

## MINUTES OF THE MAY 8, 2024, 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 May 8, 2024. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Doris Matsui, Representative Adrian Smith, John Fahey, 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; 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; Chief Legal Officer Jennifer McIntyre; Acting Inspector General Joan Mockeridge; and Counselor 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. Mr. Ferguson also noted the new Inspector General Nicole L. Angarella will join the Smithsonian on May 20. The Committee thanked Joan Mockeridge for her service as Acting Inspector General.

### REVIEW OF THE MARCH 4, 2024, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 4, 2024, Committee meeting were approved.

### COMMITTEE CHARTER REVIEW

The Committee performed a provision-by-provision review of its Charter per its mandate to annually review and assess the Charter and evaluate its performance. The proposed amendment included adjusting Regent membership to seven (7) Regent 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 proposed amendments to the Governance and Nominating Committee Charter.

## PROPOSED AMENDMENTS TO THE BYLAWS OF THE BOARD OF REGENTS

Mr. Ferguson then presented the proposed amendments to the Bylaws of the Board of Regents. Following organizational changes proposed by the Secretary and approved by Congress in March 2024, 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.

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 §5.06 and §5.09 of the Bylaws of the Board of Regents.

## ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to 11 Smithsonian advisory boards was presented for the Committee's consideration. It was noted that Regent Frank Raines is a candidate for emeritus membership at the National Museum of African American History and Culture. It was also noted that Rosemary L. Ripley is being proposed as a candidate to the National Museum of Natural History Board; she is the daughter of S. Dillon Ripley, who served as Secretary of the Smithsonian from 1964-1984. Mr. Ferguson informed the Committee 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 eleven (11) Smithsonian Institution Advisory Boards.

## PROPOSED AMENDMENTS TO THE NASM ADVISORY BOARD

The Committee then considered proposed amendments to the bylaws of the National Air and Space Museum ("NASM") Advisory Board. The proposed amendments include modifying language to reflect the Smithsonian's current organizational structure. The amendments also include revised language to provide more flexibility in the length of terms of the Executive Committee and modified language regarding emeritus status to 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 Air and Space Museum Advisory Board.

### **CONFLICT OF INTEREST UPDATES**

Chief Legal Officer Jennifer McIntyre briefed the Committee on proposed updates to the annual Conflict of Interest declarations. The proposed amendments include updating the definition of immediate family to better align with the requirements applicable to Congressional and Executive Branch public filers. The Committee endorsed the proposed changes, to be included in the disclosure statement that each Regent files annually.

### **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) *WorldPride Washington DC 2025* celebration; (2) *In Slavery’s Wake: Making Black Freedom in the World* exhibition at the National Museum of African American History and Culture; and (3) *Voting by Mail: Civil War to Covid-19* exhibition at the National Postal Museum.

### **REPORT OF THE SECRETARY**

Secretary Bunch delivered the report of the Secretary and updated the Committee on his recent visit to the Smithsonian Astrophysical Observatory (“SAO”), which is part of the Center for Astrophysics | Harvard & Smithsonian. Research at SAO covers the full spectrum of astrophysics, from atomic physics to the Big Bang. The Secretary discussed both public events, including SAO’s popular public Observatory Night series, and events for the scientific community, including seminars, colloquia, conferences and workshops, luncheons, and endowed lectures. The Smithsonian plans to bring some of this programming to the National Mall. The Secretary will bring further updates to the Board at its October meeting.

Secretary Bunch also reported on his recent trip to Ireland to meet with Irish cultural leaders and university representatives. Several of the meetings focused on how museums and cultural institutions worldwide are addressing repatriation, human remains (both ancient and modern), and controversial contemporary topics.

### **EXECUTIVE SESSION**

The Committee entered into an executive session at approximately 10:51 a.m. to discuss the search for new citizen Regents to succeed Barbara Barrett, John Fahey, Risa Lavizzo-Mourey, and Michael Lynton when their terms expire in 2026.

## ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 11:10 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair

## EMAIL BALLOT

The Committee voted to approve the following motions via email ballot completed on March 12, 2024.

**VOTED** that the Governance and Nominating Committee recommends approval by the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, of the reappointment of Brenda Gaines to the Advisory Board of SITES and Smithsonian Affiliations for a final three-year term, effective April 1, 2024.

**VOTED** that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed appointment of Don Chen as co-chair of the Smithsonian Campaign for Our Shared Future and member of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chair of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointment.