

MINUTES OF THE DECEMBER 13, 2017, 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 December 13, 2017. 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; Associate General Counsel Farleigh Earhart; Deputy Chief of Staff to the Regents Kate Forester; Inspector General Cathy Helm; Director of Special Events and Protocol Karen Keller; General Counsel Judith Leonard; Senior Advisor to Senator Leahy, Kevin McDonald; Chief of Staff to Representative Tom Cole, Sean Murphy; 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 SEPTEMBER 6, 2017, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the September 6, 2017, meeting were approved.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 14 Smithsonian advisory boards was reviewed. Ambassador Barrett noted that for each respective advisory board, the unit director, the Provost, the Acting Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate.

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

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to 14 Smithsonian Institution advisory boards.

AMENDMENTS TO THE BYLAWS OF THE CENTER FOR FOLKLIFE AND CULTURAL HERITAGE ADVISORY COUNCIL

Ambassador Barrett reviewed the proposed amendments to the bylaws of the Advisory Council for the Center for Folklife and Cultural Heritage (“CFCH”). The proposed amendments were first presented to the Committee at its September 6, 2017, meeting, when it was determined that further review was necessary of one proposed amendment regarding a formal name change.

The CFCH Advisory Council is seeking to change its name from “advisory council” to “board.” The other proposed amendments include a provision that increases the number of members who serve on the CFCH Advisory Council from 12 to 20 members and standard revisions to the bylaw language to ensure alignment with other Smithsonian advisory boards.

During the September Committee meeting, the Committee asked for further review of other Smithsonian advisory board names to ensure consistent nomenclature. General Counsel Judith Leonard reported at the December meeting that achieving uniformity among the various advisory boards is difficult because some board names are statutorily established. The Committee expressed concerns about inaccurately implying a fiduciary role in the name of the advisory boards and asked for a broader review and evaluation of advisory board names.

Subsequent to the Committee’s December meeting, the Committee voted by email ballot on January 3, 2018, to approve the proposed bylaw amendments for the CFCH Advisory Council, excluding the proposed name change. CFCH will continue to use the title of “advisory council” until a further determination has been made about nomenclature.

SMITHSONIAN SPECIAL EVENTS POLICY

Secretary David Skorton and Director of Special Events and Protocol Karen Keller reviewed the Smithsonian’s special events policy, which currently provides for treating certain outside events as “co-sponsored” donor celebrations. Secretary Skorton and his team are analyzing potential modifications to the policy. Any proposed changes will be shared with the Board of Regents at the January 2018 Regents’ meeting for further discussion.

EXECUTIVE SESSION: 2018 COMMITTEE MEMBERSHIP

The Committee entered an executive session at approximately 10:37 a.m. in order to discuss the proposed Regent committee assignments for 2018. Upon approval of the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2018-January 2019.

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

VOTED that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed committee chairmanship and member assignments for 2018 and requests that the Chancellor make the necessary appointments.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:46 a.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair