



SMITHSONIAN DIRECTIVE 123

October 26, 1995

REGENTS' GUIDELINES FOR SMITHSONIAN ADVISORY BOARDS

[Background](#)

[Policy](#)

[Purpose](#)

[Guidelines](#)

Background

Since the establishment of the Smithsonian Institution in 1846, the Board of Regents has been vested with its governance and has retained authority relative to that responsibility. With the growth of the Institution to the point where many of its organization units have responsibilities, resources, and staffing several times larger and more complex than those of the entire Institution only a few decades ago, the Regents have found it prudent to enlist the advice and assistance of boards that are focused to a greater degree than the Regents on specific activities and operations. Accordingly, a variety of such boards has been established.

In establishing these boards, the Regents and the Congress have placed them explicitly under the authority of the Board of Regents. For instance, The Board of Trustees of the National Museum of American Indian, the most recent Smithsonian board established by Congress is given certain authorities with respect to collections, but are subject to the general policies of the Board of Regents. Similarly, the Congress asked the Board of Trustees of the Hirshhorn Museum to "provide advice and assistance to the Board of Regents on all matters relating to the

administration, operation, maintenance, and preservation of the Hirshhorn Museum and Sculpture Garden." The charter provisions for the Commission of the National Portrait Gallery make it clear that the Commission's authority comes from the Board of Regents and that its responsibilities are to be carried out "in accordance with the policies and procedures of the Board of Regents." The Commission of the National Museum of African Art is to provide "advice and assistance to the Board of Regents."

Policy

It continues to be in the Institution's interest to establish and maintain a strong, well-managed structure of such boards for its museums and research centers. The primary purpose of these boards is to provide advice, support, and expertise to directors to assure the success of the individual museums and centers. Another important purpose is to provide advice and assistance to the Board of Regents and the Secretary on the programs and operations of the units. Boards also can be important for other major functions of the Institution. The Smithsonian National Board, for example, provides advice, support, and assistance for the Institution's development and business functions.

The majority of museums and research centers have one or more boards that provide advice on various aspects of their programs and operations. However, the role of each of these boards has been narrow in scope. For several significant reasons, it is time to broaden and strengthen those roles. First, the Smithsonian serves a multitude of purposes and publics. Comprised of 16 museums and galleries, a zoo, and five research institutes, the Institution is perforce, a vast and complex organization for which ultimate governance responsibilities legally reside solely in the Board of Regents.

Advice to that Board on the policies and operations of the Institution flows primarily through the Secretary. Given the sheer magnitude and scope of activities occurring daily, the Regents and the Secretary would be well served by a heightened role for boards in the life of the Institution. Indeed, the breadth of oversight demanded of the Board of Regents and the Secretary requires that their efforts be supplemented and enhanced by a strong system of such boards.

Boards provide an abundance of insight for directors and others that is welcome. They bring fresh perspectives that may be overlooked in the day-to-day challenges of operating the Institution. Boards serve to enhance sensibilities and sensitivities to the public. They can act both as interpreters of public concerns and translators of Institutional goals. In those processes they create and strengthen the bonds between the Institution and its constituencies. They serve an educational purpose. Through boards and their members, the Institution can access invaluable expertise from widely divergent fields.

Additionally, given the changing economic and cultural landscape in which the Institution must operate, the Smithsonian increasingly is subject to the differing and often conflicting expectations of its various publics. Thus, the Institution must seek the best advice in planning and carrying out its programs and operations and increased understanding and support from the private sector. Given clear and enhanced mandates, boards can provide the components of the Institution with a broader range of perspectives to meet the challenges arising from changed circumstances.

These guidelines do not envision the establishment of a series of independent governing boards for the museums and research centers. The Board of Regents by statute retains ultimate authority. However, well-chosen and well-directed boards enhance the strength, effectiveness, and financial health of the Institution and can assist the Secretary and museum and research center directors in developing and administering policies.

Moreover, they are especially important as the Institution takes further steps to decentralize authority. Under these circumstances, the Regents will come to rely on the sound judgments and recommendations provided by knowledgeable boards.

In its 1995 report to the Board of Regents, the Commission on the Future of the Smithsonian Institution made the following observations:

We believe that all the major Smithsonian components should have advisory boards, and that the membership and authority of these boards should be changed to enhance their involvement and contribution. As a consequence, a renewed sense of responsibility to the nation's Institution among citizens from all over the country is likely to emerge.... By strengthening all the advisory boards, the Institution would gain several important advantages: enhanced external expert advice, especially for the establishment of policies and assessment of programs; increased contacts with similar institutions nation-wide, thereby facilitating the formation of partnerships; and attraction of outstanding citizens from over the

nation to nurture the Institution at the grassroots, including through private fund raising.

The Commission also recognized that unless the advisory boards "have an important and useful role in shaping a museum's performance, it will be impossible to attract highly talented leaders to serve on them."

Purpose

This directive is designed to provide museums, research institutes, and other Institutional organizations with guidance in the establishment and functioning of boards. Each museum and research institute, in consultation with the Secretary, should revise or devise a mission statement and by-laws for the board that meet the unique needs of its organization and are consistent with these guidelines. Such by-laws are subject to the approval of the Board of Regents. These guidelines do not supersede statutorily-established authority of boards and commissions.

