

## MINUTES OF THE JANUARY 20, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution conducted a telephonic meeting on January 20, 2012, beginning at 3:00 p.m. Participating by telephone were Committee Chair Dr. Shirley Ann Jackson and members Dr. France A. Córdova and Roger W. Sant. Also present by invitation of the Committee were Secretary G. Wayne Clough (by telephone); Chief of Staff to the Secretary Patricia Bartlett; Inspector General Scott Dahl; Chief of Staff to the Regents John K. Lapiana; and General Counsel Judith Leonard.

Dr. Jackson called the meeting to order at 3:00 p.m.

### CALL TO ORDER

Dr. Jackson called the meeting to order and welcomed Scott Dahl, the new Smithsonian Inspector General, to his first Governance and Nominating Committee meeting.

### APPROVAL OF MINUTES

The Committee approved the draft minutes of the December 20, 2011, meeting with one editorial clarification.

### REPORT OF THE CHAIR

Dr. Jackson provided a brief report of the chair by updating members on key matters the Committee has been considering over the past few meetings in anticipation of the January 23, 2012, Regents’ meeting.

**Regent Travel Policy:** At the Committee’s December 20 meeting, members discussed a proposed revision to the Regents’ travel policy to allow for the reimbursement of travel expenses for Regents’ spouses under certain circumstances. The current policy prohibits any spousal reimbursement. Dr. Jackson noted that the policy was considered at the Executive Committee’s request and added that the Chair expressed concern that, without such flexibility in the policy, Regents who have spent their careers in public service may lack the financial means to bear these costs on behalf of the Smithsonian.

Dr. Jackson reminded the Committee that because she and Dr. Córdova are both university presidents (and therefore the type of Citizen Regent who would be most directly impacted by the revisions), both would support the best governance approach and refrain from making any recommendations on the policy. Instead, the current Executive Committee has agreed to lead the discussion on the policy at the full Board meeting.

**New Regent Update:** With the departure of three citizen Regents over the next two years, Dr. Jackson noted that she would lead a conversation during the January 23, 2012, full Board meeting on strategies for identifying candidates for the three positions. She said the goal would be to solicit important input from the entire Board, including the Chancellor, who, due to his lifetime appointment, has a more “long horizon” perspective. In response to Mr. Sant’s suggestion, Mr. Lapiana noted that the Smithsonian is negotiating with a respected search firm to assist in the effort.

**Committee Assignments:** Dr. Jackson noted that at their previous meeting, members approved committee assignments for 2012, contingent on the resolution of two issues regarding Regents’ interest in serving on certain committees. Those issues have been resolved, Dr. Jackson said, and the proposed committee assignments have been forwarded for the full Board’s consideration.

#### **ADVISORY BOARD BYLAW AMENDMENT**

Dr. Jackson explained that the advisory board for the Smithsonian Institution Libraries has requested a series of changes to its bylaws designed to clarify that board’s structure and the duties and terms of its members. The bylaws were reviewed and approved by Office of General Counsel Office before their consideration by the Committee. Accordingly, the Committee approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian Institution Libraries Advisory Board.

#### **CORPORATE BOARD SERVICE**

Dr. Jackson explained that the Executive Committee requested that the Governance and Nominating Committee consider the propriety of the prohibition on corporate board service by senior executives. That prohibition was implemented as part of the Regents’ governance reform agenda in 2007, and was designed to avoid even the appearance of a conflict of commitment or a conflict of interest by senior executives. The Executive Committee observed that the prohibition may place the Smithsonian at a competitive disadvantage in retaining and developing senior executives and that both the Executive and Compensation and Human Resources committees supported consideration of changes to the current policy.

The Committee conducted an executive session on the issue with the General Counsel and approved the following motion:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents modify Smithsonian policy to permit senior executives to serve on up to one board of a for-profit company subject to (1) clearance under applicable standards of conduct and (2) supervisory approval by the Regents for the Secretary and by the

Secretary for senior executives; the Board further directs that the Secretary submit an annual report to the Regents of service by senior executives on a for-profit company board.

Regular session resumed at approximately 3:20 p.m. There being no additional business, the meeting was adjourned at 3:25 p.m.

Respectfully submitted,

Roger W. Sant  
Chair (on behalf of former Chair Shirley Ann Jackson)

## MINUTES OF THE FEBRUARY 16, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on February 16, 2012, beginning at 9:00 a.m. Participating by telephone were Committee Chair Roger W. Sant and member Robert P. Kogod; members Steve Case and Senator Patrick Leahy were unable to participate. Also present by invitation of the Committee were Secretary G. Wayne Clough (by telephone); Chief of Staff to the Secretary Patricia Bartlett; Counsel to the Inspector General Evin Christensen; Chief of Staff to the Regents John K. Lapiana; General Counsel Judith Leonard, Liaison for Senator Leahy Kevin McDonald; and Isaacson, Miller search team members Sean Farrell, Kahn Lee, and Tim McFeeley.

