



Smithsonian Institution

The Board of Regents
Governance and Nominating Committee

RECOMMENDATIONS OF THE GOVERNANCE AND NOMINATING COMMITTEE REGARDING SIZE, STRUCTURE AND COMPOSITION OF THE BOARD OF REGENTS

Recommendations Regarding Size and Composition

1. **RECOMMENDATION:** The Committee concludes that the Smithsonian Charter establishes an appropriate architecture for the Board and recommends that the nine additional governance improvements below be implemented to further strengthen the Board under that framework. In doing so, the Committee's conclusions were based on the following foundations:
 - a. A board consisting of 17 members is appropriate.
 - b. The continued participation of all three branches of the Federal government benefits deliberations of the Board and the Smithsonian Institution generally.
 - i. Further, the continued membership of the Chief Justice and Vice President on the Board, representing the Judicial and Executive Branches respectively, is warranted.

The Committee's recommendation to maintain the current size and composition of the Board assumes a serious and equally shared commitment among the Regents to execute their duties and responsibilities. Each Regent brings a unique set of skills and expertise that benefit the Board and the Smithsonian both inside and outside the meeting room. To adoption and implementation of these recommendations is founded upon a reaffirmation by each Regent to contribute to, and participate fully in, the governance of the Institution.

The Committee also recommends that the implementation and efficacy of these recommendations, as well as those contained in the Governance Committee Report, dated June 18, 2007, be reviewed every three years.

2. **RECOMMENDATION:** The Committee concludes that the current appointment process whereby nominees are appointed through a joint resolution of Congress signed by the President will continue to serve the Smithsonian well. The Committee recommends that the improvements made to the nominations process since June 2007 be made permanent to ensure that the broadest net is cast for potential Regents and the suggestions of all key stakeholder groups are solicited, captured, and considered. These improvements include revised criteria for the nomination of new Regents and a continuing and open call for potential nominees from all stakeholder groups.

3. **RECOMMENDATION:** The Committee recommends that Board capacity be broadened by aggressively, but prudently, adding non-Regents to its committees. In doing so, the Committee recognizes that to be effective, non-Regent members must be considered full and equal members of committees for all purposes. Moreover, the Committee concludes that non-Regent members are most productive if they possess significant ties to the Smithsonian beyond a committee assignment. Accordingly, primary consideration should be given to leaders of the Smithsonian advisory boards and Regents Emeriti, who can bring diversity and a wide-range of experience and skills to the operations of the Board.
4. **RECOMMENDATION:** The Committee recommends establishing the position of Vice Chair of the Board to strengthen the leadership structure of the Board. The Vice Chair should serve to support the Chair in the execution of his or her duties and promote stability and continuity in the leadership of the Board.

Recommendations Regarding the Executive Committee

5. **RECOMMENDATION:** The Committee recommends that the Executive Committee consists of three voting members, including the Board Chair and Vice Chair, who meet regularly with the Chancellor to develop meetings agendas and other significant issues.
6. **RECOMMENDATION:** The Committee recommends that the Executive Committee's Charter be revised to reflect the best practices in non-profit governance and to include the following functions:
 - Set the agendas for Regent meetings
 - Review the meeting minutes before going to the Board for approval
 - Following up on action items delegated to it
 - Monitor the progress of the Institution by consultation with the Secretary between meetings
 - Acting on behalf of the Board between meetings
 - Serve as consultants to the Secretary on matters not falling within the purview of other committees

The Committee further recommends that the Executive Committee task the Office of the Regents to provide the Governance and Nominating Committee regular reports of actions taken by the Executive Committee and to seek ratification of decisions by the full Board as appropriate.

Smithsonian Institution

The Board of Regents

Recommendations Regarding Board Structure

7. RECOMMENDATION: The Committee recommends that the Board establish a development or institutional advancement committee to serve as a sounding board on fundraising policy, review proposed major gifts, and oversee the national campaign, among other things.
8. RECOMMENDATION: The Committee recommends that as soon as practicable, the Secretary, in partnership with the Board, immediately begin designing a robust strategic planning process that encourages and embraces contributions from all key stakeholders. To assist both in this process and in the review of future major program initiatives, the Committee recommends that a strategic planning and programming committee be established.
9. RECOMMENDATION: In recognition of the key reliance of the Smithsonian on the prudent management of its investments and the Regents strategic oversight responsibilities, the Committee recommends that the Investments Subcommittee be established as a full standing committee of the Board.
10. RECOMMENDATION: As part of the Institution's continuing review of Smithsonian Business Ventures, the Committee recommends that the Board articulate the proper scope of oversight for such revenue-generating activities. In that regard and as a launching point, the Board should look to the recommendations of the Smithsonian Business Ventures Task Force report, which suggests oversight of business activities through the Audit and Review and Compensation and Human Resources Committees.

ADOPTED MAY 5, 2008