

**BOARD OF REGENTS  
SMITHSONIAN INSTITUTION**

**CHARTER OF THE STRATEGY, INNOVATION, AND TECHNOLOGY COMMITTEE**

JANUARY 2023

**I. Establishment by the Board of Regents**

The Bylaws of the Board of Regents establish the Strategy, Innovation, and Technology Committee. See Bylaw 4.08.

**II. Statement of Purpose**

The purpose of the Strategy, Innovation, and Technology Committee is to assist the Board of Regents in cooperation with the Secretary in (1) overseeing the development, periodic refreshment, and implementation of a pan-Institutional strategic plan; (2) promoting programmatic collaborations among Smithsonian units and between the Smithsonian and outside organizations; (3) overseeing the Smithsonian's innovation and technology strategies and initiatives; (4) assisting the Finance Committee and the Board of Regents with the evaluation of management proposals for strategic investments, partnerships, and collaborations; (5) providing guidance and direction on Smithsonian Enterprises' innovation and technology initiatives; and (6) performing such related functions as may be assigned to it by the Board of Regents.

**III. Appointment, Membership, and Length of Service**

**A. Membership and Appointment**

1. The Strategy, Innovation, and Technology Committee shall consist of no fewer than two (2) and no more than five (5) Regent members. The Committee also may consist of non-Regent members well-chosen for their expertise of relevance to the duties and responsibilities of the Committee. In addition, consideration for membership of Regents Emeriti with an interest in, or relevant expertise in, the work of the Committee is encouraged. Non-Regent members of the Strategy, Innovation, and Technology Committee shall comply with the same Ethics Guidelines as the Regents.
2. With the approval of the Board of Regents, the members of the Strategy, Innovation, and Technology Committee shall be appointed by the Chancellor.
3. The Board of Regents, in accepting the Report of the Nominating Committee on January 6, 2003, provided that:
  - a. Sitting committee chairs may recommend to the Governance and Nominating Committee the preferred membership and chairmanship for their respective committees for the ensuing calendar year.

- b. At the first Regents' meeting of the new calendar year, the Governance and Nominating Committee will propose for the Regents' consideration, the recommended memberships and chairmanships for all committees (except the Executive Committee).

**B. Length of Service**

1. With the approval of the Board of Regents, a Regent may serve on the Strategy, Innovation, and Technology Committee for the length of his or her term as a Regent, but in no event longer than twelve (12) years. With the approval of the Board of Regents, a non-Regent may serve up to six (6) years as a non-Regent member of the Strategy, Innovation, and Technology Committee.
2. A Regent Emeritus may be encouraged to continue his or her service to the Smithsonian by serving as many as, but no more than, three (3) years on selected committees following his or her active service as a Regent. The Governance and Nominating Committee will review the effectiveness of any Regent Emeritus serving on the Strategy, Innovation, and Technology Committee along with that of all the Regents in its annual nominations.

**IV. Rules for the Conduct of the Meetings of the Strategy, Innovation, and Technology Committee**

**A. Strategy, Innovation, and Technology Committee Policies and Procedures**

1. The Strategy, Innovation, and Technology Committee shall have the power to adopt rules for the conduct of its business with respect to all matters not provided for in the Bylaws of, or as provided by, the Board of Regents. *See* Bylaw 4.11.

**B. Chair**

1. The Committee chair shall be appointed by the Chancellor, with the approval of the Board of Regents. *See* Bylaw 4.11. Only sitting Regents are eligible to be chair of the Strategy, Innovation, and Technology Committee.

2. If the chair is unable to attend a meeting, a substitute chair, for the purposes of that meeting only, will be identified among those members who have indicated that they will be present.

#### C. Meetings

1. The Committee shall hold not less than three (3) meetings each year and such additional meetings as the Committee chair may deem necessary or appropriate.
2. The Committee chair or any three members of Strategy, Innovation, and Technology Committee may call special meetings of the Committee.
3. Notice of the meetings of the Strategy, Innovation, and Technology Committee may be given by hand delivery, U.S. Mail, express mail, electronic facsimile, or electronic mail.
4. An agenda of each meeting will be provided in advance to the members of the Strategy, Innovation, and Technology Committee.
5. The meetings of the Strategy, Innovation, and Technology Committee may be conducted in person, by video conference, or by telephone conference call.
6. If a majority of the Strategy, Innovation, and Technology Committee agrees, the Committee may conduct business by written ballot (whether in paper or electronic format) without a meeting. The vote of a majority of the Committee by written ballot will constitute the action of the Committee.

