

MINUTES OF THE SEPTEMBER 18, 2019, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) held a meeting on September 18, 2019, at the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Representative John Shimkus,* John Fahey,* and Michael Lynton.*

Also present by invitation of the Committee were Deputy Chief of Staff to the Regents Kate Forester; General Counsel Judith Leonard; Senior Adviser to Senator Leahy, Kevin McDonald;* Chief of Staff to Representative Shimkus, Craig Roberts;* and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair Ambassador Barbara M. Barrett called the meeting to order at 10:00 a.m. and reviewed the agenda.

REVIEW OF THE MAY 6, 2019, AND JULY 17, 2019, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the May 6, 2019, and July 17, 2019, Committee meetings were approved without modification.

ADVISORY BOARD BYLAW GUIDELINES

Chief of Staff to the Regents Porter Wilkinson and General Counsel Judith Leonard briefed the Committee on recommendations regarding advisory board guidelines. As part of an effort to ensure alignment with best practices and address uniformity among the advisory boards, the Office of Advancement, Office of General Counsel, and the Office of the Regents reviewed the current policies and procedures in place for Smithsonian advisory boards. Based on the review, the Committee endorsed the guidelines, which focus on: recruitment and onboarding; philanthropy and fundraising; member engagement; advisory board operations and bylaws; and alumni and/or emeritus membership. The guidelines will serve as a reference for unit directors, board liaisons, and staff in their work with Smithsonian advisory boards.

AMENDMENTS TO THE BYLAWS OF THE ANACOSTIA COMMUNITY MUSEUM ADVISORY BOARD

Ambassador Barrett presented the proposed amendments to the bylaws of the Anacostia Community Museum Advisory Board for the Committee to review. The proposed amendments reflect five substantive changes, including a conforming change to reflect the updated title of the Provost and Under Secretary for Museums, Education, and Research; an increase in

*Participated by telephone

membership capacity to 21 elected members with updated membership term limits; the removal of language referencing initial classes of board members; the addition of three Vice Chair officer positions with term limits; and the inclusion of a reputational clause that clarifies the Smithsonian advisory board ethics statement, conflict-of-interest statement, and statement of values as a condition of board service. Ambassador Barrett noted that the proposed amendments conform to the proposed advisory board guidelines and best practices, and are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. Upon motion duly made and seconded, the following motion was approved for recommendation to the Board of Regents:

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 Anacostia Community Museum.

AMENDMENTS TO THE BYLAWS OF THE SMITHSONIAN INSTITUTION TRAVELING EXHIBITION SERVICE ADVISORY BOARD

Next, Ambassador Barrett reviewed the proposed amendments to the bylaws of the Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations (“SITES and Affiliations”) Advisory Board. The proposed amendments reflect the organizational change combining SITES and Affiliations, an increase in advisory board size to 25 members, and updated membership and officer terms. The proposed amendments also include modified Emeritus appointments and the inclusion of the Smithsonian’s reputational clause. The amendments conform to the proposed advisory board guidelines and best practices, and are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. Upon motion duly made and seconded, the following motion 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 Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations.

AMENDMENTS TO THE BYLAWS OF THE SMITHSONIAN TROPICAL RESEARCH INSTITUTE ADVISORY BOARD

Ambassador Barrett presented the proposed amendments to the bylaws of the Smithsonian Tropical Research Institute Advisory Board. The proposed amendments include designating the current President of the Fundación Smithsonian to serve as an *ex officio* member, modified membership terms, the addition of a Nominating Committee Chair, the designation of an Acting Chair, and modified alumni designations. The amendments conform to the proposed advisory board guidelines and best practices, and are supported by the General Counsel, the Office of Advancement, and the Office of the Provost. Upon motion duly made and seconded, the following motion 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 Smithsonian Tropical Research Institute.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 14 Smithsonian advisory boards was reviewed. Ambassador Barrett informed the Committee that the appointment of Jorge Puente as a Vice Chair of the Smithsonian National Board would be presented to the Executive Committee for approval on behalf of the Board of Regents, pursuant to Board Bylaw 3.01, due to the proposed appointment date occurring before the next meeting of the Board.

