

MINUTES OF THE DECEMBER 15, 2023, 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 15, 2023. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Doris Matsui, Representative Adrian Smith, and Denise M. O’Leary.

Also present by invitation of the Committee were Secretary Lonnie Bunch, Chief of Staff to the Secretary Greg Bettwy; Associate General Counsel Craig Blackwell; 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 Matsui, Jeremy Marcus; and Acting Inspector General Joan Mockeridge.

CALL TO ORDER

Committee Chair Roger Ferguson called the meeting to order at 9:00 a.m. and reviewed the agenda.

EXECUTIVE SESSION

The Committee immediately entered into an executive session to discuss committee membership and the Regents’ 2023 self-assessment.

EXECUTIVE SESSION: ADVANCEMENT COMMITTEE MEMBERSHIP

The Committee reviewed the appointment of David M. Rubenstein, in his role as an Ambassador for the Smithsonian Campaign for Our Shared Future, as a member of the Advancement Committee for a term to coincide with the duties and responsibilities as Ambassador for the Smithsonian Campaign. The appointment was considered separately because it would be an exception to the term limit of three (3) years permitted by the Advancement Committee Charter for Regent Emeritus members. In 2021, the Board approved a similar exception for Advancement Committee Chair and Campaign Co-Chair Christine Udvar-Hazy, and in 2022, the Board approved a similar exception for the Co-Chairs of the Smithsonian Campaign for Our Shared Future.

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 that the Board of Regents approves the proposed reappointment of David M. Rubenstein as a member of the Advancement Committee, for a term to coincide with the duties and responsibilities as Ambassador for the Smithsonian Campaign, and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: 2024 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee reviewed the proposed Regent committee chairmanship and membership assignments for 2024. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2024 through January 2025.

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 2024 and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: 2023 REGENTS' SELF-ASSESSMENT

The Committee continued in executive session to discuss the 2023 Regents' self-assessment. The assessment for fiscal year 2023 was circulated to the Regents following the October 2023 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.

REVIEW OF THE OCTOBER 13, 2023, COMMITTEE MEETING MINUTES

The Committee moved into open session at approximately 9:14 a.m. and reviewed the draft minutes of the October 13, 2023, meeting. Upon motion duly made and seconded, the draft minutes were approved.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 13 Smithsonian advisory boards was presented for the Committee's consideration. Mr. Ferguson 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 13 Smithsonian Institution Advisory Boards.

PROPOSED AMENDMENTS TO THE SAWHM ADVISORY COUNCIL

The Committee then considered proposed amendments to the bylaws of the Smithsonian American Women’s History Museum (“SAWHM”) Council. The proposed amendments include modifying Council leadership from a single chair to provide the option of electing co-chairs. The amendments also include revised language to permit the Board of Regents to re-appoint inaugural members of the Council for additional terms and modified language to alumni eligibility status, to permit those members who end their term early but in good standing to be considered and continue engagement with the Council. Mr. Ferguson noted that the proposed bylaw amendments conform to best practices and the Institution’s policies regarding the operations of advisory boards.

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 that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian American Women’s History Museum Advisory Council.

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) *John Akomfrah: Five Murmurations* exhibition featuring one video installation at the National Museum of African Art; (2) *Citizenship and Belonging* public program at the National Museum of American History; (3) *Forensic Science on Trial* exhibition at the National Museum of American History; and (4) *Change Your Game/ Cambia Tu Juego* exhibition at the National Museum of American History. The Committee also discussed upcoming exhibitions including *Fighters for Freedom: William H. Johnson Picturing Justice* at the Smithsonian American Art and *Museum Brilliant Exiles: American Women in Paris, 1900-1939* at the National Portrait Gallery.

REPORT OF THE SECRETARY

Secretary Bunch delivered the report of the Secretary and updated the Committee on advisory board chair leadership, the Smithsonian's Human Remains Policy, and recent Congressional engagement. The Secretary first informed the Committee that the current Chair of the Asian Pacific American Center ("APAC") Advisory Board would be stepping down at the end of January, and Jacob Hsu will be stepping in as Interim Chair. The APAC Advisory Board has decided not to elect a new chair until a permanent director has been named.

The Secretary also updated the Committee the Human Remains Task Force. The Task Force was asked to gather information on the scope of human remains in the custody of Smithsonian units and to consider what Smithsonian policy should be on collecting, borrowing, lending, holding, and conducting research upon them. The Regents will be briefed on the Task Force's policy recommendations to the Secretary at the January Board meeting. The Secretary reminded the Committee that the Smithsonian placed temporary restrictions on research on human remains in its care and the acquisition of any additional remains while it formed its human remains policy.

To conclude the Secretary informed the Committee that on December 12, he testified before the Committee on House Administration for a hearing entitled "Looking Ahead Series: Oversight of the Smithsonian Institution". The Secretary noted that his testimony included updates on major facilities projects, progress of new museums, human remains, expanding the Institution's reach, and planning for the Nation's 250th Anniversary.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 10:01 a.m. to discuss confidential business matters.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:10 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair