

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 Epin 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