

## **MINUTES OF THE MARCH 7, 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 March 7, 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; Office of the Regents Senior Researcher & Writer Jennifer Ehlinger (recorder); Inspector General Cathy Helm; Sant Director of the National Museum of Natural History Kirk Johnson; General Counsel Judith Leonard; Senior Advisor 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 2:01 p.m.

### **UPDATE ON NEW STRATEGIC PLAN**

Ambassador Barrett turned to the Secretary and Sant Director of the National Museum of Natural History Kirk Johnson to provide an update on the strategic planning process and the current timeline for approving the Smithsonian’s new strategic plan for 2017 – 2022. Dr. Johnson, who serves as Co-Chair of the Strategic Planning Committee (“Planning Committee”) delivered an overview of the planning process used to develop the new plan and the steps taken to compile, analyze, and incorporate data from across the Smithsonian.

In September 2016, the Secretary established the Planning Committee, and charged it with developing and drafting the Smithsonian’s new strategic plan. The 15-member Committee is Co-Chaired by Dr. Shirley Ann Jackson and Dr. Johnson and is made up of Regents and staff, who have deep ties to the Smithsonian’s museums, education, and research. In drafting the new plan, the Planning Committee has been working to engage a broad section of the Smithsonian community in order to solicit input from staff, volunteers, and other stakeholders from across the Institution regarding the strategic direction for the Smithsonian for the next five years.

Dr. Johnson outlined the Planning Committee’s progress and reviewed the proposed timeline for drafting and socializing the new plan. In the coming weeks, the Planning Committee will be working with the Secretary to draft and refine the new plan. The draft plan will be shared with the Regents and Smithsonian leadership in order to incorporate any feedback, before a final draft is proposed to the full Board. The Planning Committee is hopeful that the final draft will be ready for the full Board’s review at the Regents’ annual strategic meeting, scheduled on April 3, 2017.

Ambassador Barrett thanked Dr. Johnson for his leadership on the Planning Committee and providing the Committee with an update on the strategic planning process.

## **APPROVAL OF THE JANUARY 4, 2017, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the January 4, 2017, meeting were approved without modification.

## **ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS**

The proposed slate of candidates to nine Smithsonian advisory boards was reviewed. Ambassador Barrett noted that for each respective advisory board, the unit director, the Acting Provost, the 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 nine Smithsonian advisory boards.

## **AMENDMENTS TO THE BYLAWS OF THE NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE COUNCIL**

Ambassador Barrett presented the proposed amendments to the bylaws of the National Museum of African American History and Culture (“NMAAHC”) Council for the Committee to review. The proposed amendments reflect that the museum is officially open and include: (1) the addition of a standard advisory board ethics statement; (2) modified membership and term provisions, which seek to stagger initial Council terms and normalize them going forward in a way that is consistent with NMAAHC’s statute; (3) the addition of standard language to formally recognize emeritus and alumni appointments; and, (4) the addition of language, which accurately reflects current practice regarding the role and appointment of the Council’s Chairperson and Vice Chairperson.

The final proposed amendment is a provision to delegate the Council’s statutory authority relating to museum content to the NMAAHC Director. Ambassador Barrett explained that the proposed “Resolution to Delegate Authority” was reviewed by the Office of the General Counsel, who determined that it is consistent with NMAAHC’s statute because the delegation is revocable at any time.

Ambassador Barrett also noted that the proposed bylaws are supported by the General Counsel and the Office of Advancement. Upon motion duly made and seconded, the following motion 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 Museum of African American History & Culture Council.

## **UPDATE ON APRIL STRATEGIC MEETING PLANNING**

Next, Chief of Staff to the Regents Porter Wilkinson updated the Committee on plans for the Regents' second annual strategic meeting scheduled for April 3, 2017, to be held off-site at Microsoft's Innovation & Policy Center located in Washington, D.C. The primary purpose of the meeting is to give Regents and Smithsonian leadership an opportunity to experience a variety of emerging technologies, learn how they might be relevant to the museum experience, and discuss future possibilities for integrating these advances into the Smithsonian's museums. Ms. Wilkinson explained that while the Smithsonian is already doing work in this area, the April 3 event will give directors and senior management an opportunity to better understand the potential application of digital tools both in-gallery and online through hands-on experience and open-ended discussion with industry leaders.

The strategic meeting's planning team is made up of Chief of Staff to the Secretary Greg Bettwy, Chief Information Officer Deron Burba, Director of the Arts & Industries Building ("AIB") Rachel Goslins, and Ms. Wilkinson. With the Committee's guidance, the team has developed a comprehensive plan for the day, which will include technology demonstrations from several innovative companies, a discussion program, behind-the-scenes tour of Smithsonian exhibits for company guests, and a closing reception at AIB.

Ms. Wilkinson reviewed the current list of company guests, all of whom have confirmed their participation and will demonstrate their company's cutting-edge technological devices and engage in discussions with Smithsonian leadership on how technology can enhance the visitor experience, amplify storytelling around exhibits, and increase access to museums, research, and collections.

## **REVIEW OF 2016 REGENTS' SELF-ASSESSMENT RESULTS**

Ms. Wilkinson then reviewed the results from the 2016 Regents' self-assessment. The Board conducts an annual self-assessment in order to evaluate its performance and identify priorities for the year ahead. The assessment for fiscal year 2016 was circulated to the Regents on February 9, 2017. The Office of the Regents has received completed assessments from many of the Regents and is currently working to follow-up with the rest of the Board. The preliminary results were tabulated and presented for the Committee to review. The full set of results will be re-tabulated to include the additional Regents' submissions and will be shared with the full Board at the April meeting.

## **UPDATE ON NEW REGENT APPOINTMENTS AND CITIZEN REGENT REAPPOINTMENT**

Finally, Ambassador Barret provided the Committee with an update on the status of the Regent appointments of Roger W. Ferguson, Jr., and Michael Govan, and the reappointment of Regent Steve Case. In January, the Board accepted the Committee's recommendation to nominate Mr. Ferguson and Mr. Govan for appointment as Citizen Regents to succeed Dr. Shirley Ann Jackson and Robert P. Kogod when their terms expire on May 6, 2017. The Board also re-nominated Mr. Case for a second, six-year term as a Citizen Regent, as his current term expires on April 25, 2017.

The House of Representatives has introduced the joint resolution supporting the proposed appointments to the Board. The Senate version is expected to be introduced in the coming weeks. Once the resolutions are introduced, the Regent nominees will meet with the Chairs and Ranking Members of the House Committee on Administration and the Senate Rules Committee.

Ambassador Barrett noted that pending the official Regent appointments of Mr. Ferguson and Mr. Govan, both have been invited to attend the April Strategic meeting as observers in their capacity as Regent Nominees.

## **ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 3:47 p.m.

## **EMAIL BALLOT**

The Committee conducted business via email ballot completed on May 22, 2017, recommending that the Board approve the 2017 committee assignments for newly appointed Regents Roger W. Ferguson, Jr., and Michael Govan. 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. The newly proposed Regent committee roster for 2017 assigns Citizen Regent Roger W. Ferguson, Jr., to serve as a member of the Audit & Review and Finance Committees and as the Vice Chair of the Investment Committee. Citizen Regent Michael Govan is assigned to serve as a member of the Compensation & Human Resources; Facilities; and Strategy, Innovation, & Technology Committees.

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

**VOTED** that the Board of Regents approves of the 2017 proposed committee chairmanships and member assignments for Roger W. Ferguson, Jr., and Michael Govan, and requests that the Chancellor make the necessary appointments.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair