

## **MINUTES OF THE DECEMBER 12, 2024, GOVERNANCE AND NOMINATING COMMITTEE MEETING**

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a videoconference meeting on December 12, 2024. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Doris Matsui, Representative Adrian Smith, John Fahey, Michael M. Lynton, and Denise M. O’Leary.

Also present by invitation of the Committee were Secretary Lonnie Bunch; Inspector General Nicole Angarella; Chief of Staff to the Secretary Greg Bettwy; Director of Operations to Representative Matsui, Nora Casey; Deputy Chief of Staff to the Regents Kate Forester; Special Assistant to the Regents Mallory Gianola (recorder); Under Secretary for Museums and Culture Kevin Gover; Chief of Staff to Representative Smith, Josh Jackson; Chief of Staff to Representative Matsui, Jeremy Marcus; Chief Legal Officer Jennifer McIntyre; and Counselor and Chief of Staff to the Regents Porter Wilkinson.

Korn Ferry consultants Divina Gamble, Dayna Keene, and Ally Wilkinson also participated in the meeting.

### **CALL TO ORDER**

Committee Chair Roger Ferguson called the meeting to order at 2:00 p.m. and reviewed the agenda.

### **REVIEW OF THE SEPTEMBER 30, 2024, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the September 30, 2024, Committee meeting were approved.

### **ORDER OF JAMES SMITHSON NOMINATIONS**

To begin, the Committee discussed two nominations to the Order of James Smithson. The Board of Regents established the Order of James Smithson in 1983 to recognize inspirational and impactful contributions to the Smithsonian.

The first nomination recognized David M. Rubenstein for his exceptional, long-standing support and significant contributions to the Smithsonian Institution, including his service on the Board of Regents, the boards of the National Museum of American History and the National Museum of Natural History, the Smithsonian American Women’s History Initiative, and as an Ambassador and Co-Chair for the Smithsonian’s two comprehensive fundraising campaigns.

The second nomination recognized Coralyn Wright Whitney for her exceptional, long-standing support and significant contributions to the Smithsonian Institution, including service on service on the Advisory Board for the National Museum of Natural History, as a member of the Smithsonian Gems and Minerals Collectors Group, and as a member of the Regional Council Pacific Northwest.

Upon motions duly made and seconded, the Governance and Nominating Committee approved the following motions for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the nomination of David M. Rubenstein to the Order of James Smithson.

**VOTED** that Governance and Nominating Committee recommends that the Board of Regents approves the nomination of Coralyn Wright Whitney to the Order of James Smithson.

#### **ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS**

The proposed slate of candidates to 11 Smithsonian Institution advisory boards was presented for the Committee's consideration. It was noted that Regent Risa Lavizzo-Mourey is a candidate for reappointment to the Advisory Board of the National Museum of Natural History. Mr. Ferguson also noted that for each respective advisory board, the unit director, the Under Secretary for Museums and Culture, the Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate.

Upon motion duly made and seconded, the Governance and Nominating Committee approved the following motion for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to 11 Smithsonian Institution Advisory Boards.

#### **REGENTS' PUBLIC FORUM**

Next, Mr. Ferguson reviewed the viewing and engagement metrics from the Regents' public forum, which was held on October 28, 2024, following the Board meeting. The public forum was streamed live on the Smithsonian website and provided an opportunity to introduce the new members of the Executive Committee. The public forum also focused on key matters at the Smithsonian, including the new museums, the Giant Pandas, America250 celebration, Smithsonian science and research, and artificial intelligence (AI). The Committee discussed ways to engage more viewers at future forums.

## NEW REGENT ORIENTATION

Mr. Ferguson then led the Committee’s discussion on onboarding new Regents. The Committee is currently assisting the Board in identifying and ultimately nominating four (4) candidates to the Board of Regents to succeed Barbara Barrett, John Fahey, Risa Lavizzo-Mourey, and Michael Lynton when their terms expire in 2026. The Committee reviewed the current onboarding procedures and discussed ways to improve the process to help the new Regents acclimate as quickly as possible.

## EXHIBITION CALENDAR AND PUBLIC PROGRAMMING

Under Secretary for Museums and Culture Kevin Gover reported on public programming activities, reviewed the exhibition calendar, and provided an overview of recent Smithsonian Directive 603 (“SD603”) reviews – the Smithsonian’s internal review process for exhibitions, public programs, research, and educational content. Mr. Gover reviewed: (1) *Here: Pride and Belonging in African Art* exhibition at the National Museum of African Art; and (2) *Art X Climate: Artists Reflect on Climate Change* exhibition at the National Museum of Natural History.

## EXECUTIVE SESSION

The Committee entered into an executive session at approximately 2:46 p.m. to discuss committee membership, the Regents’ 2024 self-assessment, and the new Regent search.

## EXECUTIVE SESSION: 2025 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee reviewed the proposed Regent committee chairmanship and membership assignments for 2025. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2025 through January 2026.

Upon motion duly made and seconded, the following action was approved for recommendation to the Board of Regents:

**VOTED** that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed committee chairmanship and member assignments for 2025 and requests that the Chancellor make the necessary appointments.

## EXECUTIVE SESSION: 2024 REGENTS’ SELF-ASSESSMENT

The Committee then discussed the 2024 Regents’ self-assessment. The assessment for fiscal year 2024 was circulated to the Regents following the October 2024 Board meeting, and preliminary feedback was presented for the Committee’s consideration. The final results will be tabulated and presented to the Board at the January meeting for review and discussion.

## **EXECUTIVE SESSION: NEW REGENT SEARCH**

The Committee continued in executive session with executive search firm Korn Ferry to discuss the search for new citizen Regents to succeed Barbara Barrett, John Fahey, Risa Lavizzo-Mourey, and Michael Lynton when their terms expire in 2026.

## **ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 3:49 p.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair