

MINUTES OF THE MARCH 6, 2023, 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 6, 2023. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Doris Matsui, Michael M. Lynton, and Denise M. O’Leary.

Also present by invitation of the Committee were Chief of Staff to the Secretary Greg Bettwy, Associate General Counsel Craig Blackwell, Counsel to the Inspector General Ebin Hu Christensen, Deputy Chief of Staff to the Regents Kate Forester, Special Assistant to the Regents Mallory Gianola (recorder), Under Secretary for Museums and Culture Kevin Gover, and Chief of Staff to Representative Matsui Jeremy Marcus.

CALL TO ORDER

Committee Chair Roger Ferguson called the meeting to order at 4:00 p.m. and reviewed the agenda.

REVIEW OF THE DECEMBER 14, 2022, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the December 14, 2022, Committee meeting were approved.

DEACCESSION OF BENIN BRONZES

Mr. Ferguson presented the proposed deaccession and return of 13 Benin Bronzes — a name that is used to cover a variety of artifacts including brass plaques, carved elephant tusks, ivory leopard statues, and wooden heads — to the Government of Nigeria through its National Commission for Museums and Monuments. The National Museum of Natural History (“NMNH”) conducted provenance research, including valuation of the collection items, and recommended that the bronzes, which were removed during the 1897 British raid of Benin City, be returned to Nigeria. Mr. Ferguson informed the Committee that the return of the bronzes follows the Smithsonian’s new Shared Stewardship and Ethical Returns Policy and is consistent with NMNH existing practices regarding repatriation. He also noted that this would be the second planned return under the Smithsonian’s new policy, which follows the recent return to Nigeria of certain Benin Bronzes tied to the 1897 raid in the collections of the National Museum of African Art.

Upon motion duly made and seconded, 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 Secretary’s request to deaccession thirteen (13) works of art from the Benin Kingdom Royal Court, known as Benin Bronzes, in the collection of the National Museum of Natural History and return and transfer title of the objects to Nigeria’s National Commission for Museums and Monuments, as the representative of the Federal Government of Nigeria.

ORDER OF JAMES SMITHSON NOMINATION

Next, Mr. Ferguson presented a nomination to the Order of James Smithson for the Committee’s consideration. The Board of Regents established the Order of James Smithson in 1983 to recognize inspirational and impactful contributions to the Smithsonian. The nomination recognized Robert P. Kogod for his long-standing support and significant contributions to the Smithsonian Institution, including service on the Board of Regents and its affiliated committees.

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

VOTED that Governance and Nominating Committee recommends that the Board of Regents approves the nomination of Robert P. Kogod to the Order of James Smithson.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to four (4) Smithsonian advisory boards was presented for the Committee’s consideration. Mr. Ferguson noted that for each respective advisory board, the unit director, the Under Secretary for Museums and Culture, the Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate.

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 approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment to four (4) Smithsonian Institution Advisory Boards.

REAPPOINTMENT TO THE SMITHSONIAN TROPICAL RESEARCH INSTITUTE

The Committee was also asked to consider the reappointment of Steven G. Hoch as Chair of the Advisory Board of the Smithsonian Tropical Research Institute (“STRI”) for an exceptional two-year term of leadership service. The reappointment was proposed to ensure a continuity of board leadership during a period of significant transition in STRI executive leadership and as the STRI Advisory Board engages in deliberative succession planning. Mr. Ferguson informed the

Committee that the two-year term of leadership service would not exceed the officer term limitation, but it would exceed the membership term limit set forth in the Advisory Board Bylaws of the Smithsonian Tropical Research Institute and the Smithsonian’s best practice guidelines for maximum service for board members.

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 approval by the Board of Regents of the reappointment of Steven G. Hoch as Chair of the Smithsonian Tropical Research Institute for a two-year extension of leadership service, effective June 28, 2023.

PROPOSED AMENDMENTS TO THE NATIONAL MUSEUM OF AFRICAN ART BYLAWS

The Committee then considered proposed amendments to the bylaws of the National Museum of African Art (“NMAFA”) Board. The proposed amendments included a provision to modify the number of business meetings required from three to two annually. Mr. Ferguson noted that the proposed bylaw amendments conform to best practices and the Institution’s policies regarding the operations of advisory boards.

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 National Museum of African Art (“NMAFA”) Board.

EXHIBITION CALENDAR AND PUBLIC PROGRAMMING

Under Secretary for Museums and Culture Kevin Gover reported on public programming activities, reviewed the exhibition calendar, and provided an overview of recent Smithsonian Directive 603 (“SD603”) reviews – the Smithsonian’s internal review process for exhibitions, public programs, research, and educational content. Mr. Gover reviewed the exhibition: *1898: U.S. Imperial Visions and Revisions* at the National Portrait Gallery, which will open to the public on April 28, 2023. The exhibition commemorates the 125th anniversary of the Spanish-American-Cuban-Philippine War, and is the first exhibition to examine this pivotal period through the lens of portraiture and visual culture. Mr. Gover also highlighted two exhibitions opening in March: *Lights Out: Recovering Our Night Sky* at the National Museum of Natural History and *Afro-Futurism: The History of Black Futures* at the National Museum of African American History and Culture. The Committee also discussed the National Museum of Asian Art’s 2023 centennial celebrations including annual celebrations during Asian Pacific American Heritage Month.

EXECUTIVE SESSION

The Committee entered an executive session at approximately 4:38 p.m. to discuss Regent committee assignments.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 4:43 p.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair

EMAIL BALLOT

The Committee voted to approve the following motion via email ballot completed on January 12, 2023. The request was made out of cycle so that the appointments could take effect immediately.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed appointment of Jahm Najafi and Cheryl Neal as co-chairs of the Smithsonian Campaign for Our Shared Future and members of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointments.

EMAIL BALLOT

The Committee also voted to approve the following motion via email ballot completed on February 7, 2023.

VOTED that Governance and Nominating Committee recommends that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves the 2023 proposed committee member assignments for Senator Gary Peters and Representative Garret Graves, and requests that the Chancellor make the necessary appointments.