

MINUTES OF THE SEPTEMBER 15, 2015, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents of the Smithsonian Institution (“Smithsonian”) held a meeting on September 15, 2015. Participating were Committee Chair Steve Case* and Committee members John Fahey*, Robert P. Kogod*, Risa Lavizzo-Mourey*, and Senator Patrick J. Leahy*.

Also present by invitation of the Committee were Regent and Executive Committee Chair John W. McCarter, Jr.*; Secretary David Skorton; Acting Chief of Staff to the Secretary Greg Bettwy; Office of the Regents Senior Researcher and Writer Jennifer Ehlinger (recorder); General Counsel Judith Leonard; 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 3:03 p.m.

APPROVAL OF THE MAY 26, 2015, MEETING MINUTES

Upon duly made and seconded, the draft minutes of the May 26, 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, the Office of Advancement, and the Secretary all support the proposed appointment or reappointment of each candidate. 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 11 Smithsonian advisory boards.

Mr. Case also noted that the Committee will be asked to vote by email ballot on three appointments and reappointments from the Cooper Hewitt Design Museum, after its advisory board meets on September 30, 2015, in order to recommend approval to the Board of Regents at its next full Board meeting on October 19, 2015.

BYLAW REVIEWS

Mr. Case presented the proposed amendments to the bylaws of the Board of Trustees of the Archives of American Art (“AAA”). The proposed amendments pertain to term limits for board members. Mr. Case noted that the proposed term-limit extensions are supported by the General Counsel and the Office of Advancement. 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 amendments to the bylaws of the Board of Trustees of the Archives of American Art.

Next, Mr. Case presented the proposed amendments to the bylaws of the Advisory Board of Smithsonian Institution Traveling Exhibition Service (“SITES”). The amendments reflect changes in the board’s function, members’ code of ethics and guidelines, emeritus status, and term limits for members and officers. The proposed terms align to that of the Smithsonian National Board and other Smithsonian advisory boards and the emeritus provision is consistent with the guidance provided by the Office of the General Counsel and the Office of Advancement proposed. 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 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 amendments to the bylaws of the Advisory Board of the Smithsonian Institution Traveling Exhibition Service.

EMERITUS GUIDANCE FOR ADVISORY BOARDS

The Committee discussed the proposed emeritus guidance for the Smithsonian’s advisory boards. Mr. Case reminded the Committee that at its meeting on January 12, 2015, the Committee, requested guidance regarding best practices for emeritus membership on advisory boards in order to provide the Regents with criteria to consistently evaluate proposed bylaw changes involving emeritus memberships. General Counsel Judith Leonard briefed the Committee on the proposed guidance and entertained questions. Upon 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 a new policy limiting advisory board post-membership categories to alumni and emeritus status and that the policy is effective immediately and applicable to all unit advisory boards on a going forward basis. Alumni status may be conferred following the completion of a board member’s final term without any formal continuing role and does not require Board of Regents approval. Emeritus status may be conferred following completion of a board member’s final term in recognition of exceptional service, based on written criteria established by the unit and requires

approval by the Board of Regents. Notwithstanding this requirement, unit advisory board bylaws need only be revised in accordance with this policy upon which time such bylaws are presented to the Regents for revision in the normal course of business, and all existing emeritus, honorary, or alumni members may maintain their status for the duration of the term prescribed in their unit's bylaws current as of the date of this motion.

EXECUTIVE SESSION

The Committee then went into an executive session to discuss plans for the spring 2016 strategic meeting; proposed Board leadership elections for the 2016 term; and 2016 Regent committee assignments and membership.

ADJOURNMENT

There being no further business to consider, the meeting was adjourned at approximately 3:40 p.m.

EMAIL BALLOT

By email ballot on September 30, 2015, the Governance and Nominating Committee voted to approve the following motions for recommendation to the Board of Regents:

VOTED that the Governance and Nominating Committee recommends the approval by the Board of Regents the reappointment of Margery F. Masinter and appointment of Shelby M. Gans and Jon Kamen to the Board of Trustees of Cooper Hewitt, Smithsonian Design Museum for three-year terms each, effective immediately.

VOTED that the Governance and Nominating Committee recommends the approval by the Board of Regents the appointment of Barbara G. Fleischman as Trustee Emerita to the Board of Trustees of the Archives of American Art effective November 1, 2015.

Respectfully submitted,

Steve Case, Chair