

## **MINUTES OF THE SEPTEMBER 25, 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 videoconference meeting on September 25, 2020. Participating were Committee Chair John Fahey and Committee members 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; Chief of Staff to Representative Shimkus, Craig Roberts; Assistant Secretary for Advancement Rob Spiller; and Chief of Staff to the Regents Porter Wilkinson.

### **CALL TO ORDER**

Committee Chair John Fahey called the meeting to order at 10:00 a.m. and reviewed the agenda.

### **COMMITTEE CHARTER REVIEW**

To begin the meeting, the Committee performed a provision-by-provision review of its Charter per its mandate to annually review and assess the Charter and evaluate its own performance with respect to the Charter. No modifications to the Charter were proposed.

### **2020 REGENTS’ SELF-ASSESSMENT**

The Board conducts an annual self-assessment in order to evaluate its performance and identify priorities for the year ahead. The Committee reviewed the assessment tool for 2020 and suggested updates to include questions related to the Institution’s response to the Coronavirus pandemic and the Smithsonian’s diversity, equity, accessibility, and inclusion efforts. The 2020 self-assessment will be shared with the Board and distributed following the October Board meeting.

### **REPORT OF THE SECRETARY**

Secretary Bunch updated the Committee on the Race, Community, and Our Shared Future initiative. The initiative will strive to achieve a broad reach through its virtual and local components and programming. For example, locally focused town hall events and innovative access to the Smithsonian’s collections, science, and scholarship will drive programming and events in rural communities. The initiative will also build on Open Access to help further inform the Smithsonian’s digital planning efforts and catalyze critical conversations across the country.

Next, the Secretary briefed the Committee on assembling a leadership team comprised of volunteers and senior staff to help set the strategy, tone, and tempo of the next Smithsonian-wide fundraising Campaign. He also recognized Christine Udvar-Hazy, Chair of the Advancement Committee, for her willingness to serve as a Campaign Chair for the next Smithsonian capital campaign.

To conclude his report, the Secretary outlined the Smithsonian's phased reopening strategy. The National Museum of American History and the National Museum of the American Indian's Washington, D.C., location reopened to the public on Friday, September 25. Both museums have enhanced health, safety, and cleaning measures in place coupled with reduced hours of operation to better facilitate crowd management. Visitors are also required to reserve timed-entry passes, and some amenities, services, and interactive displays are temporarily unavailable. The Secretary reported that the Smithsonian will continue to monitor the public health crisis and its impact on the Institution, as well as expand access to Smithsonian collections, research, and education programs while facilities are closed.

#### **ADVISORY BOARD VETTING POLICY**

Chief of Staff to the Regents Porter Wilkinson and General Counsel Judith Leonard led the Committee's discussion on standardizing the vetting practices for members of the Smithsonian's advisory boards. As part of an effort to ensure alignment with best practices and to ensure a uniform approach across the Institution, the Office of Advancement, Office of General Counsel, and the Office of the Regents will review the procedures and policies related to the vetting of advisory board members.

#### **ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS**

The proposed slate of candidates for appointment or reappointment to five (5) Smithsonian advisory boards was reviewed. Mr. Fahey informed the Committee that the appointment of Jorge Puente as a Vice Chair of the Smithsonian National Board would be presented to the Executive Committee for approval on behalf of the Board of Regents, pursuant to Board Bylaw 3.01, due to the proposed appointment date.

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 five (5) Smithsonian Institution Advisory Boards.

The Committee was also asked to consider the reappointment of Roel Campos as Chair of the Smithsonian National Latino Board. Mr. Fahey noted that the fourth and final two-year term would exceed the term limit for chairmanship, but it would not exceed the maximum service

for board members as established by the Bylaws of the Smithsonian National Latino Board of the Smithsonian Latino Center.

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 reappointment of The Honorable Roel C. Campos as Chair of the Smithsonian National Latino Board for an exceptional fourth and final two-year term, effective immediately.

### **REVIEW OF THE APRIL 30, 2020, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the April 30, 2020, Committee meeting were approved without modification.

### **BOARD OF REGENTS BYLAW AMENDMENTS**

Next, Mr. Fahey presented the proposed amendments to the Bylaws of the Board of Regents. Following Congressional approval of the Secretary's organizational restructuring, including the four Under Secretary positions, conforming changes to the Bylaws of the Board of Regents are necessary to reflect the new organization structure and identify titles and duties of select officers. Mr. Fahey noted two other proposed amendments that would clarify the procedures for communication and ballots outside of Board meetings.

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 §2.06, §2.08, §5.05, and §5.09 of the Bylaws of the Board of Regents.

### **EXECUTIVE SESSION**

The Committee entered an executive session at approximately 10:41 a.m. to discuss a personnel matter, Committee membership, the search for the next citizen Regent, and 2021 Board leadership.

### **COMMITTEE MEMBERSHIP NOMINATION**

The Committee began the executive session with a discussion on the proposed appointment of a non-Regent member to the Strategy, Innovation, and Technology Committee. As part of its recommendations regarding the size, structure, and composition of the Board, the Governance and Nominating Committee oversees the appointment of non-Regents to appropriate Board

committees. 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 approves the proposed appointment of Michael M. Crow as a non-Regent member to the Strategy, Innovation, and Technology Committee, and requests that the Chancellor make the necessary appointment.

## **NEW REGENT SEARCH**

The Committee continued the executive session to discuss the upcoming search for a new citizen Regent to fill the vacancy when David Rubenstein's second six-year term expires in May 2021. Mr. Fahey noted that the seat must be filled by a candidate from any state not already represented on the Board. Typically, the Committee has engaged an executive search firm to assist with the identification, vetting, and selection of new citizen Regents. The Committee reviewed a draft Request for Proposal ("RFP") that will subsequently be utilized in selecting a firm with the requisite professional experience and background necessary to assist the Committee and Board with succession planning.

## **2021 BOARD LEADERSHIP ELECTIONS**

The Committee also discussed the nomination of individuals for Board leadership positions for 2021. John Fahey recused himself, and Mr. Lynton led the discussion. The Governance and Nominating Committee is charged with nominating candidates to serve as the Chair, Vice Chair, and third member of the Executive Committee. The Chair and Vice Chair are elected for a term of one year and may serve no more than three consecutive terms. The Committee discussed the election of Steve Case as Board Chair, Risa J. Lavizzo-Mourey as Vice Chair, and John Fahey as the third member of the Executive Committee. The Office of the Regents confirmed the interest of all candidates for service on the Board's Executive Committee.

## **ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 10:57 a.m.

## **EMAIL BALLOT**

Due to a lack of quorum at September Committee meeting, the Committee voted to approve the following motions via email ballot on September 25, 2020. John Fahey was recused from the vote.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Steve Case as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 2, 2021.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa J. Lavizzo-Mourey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 2, 2021.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of John Fahey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective February 2, 2021.

Respectfully submitted,  
John Fahey, Chair