

MINUTES OF THE APRIL 30, 2020, GOVERNANCE AND NOMINATING COMMITTEE TELECONFERENCE MEETING

The Governance and Nominating Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) held a teleconference meeting on April 30, 2020. Participating were Committee Chair John Fahey and Committee members 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; 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 John Fahey called the meeting to order at 10:02 a.m. and reviewed the agenda.

REVIEW OF THE MARCH 4, 2020, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 4, 2020, Committee meeting were approved without modification.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates for appointment or reappointment to six (6) Smithsonian advisory boards was reviewed. Mr. Fahey noted that all of the candidates presented have the support of the respective unit advisory board, the unit director, the Acting Provost, 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 six (6) Smithsonian Institution Advisory Boards.

ADVISORY BOARD BYLAW AMENDMENTS

Next, Mr. Fahey presented the proposed amendments to the Smithsonian Science Education Center (“SSEC”) Advisory Board. The amendments include a conforming change to reflect the Secretary’s proposed new organizational structure, modified membership terms, and language

clarifying invitations to re-join the advisory board. Mr. Fahey noted that the proposed bylaw amendments conform to best practices and the Institution's policies regarding the establishment and operations of advisory boards.

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 Science Education Center Advisory Board.

REPORT OF THE SECRETARY

Secretary Bunch then briefed the Committee on current operations in light of the COVID-19 (Coronavirus) pandemic. The Secretary outlined the Smithsonian's response to the public health crisis, the financial impact that the resulting closures are having on Smithsonian operations, and long-term planning for the Institution in light of social indicators, local and federal government guidelines, and protocols set forth by health experts. All Smithsonian museums in Washington, D.C., including the National Zoo, and in New York City continue to be closed to support the effort to contain the spread of COVID-19. Federal appropriations support from Congress has been vital to the purchase of personal protective equipment, critical supplies, and to bolster a rapid transition to a telework model. A phased and measured approach to addressing reduced revenues has been taken, including an annual salary reduction for senior level Trust staff, suspension of salary increases and performance awards, and hiring freeze. The Secretary also informed the Committee that he created two working groups to plan thoughtfully and strategically for the future of the Smithsonian, in the short-term and long-term, to best support and protect the Smithsonian's mission, staff, and visitors in both a pre- and post-COVID vaccine world. The New Normal Team, led by the National Air and Space Museum's John and Adrienne Mars Director Ellen Stofan, and the Reopening Task Force, led by Deputy Smithsonian Coordinating Officer for the COVID-19 team and Director of OSHEM Richard Wright, will work together to develop phases and steps to help the Smithsonian reopen in a way that reduces risk and protects employees and visitors while also helping move the Institution towards its vision of engaging and inspiring the public.

SENIOR STAFF REGENT COMMITTEE ASSIGNMENTS

Next, the Committee reviewed an updated list of senior staff that will participate in the Regents' Committee meetings, following the proposed new organizational structure. The new structure identifies four Under Secretary positions reporting to the Deputy Secretary and Chief Operating Officer: the Under Secretary for Museums and Culture, the Under Secretary for Science and Research, the Under Secretary for Education, and the Under Secretary for Administration. These staff members will be invited to attend select Regent meetings going forward.

BYLAWS OF THE BOARD OF REGENTS

General Counsel Judith Leonard led the Committee's final discussion regarding the Bylaws of the Board of Regents. As a result of the proposed organizational changes, revisions to bylaw language will be necessary to conform naming protocols to align with Smithsonian leadership titles and organizational structure, following Congressional approval of the reorganization. The Committee reviewed the bylaws to identify any additional revisions that should be made during the amendment process. Upon Congressional approval, proposed amendments will be shared with the Board of Regents for its consideration.

ADJOURNMENT

There being no further business to consider, and with no request for an executive session, the meeting adjourned at approximately 10:46 a.m.

EMAIL BALLOT

Due to exigent circumstances, the Committee voted to approve the following motion via email ballot completed on April 22, 2020.

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 2020 proposed committee member assignments for Denise O'Leary and requests that the Chancellor make the necessary appointments.

Respectfully submitted,
John Fahey, Chair