

MINUTES OF THE APRIL 14, 2008, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution held a meeting on April 14, 2008, beginning at 3:30 p.m. in the Smithsonian Castle in Washington, D.C. In attendance were Committee members Robert P. Kogod and Roger W. Sant, who participated *ex officio* as Chair of the Board. Committee Chair Shirley Ann Jackson and members Doris Matsui and Diana Aviv participated by teleconference. Also present by invitation of the Committee were Celia Roady of Morgan Lewis & Bockius; Acting Secretary Cristián Samper; Chief of Staff to the Regents John K. Lapiana; General Counsel John Huerta; Assistant General Counsel Craig Blackwell; Assistant General Counsel Farleigh Earhart; Assistant General Counsel Elaine Johnston; Inspector General Sprightley Ryan; Director of Communications and Public Affairs Evelyn Lieberman; Office of Government Relations Director Nell Payne; Office of Policy and Analysis Director Carole Neves; Director of Internal Communications Carolyn Martin; Office of the Regents Program Officer Grace Jaeger; and Assistant to Congresswoman Matsui Alexis Marks. Debbie Hechinger and Marla Bobowick from BoardSource participated by teleconference for the discussion of planning for the Board of Regents’ open meeting.

Dr. Jackson called the meeting to order. The following matters were discussed:

Approval of Minutes

The Committee approved the minutes of its March 31, 2008, meeting.

Smithsonian Communications Strategy

Ms. Lieberman presented a summary of the communications strategy that had been developed in response to recommendation number 16 of the June 2007 Governance Committee Report. The Committee agreed that the strategy comprehensively addressed the issues raised in the Report and complimented Ms. Lieberman and her staff on their work. It was noted that an ongoing self-evaluation process will be essential to the effectiveness of the plan. Dr. Samper indicated that, with the exception of investing in the upgrade of the Smithsonian’s website, the plan can be implemented without additional costs to the Institution. The Committee approved the plan and recommended that the Secretary-designate be given an opportunity to have input into its implementation. The Committee will also consider whether a Regent should be designated as a liaison for the Institution’s communications initiatives.

Report of the Chair

Dr. Jackson advised the Committee that the staff had a productive closing meeting with Government Accountability Office (GAO), which will issue its final report on Smithsonian governance issues within two weeks.

The statute establishing the National Museum of African American History and Culture (NMAAHC) provides for a representative of the Board of Regents on the NMAAHC Board. The Committee agreed to recommend that the Board of Regents appoint Congresswoman Matsui to that position.

Dr. Jackson noted that the Board of Regents approves the appointments of Smithsonian advisory board members. The practice has been for proposed members to be submitted to the Board for appointment without prior opportunity for the Regents' review or vetting. The Committee agreed that a process should be developed for this Committee to review and approve potential advisory board candidates before they are recommended to the full Board for appointment.

Regents' Self-Assessment

The Committee reviewed the Regents' self-assessment instrument presented by Ms. Neves. The Committee approved the instrument and requested that a self-assessment process be developed for implementation.

Board of Regents' Annual Public Meeting

The Committee discussed planning for the first annual open meeting of the Board of Regents. The meeting is tentatively scheduled for the November 2008 Regents' meeting. It was noted that this is an election year so November may present a scheduling problem for Congressional Regents. BoardSource has been engaged to assist the Regents in planning the first public meeting. Ms. Hechinger and Ms. Bobowick joined the meeting by teleconference to discuss with the Committee the appropriate structure and format for the public meeting. The Committee reviewed and discussed a matrix describing potential formats for the meeting. It was the consensus of the Committee that the third format option was preferable. This format would consist of holding a regular Board meeting prior to holding an open public meeting, which would include presentations on selected topics and allow interaction with the public. The nature of the audience, which is likely to include staff, media, donors, and Congressional staff members, should be taken into account in planning for topics to be considered. The meeting also should be webcast. Ms. Lieberman, Dr. Samper, and Dr. Clough will work with Mr. Sant and BoardSource to refine the plans for the meeting. Committee members who have suggestions for topics to be considered should provide them to Mr. Lapiana.

Indemnification Policy

The Committee deferred until its next meeting discussion of the proposed revisions to the Smithsonian's indemnification policy.

Adjournment

There being no further business, the meeting was adjourned at 4:50 p.m.

Respectfully submitted,

Shirley Ann Jackson, Chair