#### D. Quorum

1. Section 4.10 of the Bylaws of the Board of Regents provides:

*. . . [A ] majority of the members of all standing and special committees as may be established by the Board shall constitute a quorum.*

2. In the absence of a quorum, a lesser number may adjourn the meeting.

**V. Responsibilities and Duties of the Strategy, Innovation, and Technology Committee**

A. The responsibilities and duties of the Strategy, Innovation, and Technology Committee include the following:

1. assisting the Board of Regents with oversight of the development, periodic refreshment, and implementation of a pan-Institutional strategic plan;
2. promoting programmatic collaborations among Smithsonian units and between the Smithsonian and outside organizations;
3. assisting the Board of Regents with oversight of the development and implementation of the Smithsonian's innovation and technology strategies, and evaluating the Smithsonian's innovation and technological initiatives;
4. assisting the Finance Committee and the Board of Regents with evaluating management proposals for strategic investments, partnerships, and collaborations;
5. assisting the Board of Regents in providing guidance and direction on Smithsonian Enterprises' innovation and technology initiatives; and
6. undertaking such other matters and review such other issues as may be directed from time to time by the Board of Regents.

**VI. Communications and Minutes**

A. The Committee chair will report orally or in writing to the Board of Regents on other matters discussed at the most recent Committee meeting.

B. Minutes of each meeting of the Strategy, Innovation, and Technology Committee will be prepared. Draft minutes will be provided to all members for their review and, upon approval, will be made a part of the official record of the proceedings of the Board of Regents. If the Committee has not approved the minutes prior to the next full Regents meeting, draft minutes will be provided to the Board. The Board will be informed

subsequent to their meeting if any significant changes are made in the final version of the Strategy, Innovation, and Technology Committee minutes. The official record of the Board of Regents proceedings for any given Regents meeting will incorporate the latest version of the Strategy, Innovation, and Technology Committee’s minutes at the time the official record is published.

## VII. Resources and Authority

### A. Staff Support and the Retention of Outside Advisors and Consultants

The Committee may, without further action by the Board of Regents, retain any external advisors, attorneys, consultants, and accountants (collectively “Advisors”) it deems necessary to carry out the Committee’s responsibilities. The Smithsonian will adequately fund the costs and expenses of these Advisors under arrangements that assure the independence of these Advisors and their loyalty to the Institution, the Board of Regents, and the Committee. See Bylaw 4.09.

### B. Indemnification

Section 2.12 of the Bylaws of the Board of Regents provides:

*Members of . . . Regents’ Committees . . . may be indemnified for any and all liabilities and reasonable expenses incurred in connection with any claim, action, suit, or proceeding arising from present or past service for the Smithsonian Institution, in accordance with resolutions adopted by the Board.*

### C. Expenses

1. Section 4.11 of the Bylaws of the Board of Regents provides:

*. . . Expenses of members in attending meetings of committees established by the Board of Regents, including travel expenses to and from the place of meeting, may be paid by the Institution . . .*

2. It is understood that expenses claimed will be appropriate and reasonable, in keeping with the Smithsonian’s nature as a public trust.

## **VIII. Periodic Review**

### **A. Charter Review**

1. As part of its duties to assist the Board of Regents in reviewing the Smithsonian's philosophy, policies, and procedures, regarding strategic planning and program issues at the Institution, the Committee may propose changes to this Charter.
2. The Committee routinely will review and assess the adequacy of the Strategy, Innovation, and Technology Committee Charter. In consultation with the Governance and Nominating Committee, the Committee will submit any proposed revisions to the Board of Regents for its approval.

### **B. Committee Performance**

1. The Committee will at least annually evaluate its own performance with respect to the requirements of the Charter in such a manner as the Committee, in consultation with the Governance and Nominating Committee, deems appropriate.