

MINUTES OF THE OCTOBER 13, 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 October 13, 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; Chief of Staff to Representative Smith, Monica Didiuk; 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; Chief of Staff to Representative Matsui, Jeremy Marcus; Acting Inspector General Joan Mockeridge; and Chief of Staff to the Regents Porter Wilkinson.

CALL TO ORDER

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

REVIEW OF THE MAY 17, 2023, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the May 17, 2023, Committee meeting were approved.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to six (6) 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 six (6) Smithsonian Institution Advisory Boards.

NATIONAL MUSEUM OF THE AMERICAN LATINO APPOINTMENTS AND REAPPOINTMENTS

Next, the Committee was asked to consider the proposed slate of candidates for appointment or reappointment to the Board of Trustees of the National Museum of the American Latino (“NMAL”). In addition to the appointment of three (3) new candidates, the Committee reviewed the Board of Trustees’ request for the retroactive staggered reappointment of eight (8) inaugural members. Mr. Ferguson informed the Committee that the retroactive reappointments would maintain the 3-year terms established by the bylaws and not increase the individuals’ total years of service, while retaining the staggered terms for members appointed to the initial Board of Trustees.

Upon motions duly made and seconded, the Governance and Nominating Committee approved the following motions for recommendation to the Board of Regents:

VOTED that the Board of Regents appoints Carla Vernón, Ileana Musa, and Mike Suco to the Board of Trustees of the National Museum of the American Latino for a three-year term each, effective immediately.

VOTED that the Board of Regents reappoints José E. Feliciano, Soledad O'Brien, and Sofía Vergara to the Board of Trustees of the National Museum of the American Latino for a three-year term each, retroactive from June 14, 2022, to June 13, 2025.

VOTED that the Board of Regents reappoints Raul A. Anaya, Rick Gomez, Alberto Ibargüen, Margarita Paláu-Hernández, and José Luis Prado to the Board of Trustees of the National Museum of the American Latino for a three-year term each, retroactive from June 14, 2023, to June 13, 2026.

EMERITUS REAPPOINTMENT TO THE SMITHSONIAN AMERICAN ART MUSEUM

The Committee was also asked to consider the posthumous appointment of Dorothy Tapper Goldman as an emeritus member of the Commission of the Smithsonian American Art Museum (“SAAM”). Mr. Ferguson informed the Committee that by voting to appoint the emeritus member of the SAAM Commission, the Board would be voting to approve an exceptional posthumous emeritus appointment.

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 posthumous appointment of Dorothy Tapper Goldman as an emeritus member of the Commission of the Smithsonian American Art Museum, effective immediately.

PROPOSED AMENDMENTS TO THE SMITHSONIAN AMERICAN ART MUSEUM COMMISSION

The Committee then considered proposed amendments to the bylaws of the Smithsonian American Art Museum (“SAAM”) Commission. The proposed amendments include increasing the value of artwork that the Director may acquire at their discretion. The amendments also include clarification of the advisory role of the Commission; updated language related to the Smithsonian advisory board ethics statement and conflict-of-interest statement; the addition of language, pursuant to emeritus/alumni guidance for advisory boards; a revision to procedures governing paper and/or electronic ballots; and updated procedures and format for Board meetings. 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 approval by the Board of Regents of the proposed amendments to the bylaws of the Commission of the Smithsonian American Art Museum.

PROPOSED AMENDMENTS TO THE SMITHSONIAN NATIONAL BOARD

Next, the Committee reviewed the proposed amendments to the bylaws of the Smithsonian National Board (“SNB”). The proposed amendments include updated language related to alumni appointments, pursuant to emeritus/alumni guidance for advisory boards and revised language related to the Smithsonian advisory board ethics statement and conflict-of-interest statement. The amendments also include the removal of gender specific language, a decrease in board size, revised officer terms, the addition of non-SNB members on ad-hoc committees, and updated language to clarify participation standards and meeting formats. 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 Smithsonian National Board.

