

MINUTES OF THE MARCH 5, 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 March 5, 2018. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Senator Patrick Leahy and John Fahey.

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; General Counsel Judith Leonard; Senior Adviser to Senator Leahy, Kevin McDonald; 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 3:00 p.m. and reviewed the agenda.

REPORT OF THE SECRETARY

Ambassador Barrett passed the floor to Secretary Skorton for the Secretary’s update. The Secretary briefed the Committee on the state of the Smithsonian and reported on relevant activities and initiatives.

Secretary Skorton informed the Committee that on March 7, 2018, the National Museum of American History would receive objects from House Democratic Leader Nancy Pelosi, representing her election as the first female Speaker of the House. Secretary Skorton, Representative Doris Matsui, Representative Cathy McMorris Rodgers, and Judy Woodruff are expected to speak at the ceremony. The Smithsonian will mark the occasion by announcing the planning phase of the American Women’s History Initiative, a pan-Institutional initiative that will highlight women’s contributions and accomplishments.

The Secretary reported on the rescheduled showing of the large-scale outdoor projection work by Krzysztof Wodiczko at the Hirshhorn Museum and Sculpture Garden (“HMSG”). The initial presentation of *Hirshhorn Museum, Washington, D.C.* was planned for February 13, 14, and 15 as part of the HMSG’s exhibition *Brand New: Art and Commodity in the 1980s*. Out of sensitivity and respect for the victims and families of the school shooting in Parkland, Florida, the Smithsonian and the artist decided to postpone the projection. Secretary Skorton announced that the restaging of the projection will be shown on the evenings of March 7, 8, and 9.

He then gave an update on the progress of the London opportunity. The Secretary reminded the Committee that the international collaboration with the Victoria & Albert Museum (“V&A”)

is supportive of the new strategic plan's goals to broaden the Institution's reach in new ways and to leverage strategic partnerships. The final binding agreement between the Smithsonian and V&A is expected to be presented to the Board of Regents at the April meeting.

Lastly, the Secretary discussed potential changes to the structure of advancement activities following the close of the Smithsonian Campaign ("Campaign"), including the establishment of two working groups. Under Secretary for Museums and Research/Provost John Davis will chair the first workgroup, which will focus on roles and responsibilities. The second workgroup will focus on budget and will be chaired by Under Secretary for Finance and Administration/Chief Financial Officer Albert Horvath. The Committee will be updated as plans are refined.

REVIEW OF 2017 REGENTS' SELF-ASSESSMENT

Chief of Staff to the Regents Porter Wilkinson reviewed the results from the 2017 Regents' self-assessment. At the September 6, 2017, meeting, the Committee reviewed the effectiveness of the Board's current assessment template and approved its use for fiscal year 2017. Following the Committee's approval, the assessment for fiscal year 2017 was circulated to the Regents on December 7, 2017. The results indicated overall agreement on the effectiveness of the Board's operations. Some respondents requested increased information between meetings. Ms. Wilkinson presented recommendations to meet the Regents' request, including varied forms of communication from the Office of the Regents and the Office of the Secretary. The Committee agreed that these recommendations should be presented to the Board of Regents for consideration at its meeting on April 9, 2018.

EXECUTIVE SESSION: SUCCESSION PLANNING

The Committee entered an executive session at approximately 3:55 p.m. in order to discuss succession planning. The executive session adjourned at approximately 4:04 p.m., after which Ambassador Barrett called a return to open session in order to vote on outstanding agenda items.

APPROVAL OF THE DECEMBER 13, 2017, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the December 13, 2017, meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to eight Smithsonian advisory boards was reviewed. Ambassador Barrett identified one appointment to the Hirshhorn Museum and Sculpture Garden Board of Trustees, which was included in the materials but by statute does not require approval by the Board of Regents. 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 the approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to eight Smithsonian Institution advisory boards.

EXECUTIVE SESSION: REAPPOINTMENT TO THE BOARD OF REGENTS

The Committee entered into a second executive session at approximately 4:07 p.m. to discuss the proposed reappointment of Ambassador Barrett for a second term as a Congressional Regent. Ambassador Barrett recused herself from the discussion and vote. Mr. Fahey led the discussion for Ambassador Barrett's reappointment.

In accordance with Section 4.06 of the Bylaws of the Board of Regents, the Governance and Nominating Committee shall assist the full Board in recommending candidates for service as citizen members. The Office of the Regents confirmed Ambassador Barrett's interest in serving a second term as a Citizen Regent on the Board of Regents. Due to a lack of quorum resulting from Ambassador Barrett's recusal, the vote was not conducted during the meeting.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 4:10 p.m.

EMAIL BALLOT: REAPPOINTMENT TO THE BOARD OF REGENTS

The Committee voted to approve the following motion via email ballot on March 7, 2018. Ambassador Barrett was recused from the vote.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents renominates Ambassador Barbara M. Barrett for a second term as a Citizen Regent on the Board of Regents. The Congressional Regents are asked to introduce and support legislation leading to her reappointment, following approval by the Board of Regents.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair