

MINUTES OF THE SEPTEMBER 22, 2021, 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 September 22, 2021. Participating were Committee members Representative Adrian Smith, Ambassador Barbara M. Barrett, Michael M. Lynton, and Denise M. O’Leary. Governance and Nominating Committee Chair Representative Doris Matsui was unable to participate for the entirety of the meeting. In accordance with the Committee Charter, Ambassador Barbara M. Barrett acted in Representative Matsui’s stead.

Also present by invitation of the Committee were Secretary Lonnie Bunch, Chief of Staff to the Secretary Greg Bettwy, Legislative Assistant to Representative Matsui Robert Clark, Chief of Staff to Representative Smith Monica Didiuk, Deputy Chief of Staff to the Regents Kate Forester, Special Assistant to the Regents Mallory Gianola (recorder), General Counsel Judith Leonard, Chief of Staff to Representative Matsui Jeremy Marcus, Senior Adviser to Senator Leahy Kevin McDonald, and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Ambassador Barbara M. Barrett called the meeting to order at 10:00 a.m. and reviewed the agenda.

REVIEW OF THE MAY 3, 2021, AND JUNE 7, 2021, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the May 3, 2021, and June 7, 2021, Committee meetings were approved without modification.

COMMITTEE CHARTER REVIEW

The Committee performed a provision-by-provision review of its Charter per its mandate to annually review and assess the Charter and evaluate its own performance. No modifications to the Charter were proposed.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The Committee reviewed the proposed slate of candidates for appointment or reappointment to five (5) Smithsonian Institution advisory boards. Ambassador Barrett informed the Committee that the reappointment of Carol Feinberg to the National Advisory Board of the Smithsonian Science Education Center would be presented to the Executive Committee for approval on behalf of the Board of Regents, pursuant to Board Bylaw 3.01, due to the proposed appointment date occurring before the next meeting of the Board. It also was noted that Representative Doris Matsui did not participate in the vote because she was a candidate for

consideration as an emeritus member of the Advisory Board of the Asian Pacific American Center. Ambassador Barrett reminded the Committee that for each respective advisory board, the unit director, the relevant Under Secretary, the Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate.

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 approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to five (5) Smithsonian Institution Advisory Boards.

APPOINTMENTS TO SMITHSONIAN AMERICAN WOMEN'S HISTORY MUSEUM COUNCIL

The Committee was also asked to consider the final initial appointments to the Smithsonian American Women's History Museum ("SAWHM") Advisory Council. The Committee reviewed the proposed slate of three candidates for initial appointment to the SAWHM Advisory Council. Ambassador Barrett noted that the appointments would be presented to the Executive Committee for approval on behalf of the Board of Regents, pursuant to Board Bylaw 3.01, so that the appointments could take effect immediately and the Smithsonian could publicly announce the initial appointments.

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

VOTED that the Board of Regents appoints Rosario Dawson and Craig Newmark to the Smithsonian American Women's History Museum Council for one-year terms each, effective immediately.

VOTED that the Board of Regents appoints Alice Walton to the Smithsonian American Women's History Museum Council for a three-year term, effective immediately.

REPORT OF THE SECRETARY

The Secretary updated the Committee on the Smithsonian's ongoing response to COVID-19, specifically reopening, impacts of vaccination mandates, and safety protocols for Smithsonian operations. August 2021 marked a full reopening of the Smithsonian since closing to the public in March 2020, with the exception of the Arthur M. Sackler Gallery and the historic Arts and Industries Building ("AIB"). The Secretary noted that the Sackler Gallery will remain closed until November for exhibition construction. In November, AIB will open to the public for the first time since 2004 with a new exhibition, "FUTURES," in honor of the Smithsonian's 175th anniversary. The Secretary also updated the Committee on vaccine mandates and the impact on Smithsonian operations. Effective September 9, 2021, the "Key to NYC" program requires all visitors ages 12 and older to show COVID-19 vaccination proof before entering certain New

York City establishments. To be consistent with the New York City environment, the Smithsonian applies these requirements to the visitors of the Cooper Hewitt, Smithsonian Design Museum and the National Museum of the American Indian in New York. The Smithsonian is also carefully reviewing the Biden Administration’s Executive Order and guidance from the Office of Management and Budget (“OMB”) and the Office of Personnel Management (“OPM”) regarding vaccination mandates and attestation.

The Secretary also provided an update on Smithsonian finances. The Institution is preparing to begin fiscal year 2022 operating under a Continuing Resolution (“CR”). In the event that a funding bill or CR is not passed by September 30, 2021, the Smithsonian will use available prior-year funds to remain open to the public as long as funding permits. The Secretary emphasized that cultivating and soliciting private sector support is more important than ever due to the uncertainty of federal appropriations and the financial implications of COVID-19.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 10:21 a.m. to discuss the Regents’ 2021 self-assessment, 2022 Board leadership elections, and the governance report.

EXECUTIVE SESSION: 2021 REGENTS SELF-ASSESSMENT

The Board conducts an annual self-assessment in order to evaluate its performance and identify priorities for the year ahead. The Committee was asked to review and assess the effectiveness of the Board’s current assessment tool and suggested updates to include questions related to the Institution’s digital transformation and planning for the two new museums. The 2021 self-assessment will be shared with the Board and distributed following the October Board meeting.

EXECUTIVE SESSION: 2022 BOARD LEADERSHIP ELECTIONS

The Committee also discussed the nomination of individuals for Board leadership positions for 2022. The Governance and Nominating Committee is charged with nominating candidates to serve as the Chair, Vice Chair, and third member of the Executive Committee. The Chair and Vice Chair are elected for a term of one year and may serve no more than three consecutive terms. The Committee discussed the election of Steve Case as Board Chair, Risa J. Lavizzo-Mourey as Vice Chair, and John Fahey as the third member of the Executive Committee.

Upon motion duly made and seconded, the following motions were approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Steve Case as Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective February 1, 2022.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 1, 2022.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of John Fahey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective February 1, 2022.

EXECUTIVE SESSION: 2021 GOVERNANCE REPORT

Since 2015, the Board of Regents has issued a governance report reflecting the Board's commitment to transparency and governance best practices in the nonprofit sector. The current governance report will highlight the actions of the Board since the previous report that have continued to strengthen the management, governance, and transparency of the Institution. A report will be drafted based on the Committee's input and presented to the Board of Regents for review.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:35 a.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Acting Chair

EMAIL BALLOTS

The Committee voted to approve the following motions via email ballot completed on July 12, 2021.

VOTED that the Governance and Nominating Committee recommends that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the 2021 proposed committee member assignments for Barbara M. Barrett, and requests that the Chancellor make the necessary appointments.

VOTED that the Governance and Nominating Committee recommends that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, relieves Franklin D. Raines from his duties as a member of the Compensation and Human Resources Committee, effective immediately.

EMAIL BALLOTS

The Committee also voted to approve the following motions via email ballot completed on July 30, 2021.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Soledad O'Brien to the Board of Trustees of the National Museum of the American Latino for a one-year term, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Barbara M. Barrett to the Smithsonian American Women's History Museum Council as the Regent Representative, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointments of Lynda Carter, Edna Kane-Williams, and Billie Jean King to the Smithsonian American Women's History Museum Council for one-year terms each, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of S. Mona Sinha to the Smithsonian American Women's History Museum Council for a two-year term, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Martine A. Rothblatt to the Smithsonian American Women's History Museum Council for a three-year term, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Barbara M. Barrett to the Smithsonian American Women's History Museum Council as the Regent Representative, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment ten (10) Smithsonian Institution Advisory Boards.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the reappointment of Magdalene ("Maggie") Johnson Obaj as Chair of the National Museum of African Art Advisory Board for an exceptional one-year extension of leadership service, effective immediately.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Asian Pacific American Center Advisory Board.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the National Portrait Gallery Commission.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendment to the bylaws of the Smithsonian Science Education Center.