

MINUTES OF THE DECEMBER 13, 2019, GOVERNANCE AND NOMINATING COMMITTEE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) held a meeting on December 13, 2019, at the Smithsonian Castle in Washington, D.C. Participating were Committee Chair John Fahey and Committee members Senator Patrick Leahy,* 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); General Counsel Judith Leonard; Senior Adviser to Senator Leahy, Kevin McDonald; * Chief of Staff to Representative Shimkus, Craig Roberts; * and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair John Fahey called the meeting to order at 10:00 a.m. and reviewed the agenda.

REVIEW OF THE SEPTEMBER 18, 2019, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the September 18, 2019, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 14 Smithsonian advisory boards was reviewed. Mr. Fahey noted that for each respective advisory board, the unit director, the Provost, 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:

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed slate of candidates for appointment and reappointment to 14 Smithsonian Institution Advisory Boards.

COMMITTEE CHARTER AMENDMENTS

Mr. Fahey presented the proposed amendments to the Charter of the Compensation and Human Resources Committee. As part of an effort to ensure that the Smithsonian is a leader in

*Participated by telephone

promoting a diverse and inclusive workplace culture free from sexual harassment, the Board charged the Compensation and Human Resources Committee with receiving certain information related to sexual-harassment complaints. Mr. Fahey explained that the proposed amendment requires that the Compensation and Human Resources Committee regularly receive such information as specified by the Compensation and Human Resources Committee. At its meeting on December 10, 2019, the Compensation and Human Resources Committee approved the proposed modifications to its Charter. Mr. Fahey noted that pending the Governance and Nominating Committee's approval, the Charter amendments would be presented to the full Board for its final approval at the January 2020 meeting.

Upon motion duly made and seconded, the following motion 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 Compensation and Human Resources Committee Charter.

EXECUTIVE SESSION: 2020 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

The Committee entered an executive session at approximately 10:06 a.m. to discuss the proposed Regent committee assignments for 2020. Upon approval by the Board of Regents and formal appointment by the Chancellor, members and chairs will serve in these roles from January 2020-January 2021.

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 2020 and requests that the Chancellor make the necessary appointments.

EXECUTIVE SESSION: REGENTS' 2019 SELF-ASSESSMENT

The Committee remained in executive session to discuss the 2019 Regents' self-assessment. The assessment for fiscal year 2019 was circulated to the Regents following the October 2019 Board meeting, and preliminary feedback was presented for the Committee's consideration. The final results will be tabulated to share with the full Board at the January meeting.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee concluded the executive session with a discussion on the search for a new Citizen Regent to succeed John McCarter when his term expires in March 2020.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:22 a.m.

Respectfully submitted,
John Fahey, Chair