

MINUTES OF THE SEPTEMBER 12, 2011, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“the Committee”) of the Board of Regents of the Smithsonian Institution held a telephonic meeting on September 12, 2011, beginning at 11 a.m. Participating were Committee Chair Shirley Ann Jackson and Committee members France Córdoba and Roger W. Sant. Participating staff included Secretary Wayne Clough, Chief of Staff to the Secretary Patricia Bartlett, Chief of Staff to the Regents John K. Lapiana, General Counsel Judith Leonard, and Inspector General A. Sprightley Ryan.

The Chair called the meeting to order.

EXECUTIVE SESSION

Dr. Jackson noted that due to the members’ availability for the duration of the meeting, the agenda would be modified and that the meeting would begin in executive session to discuss Board leadership nominations for calendar year 2012.

After deliberations, the Committee approved the following motions:

VOTED that the Governance and Nominating Committee recommends the election of France Cordova as Chair of the Smithsonian Board of Regents for a one-year term effective January 24, 2012.

VOTED that the Governance and Nominating Committee recommends the election of Patricia Q. Stonesifer as Vice Chair of the Smithsonian Board of Regents for a one-year term effective January 24, 2012.

VOTED that the Governance and Nominating Committee recommends the election of Shirley Ann Jackson as a member of the Executive Committee of the Smithsonian Board of Regents for a one-year term effective January 24, 2012.

APPROVAL OF MINUTES

Following the executive session, Dr. Jackson asked for comments on the draft minutes of the January 25, 2011, meeting. There were none and the minutes were approved.

REPORT OF THE CHAIR

In the Report of the Chair, Dr. Jackson provided updates on items of continuing interest to the Committee.

Government Accountability Office Report

Dr. Jackson noted that Government Accountability Office (GAO) staff orally informed the Smithsonian earlier in 2011, and then in writing in August 2011, that the GAO considered all

Smithsonian governance-related closed. In August, she said, GAO added that the remaining facilities maintenance-related recommendations also were considered closed. The last recommendation to be closed looked for an articulation of how the national campaign would address the maintenance “backlog” and need for facilities revitalization. Mr. Sant noted that GAO’s “closed” classification of the recommendations was a very significant milestone. Dr. Jackson agreed, and commended Mr. Sant for his leadership and for “standing firm” during one of the most difficult periods in Smithsonian history. Mr. Sant thanked her and said he believed that credit should go to the whole Board for its “amazing performance” in responding to the 2007 governance crisis.

Looking Ahead

Dr. Jackson provided the Committee with a preview of topics that will dominate the Committee’s upcoming agendas. With the departure of three long-serving (and difficult to replace) Regents over the next two years, the Committee will begin the process of identifying candidates to join the Board as soon as the Committee’s December 2011 meeting.

Inspector General

On behalf of the Committee, Dr. Jackson expressed its gratitude for the dedication and contributions of departing Inspector General A. Sprightley Ryan over the past four years, and wished Ms. Ryan the best as she joins the faculty of the University of Virginia.

Dr. Jackson informed the Committee that the search for a new Inspector General was in process and that, because the Inspector General reports to the Board, Board Chair Patricia Stonesifer will serve as the selecting official. Secretary Clough and Audit and Review Committee Chair John McCarter will provide important input.

DESIGNATION OF A REGENT REPRESENTATIVE TO THE COUNCIL OF THE NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE

Dr. Jackson explained that the statutory charter for the National Museum of African American History and Culture calls for the Board to designate one Regent as a member of the Museum’s Council. Representative Doris Matsui, and before that Dr. Walter Massey, previously served in that capacity.

In response to Representative Matsui’s departure from the Board, Dr. Jackson said that Representative Xavier Becerra has expressed an interest in assuming these responsibilities. Dr. Jackson noted that, as a leader in the House and a member of the “Super Committee,” Representative Becerra will be able to provide the museum’s Council with wise guidance as the museum seeks to secure the Federal appropriations necessary to open on the Mall in 2015. Furthermore, she said, as a lead sponsor of legislation to establish a Smithsonian American Latino Museum, Representative Becerra is particularly sensitive to the mission and purpose of the African American Museum and the role Congress must play to ensure its success.

Accordingly the Committee approved the following motion:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents designates Xavier Becerra as the Regent representative on the Council of the National Museum of African American History and Culture.

APPOINTMENTS TO SMITHSONIAN ADVISORY BOARDS

The Committee then reviewed proposed appointments and reappointments to various Smithsonian advisory boards. Dr. Jackson reminded members that 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 approves the proposed slate of candidates for appointment to 11 Smithsonian advisory boards.

REGENT SELF-ASSESSMENT

Dr. Jackson noted that the Regents conduct the Regents' annual Board self-assessment begins each October and pointed to the draft 2011 self-assessment contained in the Committee's meeting materials. While the draft was similar to the survey distributed in 2010, Dr. Jackson stressed that the Committee, with input from the Executive Committee, substantially revised the assessment over the past two years. It now focuses not only on governance, but also on measuring the Regents' involvement in, and knowledge of, key strategic initiatives.

The Committee expressed satisfaction with the draft and Dr. Jackson encouraged members to submit any additional comments to the Office of the Regents. Secretary Clough said he would particularly appreciate any feedback on making Board meetings more interesting and whether Regents are comfortable with the amount of information that they are being provided.

ADJOURNMENT

The meeting was adjourned at 2:55 p.m.