



Smithsonian Institution

The Board of Regents
Governance and Nominating Committee

GENERAL CRITERIA FOR IDENTIFYING CANDIDATES FOR THE SMITHSONIAN BOARD OF REGENTS (REVISED MAY 2008)

The Governance and Nominating Committee acknowledges that one of its most critical functions is recommending candidates for membership to the Board of Regents. In that regard, the Committee regularly assesses the skills and talents of the entire Board to identify both its strengths and weaknesses and to ensure that nomination process is targeted to improve the Board's effectiveness not only as the Smithsonian's governing body, but also as a constructive partner with management and staff to address the challenges of the 21st Century.

1. Personal Characteristics: The Committee supports the nomination of distinguished Americans who (1) are or will become passionate about the Smithsonian and its varied activities, (2) can devote considerable time to the Institution and the execution of the duties associated with being a Regent, and (3) have the capacity to contribute to constructive institutional change in significant ways. The Committee notes that special consideration should be given to candidates who have demonstrated their commitment to the Smithsonian through service on advisory boards, on Board committees as non-Regent members, or in other ways that have benefited the Institution over a period of time.
2. Geographic and Cultural Diversity: The Committee recognizes the importance of diversity on the Board of Regents and the contributions members from various and disparate backgrounds can contribute to the Smithsonian. Although the Charter requires that Citizen Regents come from seven different states and the District of Columbia, the Committee believes that a commitment to diversity also requires seeking candidates from historically underrepresented regions of the country.
3. Museum, Educational, and Research Experience: The Committee believes that the Board benefits from members with significant prior experience at museums, educational institutions, or research centers which routinely encounter many of the issues and challenges facing the Smithsonian.
4. Non-Profit Administrative or Governance Experience: The Committee recognizes that candidates with backgrounds in the administration or governance of non-profit organizations or serving on their boards bring important and relevant perspectives as Regents. The Committee also believes that service on corporate boards is relevant to addressing many of the complex governance issues that the Board will address.
5. Academic or Scholarly Background: The Committee strongly agrees that the Board maintain representation from individuals with career experience in such fields as history and culture, the arts, and science.

6. Business, Financial, and/or Investment Experience: The Committee recognizes the importance to the Board to have members that possess business, financial, or investment skills and who are willing to share their expertise and advice with the staff of the Institution.
7. Government-Related Experience: The Committee strongly believes that candidates with distinguished careers in public service, especially in positions of high responsibility in the Federal government, can provide unique contributions to the governance of the Smithsonian.
8. Leadership Potential. The Committee notes that governance benefits from vibrant leadership at both the Board and committee levels. Candidates should be evaluated for the potential to assume leadership positions on the Board.
9. Advancement Capacity. The Committee recognizes that the Board must remain a strong partner with management to secure funding necessary to rebuild the Smithsonian's intellectual and physical infrastructures. Consequently, the Committee believes that the Board would benefit by members with experience in leading fundraising campaigns or who possess the financial capacity to take a leadership role in a campaign.

GENERAL GUIDELINES FOR APPOINTMENT TO STANDING COMMITTEES OF THE BOARD OF REGENTS

The Governance and Nominating Committee is responsible for recommending members to the Chancellor for appointment on both standing and ad hoc committees of the Board of Regents. In doing so, the Committee first identifies the expertise necessary for each committee and then matches the skills, background and interest of individuals, both Regents and non-Regents, to a committee's needs.

The following overarching principles guide the Committee:

1. Number of Committees: In general, all Regents are expected to serve on, at least, one, but no more than three, standing committees.
2. Committee Chairs: At an appropriate point in their tenure, all Regents are expected to chair one standing committee.
3. Number of Members: In general, all committees should have no fewer than three and no more than six Regent members, except the Executive Committee, which, by statute, is limited to three members.
3. Non-Regent Members: For those committees requiring expertise from the Regents that is either lacking or would greatly benefit from supplementation, the Committee will actively consider candidates from outside the Board. The Committee will particularly look to

candidates from Smithsonian museum or unit advisory boards as well as Regent Emeriti.

As part of its comprehensive review of the structure and composition of the Board, charters of all standing committees, and the relationship between the Regents and museum advisory boards, the Committee will review these guidelines as appropriate.