

MINUTES OF THE MARCH 4, 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 meeting on March 4, 2020, at the Smithsonian Castle in Washington, D.C. Participating were Committee Chair John Fahey and Committee members Senator Patrick Leahy,* 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; Associate General Counsel Farleigh Earhart; 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;* and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Committee Chair John Fahey called the meeting to order at 3:03 p.m. and reviewed the agenda.

REVIEW OF THE DECEMBER 13, 2019, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the December 13, 2019, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to eight (8) Smithsonian advisory boards was reviewed. Mr. Fahey noted that for each respective advisory board, the unit director, 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 or reappointment to eight (8) Smithsonian Institution Advisory Boards.

ADVISORY BOARD BYLAW AMENDMENTS

Mr. Fahey presented the proposed amendments to the Smithsonian National Museum of African American History and Culture Council. The proposed amendments modify a change to the officer terms of service to allow for an optional term extension for an officer whose term has expired, in exceptional circumstances and with Council approval. Mr. Fahey informed the Committee that the Council proposed this bylaw amendment to ensure continuity in leadership and governance during museum transitions.

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 bylaws of the Smithsonian National Museum of African American History and Culture Council.

EXECUTIVE SESSION: ELECTION OF A NEW REGENT

The Committee entered an executive session at approximately 3:16 p.m. to discuss the search for a new Citizen Regent and agreed upon a candidate to propose to the Board for review and nomination at the Regents' meeting on April 6, 2020. By statute, the vacancy on the Board must be filled by a Washington, D.C. resident. Franklin D. Raines was selected as the priority prospect for Regent approval.

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 nominates Franklin D. Raines of Washington, D.C. to serve a 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.

EXECUTIVE SESSION: REGENT APPOINTMENT AND REAPPOINTMENT LEGISLATION

The Committee remained in executive session to receive an update on Regent appointment and reappointment legislation. At the January meeting, the Board voted to re-nominate John Fahey as a Massachusetts Citizen Regent, re-nominate Risa Lavizzo-Mourey as a Pennsylvania Citizen Regent, and nominate Denise O'Leary of Colorado to replace Barbara Barrett. On March 2, 2020, the President signed the bills for the reappointment of Mr. Fahey and Dr. Lavizzo-Mourey into law as Public Law 116-118 and Public Law 116-119, respectively. The Senate passed S.J. Res. 66 by unanimous consent on January 9, 2020, which appointed Ms. O'Leary, and the bill has been referred to the House Committee on House Administration.

EXECUTIVE SESSION: REAPPOINTMENT TO THE BOARD OF REGENTS

The Committee continued its deliberations in executive session. In accordance with Section 4.06 of the Bylaws of the Board of Regents, the Governance and Nominating Committee shall assist the Board in recommending candidates for service as citizen members. The Committee discussed the proposed reappointment of Michael M. Lynton for a second term as a Citizen Regent. Mr. Lynton's first term as a Regent will expire on September 29, 2020. Mr. Lynton recused himself from the discussion and vote.

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 renominates Michael M. Lynton for a second term as a Citizen Regent on the Board of Regents. The Congressional Regents are asked to introduce and support legislation leading to his reappointment, following approval by the Board of Regents.

EXECUTIVE SESSION: PERSONNEL MATTERS

The Committee concluded the executive session to discuss personnel matters.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 3:50 p.m.

Respectfully submitted,
John Fahey, Chair