

MINUTES OF THE MARCH 1, 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 March 1, 2021. Participating were Committee Chair Representative Doris Matsui and Committee members Michael Lynton and Denise M. O’Leary.

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; and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair Representative Doris Matsui called the meeting to order at 2:00 p.m. and reviewed the agenda.

REVIEW OF THE DECEMBER 7, 2020, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the December 7, 2020, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The Committee reviewed the proposed slate of candidates for appointment or reappointment to eight Smithsonian advisory boards. Congresswoman Matsui 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 eight (8) Smithsonian Institution Advisory Boards.

BYLAW AND CHARTER AMENDMENTS

Next, Congresswoman Matsui presented the proposed amendments to the Audit and Review Committee Charter. During routine review of the Audit and Review Committee Charter, the Office of the Inspector General proposed charter amendments to include updating language

that would ensure consistency between the Committee Charter and the Inspector General Act and reflect current practices. Congresswoman Matsui noted that the proposed amendments were approved by the Audit and Review Committee at its meeting on January 19, 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 Audit and Review Committee Charter.

REPORT OF THE SECRETARY

Secretary Bunch updated the Committee on the state of the Smithsonian and led a strategic discussion on the creation of two new Smithsonian museums: the National Museum of the American Latino and the Smithsonian American Women’s History Museum, which were authorized by Congress on December 27, 2020. The Secretary and Smithsonian leadership are considering the process, resources, personnel, and additional next steps that will provide a strong foundation for the development of the new museums. The Committee discussed the top three priorities for the first year, which include identifying interim and permanent leadership for both museums, beginning the site-selection process, and establishing a Board of Trustees for the National Museum of the American Latino and a Council for the Smithsonian American Women’s History Museum. The Committee reviewed the structure, term limits, and appointment process for both advisory boards. The Secretary noted that candidates for initial appointment to both advisory boards would be presented to the Committee for approval prior to seeking approval by the Board of Regents.

ADJOURNMENT

There being no further business to consider, and with no request for an executive session, the meeting adjourned at approximately 2:32 p.m.

EMAIL BALLOT

The Committee voted to approve the following motions via email ballots completed on December 18, 2020, and January 20, 2021, respectively.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendment to the Strategy, Innovation, and Technology Committee Charter.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents nominates Barbara M. Barrett of Arizona to succeed David M. Rubenstein as a Citizen Regent on the Board of Regents and to serve the remainder of her second statutory term of six years. Furthermore, the Governance and Nominating Committee recommends that the Board asks its congressional members to introduce and support legislation to this effect.

Respectfully submitted,
Representative Doris Matsui, Chair