

## MINUTES OF THE SEPTEMBER 17, 2018, 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 17, 2018, at the Smithsonian Castle in Washington, D.C. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Senator Patrick Leahy,\* John Fahey,\* and Michael Lynton.\*

Also present by invitation of the Committee were Secretary David Skorton; Deputy Chief of Staff to the Regents Kate Forester; Special Assistant to the Regents Mallory Gianola (recorder), Inspector General Cathy Helm;\* and General Counsel Judith Leonard.

### CALL TO ORDER

Committee Chair Ambassador Barbara M. Barrett called the meeting to order at 3:01 p.m.

### EXECUTIVE SESSION: 2019 BOARD LEADERSHIP

The Committee entered immediately into an executive session to nominate individuals for Board leadership positions for 2019. The Governance and Nominating Committee is charged with nominating candidates to serve as the following year’s 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. David Rubenstein (Chair), Steve Case (Vice Chair), and Risa Lavizzo-Mourey (Executive Committee member) have each served in his or her respective position for two years. The Office of the Regents has confirmed their interest in continuing to serve on the Board’s Executive Committee.

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

**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, 2019.

**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, 2019.

**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, 2019.

*\*participated by telephone*

## **APPROVAL OF THE MAY 11, 2018, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the May 11, 2018, meeting were approved without modification.

## **COMMITTEE CHARTER AMENDMENTS**

Ambassador Barrett presented the proposed amendments to the Charters of the Executive, Audit and Review, and Facilities Committees. She explained that the three Committees performed a review of their respective Charters to evaluate their performances with respect to their responsibilities and to ensure that the Charters are consistent with those of other Regent committees.

Upon motion duly made and seconded, the following motions were 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 Executive Committee Charter.

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Audit and Review Committee Charter.

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Facilities Committee Charter.

## **AMENDMENTS TO THE BYLAWS OF THE COMMISSION OF THE SMITHSONIAN AMERICAN ART MUSEUM**

Ambassador Barrett presented the proposed amendments to the bylaws of the Smithsonian American Art Museum Commission for the Committee to review. The proposed amendments reflect five substantive changes, including an increase in membership capacity from 24 to 30 elected members; the removal of the Director of the Hirshhorn Museum and Sculpture Garden as an ex-officio, non-voting member of the Commission; formal recognition of emeritus and alumni roles; the inclusion of an ethics statement and conflict-of-interest statement; and an increase in membership capacity on the Collections Committee and Nominating Committee to no fewer than seven and no more than 15.

The Committee addressed concerns related to the proposed change to lifetime emeritus appointments, and confirmed compliance with the Regent's post-membership guidance for unit 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 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 Commission of the Smithsonian American Art Museum.

#### **AMENDMENT TO THE BYLAWS OF THE NATIONAL MUSEUM OF AFRICAN ART BOARD**

Ambassador Barrett presented the proposed amendment to the bylaws of the National Museum of African Art Board for the Committee’s review. The proposed amendment would allow up to three consecutive three-year terms on the Board. Ambassador Barrett noted the proposed amendment would be approved prior to the approval of candidates for appointment and reappointment to the Board, qualifying the candidates. 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 National Museum of African Art.

#### **ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS**

The proposed slate of candidates to 13 Smithsonian advisory boards was reviewed. The Committee asked for clarification regarding the vetting and review process for advisory board candidates. The Secretary will follow up with members individually regarding the process.

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 13 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 with respect to the Charter. No modifications were proposed. Upon motion duly made and seconded, the following motion was approved by the Committee:

**VOTED** that the Governance and Nominating Committee recommends no amendments to the Committee’s Charter.

#### **2018 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 2017 self-assessment, has been updated for fiscal year 2018. Deputy Chief of Staff to the Regents Kate Forester reviewed the minor changes to the self-assessment, applicable to strategic projects, and the Committee endorsed the revisions.

## **REPORT OF THE SECRETARY**

The Secretary updated the Committee on the state of the Smithsonian, including (i) the science-focused dinner co-hosted with the Library of Congress for Members of Congress on September 5, (ii) the Secretary and Chair of the Board David Rubenstein's participation in the advisory board orientation on September 14, (iii) the passing of the Director of the Anacostia Community Museum Lori Yarrish and interim leadership, (iv) the upcoming leadership retreat for Smithsonian senior staff and unit directors on September 27, (v) fundraising and exhibition progress of the Smithsonian American Women's History Initiative, and (vi) the report on Latino representation within the Smithsonian released by the Latino Policy and Politics Initiative at UCLA on September 10, 2018.

## **GOVERNANCE REPORT**

Ms. Forester then presented the draft Governance Report to the Committee. As part of the governance reforms in 2008, the Board of Regents committed to performing a review of governance matters every three years. The Committee provided feedback on the 2018 governance report, which highlights the actions of the Board in the areas of management, governance, and transparency for the years 2015, 2016, and 2017. The report is to be revised based on the Committee's feedback and presented at the next Board of Regents meeting on October 22, 2018.

## **ADJOURNMENT**

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

Respectfully submitted,  
Ambassador Barbara M. Barrett, Chair