Guidelines

Establishment. Advisory boards will be established for museums and research institutes and may be established for other Smithsonian organizations on recommendation by directors to the Secretary and approval by the Board of Regents. Normally, the term "board" will be used to denominate the advisory group.

Purposes. It is advisable to state the purposes and mission of a board as explicitly as feasible. Purposes may include advocacy with public and private constituencies; advice on all or selected aspects of the organization's programmatic activities; advice on strategic and financial planning, budget, and other administrative functions; participation in the selection and evaluation of the director; and fund raising. Broad statements such as "the board will give advice regarding the

operations of the museum" tend to cause confusion. Clarity of purpose and expectations are integral to developing a strong commitment on the part of members.

A board need not fill all of the enumerated purposes. Other temporary committees may be established to accomplish finite goals. For example, if a museum desires to undertake a capital campaign, a separate committee composed of members with appropriate expertise could be established on an *ad hoc* basis. The purposes, elaborated below, relate in general to the functions of the museums and research centers.

- ***Collections.*** Boards may be given responsibility or reviewing and making recommendations on collections issues such as developing collecting plans, accessioning, deaccessioning, and lending. They also may provide advice on the nature of the collections themselves.
- ***Exhibitions, Programs, and Research.*** Boards may be given responsibility for reviewing plans for exhibitions, public programs, and research of a museum or research institute and for making recommendations on them to the director.
- ***Financial and Strategic Planning.*** Boards often are well equipped to advise and provide recommendations to the director and Secretary regarding financial and strategic planning, short-term planning, and budgets. Such advice can be invaluable to museum staffs whose professional interests may not include these areas of expertise. Care must be taken not to undercut the Secretary's ability to assure compliance with the

Federal appropriations process.

- ***Fund Raising and Development.*** Boards normally undertake fund-raising responsibilities. Such fund raising should be consistent with Institutional rules. Authority to accept gifts is vested in the Secretary and properly delegated members of the senior staff.
- ***Selection and Appraisal of Staff.*** A successful board works very closely with the museum or research institute director and often reviews and makes recommendations on the plans or actions of the director. Accordingly, boards have an interest in the selection and performance of the director, and the board and the director must have confidence in each other. A board should be given an appropriate role in the selection and evaluation of the director. The Secretary has ultimate authority to select the director and to appraise that director's performance.

Advocacy. Boards can play an important role in developing bonds with the various publics served by museums and research institutes. They can act as interpreters of public concerns and sentiments and, in turn, can serve as emissaries for explicating goals and objectives. They provide unique perspectives on goals and plans, often bringing the lay point of view to the discussion. Finally, they can build community support for programs that lays the foundation for increasing financial support. It is important, however, to safeguard the Secretary's freedom to manage effectively relations with the Congress and the Office of the President.

Consequently, advocacy by boards must be subject to the Secretary's direction.

Composition and Selection

Process. The characteristics sought in advisory board members are wholly dependent on the determination of the purposes of the board. Matching appropriate people with the mission of the board and providing a balance in skills and viewpoints are critical to the ultimate effectiveness of the board and the individual members.

In order attract people who are willing and able to fulfill the expectations of the Smithsonian for service on a board, a specific understanding of membership obligations should be reached with prospective members before they make a commitment to serve. Of particular importance are expectations regarding fund raising and whether direct contributions or participation in soliciting others are required or expected. Time commitments relating to meeting attendance and board work also should be estimated. A mechanism to remove members who do not fulfill agreed-on obligations should be established.

In the absence of a contrary statutory or contractual obligation, the Board of Regents retains the power to appoint board members. The unit director, boards, and the Secretary make recommendations to the Regents for appointment. The nomination process, as well as the terms of service, should be clearly delineated in the by-laws of the board. In determining the composition of individual boards,

consideration should be given to inviting a member of the Board of Regents to serve.

To the extent possible, it is the intent of the Board of Regents that there be consistent provisions across the Institution regarding the composition of boards, means of appointment, and terms of service.

Reports. Each board should report through the Secretary to the Board of Regents on a regular basis, normally once every two or three years, on the condition of its museum or research center and include recommendations for its advancement. Periodically, boards will be requested to present reports to the Regents at their regularly scheduled meetings. The Secretary will remain the point of contact between boards and the Board of Regents.

By Laws. Each board must establish by laws under which it will operate. By laws are subject to approval by the Board of Regents and provide another method of establishing clarity of expectations for the board. The by laws should cover mission, composition, structure, titles, and duties of officers and members, reporting requirements, membership recruitment and selection processes, and terms of service. Other matters, such as financial obligations, standards of conduct, and meeting obligations, may be included in the by laws or in other documents.

Duration of the Board.
Smithsonian boards are of

indefinite duration. Unless established by statute or binding agreement, they may be disbanded if the Board of Regents chooses to do so.

CANCELLATION:

None.

INQUIRIES:

Office of the Secretary.

RETENTION:

Indefinite. Subject to review for currency 24 months from date of issuance.

FILING:

File sequentially with other current directives.

COPIES:

Print file or contact the Office of Planning, Management and Budget (OPMB).
