

MINUTES OF THE MAY 11, 2018, GOVERNANCE AND NOMINATING COMMITTEE TELECONFERENCE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a teleconference meeting on May 11, 2018. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members John Fahey and Michael Lynton.

Also present by invitation of the Committee were Secretary David Skorton; Chief of Staff to the Secretary Greg Bettwy; Deputy Chief of Staff to the Regents Kate Forester; Inspector General Cathy Helm; Under Secretary for Finance and Administration/Chief Operating Officer Albert Horvath; General Counsel Judith Leonard; Office of Senator Leahy, Amelia Seman; and Chief of Staff to the Regents Porter N. Wilkinson.

CALL TO ORDER

Committee Chair Ambassador Barbara M. Barrett called the meeting to order at 10:00 a.m. and reviewed the agenda.

APPROVAL OF THE MARCH 5, 2018, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 5, 2018, meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 13 Smithsonian advisory boards was reviewed. Ambassador Barrett noted that for each respective advisory board, the unit director, the Provost, the Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate. It was also noted that Regent Dr. Risa Lavizzo-Mourey is a proposed candidate for appointment to the National Museum of Natural History’s Board.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends the approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to 13 Smithsonian Institution advisory boards.

AMENDMENTS TO THE REGENTS' FINANCE COMMITTEE CHARTER

Ambassador Barrett presented the proposed amendments to the Charter of the Finance Committee. As part of its duties and responsibilities for oversight of the Institution's annual budgets and long-range financial planning, the Finance Committee may propose changes to its Charter. Ambassador Barrett explained that the Finance Committee performed an annual review of its Charter at its meeting on January 18, 2018, and proposed one modification. The proposed Finance Charter amendment would define the Committee's authority to approve certain investments from non-endowed reserves recommended by Smithsonian Enterprises.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Finance Committee Charter.

AMENDMENTS TO THE BYLAWS OF THE BOARD OF REGENTS

On February 8, 2018, Congress approved certain organizational changes proposed by the Secretary, including updating the title of the Chief Financial Officer and Under Secretary for Finance and Administration to the Chief Operating Officer and Under Secretary for Finance and Administration, which includes the role of Chief Financial Officer.

Ambassador Barrett informed the Committee that the changes require a conforming change to bylaw 5.05 of the Board of Regents Bylaws, to reflect the title change and duties of the Chief Operating Officer.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendment to §5.05 of the Bylaws of the Board of Regents.

AMENDMENTS TO THE BYLAWS OF THE SMITHSONIAN NATIONAL BOARD

Next, Ambassador Barrett presented the proposed amendments to the bylaws of the Smithsonian National Board ("SNB") for the Committee to review. The proposed amendments reflect a change to allow a one-year extension to the Chairman's three-year term limit to allow for continuity of leadership during a significant transition of leadership, or extraordinary circumstances. Ambassador Barrett noted that the proposed bylaw amendments are supported by the Secretary, General Counsel, and the Office of Advancement.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian National Board.

AMENDMENTS TO THE BYLAWS OF THE SMITHSONIAN SCIENCE EDUCATION CENTER

Ambassador Barrett presented the proposed amendments to the bylaws of the Smithsonian Science Education Center (“SSEC”) for the Committee’s review. The proposed amendments include revisions to bylaw language, which conform naming protocols to align with Smithsonian leadership titles changes; changes in the membership terms to ensure enhanced continuity and cohesiveness within the organization; language clarifying the travel reimbursement policy; formal changes in the fiscal requirements and penalties related to advancement activities; the addition of a standard Smithsonian advisory board ethics statement and conflict-of interest statement; as well as a change to the minimum required regular meetings of the advisory board.

Ambassador Barrett noted that the proposed amendments are supported by the General Counsel and the Office of Advancement. Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the National Advisory Board of the Smithsonian Science Education Center.

REPORT OF THE SECRETARY

The Secretary updated the Committee on the state of the Smithsonian and reported on relevant activities and initiatives.

Secretary Skorton informed the Committee that he is planning the details of a working retreat that will take place at the end of May, during which Smithsonian senior staff will participate in facilitated meetings about implementation of the strategic plan and pan-Institutional priorities. The Secretary shared his three goals for the retreat: (i) opportunities for progress related to the strategic plan, (ii) an opportunity for greater interaction and collaboration between Smithsonian senior leadership and unit directors, and (iii) an opportunity to discuss the challenges and strengths of strategic plan implementation from multiple perspectives.

Next, the Secretary briefed the Committee on three active personnel searches, including the search for the Elizabeth MacMillan Director of the National Museum of American History, a President of Smithsonian Enterprises, and the Dame Jillian Sackler Director of the Freer-Sackler Galleries of Art. Secretary Skorton acknowledged John Gray for his distinguished leadership of

the National Museum of American History and recognized Dennis Kelly for his service as the Interim President of Smithsonian Enterprises.

He then gave an update on the progress of the Smithsonian American Women's History Initiative. The Smithsonian launched the Initiative to celebrate women who have changed the course of the nation through their civic, scientific, business, and cultural achievements. The Institution has been hosting a series of regional outreach and stewardship events to speak to audiences in cities nationwide about the Initiative. The Secretary also reminded the Committee that Congress included a new \$2 million appropriation, and the Smithsonian has raised \$3 million, to date, to support the Initiative. Representative Carolyn Maloney introduced a bill to Congress to establish a comprehensive women's history museum within the Smithsonian. The Secretary explained to the Committee the Institution does a better job of telling these stories in all of the museums, which can reach people immediately, without a need to construct new facilities that do not have significant federal appropriations funding.

EXECUTIVE SESSION

The Committee entered into an executive session at approximately 10:33 a.m. in order to discuss succession planning for the Board of Regents and revisions to the Regents' Travel Reimbursement Policy.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 11:00 a.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair