

## **MINUTES OF THE SEPTEMBER 9, 2008, EXECUTIVE COMMITTEE MEETING**

The Executive Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution held a meeting on September 9, 2008, beginning at 12:00 p.m. at the Supreme Court in Washington, D.C., to discuss the agenda for the September 22, 2008 meeting of the Board of Regents. In attendance were Chancellor of the Board of Regents John G. Roberts, Jr., Chief Justice of the United States; Board Chair Roger W. Sant; and Committee members Alan G. Spoon and Patricia Q. Stonesifer. Also present by invitation of the Committee were Secretary G. Wayne Clough, Chief of Staff to the Regents John K. Lapiana, Administrative Assistant to the Chief Justice Jeffrey P. Minear, and Acting General Counsel Marsha S. Shaines.

Mr. Sant called the meeting to order.

### **REVIEW OF AGENDA FOR BOARD OF REGENTS MEETING**

Mr. Sant indicated that the Committee would review the proposed agenda for the September 22, 2008, Board of Regents meeting. He explained that a decision had been made to organize the meeting around the Board’s committees.

**Advancement Committee.** In reviewing the Advancement Committee agenda items, Mr. Spoon highlighted the proposed corporate gift of technology and website development services from IBM Corporation for the National Museum of African American History and Culture, and the form of recognition proposed—the presence of the IBM corporate name and logo on the bottom right-hand corner of the Web site home page and on other pages as agreed upon, for as long as IBM continues to upgrade the Web site’s technology and design.

Mr. Spoon stated that the Advancement Committee would have a meeting prior to the Board meeting and at that time would discuss the general role and responsibilities of the committee. Mr. Spoon said that he had asked Smithsonian Director of External Affairs Virginia Clark to tell that committee what steps were being taken to develop the “architecture” of the forthcoming capital campaign and that the Advancement Committee will bring that information back to the Board for its review.

**Compensation and Human Resources Committee.** Mr. Sant asked for comments on the agenda item for the Compensation and Human Resources Committee. None were submitted.

**Investment Committee.** Mr. Sant discussed the agenda items for the Investment Committee and stated that Regent Eli Broad would give that report to the Regents. The members of the Executive Committee commented on the recent government takeover of Fannie Mae and Freddie Mac and its impact on the equities market. Mr. Spoon stated that the Institution’s investment report will be bleak, but the performance of the Smithsonian’s funds is better than its benchmarks.

**Legislative Activities and Issues.** Secretary Clough discussed the status of the Smithsonian's revised policy for responding to requests from the public for information, informally known as the "FOIA policy." He emphasized that the Smithsonian wants to be open, independent [the gist of what Wayne said was that notwithstanding current legislative efforts, the Smithsonian wants to be open] of current legislative efforts to apply the Freedom of Information Act (FOIA) and other policies to the Institution. Mr. Sant said that the current draft is better than its predecessors and that it responds to the concerns of the requestor groups while retaining exceptions that are necessary to protect the unique operations of the Smithsonian. Ms. Shaines discussed the complexity of the application of the FOIA exemption that exempts from disclosure records that are part of the deliberative process. Mr. Sant indicated that it was the Institution's goal to provide a copy of the revised policy to Lydia Griggsby, FOIA counsel to the Senate Judiciary Committee, very soon, so that it can be distributed to the requestor community for their comments. He indicated that the policy may or may not be ready to distribute to the full Board by the September meeting.

**Audit and Review Committee.** Mr. Sant stated that the Inspector General's review of senior expenses was not yet completed. Mr. Lapiana noted that the Inspector General is also reviewing of Regent travel expenses as part of her senior expenses review and that information was recently provided to her office from the Office of the Secretary.

**Strategic Planning Committee.** Secretary Clough indicated that he is meeting with Regent Doris Matsui, the chair of the new committee, on September 12, 2008, in advance of the first meeting of this committee. He stated that he is enthusiastic about the relationship between the National Zoo's Conservation Research Center and George Mason University (GMU), the launch of which is pending the Regents' approval, and remarked that the building being funded by GMU will be able to be used by any student from any university and available for conference services.

**Governance and Nominating Committee.** Chancellor Roberts and Mr. Sant discussed the process for moving proposed nominations for the Board's Chair and Vice Chair and bylaw amendments at the Board meeting. Mr. Sant noted that Ms. Stonesifer will be up for election for a term as Vice Chair that will conclude in January 2008, and that she also will be up for election for a term as Chair to begin that January. He also said that it is unclear who will become Vice Chair of the Board of Regents when Ms. Stonesifer is elected Chair. Mr. Sant and Mr. Spoon discussed whether it would be appropriate for Mr. Sant to become Vice Chair in the interim, until the Board is in a position to identify a person for the position who would be intended to succeed to the Chair position. Mr. Spoon and Secretary Clough commented that it would be beneficial to have a special role for past Chairs, to provide continuity for the Board. Mr. Spoon suggested that this issue be raised for discussion by the full Board.

**Facilities Committee.** Mr. Sant said that the master plans of the National Zoological Park and the Smithsonian Environmental Research Center will be presented by the Facilities Committee at the Board meeting. Secretary Clough indicated that he planned to

discuss proposals for the use of the Arts and Industries Building in his Secretary's Report, but he and Mr. Sant decided to defer that discussion until the report of the Facilities Committee. Secretary Clough stated that this subject has come up often in his visits to members of Congress and that the Smithsonian will need to do a conceptual study to determine which among the suggested uses would be appropriate.

**Finance Committee.** Mr. Sant stated that the members of this committee, as well as that of the Compensation and Human Resources Committee, will have to be reconsidered as current members depart and/or take on other responsibilities. He commented that the chair of this committee has to be especially deeply engaged in the work of the committee, particularly in light of an impending continuing resolution for the fiscal year 2009 Federal budget and an off-cycle fiscal year 2010 budget because of the presidential election.

Mr. Spoon stated that the Audit and Review Committee is looking for a non-Regent advisor. He commented that members of the Governance and Nominating Committee have been strongly opposed to having non-Regent members of that committee, as well as of the Audit and Review and Finance Committees. Secretary Clough suggested that the National Board might be a good source for potential new Regents.

Chancellor Roberts asked about the Finance Committee agenda item related to the Reynolds Center Stair Endowment, and Secretary Clough explained the agreement reached between the Smithsonian and the National Capital Planning Commission regarding construction of the Kogod Courtyard at the Reynolds Center and the reconstruction of the 8<sup>th</sup> Street exterior staircase. This endowment will set aside funds for the stair reconstruction project.

#### **PERSONNEL MATTERS**

Mr. Sant and Secretary Clough discussed a number of personnel matters and the status of various searches to address openings in senior-level positions.

#### **ADJOURNMENT**

There being no further business, the meeting was adjourned at 1:10 p.m.

Respectfully submitted,

Roger Sant, Chair