

MINUTES OF THE DECEMBER 6, 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 December 6, 2018. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Representative Tom Cole and John Fahey.

Also present by invitation of the Committee were Secretary David Skorton; Chief of Staff to the Secretary Greg Bettwy; Counsel to the Inspector General Epin Christensen; Deputy Chief of Staff to the Regents Kate Forester; Special Assistant to the Regents Mallory Gianola (recorder); General Counsel Judith Leonard; 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 1:04 p.m. and reviewed the agenda.

APPROVAL OF THE MAY 11, 2018, AND SEPTEMBER 17, 2018, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the amended minutes of the May 11, 2018, Committee meeting and the draft minutes of the September 17, 2018, meeting were approved.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 15 Smithsonian advisory boards was reviewed. The Committee discussed the advisory board candidate vetting and review process. 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 15 Smithsonian Institution advisory boards.

AMENDMENTS TO THE BYLAWS OF THE ASIAN PACIFIC AMERICAN CENTER ADVISORY BOARD

Ambassador Barrett reviewed the proposed amendments to the bylaws of the Advisory Board of the Asian Pacific American Center (“APAC”). The proposed amendments reflect the addition of the Smithsonian advisory board ethics statement and conflict-of-interest statement, a conforming change reflecting the title change of the Provost, guidelines for new member orientation, a one-year increase in officer term limits and committee chair term limits, and the creation of a Program Strategy Committee.

Ambassador Barrett noted that the proposed amendments are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. 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 amendments to the bylaws of the Advisory Board of the Asian Pacific American Center.

AMENDMENTS TO THE BYLAWS OF THE NATIONAL MUSEUM OF AFRICAN ART ADVISORY BOARD

Next, Ambassador Barrett presented the proposed amendments to the bylaws of the National Museum of African Art (“NMAfA”) Advisory Board. The proposed amendments reflect the addition of the Smithsonian advisory board ethics statement and conflict-of-interest statement, and include modified Emeritus appointments pursuant to emeritus/alumni guidance for advisory boards.

Ambassador Barrett noted that the proposed amendments are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. 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 amendments to the bylaws of the Advisory Board of the National Museum of African Art.

AMENDMENTS TO THE BYLAWS OF THE NATIONAL MUSEUM OF THE AMERICAN INDIAN BOARD OF TRUSTEES

Ambassador Barrett also reviewed the proposed amendments to the bylaws of the Board of Trustees of the National Museum of the American Indian (“NMAI”). The proposed amendments include changes to language and grammar reflecting the present tense, formal changes to language to reflect names and practices of the Board and its standing committees, modified language to reflect current museum staffing and titles, formal updates to meeting

practices, and the addition of the Smithsonian advisory board ethics statement and conflict-of-interest statement.

Ambassador Barrett noted that the proposed amendments are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. 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 amendments to the bylaws of the Board of Trustees of the National Museum of the American Indian.

EXECUTIVE SESSION GUIDELINES AND POLICY

General Counsel Judith Leonard and Chief of Staff to the Regents Porter Wilkinson reviewed the Board of Regents' guidelines for conducting executive sessions during Committee and full Board meetings. In an effort to support the transparent, effective governance of the Board, a written policy was proposed to codify the existing practices for executive sessions. With the Committee's endorsement, the written policy will be shared with the Board of Regents at the January 2018 Board meeting.

EXECUTIVE SESSION: 2019 COMMITTEE MEMBERSHIP

The Committee entered an executive session at approximately 1:24 p.m. in order to discuss the proposed Regent committee assignments for 2019. Upon approval of the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2019-January 2020.

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 2019 and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: REGENTS' 2018 SELF-ASSESSMENT

The Committee remained in executive session to discuss the 2018 Regents' self-assessment. The assessment for fiscal year 2018 has been circulated to the Regents and preliminary feedback was presented for the Committee's consideration. The final results will be tabulated to share with the full Board at the January meeting.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 1:38 p.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair