

## MINUTES OF THE AUGUST 10, 2021, EXECUTIVE COMMITTEE MEETING

The Executive Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a videoconference meeting on August 10, 2021. Participating were Board and Executive Committee Chair Steve Case, Vice Chair Dr. Risa J. Lavizzo-Mourey, and Committee member John Fahey.

Also present by invitation of the Committee were Secretary Lonnie Bunch, Counselor to the Chief Justice Jeffrey P. Minear, 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), General Counsel Judith Leonard, Deputy Secretary and Chief Operating Officer Meroë Park, and Chief of Staff to the Regents Porter Wilkinson.

### CALL TO ORDER

Board and Executive Committee Chair Steve Case called the meeting to order at 10:00 a.m. and reviewed the agenda.

### MINUTES OF THE EXECUTIVE COMMITTEE

Upon motion duly made and seconded, the draft minutes of the July 6, 2021, Committee meeting were approved without modification.

### COMMITTEE CHARTER REVIEW

The Committee reviewed its Charter per its mandate to annually review and assess the Charter and evaluate the Committee’s performance with respect to the requirements of the Charter. No modifications to the Charter were proposed.

### APPOINTMENT TO THE NATIONAL MUSEUM OF THE AMERICAN LATINO

The Committee was asked to consider the initial appointment of a candidate to the National Museum of the American Latino Board of Trustees. Pursuant to founding legislation for the museum, the Board of Regents may appoint up to 14 of the 19 voting members of the museum’s Board of Trustees: one member of the Board of Regents and 13 individual members. Mr. Case noted that the candidate presented was approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was asked to vote on the appointment on behalf of the Board because the term is slated to take effect immediately and before the full Board meets in October.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, appoints Soledad O’Brien to the Board of Trustees of the National Museum of the American Latino for a one-year term, effective immediately.

## APPOINTMENTS TO THE SMITHSONIAN AMERICAN WOMEN'S HISTORY MUSEUM

The Committee was also asked to consider the initial appointment of six candidates to the Smithsonian American Women's History Museum Council. Pursuant to founding legislation for the museum, the Board of Regents may appoint up to 20 of the 25 voting members of the Council: one member of the Board of Regents and 19 individual members. Mr. Case reminded the Committee that the Board of Regents voted to appoint Frank Raines as the Regent representative to serve on the National Museum of the American Latino Board of Trustees at its June meeting. The Governance and Nominating Committee recommended that Ambassador Barbara Barrett be appointed as the Regent representative to serve on the Council of the Smithsonian American Women's History Museum. Mr. Case also noted that all candidates presented were approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was asked to vote on the initial appointments on behalf of the Board because the appointment terms are scheduled to take effect immediately and before the full Board meets in October.

Upon motion duly made and seconded, the following motions were approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, appoints Ambassador Barbara M. Barrett to the Smithsonian American Women's History Museum Council as the Regent Representative, effective immediately.

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, appoints 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 Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, appoints S. Mona Sinha to the Smithsonian American Women's History Museum Council for a two-year term, effective immediately.

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, appoints Martine A. Rothblatt to the Smithsonian American Women's History Museum Council for a three-year term, effective immediately.

## ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

Next, the Committee reviewed the proposed slate of candidates for appointment or reappointment to 10 Smithsonian advisory boards. Mr. Case noted that the advisory board candidates were approved by the Governance and Nominating Committee via email ballot completed on July 30, and all of the candidates presented have the support of the respective unit advisory board, the unit director, the relevant Under Secretary, the Assistant Secretary for Advancement, and the Secretary. The Executive Committee was asked to approve the appointments and reappointments on behalf of the full Board to accommodate terms that are

to take effect immediately, before the next meeting of the Board of Regents, and to help mitigate delays in onboarding new advisory board members.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the proposed slate of candidates for appointment or reappointment to ten (10) Smithsonian Institution Advisory Boards.

#### **REAPPOINTMENT TO THE NATIONAL MUSEUM OF AFRICAN ART**

The Committee also was asked to consider the reappointment of Magdalene (“Maggie”) Johnson Obaji as Chair of the Advisory Board of the National Museum of African Art (“NMAfA”). Mr. Case informed the Committee that Ms. Obaji’s service as Chair of the advisory board exceeded the limitations established by the museum’s bylaws. By approving her nomination, the Committee could waive the term limitation. It was noted that the exceptional one-year term would be a one-time and temporary exception to the NMAfA Advisory Board Bylaws to ensure steady leadership and continued fundraising efforts during transition and onboarding of the new director of the National Museum of African Art. The reappointment was approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was asked to approve the term extension on behalf of the Board because the term is to take effect immediately, before the next meeting of the Board of Regents.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the reappointment of Magdalene (“Maggie”) Johnson Obaji as Chair of the National Museum of African Art Advisory Board for an exceptional one-year extension of leadership service, effective immediately.

