

**BOARD OF REGENTS
SMITHSONIAN INSTITUTION**

**CHARTER OF THE
FACILITIES COMMITTEE**

SEPTEMBER 2008

I. Establishment by the Board of Regents

The Bylaws of the Board of Regents establish the Facilities Committee. *See* Bylaw 4.04.

II. Statement of Purpose

The Facilities Committee assists the Board of Regents in (1) providing leadership and oversight for the construction, revitalization, and maintenance of the Smithsonian's physical plant and (2) engaging the Congress and other stakeholders to address, on a continuing basis, the Smithsonian's facilities needs. *See* Bylaw 4.04.

III. Appointment, Membership, and Length of Service

A. Appointment

1. The Facilities Committee shall consist of no fewer than three (3) and no more than six (6) 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.
2. With approval of the Board of Regents, the members of the Facilities Committee shall be appointed by the Chancellor.
3. The Board of Regents, in accepting the Report of the Nominating Committee (now Governance and Nominating Committee) on January 6, 2003, provide that:
 - a) Sitting committee chairs recommend every November to the Governance and Nominating Committee the preferred membership and chairmanship for their respective committees for the ensuing calendar year.
 - b) The Governance and Nominating Committee proposes for the Regents' consideration at the first Regents' meeting of each calendar year a motion including recommended memberships and chairmanships for all committees.

B. Membership

1. The Board of Regents provided on January 6, 2003, that a sitting Regent majority be maintained on all committees and that non-Regent committee members be well-chosen for their expertise. In addition, consideration for membership of Regents Emeriti with an interest in, or relevant expertise to, the work of the Committee is encouraged.
2. Non-Regent members of the Facilities Committee shall be subject to the same ethics guidelines as apply to the Regents.

C. Length of Service

1. With the approval of the Board of Regents, a Regent may serve on the Facilities Committee for the length of his or her term as a Regent, but in no event longer than six (6) 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 Facilities Committee.
2. The Board of Regents, in accepting the Report of the Nominating Committee on January 6, 2003, provided that a Regent may be appointed as a Regent Emeritus and 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 Facilities Committee member serving as a Regent Emeritus along with that of all of the Regents in its annual nominations.

IV. Rules for the Conduct of Meetings of the Facilities Committee

A. Facilities Committee Policies and Procedures

The Facilities Committee shall have power to adopt rules for the conduct of its business with respect to all matters not provided for in the Bylaws 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 Facilities Committee.
2. If the Committee Chair is unable to attend a meeting, the members will be polled prior to that meeting and 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 will hold not less than three (3) meetings each year and such additional meetings as the Chair may deem necessary or appropriate.
2. The Chair or any three members of the Committee may call special meetings of the Facilities Committee.
3. Notice of the meetings of the Facilities Committee may be given by hand delivery, by deposit in the U.S. Mail, by express mail, by electronic facsimile or by electronic mail.
4. Members of the Facilities Committee will be provided an agenda in advance of each meeting.
5. The meetings of the Facilities Committee may be conducted in person, by videoconference, or by telephone conference call.
6. If a majority of the Facilities 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 ballots submitted shall 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 committees. . . shall constitute a quorum.
2. In the absence of a quorum, a lesser number may adjourn the meeting.

V. Responsibilities and Duties of the Facilities Committee

- A. The responsibilities and duties of the Facilities Committee shall include the following:
 1. provide leadership and oversight for the construction, revitalization, and maintenance of the Smithsonian's physical plant;
 2. develop and oversee the implementation of strategies to engage Congress and other stakeholders on a continuing basis in efforts to address the Smithsonian's facilities needs;

3. consider, as appropriate, matters relating to the physical plant of the Smithsonian, including approval of plans for new construction and revitalization and the Institutional prioritization of capital projects plans and requests, as well as, and in coordination with the Finance Committee, the Federal Facilities Capital Budget and associated trust and Federal Maintenance Budgets;
4. provide guidance and advice to the Secretary, the Chair of the Capital Planning Board, and senior Smithsonian staff on facilities-related matters; and
5. undertake 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 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 Facilities 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 formally approved the minutes prior to the next meeting of the Board of Regents, a draft of the minutes will be provided to the Regents. The Board of Regents will be informed subsequent to their meeting if any significant changes are made in the final version of the Facilities Committee minutes. The official record of the Board of Regents' proceedings for any given Regents' meeting will incorporate the latest version of the Facilities Committee's minutes at the time the official record is published.

VII. Resources and Authority

- A. Staff Support and the Retention of Outside Advisors

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 purposes. The Smithsonian Institution 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 Committee, and the Board of Regents. *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 shall be appropriate and reasonable in keeping with the public trust with which the Institution has been entrusted.

VIII. Periodic Review

A. Charter Review

1. As part of its continuing commitment to improving the physical plant of the Institution, the Committee may propose changes to this Charter.
2. The Committee will review and assess periodically the adequacy of the Facilities Committee Charter. In consultation with the Governance and Nominating Committee, the Committee will submit proposed revisions to the Board of Regents for its approval.

B. Committee Performance

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.