each candidate. The Committee discussed the candidate nomination process. 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 the approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to 10 Smithsonian advisory boards.

ADVISORY BOARD BYLAW AMENDMENTS

Mr. Case presented the proposed amendments to the bylaws of the Smithsonian National Zoological Park (“Zoo”) and Conservation Biology Institute (“SCBI”) Advisory Board. The proposed amendments reflect a change in the unit Board’s name and language in the bylaws to formally include SCBI; an update to the mission statement; and the addition of a clause to formally recognize emeritus members. Mr. Case noted that the proposed amendments are

supported by the General Counsel and the Office of Advancement. 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 the approval by the Board of Regents of the proposed amendments to the bylaws of the National Zoological Park and Conservation Biology Institute Advisory Board.

AUDIT AND REVIEW COMMITTEE CHARTER AMENDMENTS

Mr. Case then presented the proposed amendments to the Audit and Review Committee charter. He explained that the Audit and Review Committee has performed a provision-by-provision review of its charter to ensure that the Committee is following best practices across the non-profit sector and that the charter is structured consistently with other Regent committees. Upon duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

VOTED that the Governance and Nominating Committee recommend to the Board of Regents the approval of the proposed amendments to the Audit and Review Committee charter.

2015 REGENTS' SELF-ASSESSMENT

Chief of Staff to the Regents Porter Wilkinson led a discussion on the 2015 Regents' self-assessment. Ms. Wilkinson explained the benefits of the new assessment tool and emphasized the importance of having 100 percent Regent participation. After discussing the format of the new assessment, the Committee agreed on the tool's usefulness and potential to provide constructive feedback to the Board and Office of the Regents.

EXECUTIVE SESSION

The Committee then went into an executive session to discuss potential speakers and topics for the spring 2016 strategic meeting and the proposed Regent committee assignments for 2016.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:56 a.m.

EMAIL BALLOT

By email ballot completed on January 14, 2016, the Governance and Nominating Committee voted to approve the following motion for recommendation to the Board of Regents:

VOTED that Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Board of Trustees of the Joseph H. Hirshhorn Museum and Sculpture Garden.

Respectfully submitted,

Steve Case, Chair