#### **AMENDMENTS TO THE BYLAWS OF THE ASIAN PACIFIC AMERICAN CENTER**

Mr. Case presented the proposed amendments to the bylaws of the Asian Pacific American Center (“APAC”) Advisory Board. The proposed amendments include the inclusion of the Smithsonian advisory board ethics statement and conflict-of-interest statement, an increase in the size of the Advisory Board, a conforming change reflecting the title change of the Provost, modified alumni and emeritus appointments, and clarifying language outlining officer roles and responsibilities. The proposed bylaw amendments were approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was

asked to approve the proposed amendments on behalf of the Board to help mitigate delays updating bylaws for unit advisory boards.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the proposed amendments to the bylaws of the Asian Pacific American Center (“APAC”) Advisory Board.

#### **AMENDMENTS TO THE BYLAWS OF THE NATIONAL PORTRAIT GALLERY**

The Committee also reviewed the proposed amendments to the bylaws of the National Portrait Gallery (“NPG”) Commission. The proposed amendments include modified language to coincide with current advisory board policies and best practices, removal of gender binary language, changes in the membership and officer terms, modified alumni and emeritus appointments, and the inclusion of the Smithsonian advisory board ethics statement and conflict-of-interest statement. The proposed bylaw amendments were approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was asked to approve the proposed amendments on behalf of the Board to help mitigate delays updating bylaws for unit advisory boards.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the proposed amendments to the bylaws of the National Portrait Gallery Commission.

#### **AMENDMENTS TO THE BYLAWS OF THE SMITHSONIAN SCIENCE EDUCATION CENTER**

Mr. Case presented the final action item for the Committee’s consideration, a proposed amendment to the bylaws of the Smithsonian Science Education Center (“SSEC”) National Advisory Board. The proposed amendment includes an increase in the size of the Advisory Board, to no more than 18, up from 16. The proposed bylaw amendment was approved by the Governance and Nominating Committee via email ballot completed on July 30. The Executive Committee was asked to approve the proposed amendments on behalf of the Board to help mitigate delays updating bylaws for unit advisory boards.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the proposed amendment to the bylaws of the Smithsonian Science Education Center.

## REPORT OF THE SECRETARY

The Secretary updated the Committee on the state of the Smithsonian, specifically the Institution's ongoing response to the COVID-19 (Coronavirus) pandemic. On July 29, 2021, President Biden announced that all federal employees and onsite contractors attest to their vaccination status or be subject to masking, social distancing, and COVID-19 testing requirements. The Secretary informed the Committee that the Smithsonian is carefully reviewing the President's guidance and working with the Office of Management and Budget ("OMB") to implement effective, orderly, and safe plans relative to the wellbeing of Smithsonian staff, visitors, and operations.

The Secretary concluded his report by acknowledging the Smithsonian's 175th anniversary. The Smithsonian will host a virtual kickoff event to commemorate the 175th anniversary of the founding of the Smithsonian Institution on August 10. The event will mark the historic milestone and begin a series of events and programs that will reflect on the Smithsonian's history as well as look towards the future of the Institution. The Secretary thanked Steve Case for his participation and representation of the Board to mark a significant chapter in the Smithsonian's history.

## EXECUTIVE SESSION

The Committee entered into an executive session at approximately 10:33 a.m. to discuss personnel searches for various leadership positions at the Smithsonian.

## ADJOURNMENT

With no other business to consider, the meeting was adjourned at approximately 10:40 a.m.

## EMAIL BALLOT

The Executive Committee voted to approve the following motions on behalf of the Board of Regents, according to Board Bylaw 3.01, because the Board was not in session. The Committee member assignments required approval by the Executive Committee, prior to the Board meeting in October, to accommodate the revised committee memberships prior to meetings. The motions were approved via email ballot completed on July 15, 2021.

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

**VOTED** 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.

Respectfully submitted,

Steve Case, Chair