

MINUTES OF THE APRIL 17, 2012, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution met on January 20, 2012, beginning at 3:00 p.m. in the Smithsonian Institution Building in Washington, D.C. Participating were Committee Chair Roger W. Sant and members Senator Patrick Leahy, Steve Case, and Robert P. Kogod.

Present by invitation of the Committee were Secretary G. Wayne Clough; 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 3:00 p.m.

Mr. Sant welcomed members and noted that except for recommendations on appointments to the advisory boards, the entire meeting would be devoted to recommending a candidate to succeed Alan G. Spoon on the Board. He noted that the Committee will meet again on May 23, 2012, to discuss three important topics: (1) Regent spousal travel reimbursements; (2) senior executive service on outside corporate boards; and (3) increasing advisory board effectiveness and strengthening the partnership between board chairs and unit directors.

APPOINTMENTS TO SMITHSONIAN ADVISORY BOARDS

The Committee then reviewed proposed appointments and reappointments to various Smithsonian advisory boards. Each candidate presented enjoys the support of the respective unit advisory board, the unit director, the Under Secretary with oversight responsibility, and the Office of Advancement, and the Secretary.

Following brief discussion, the Committee approved the following motion:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approve the proposed slate of candidates for appointment to 16 Smithsonian advisory boards.

EXECUTIVE SESSION

The Committee went into executive session to discuss potential candidates.

The meeting was adjourned at approximately 4:10 p.m.

Respectfully submitted,

Roger W. Sant
Chair