

MINUTES OF THE DECEMBER 14, 2022, 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 14, 2022. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Representative Doris Matsui and Denise M. O’Leary.

Also present by invitation of the Committee were Secretary Lonnie Bunch, Chief of Staff to the Secretary Greg Bettwy, 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, Inspector General Cathy Helm, General Counsel Judith Leonard, Chief of Staff to Representative Matsui Jeremy Marcus, Senior Adviser to Senator Leahy Kevin McDonald, Assistant Secretary for Advancement Rob Spiller, and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Ambassador Barbara M. Barrett called the meeting to order at 2:00 p.m. and reviewed the agenda.

REVIEW OF THE SEPTEMBER 14, 2022, COMMITTEE MEETING MINUTES

The Committee reviewed the draft minutes of the September 14, 2022, meeting.

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 the Smithsonian Directive 603 (“SD603”) review process – the Smithsonian’s internal review process for exhibitions, public programs, research, and educational content. Mr. Gover highlighted one exhibition: *Kinship*, which opened to the public at the National Portrait Gallery on October 28, 2022. The exhibition presents more than forty artworks by eight contemporary artists whose work explores the complexities of our closest interpersonal relationships through portraiture.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 13 Smithsonian advisory boards was presented for the Committee’s consideration. Ambassador Barrett 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.

REAPPOINTMENTS TO NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE

The Committee was also asked to consider the reappointment of Frank Raines, Ruth Simmons, and Patrick Swygert to the Council of the National Museum of African American History and Culture (“NMAAHC”) for an exceptional one-year term of membership service. The reappointments were proposed to ensure steady leadership and continued fundraising efforts as the museum launches the Living History Campaign, and to avoid simultaneous membership expirations. Ambassador Barrett noted that the one-year term of membership service would exceed the Smithsonian’s best practice guidelines for maximum service for board members, but the additional term for each candidate would only exceed the maximum service outlined in the museum’s bylaws by one year.

PROPOSED AMENDMENTS NATIONAL ZOOLOGICAL PARK AND CONSERVATION BIOLOGY INSTITUTE BYLAWS

The Committee was asked to consider proposed amendments to the bylaws of the National Zoological Park and Conservation Biology Institute (“NZCBI”) Advisory Board. The proposed amendments include a conforming change to reflect the updated title and mission, combining the National Zoological Park and Conservation Biology Institute; the removal of the Friends of the National Zoo; an addition to the advisory board functions to include philanthropic support; a change in the membership terms; and the inclusion of a reputational clause that clarifies the Smithsonian advisory board ethics statement, conflict-of-interest statement, and statement of values as a condition of board service. Ambassador Barrett noted that the proposed bylaw amendments conform to best practices and the Institution’s policies regarding the establishment and operations of advisory boards.

PROPOSED AMENDMENTS TO THE STRATEGY, INNOVATION, AND TECHNOLOGY COMMITTEE EXECUTIVE COMMITTEE, AND FINANCE COMMITTEE CHARTERS

As part of the restructuring of the Strategy, Innovation, and Technology Committee (“SIT”), the SIT Committee is modifying its responsibilities to focus on duties related to innovation and technology strategies and strategic collaborations and partnerships. The refocus includes reassigning some of the committee’s current duties to other Regent committees. The proposed amendments to the Strategy, Innovation, and Technology Committee Charter move two duties from the SIT Committee to the Governance and Nominating Committee: (1) providing programmatic guidance and direction, and (2) reviewing major programmatic initiatives and ensuring their consistency with the Smithsonian’s mission and nature as a public trust. The proposed amendments also shift oversight of the development and implementation of a pan-institutional strategic plan to the Executive Committee and oversight of Smithsonian Enterprises to the Finance Committee. Ambassador Barret also informed the Committee that the proposed amendments to the SIT Committee Charter include an updated membership provision, which will permit a non-Regent majority to serve on the SIT Committee, similar to the Advancement and Investment Committees. The Governance and Nominating Committee

reviewed the proposed amendments to the charters of the Strategy, Innovation, and Technology Committee; the Executive Committee; and the Finance Committee.

PROPOSED AMENDMENTS TO THE BYLAWS OF THE BOARD OF REGENTS

Next, Ambassador led the Committee’s discussion regarding the Bylaws of the Board of Regents. As a result of the SIT Committee restructuring, conforming changes to the Bylaws of the Board of Regents are necessary to reflect the updated duties and responsibilities of the committees. The Committee reviewed proposed amendments to §4.05, §4.06, and §4.08 of the Bylaws of the Board of Regents — the sections of the bylaws that establish each impacted committee and outline each committee’s duties and responsibilities.