PROPOSED AMENDMENTS TO THE SITES I SA ADVISORY BOARD

Mr. Ferguson then led the Committee’s review of the proposed amendments to the bylaws of the Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations (“SITES I SA”) Advisory Board. The proposed amendments include updated language to reflect the current Smithsonian leadership and organization chart; revised language to expand

membership of the Executive Committee; modification to the Nominations and Membership Committee; updated language to formalize Alumni Committee membership, pursuant to the Smithsonian’s emeritus/alumni guidance for advisory boards; and revised language related to procedures and format for meetings. 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 SITES I SA Advisory 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: (1) *Pillar Explainer* educational videos developed through Our Shared Future: Reckoning with Our Racial Past; (2) “Creative Encounters: Living Religions in the U.S.” 2023 Folklife Festival program through the Center for Folklife and Cultural Heritage; (3) *Musical Thinking: New Video Art and Sonic Strategies* exhibition at the Smithsonian American Art Museum; and (4) Redesigning the Sexual Assault Kit, an event co-hosted by the Cooper Hewitt, Smithsonian Design Museum/National Museum of American History/Smithsonian American Women’s History Museum. The Committee also discussed upcoming exhibitions including *American Voices and Visions: Modern and Contemporary Art* at the Smithsonian American Art Museum; *John Akomfrah: Five Murmurations* at the National Museum of African Art; *An Atlas of Es Devlin* at the Cooper Hewitt, Smithsonian Design Museum; and *Recent Acquisitions* at the National Portrait Gallery.

PROPOSED AMENDMENTS TO THE AUDIT AND REVIEW COMMITTEE CHARTER

Next, Mr. Ferguson presented the proposed amendments to the Audit and Review Committee Charter. During routine review of the Audit and Review Committee Charter, the Office of the Inspector General proposed charter amendments to include updated language that would ensure consistency between the Committee Charter, the Bylaws of the Board of Regents, and the Inspector General Act. Mr. Ferguson noted that the proposed amendments were approved by the Audit and Review Committee at its meeting on August 7, 2023.

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 Audit and Review Committee Charter.

2023 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 2022 self-assessment, was updated for fiscal year 2023. The Committee endorsed the revisions and proposed distribution of the 2023 self-assessment following the October Board meeting.

INVESTMENT COMMITTEE MEMBERSHIP

Mr. Ferguson led a discussion on Investment Committee membership, specifically whether to appoint the Chair of the Board as a non-voting, ex officio member of the Investment Committee. Mr. Ferguson noted that revisions to the Bylaws of the Board of Regents are not required for this appointment, and it was recommended that the Regents retain the usual process for recommending Committee membership, which provides for the Governance and Nominating Committee to propose a committee roster for the Board's consideration at the January 2024 meeting.

EXECUTIVE SESSION

The Committee entered an executive session with the Secretary at approximately 10:50 a.m. to discuss membership matters related to the Asian Pacific American Center Advisory Board.

EXECUTIVE SESSION: ANNUAL REVIEW OF COMMITTEE CHARTER

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. No modifications to the Charter were proposed.

EXECUTIVE SESSION: 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, Barbara M. Barrett as Vice Chair, and Frank Raines as a member of the Executive Committee.

Upon motion duly made and seconded, the following motions were approved for recommendation to the Board:

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Risa Lavizzo-Mourey as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 30, 2024.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Barbara Barrett as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 30, 2024.

VOTED that the Governance and Nominating Committee recommends the election by the Board of Regents of Frank Raines as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 30, 2024.

ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 11:30 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair

EMAIL BALLOT

The Committee voted to approve the following motions via email ballot completed on July 31, 2023.

VOTED that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed slate of candidates for appointment or reappointment 11 Smithsonian Institution Advisory Boards.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian Astrophysical Observatory Advisory Board.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian Tropical Research Institute Advisory Board.