

MINUTES OF THE DECEMBER 7, 2020, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) held a videoconference meeting on December 7, 2020. Participating were Committee Chair John Fahey and Committee members Representative Doris Matsui, Representative John Shimkus, and Michael Lynton.

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); Inspector General Cathy Helm; General Counsel Judith Leonard; Senior Adviser to Senator Leahy, Kevin McDonald; Chief of Staff to Representative Shimkus, Craig Roberts; Assistant Secretary for Advancement Rob Spiller; and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair John Fahey called the meeting to order at 2:00 p.m. and reviewed the agenda.

REVIEW OF THE SEPTEMBER 25, 2020, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the September 25, 2020, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates for appointment or reappointment to 13 Smithsonian advisory boards was reviewed. Mr. Fahey noted 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 13 Smithsonian Institution Advisory Boards.

RECORDS REQUEST POLICY

General Counsel Judith Leonard then briefed the Committee on a proposed amendment to Smithsonian Directive 807, which outlines the Smithsonian’s procedures for processing requests for information. Ms. Leonard explained that the proposed amendment is a

conforming change necessary to reflect the new organizational structure approved by Congress, specifically the creation of the Deputy Secretary and Chief Operating Officer position.

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 amendment to the Appeals provision in Attachment A to Smithsonian Directive 807.

ADVISORY BOARD CANDIDATE VETTING PRACTICES

Chief of Staff to the Regents Porter Wilkinson updated the Committee on the standardization of vetting practices for candidates to the Smithsonian's advisory boards. The Committee reviewed risk-management guidance related to Smithsonian advisory boards and commissions, as well as the process for nominating, vetting, and appointing individuals to Smithsonian advisory boards and commissions.

REPORT OF THE SECRETARY

Secretary Bunch updated the Committee on the decision to close all Smithsonian museums and the National Zoo to the public as of November 23. This reclosure affected eight Smithsonian facilities in the Washington, D.C., region that had reopened to the public following the initial closure in March. A reopening date has not been announced. The Secretary informed the Committee that while the museums are closed, senior leadership and the COVID-19 Response Team will be strategically reassessing, monitoring, and exploring additional mitigation measures and protocols to ensure staff safety, including testing capabilities and vaccine distribution.

The Secretary also briefed the Committee on the Smithsonian's engagement with the Executive Branch and House and Senate Members of the 117th Congress. Once the new Congress convenes on January 3, 2021, the Smithsonian's Office of Government Relations will also be in touch with Congressional leadership regarding Congressional Regent appointments. Following the inauguration, the Office of the Secretary and the Office of the Regents will work together to onboard Vice President-elect Kamala Harris as an ex-officio member of the Board of Regents.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 2:27 p.m. to discuss committee membership, a proposed charter amendment, and the search for the next citizen Regent.

EXECUTIVE SESSION: 2021 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee reviewed the proposed Regent committee chairmanship and membership assignments for 2021. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from February 2021-January 2022.

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 2021 and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: 2021 ADVANCEMENT COMMITTEE CHAIRMANSHIP

The Committee was also asked to consider Christine Udvar-Hazy's candidacy as a non-Regent member and chair of the Advancement Committee separately because it would be an exception to the term limit of six (6) years permitted by the Advancement Committee Charter for non-Regent members.

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

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed reappointment of Christine Udvar-Hazy as a non-Regent member and chair of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chair of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointment.

EXECUTIVE SESSION: POTENTIAL AMENDMENT TO THE STRATEGY, INNOVATION, AND TECHNOLOGY COMMITTEE CHARTER

Next, the Committee discussed a potential amendment to the Strategy, Innovation, and Technology Committee Charter related to committee membership. Mr. Fahey informed the Committee that the proposed amendment may be presented for consideration by email ballot following approval by the Strategy, Innovation, and Technology Committee due to the meeting schedule.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee concluded the executive session with a discussion on the search for a new Citizen Regent to succeed David M. Rubenstein when his term expires in May 2021.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 2:45 p.m.

Respectfully submitted,
John Fahey, Chair