

MINUTES OF THE JANUARY 4, 2017, GOVERNANCE AND NOMINATING TELECONFERENCE COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a teleconference meeting on January 4, 2017. Participating were Committee Chair Steve Case and Committee members John Fahey, Robert P. Kogod, and Risa J. Lavizzo-Mourey. Board and Executive Committee Chair John W. McCarter, Jr.* also participated in the meeting.

Also present by invitation of the Committee were Secretary David Skorton; Office of the Regents Senior Researcher and Writer Jennifer Ehlinger (recorder); Inspector General Cathy Helm; General Counsel Judith Leonard; Senior Advisor to Senator Leahy, Kevin McDonald; Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter Wilkinson.

Spencer Stuart Consultants Sally Sterling and Jane Jhun also participated in the discussion on the search for new Regents.

CALL TO ORDER

Committee Chair Steve Case called the meeting to order at 10:01 a.m.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee entered immediately into an executive session to discuss the search for new Regents and receive updates from Mr. Case regarding his conversations with the priority prospects and executive search firm Spencer Stuart consultants Sally Sterling and Jane Jhun.

The Committee continued their discussions and agreed upon two candidates to propose to the full Board for review and nomination at the Regents’ meeting on January 30, 2017. Michael Govan was selected as the priority prospect for the U.S., and Roger Ferguson was selected as the priority prospect for D.C. Upon motion duly made and seconded, the following actions were approved:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominates Michael Govan of California to succeed Dr. Shirley Ann Jackson as a Citizen Regent on the Board of Regents and to serve a statutory term of six years. Furthermore, that the Board asks its congressional members to introduce and support legislation to this effect.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominates Roger W. Ferguson of the District of Columbia to succeed Robert P. Kogod as a Citizen Regent on the Board of Regents and to serve a statutory term of six years. Furthermore, that the Board asks its congressional members to introduce and support legislation to this effect.

**Ex-officio*

The executive session adjourned at approximately 10:11 a.m., after which Mr. Case called the open session to order and reviewed the agenda.

APPROVAL OF THE SEPTEMBER 22, 2016, AND DECEMBER 9, 2016, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the September 22, 2016, and the December 9, 2016, meetings were approved without modification.

2017 COMMITTEE MEMBERSHIP

During the December 8, 2016, meeting, the Committee discussed the proposed Regent committee assignments for 2017. By tradition, Citizen Regents typically serve on three Regent committees and chair at least one committee, and the Congressional Regents are assigned to two committees. Mr. Case presented the proposed assignments for the Committee's formal review, noting one addition since the Committee initially reviewed the proposed roster in December: the addition of a non-Regent member to the Investment Committee. The Committee reviewed the proposed non-Regent member's biography and the complete slate of proposed memberships and chairmanships for 2017. Upon motion duly made and seconded, the following action was approved:

VOTED that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed committee chairmanship and member assignments for 2017 and requests that the Chancellor make the necessary appointments.

REGENTS' REIMBURSEMENT POLICY

The Smithsonian's Charter provides that Regents shall not be compensated for their service, but "[e]ach member shall be paid his necessary traveling and other expenses in attending meetings of the board." 20 U.S.S. § 44. The Regents have a policy outlining the policies and procedures for reimbursement. Chief of Staff to the Regents Porter Wilkinson informed the Committee that the Regents' reimbursement policy was revised to include a cap on meal reimbursements up to \$100. Ms. Wilkinson emphasized that, while the Regents always exercise good judgment and fiscal prudence in their reimbursement requests, specifying a maximum amount in the written reimbursement policy increased clarity and transparency. The policy became effective in January 2017.

REGENTS' 2016 ANNUAL SELF-ASSESSMENT

Since 2007, the Board of Regents has annually reviewed its performance and identified priorities for the coming year. From 2007 to 2014, the Board used the same self-assessment tool; in 2015, the Regents switched to a different version to see whether it provided more or different data on board effectiveness. Based on feedback from the Board, the Office of the

Regents simplified the 2015 tool and further customized it to the Smithsonian's needs. During the December 8, 2016, meeting, the Committee compared the modified 2015 Regents' self-assessment tool with the original 2007 assessment tool and then asked that the Office of the Regents distribute the original (unmodified) 2015 tool, so that the Committee could compare all three versions.

At the January 4, 2017, meeting, the Committee discussed the strengths and weaknesses of all three versions and decided to revise the 2007 tool to include additional space for Regents to provide comment in order to solicit constructive and substantive responses from the Board.

UPDATE ON PLANNING FOR APRIL STRATEGIC MEETING

Ms. Wilkinson updated the Committee on plans for the Regents' next Strategic Meeting, which is scheduled for April 3, 2017. The primary purpose of the meeting is to give Regents and Smithsonian leadership an opportunity to learn about a variety of emerging technologies and how they might be relevant to the museum experience. Several companies will be invited to demonstrate technological devices and engage in discussions on how technology can enhance the visitor experience, amplify storytelling around exhibits, and increase access to museum research and collections. Ms. Wilkinson reviewed the proposed invitation list and preliminary agenda, and members were asked to submit any additional recommendations to the Office of the Regents.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:39 a.m.

Respectfully submitted,

Steve Case, Chair