

## **MINUTES OF THE DECEMBER 13, 2010, 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 December 13, 2010, beginning at 10:05 a.m. in the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Shirley Ann Jackson\*, Committee members Representative Doris Matsui, France Córdova, Roger Sant, and Board of Regents Chair Patricia Stonesifer. Participating staff included Secretary G. Wayne Clough, Chief of Staff to the Secretary Patricia Bartlett, Director of Advancement Ginny Clark, Office of the Regents Program Officer Grace Jaeger (recorder), Chief of Staff to the Board of Regents John K. Lapiana, Assistant to Representative Matsui Mara Lee, General Counsel Judith Leonard, Assistant to Senator Dodd Colin McGinnis\*, and Inspector General A. Sprightley Ryan. Also participating were Isaacson, Miller search firm representatives Sean Farrell, Lisa Fisher, and Tim McFeeley.

The Chair called the meeting to order.

### **REPORT OF THE CHAIR**

Dr. Jackson reported on several issues of interest to the Committee. Bruce Dauer is Acting Chief Financial Officer (CFO) while a search is conducted for a permanent replacement for former CFO Alice Maroni who left the Institution in November 2010. Roger Sant has agreed to serve as the Regents’ representative on the search committee.

The results of the Regents’ 2010 self-assessment are being reviewed by the firm Morgan, Lewis. Two Regents requested additional time and the results will be provided before the end of 2010.

The recent mid-term congressional elections will affect the Smithsonian in predictable and unpredictable ways. There are threats from the incoming House leadership that the Institution’s budget may be adversely impacted by the *Hide/Seek* exhibition controversy and by the overall deficit reduction movement that is supported by both parties. With the change in House leadership, there will be a new House Republican Regent, which will result in the loss of either Representative Xavier Becerra or Doris Matsui, both of whom the Chair characterized as “exemplary” Regents. With the retirement of Senator Chris Dodd, a new Senate Regent also will be chosen by Majority Leader Senator Harry Reid. Dr. Jackson thanked Senator Dodd for his dedicated service to the Board and the Smithsonian.

Dr. Jackson noted that the overarching goal for the meeting was to position the Board to elect a new Regent to replace Philip Frost at the January 31, 2011, full Board meeting. The search firm of Isaacson, Miller (IM) has been retained to assist in the search. IM assisted in the last Regent search, which resulted in the appointments of France Córdova and David Rubenstein. IM also supported the search for a new Secretary, which resulted in Secretary Clough’s selection. Three Committee meetings will be scheduled before the January 31, 2011, full Board meeting to

\* participated by teleconference

support this search. While regular business will be conducted at the Committee meetings, the majority of the time will be spent on reviewing candidates proposed by IM.

### **APPROVAL OF MINUTES**

The Chair asked for comments on the draft minutes of the July 26, 2010, meeting. There were none and the minutes were approved.

### **ADVISORY BOARDS**

The Committee discussed the slate of candidates for appointment and reappointment to twelve Smithsonian advisory boards. Dr. Jackson noted that Secretary Clough and Ms. Stonesifer have made diversity on the boards a priority and that staff is working on a plan to strengthen the diversity of the candidate pools. The plan will be presented at the next regular Committee meeting. Committee members also discussed the creation of an advisory board for the Smithsonian Tropical Research Institute (STRI) and the adoption of its proposed bylaws. Ms. Stonesifer asked about proposed training on board relations for unit directors and staff. Secretary Clough said such training will be provided and that Under Secretary for Science Eva Pell will be assisting STRI as it launches its new board. Mr. McGinnis added that Senator Dodd is very interested in STRI and may be willing to serve as an advisor to the board.

The Committee then approved the following two motions:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to twelve Smithsonian advisory boards.

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the establishment of an advisory board for the Smithsonian Tropical Research Institute and the proposed bylaws.

### **NEW REGENT CANDIDATE SEARCH**

Dr. Jackson began the discussion of the search for a new Regent by noting that leadership ability is a key attribute in a new Regent, particularly since Patty Stonesifer, Alan Spoon, and Roger Sant's second and final terms will all conclude by the end of December 2013.

The representatives from the search firm of Isaacson, Miller introduced themselves and gave a short history of their experience. Tim McFeeley noted the expedited timetable for the search and emphasized the confidentiality of the information that will be exchanged among members. He said he had received the materials from Smithsonian staff to support the beginning of the search. The materials included: Regents' duties and responsibilities, anticipated time commitment, selection criteria, and list of states in which the current Citizen Regents reside. The latter is important since there cannot be two Regents from any one state (with the exception of the District of Columbia).

Ms. Stonesifer said that important criteria for a new Regent would include executive committee-caliber leadership abilities, the ability to influence decisions on Capitol Hill, and experience working with an institution that receives Federal funding. Dr. Jackson noted that proximity to Washington, D.C., is important and Representative Matsui emphasized diversity as a criterion. Ms. Matsui characterized the current make-up of the board as “moderate” and stated that someone with conservative leanings may help with relations on Capitol Hill. Members agreed but noted that there never has been a political “screen” in choosing a Regent. Dr. Córdova noted that because the Institution is an ever-growing global brand, it may help to choose a Regent with a global perspective; she also emphasized the need for someone who has been involved in competitive research arenas. Mr. Sant noted the importance of looking to the advisory boards for candidates to further strengthen ties with them. Secretary Clough said that because the next few years will be difficult with regard to the Smithsonian’s budget and Federal funding, it is important to have someone who can “open doors” politically and help maintain current Federal allocations since it appears unlikely there will be additional funds for the Smithsonian.

Discussion continued and Dr. Jackson summarized the desired criteria for a new Regent as: leadership ability; personal philanthropy; political saviness; proximity to Washington, D.C.; ability to devote substantial time; a global perspective; and experience in the science/research field.

#### **EXECUTIVE SESSION**

The Committee held an executive session.

#### **ADJOURNMENT**

The meeting was adjourned at 11:45 a.m.