Upon motion duly made and seconded, the Committee voted to approve, with contingency, the following motion 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 and reappointment to 14 Smithsonian Institution Advisory Boards.

COMMITTEE CHARTER REVIEW

The Committee performed a provision-by-provision review of its Charter per its mandate to annually review and assess the Charter and evaluate its own performance. No modifications to the Charter were proposed.

REGENT COMMITTEES

Deputy Chief of Staff to the Regents Kate Forester led the Committee's discussion on Regent committees and member participation. Ms. Forester presented alternate scheduling options for the Committee's consideration. The Board will be asked to determine if changes to the committee meeting schedules are desired at the full Board meeting in October.

2019 REGENTS' SELF-ASSESSMENT

The Board conducts an annual self-assessment in order to evaluate its performance and identify priorities for the year ahead. The Board's current assessment tool, which was distributed to the full Board for the Regents' fiscal year 2018 self-assessment, has been updated for fiscal year 2019. Ms. Forester reviewed the minor changes to the self-assessment, applicable to strategic projects and Regent feedback. The Committee endorsed the revisions and distribution of the 2019 self-assessment following the October Board meeting.

EXECUTIVE SESSION: REAPPOINTMENTS TO THE BOARD OF REGENTS

The Committee entered an executive session at approximately 10:35 a.m. to discuss the proposed reappointments of John Fahey and Risa J. Lavizzo-Mourey for a second term as Citizen Regents. Mr. Fahey and Dr. Lavizzo-Mourey's first terms as Regents will expire on February 21, 2020. Mr. Fahey recused himself from the discussion and vote.

In accordance with Section 4.06 of the Bylaws of the Board of Regents, the Governance and Nominating Committee shall assist the Board in recommending candidates for service as citizen members. Upon motion duly made and seconded, the following reappointments were approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents renominates John Fahey 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 his reappointment, following approval by the Board of Regents.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents renominates Risa J. Lavizzo-Mourey 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.

EXECUTIVE SESSION: 2020 BOARD LEADERSHIP ELECTIONS

The Committee discussed the nomination of individuals for Board leadership positions for 2020. The Governance and Nominating Committee is charged with nominating candidates to serve as the Chair, Vice Chair, and third member of the Executive Committee. The Chair and Vice Chair are elected for a term of one year and may serve no more than three consecutive terms. The Committee discussed the election of Steve Case as Chair, Risa J. Lavizzo-Mourey as Vice Chair, and David M. Rubenstein as a member of the Executive Committee. Ambassador Barrett noted that by voting to nominate Mr. Rubenstein as the third member of the Executive Committee, the Committee would be voting to waive the term limitation set forth in the Executive Committee Charter. The Office of the Regents confirmed the interest of all candidates for service on the Board's Executive Committee. Upon motion duly made and seconded, the following motions were approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Steve Case as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 28, 2020.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 28, 2020.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of David M. Rubenstein as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 28, 2020.

EXECUTIVE SESSION: ELECTION OF A NEW REGENT

The Committee continued the executive session to discuss the search for a new Citizen Regent and agreed upon a candidate to propose to the Board for review and nomination at the Regents' meeting on October 21, 2019. Denise O'Leary was selected as the priority prospect for Regent approval. Upon motion duly made and seconded, the following action was approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominates Denise O'Leary of Colorado to succeed John McCarter as a Citizen Regent on the Board of Regents and to serve a statutory term of six years. Furthermore, the Governance and Nominating Committee recommends that the Board asks its congressional members to introduce and support legislation to this effect.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:57 a.m.

Respectfully submitted,
Ambassador Barbara M. Barrett, Chair