Mr. Sant called the meeting to order at 9:02 a.m.

### OVERVIEW

Mr. Sant began the meeting by thanking Mr. Kogod and members of the staff for being able to accommodate this additional committee meeting on relatively short notice.

He noted that the meeting would be devoted to advancing the search for a Regent candidate to fill the vacancy created when Alan G. Spoon steps off the Board in May 2012. In addition, he said that Committee would look to strengthen the pipeline of possible candidates in anticipation of his and Patty Stonesifer’s departures from the Board in October and December 2013, respectively.

Mr. Sant thanked the search firm of Isaacson, Miller (IM) for assisting the Committee in the current search and noted that the IM team supported the searches that resulted in the appointments of Steve Case, France Córdova, and David Rubenstein to the Board.

Mr. Kogod stressed that the Committee needed to take a “holistic approach” to the search and must balance the Board’s needs in light of the three upcoming departures and not focus solely on a replacement to fill the more immediate vacancy.

### REGENT SEARCH PROCESS

**General Process and Timeline:** Mr. McFeeley reviewed the proposed process and timeline that would result in a candidate for presentation to the full Board at its April 30, 2012, meeting. He said that the team expected to deliver a long list of candidate names to the Committee in early March 2012. At the next Committee meeting, Mr. McFeeley said that members would pare down the long list to a smaller group of finalists for additional vetting by IM. He anticipated that the Committee may wish to identify more than one set of candidates in anticipation of the multiple vacancies. IM will also solicit the Committee’s guidance on the best ways to approach

candidates to ascertain their interest in serving on the Board.

Mr. McFeeley advised members that, in order to make a final recommendation to the full Board on April 30, 2012, the Committee would likely have to convene in mid-April (in addition to the March meeting) to evaluate the information collected by IM on the short list of candidates.

**Review of Selection Criteria:** Mr. Sant then directed the Committee to the “General Criteria for Identifying [Regent] Candidates” that the Board approved in September 2007. Mr. Kogod suggested that the criterion that Board representation “from individuals with career experience in such fields as history and culture, the arts and science” be widened to include the fields of technology and education. He added that the principle of diversity also acknowledge diversity in policy and political/governance viewpoints.

With regard to the guidelines on Regent committee assignments, Mr. Kogod suggested that the number of committees that Citizen Regents were expected to serve on should more accurately reflect their current commitments (i.e., two or three committees). The Committee agreed that the guidelines as a whole should undergo a thorough review at a future meeting.

Mr. Sant suggested that the criteria recognize the expectation that citizen Regents are expected to take leadership roles on the Board sometime during their tenures. Moreover, Mr. Kogod suggested that the criteria recognize the need for at least one Regent to have a background in real estate or facilities.

Mr. Kogod asked that an existing chart depicting experiences and skills of current Regents also include those of the Smithsonian National Board Chair, since whoever holds that position makes contributions to the Board by attending all full meetings and by serving on Regent committees.

Recognizing the importance of geographic diversity, the Committee asked the IM team to also present candidates by state of citizenship and emphasize underrepresented states and regions.

The Committee then discussed various methods of outreach within the Smithsonian to solicit additional potential candidates.

The meeting was adjourned at 9:45 a.m.

Respectfully submitted,

Roger W. Sant  
Chair

## **MINUTES OF THE MARCH 26, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING**

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on March 26, 2012, beginning at 2:00 p.m. in the Smithsonian Institution Building in Washington, D.C. Participating were Committee Chair Roger W. Sant and members Senator Patrick Leahy and Robert P. Kogod; member Steve Case was unable to attend but provided comments in advance of the meeting.

Present by invitation of the Committee were Secretary G. Wayne Clough; Inspector General Scott Dahl; Chief of Staff to the Regents John K. Lapiana; General Counsel Judith Leonard; and Liaison to Senator Leahy Kevin McDonald. Also present by invitation of the Committee were Isaacson, Miller consultants Sean Farrell and Kahn Lee.

### **CALL TO ORDER**

Mr. Sant called the meeting to order at 2:00 p.m.

### **NEW REGENTS SEARCH**

Mr. Sant welcomed members and thanked them for being able to accommodate a meeting in person. He said that Mr. Case was in Germany and therefore unable to participate, but had provided him with detailed comments for use in the Regent search discussion.

Mr. Sant noted that the entire meeting would be devoted to advancing the identification of a candidate to succeed Alan G. Spoon on the Board, whose second term will expire in May 2012, as well as look ahead to the two vacancies that will be created in late 2013 by his and Patty Stonesifer’s departures. Mr. Kogod encouraged the Committee to take a “holistic approach” and balance the Board’s needs with regard to all three departures, rather than focus on the immediately occurring vacancy.

The Committee went into executive session to discuss potential candidates.

The meeting was adjourned at approximately 3:40 p.m.

Respectfully submitted,

Roger W. Sant  
Chair