REPORT OF THE SECRETARY

Secretary Bunch delivered the report of the Secretary and updated the Committee on the launch of the strategic plan and site selection for the two new museums. Over the course of the last year, the Secretary has worked with his leadership team, colleagues around the Institution, and the Board of Regents to identify five strategic focus areas, which are rooted in the Institution’s Strategic Plan that expires this year and provide a roadmap for the future. The Secretary reminded the Committee of the five focus areas: Digital, Nimble, Trusted Source, Science, and Education. Using this foundation, the Secretary developed *Smithsonian 2027: Our Shared Future*, the Institution’s new five-year Strategic Plan. The Board of Regents reviewed and approved the strategic plan at its meeting on October 24, and the new strategic plan was announced at the Board of Regents’ Public Forum on December 13.

The Secretary also updated the Committee on site selection for the two new museums: National Museum of the American Latino (“NMAL”) and Smithsonian American Women’s History Museum (“SAWHM”). In October, the Board identified two optimal sites – the South Monument site and the Tidal Basin site, which are both under the administrative jurisdiction of the Department of the Interior. The Secretary reminded the Committee that updates to the legislation are necessary before final site selection of the two optimal sites can be designated. The Smithsonian is continuing to work with Congress to meet the statutory deadline for formally designating the sites for the new museums.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 3:01 p.m. to discuss Regent committee chairmanships and memberships, the Regents’ annual self-assessment, and advisory board membership.

EXECUTIVE SESSION: ADVANCEMENT COMMITTEE MEMBERSHIP

The Committee reviewed the appointment of Allan Holt, Denise O’Leary, José Luis Prado, and Greg Sarris as co-chairs of the Smithsonian Campaign for Our Shared Future and members of

the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign. The appointments were considered separately because they would be an exception to the term limit of six (6) years permitted by the Advancement Committee Charter for non-Regent members. In 2021, the Board of Regents approved a similar exception for Advancement Committee Chair and Campaign Co-Chair Christine Udvar-Hazy.

EXECUTIVE SESSION: 2023 INVESTMENT COMMITTEE CHAIRMANSHIP

The Committee was asked to consider Kathryn (“Katie”) Hall’s candidacy as a non-Regent member and chair of the Investment Committee separately because it would be an exception to the term limit of eight (8) years permitted by the Investment Committee Charter for non-Regent members.

EXECUTIVE SESSION: 2023 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee reviewed the proposed Regent committee chairmanship and membership assignments for 2023. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2023 through January 2024.

EXECUTIVE SESSION: 2022 REGENTS’ SELF-ASSESSMENT

The Committee continued in executive session to discuss the 2022 Regents’ self-assessment. The assessment for fiscal year 2022 was circulated to the Regents following the October 2022 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.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 3:30 p.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair

EMAIL BALLOT

Due to a lack of quorum at the scheduled meeting, the Committee voted to approve the following motions via email ballot sent on December 15, 2022. As a candidate to serve as a Smithsonian Campaign co-chair, Denise O’Leary was recused from the related vote on Advancement Committee Membership.

VOTED that the Governance and Nominating Committee approves the draft minutes of the September 14, 2022, Committee meeting.

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 13 Smithsonian Institution Advisory Boards.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the reappointment of Frank Raines, Ruth Simmons, and Patrick Swygert to the Council of the National Museum of African American History and Culture (“NMAAHC”) for an exceptional one-year term of membership service, effective immediately. The additional membership terms will be completed in February 2024.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the National Zoological Park and Conservation Biology Institute (“NZCBI”) Advisory Board.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Strategy, Innovation, and Technology Committee Charter.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Executive Committee Charter.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Finance Committee Charter.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to §4.05, §4.06, and §4.08 of the Bylaws of 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 2023 and requests that the Chancellor make the necessary appointments.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed reappointment of Kathryn (“Katie”) Hall as a non-Regent member and chair of the Investment Committee, for a two-year term, and requests that the Chancellor make the necessary appointment.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed reappointment of Allan Holt, Denise O’Leary, José Luis Prado, and Greg Sarris as co-chairs of the Smithsonian Campaign for Our Shared Future and members of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointments.