

MINUTES OF THE SEPTEMBER 14, 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 September 14, 2022. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Senator Patrick Leahy, Representative Adrian Smith, Michael M. 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, Associate General Counsel Farleigh Earhart, Deputy Chief of Staff to the Regents Kate Forester, Special Assistant to the Regents Mallory Gianola (recorder), Chief of Staff to Representative Matsui Jeremy Marcus, Senior Adviser to Senator Leahy Kevin McDonald, Assistant Secretary for Advancement Rob Spiller, and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

Ambassador Barbara M. Barrett called the meeting to order at 2:00 p.m. and reviewed the agenda.

EXECUTIVE SESSION: SMITHSONIAN ADVISORY BOARDS

The Committee entered into an executive session with the Secretary to discuss matters related to Smithsonian advisory boards.

EXECUTIVE SESSION: NEW REGENT SEARCH

The Committee continued in a Regents-only executive session to discuss the search for a new citizen Regent to fill the vacancy when Steve Case’s term expires in April 2023.

EXECUTIVE SESSION: 2023 BOARD LEADERSHIP ELECTIONS

The Committee discussed the nomination of individuals for Board leadership positions for 2023. The Committee discussed the election of Risa J. Lavizzo-Mourey as Chair, John Fahey as Vice Chair, and Barbara M. Barrett as a member of the Executive Committee. As a candidate for consideration, Ambassador Barrett recused herself from the discussion.

REVIEW OF THE AUGUST 26, 2022, COMMITTEE MEETING MINUTES

The Committee moved into open session at approximately 3:09 p.m. and reviewed the draft minutes of the August 26, 2022, meeting.

PROPOSED AMENDMENTS TO THE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

As part of the restructuring, the Strategy, Innovation, and Technology Committee is modifying its responsibilities to focus on duties related to innovation and technology strategies and strategic collaborations and partnerships. The refocus includes reassigning some of the committee's current duties to other Regent committees. It was proposed that two of the duties outlined in the Strategy, Innovation, and Technology Committee's Charter be reassigned to the Governance and Nominating Committee. The Committee reviewed the proposed amendments, to include (1) providing programmatic guidance and direction and (2) reviewing major programmatic initiatives and ensuring their consistency with the Smithsonian's mission and nature as a public trust.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to six (6) Smithsonian advisory boards was presented for the Committee's consideration. Ambassador Barrett noted that for each respective advisory board, the unit director, the Provost, the Assistant Secretary for Advancement, and the Secretary support the proposed appointment or reappointment of each candidate.

REAPPOINTMENT TO NATIONAL MUSEUM OF AFRICAN ART

The Committee was also asked to consider the reappointment of Magdalene Johnson Obaji as Chair of the Advisory Board of the National Museum of African Art ("NMAfA") for a second exceptional one-year term of leadership service. The reappointment was proposed to ensure a continuity of board leadership during a period of significant transition in NMAFA executive leadership and as the NMAFA Advisory Board engages in deliberative succession planning. Ambassador Barrett noted that the one-year term of leadership service would exceed the officer term limitation and membership term limitation set forth in the Advisory Board Bylaws of the National Museum of African Art, but it would not exceed the Smithsonian's best practice guidelines for maximum service for board members.

2022 REGENTS SELF-ASSESSMENT

The Board conducts an annual self-assessment to evaluate its performance and identify priorities for the year ahead. The Board's current assessment tool, which was distributed to the Board for the fiscal year 2021 self-assessment, was updated for fiscal year 2022. The Committee endorsed the revisions and proposed distribution of the 2022 self-assessment following the October Board meeting.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 3:15 p.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair

EMAIL BALLOTS

Due to a lack of quorum at the scheduled meeting, the Committee voted to approve the following motions via email ballot sent on September 15, 2022. Ambassador Barrett was recused from the vote on 2023 Board leadership.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 31, 2023.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of John Fahey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 31, 2023.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Barbara Barrett as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 31, 2023.

VOTED that the Governance and Nominating Committee approves the draft minutes of the August 26, 2022, Committee meeting without modification.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed amendments to the Governance and Nominating Committee Charter.

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.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the reappointment of Magdalene ("Maggie") Johnson Obaji as Chair of the National Museum of African Art Advisory Board for a second one-year extension of leadership service, effective immediately.

EMAIL BALLOTS

The Committee also voted to approve the following motions via email ballot sent on September 28, 2022.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents renominates Roger W. Ferguson, Jr. 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.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents renominates Michael Govan 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.