

MINUTES OF THE MARCH 16, 2022, 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 16, 2022. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Representative Doris Matsui, Representative Adrian Smith, 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), General Counsel Judith Leonard, Chief of Staff to Representative Matsui Jeremy Marcus, Assistant Secretary for Advancement Rob Spiller, and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair Ambassador Barbara M. Barrett called the meeting to order at 10:00 a.m. and reviewed the agenda.

REVIEW OF THE DECEMBER 6, 2021, COMMITTEE MEETING MINUTES

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

SMITHSONIAN AMERICAN WOMEN’S HISTORY MUSEUM ADVISORY COUNCIL BYLAWS

The Committee was asked to consider proposed amendments to the bylaws of the Smithsonian American Women’s History Museum (“SAWHM”) Advisory Council. The proposed amendments include an increase in the number of Vice Chairs to no more than four, up from one officer. The Smithsonian best practices recommend no more than three Vice Chairs for advisory boards and commissions. It was determined that as a new museum the substantial amount of work for the founding Council would justify the inclusion of an additional officer role. It was determined that up to four Vice Chairs could be needed to cover the areas of governance, development and outreach, advisory board nominations, and strategy. The proposed amendments are similar to the bylaws of the National Museum of African American History and Culture, which allowed for a structure including multiple Vice Chairs during the museum’s establishment.

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 the proposed amendments to the bylaws of the Smithsonian American Women’s History Museum Advisory Council.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 10:05 a.m. to discuss appointments and reappointments to Smithsonian advisory boards and the search for a new citizen Regent.

EXECUTIVE SESSION: ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The Committee began the executive session with a discussion on proposed appointments to Smithsonian advisory boards. After discussion, the Committee recommended approval of candidates to 10 Smithsonian advisory boards.

Upon motion duly made and seconded, the following motion 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 or reappointment to ten (10) Smithsonian Institution Advisory Boards.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee concluded the executive session with a discussion on the search for a new citizen Regent to join the Board after Steve Case's term expires in April 2023.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 10:51 a.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair

EMAIL BALLOTS

The Committee voted to approve the following motion via email ballot completed on January 13, 2022. The request was made out of cycle in order to accommodate the reappointment term, which was scheduled to take effect February 24, 2022.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents reappoints Nancy Lee to the Board of Trustees of the Freer Gallery of Art and Arthur M. Sackler Gallery for a four-year term, effective February 24, 2022.

EMAIL BALLOTS

The Committee also voted to approve the following motions via email ballot completed on February 17, 2022. The request was made out of cycle so that the actions could take effect immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Penny Pritzker as Chair of the Advisory Council of the Smithsonian American Women’s History Museum for a one-year term, effective immediately.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the appointment of Henry R. Muñoz III as Chair of the Board of Trustees of the National Museum of the American Latino for a one-year term, effective immediately.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves adoption of the bylaws of the National Museum of the American Latino Board of Trustees and the two proposed amendments thereto.