

MINUTES OF THE DECEMBER 6, 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 December 6, 2021. Participating were Committee Chair Representative Doris Matsui and Committee members Representative Adrian Smith, Ambassador Barbara M. Barrett, Michael M. Lynton, and Denise M. O’Leary.

Also present by invitation of the Committee were Deputy Chief of Staff to the Regents Kate Forester, Special Assistant to the Regents Mallory Gianola (recorder), Inspector General Cathy Helm, 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

Committee Chair Representative Doris Matsui called the meeting to order at 2:03 p.m. and reviewed the agenda.

REVIEW OF THE SEPTEMBER 22, 2021, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the September 22, 2021, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The Committee reviewed the proposed slate of candidates for appointment or reappointment to 11 Smithsonian advisory boards. Congresswoman Matsui informed the Committee that 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.

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 eleven (11) Smithsonian Institution Advisory Boards.

INVESTMENT COMMITTEE CHARTER AMENDMENTS

Next, Congresswoman Matsui presented a proposed amendment to the Investment Committee Charter. During routine review, the Investment Committee proposed a charter amendment to update language to ensure consistency between Regent committee charters and reflect current practices. Congresswoman Matsui noted that the proposed amendments were approved by the Investment Committee at its meeting on October 6, 2021.

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 amendments to the Investment Committee Charter.

SMITHSONIAN AMERICAN WOMEN'S HISTORY MUSEUM ADVISORY COUNCIL BYLAWS

The Committee was also asked to consider the proposed amendments and underlying bylaws of the Smithsonian American Women's History Museum ("SAWHM") Advisory Council. The SAWHM Advisory Council approved bylaws reflecting the legislation as drafted and proposed two modifications. The proposed amendments reflect two substantive changes, including an increase in the size of the Council to 29 members and a resolution to delegate authority to the museum director. Congresswoman Matsui noted that that in 2017, a similar delegation was approved for the director of the National Museum of African American History and Culture. The underlying bylaws and proposed amendments conform to best practices and the Institution's policies regarding the establishment and operations of advisory boards and are supported by the General Counsel, the Office of Advancement, and the Office of the Regents.

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 adoption of the bylaws of the Smithsonian American Women's History Museum Advisory Council and the proposed amendments thereto.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 2:12 p.m. to discuss committee membership, the Regents' 2021 self-assessment, and the governance report.

EXECUTIVE SESSION: 2022 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee reviewed the proposed Regent committee chairmanship and membership assignments for 2022. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2022 through January 2023.

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

VOTED that the Governance and Nominating Committee recommends to the Board of Regents the approval of the proposed committee chairmanship and member assignments for 2022 and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: 2021 REGENTS SELF-ASSESSMENT

The Committee continued in executive session to discuss the 2021 Regents' self-assessment. The assessment for fiscal year 2021 was circulated to the Regents following the October 2021 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: GOVERNANCE REPORT

Congresswoman Matsui then presented the Governance Report for the Committee's final review following feedback from the Board's discussion at the October 2021 meeting. The final draft will be presented to the Board at its meeting on January 31, 2022.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 2:31 p.m.

Respectfully submitted,

Representative Doris Matsui, Chair