

## MINUTES OF THE SEPTEMBER 6, 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 September 6, 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; Deputy Chief of Staff to the Regents Kate Forester; Inspector General Cathy Helm; 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 3:00 p.m.

### APPROVAL OF THE MARCH 7, 2017, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 7, 2017, meeting were approved without modification.

### ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to six 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. It was also noted that Board Chair David Rubenstein is a proposed candidate for appointment to the National Museum of American History’s Board – moving from an alumni member to a regular member of the board, replacing Shirley Ann Jackson as the Regent Representative on the NMAH board.

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 six 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. She reminded the Committee that it recommended and the Board approved of the Council’s bylaw amendments just last April. Those amendments included a provision that staggered initial membership terms so that no more than a third of the founding members would rotate off at a time. The NMAAHC Council now seeks an additional amendment to its membership provision. Under the proposed revision, the membership terms would be extended, so that no more than a fourth of the founding members would rotate off at a given time.

Upon motion duly made and seconded, the following motion 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 amendments to the bylaws of the National Museum of African American History and Culture Council.

## **AMENDMENTS TO THE BYLAWS OF THE CENTER FOR FOLKLIKE AND CULTURAL HERITAGE BOARD**

Ambassador Barrett presented the proposed amendments to the bylaws of the Center for Folklife and Cultural Heritage Board for the Committee to review. The proposed amendments include:

- Modified membership provision to increase the number of members who serve on the board from 12 to 20 members in order to support advancement objectives.
- A formal change in the name from “advisory council” to “board” as recommended by an independent consultant’s review of advancement activities, in order to strengthen the volunteer leadership base engaged in philanthropy.
- Standard revisions to bylaw language, which conforms naming protocols so that they are aligned with the language used by other Smithsonian advisory Boards.

Committee member John Fahey posed a question regarding the name change and expressed concerns about consistency and protocol in the language used to describe the boards across the Institution. Secretary Skorton asked the Office of the General Counsel and Office of Advancement to review the use of “board” and “advisory council” and to report back to the Committee. The Committee agreed to put this motion on hold until further review.

## COMMITTEE PERFORMANCE AND CHARTER REVIEW

Next, Ambassador Barrett asked Porter Wilkinson to review the proposed changes to the Governance and Nominating Committee's Charter. The Charter mandates that the Committee "review and assess at least annually the adequacy" of the Charter and "annually evaluate its own performance with respect to the requirements of the Charter."

Ms. Wilkinson reviewed the matrix compiled by the Office of the Regents to assist the Committee in its review of the Charter and reviewed the proposed modifications. In order to achieve consistency with other charters, the proposed amendment stated: "If the Committee Chair is unable to attend a meeting, a substitute Chair, for purposes of that meeting only, will be identified among those members who have indicated that they will be present."

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 amendment to the Governance and Nominating Committee's Charter.

## DISCUSSION OF 2017 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 2016 self-assessment, has been updated for fiscal year 2017. Ms. Wilkinson reviewed the minor changes to the list of ongoing projects at the Smithsonian and the Committee endorsed the revisions.

## EXECUTIVE SESSION: 2018 BOARD LEADERSHIP

The Committee entered an executive session in order to discuss the 2018 Board leadership elections. Ambassador Barrett discussed the election process. Each fall, the Committee recommends to the full Board candidates to serve as the following year's Chair, Vice Chair, and third member of the Executive Committee. Appointments to all other committees occur in December.

In making recommendations for leadership and Executive Committee membership, the Committee's goals are to (1) ensure a smooth succession into Chair, Vice Chair, and Executive Committee; (2) ensure on a longer-term basis that likely Chair successors have some prior

Executive Committee experience; and (3) afford as many experienced and interested Regents as possible the opportunity to serve as Chair or Vice Chair.

David Rubenstein (Chair), Steve Case (Vice Chair), and Risa Lavizzo-Mourey (Executive Committee member) have each served in his or her respective position for one year. The Office of the Regents has confirmed their interest in continue serving on the Board's Executive Committee.

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

**Proposed Formal Committee Action (MOTION):**

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of David M. Rubenstein as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 30, 2018.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Steve Case as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 30, 2018.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 30, 2018.

**ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 3:38 p.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair