

## **MINUTES OF THE SEPTEMBER 30, 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 September 30, 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 Inspector General Nicole Angarella; 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); Under Secretary for Museums and Culture Kevin Gover; Chief of Staff to Representative Smith, Josh Jackson; Chief of Staff to Representative Matsui, Jeremy Marcus; Chief Legal Officer Jennifer McIntyre; Assistant Secretary for Advancement Rob Spiller; and Counselor and Chief of Staff to the Regents Porter Wilkinson.

Korn Ferry consultants Nels Olson, Divina Gamble, Dayna Keene, and Ami Cammarota also participated in the meeting.

### **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 8, 2024, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the May 8, 2024, Committee meeting were approved.

### **ADVISORY BOARD BEST PRACTICE GUIDELINES**

Assistant Secretary for Advancement Rob Spiller briefed the Committee on updated recommendations regarding advisory board best practices and guidelines. In 2019 as part of an effort to ensure alignment with best practices and to address uniformity among the advisory boards, the Offices of Advancement, General Counsel, and the Regents developed the Advisory Board Best Practices document, which were endorsed by the Committee. The guidelines focus on recruitment and onboarding, philanthropy and fundraising, member engagement, advisory board operations and bylaws, and alumni and/or emeritus membership. Mr. Spiller informed the Committee that the guidelines were recently reviewed and updated recommendations include language related to new policies, advisory board operations, and diversity and inclusion. The guidelines will continue to serve as a reference for unit directors, board liaisons, and staff in their work with Smithsonian advisory boards.

## ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to five (5) 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 five (5) Smithsonian Institution Advisory Boards.

## 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) *Drag Story Hour + Set the Stage to Express Yourself* program at the Cooper Hewitt, Smithsonian Design Museum; (2) *Felix Gonzalez-Torres: Always to Return* exhibition at the Archives of American Art and the National Portrait Gallery; (3) *Climate Change: Aerospace Innovations for a Warming World* exhibition at the National Air and Space Museum; (4) *The Shape of Power: Stories of Race and American Sculpture* exhibition at the Smithsonian American Art Museum; (5) 4th Annual Smithsonian National Education Summit program; (6) Rapid Mass Spectrometric Analysis of Materials from the January 6, 2021, Attack on the United States Capitol Building journal article from the Museum Conservation Institute; and (7) *Religion Is Everywhere/La religión es omnipresente* exhibition at the National Museum of American History.

## 2024 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 2023 self-assessment, was updated for fiscal year 2024. The Committee endorsed the revisions and proposed distribution of the 2024 self-assessment following the October Board meeting.

## EXECUTIVE SESSION

The Committee entered into an executive session with executive search firm Korn Ferry at approximately 10:32 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.

## EXECUTIVE SESSION: BOARD LEADERSHIP ELECTIONS

The Committee discussed the nomination of individuals for Board leadership positions for 2025. The Committee discussed candidates to serve as Chair, Vice Chair, and as the third member of the Executive Committee, which will be considered at the October meeting of the Board of Regents.

## ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 11:20 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair

## EMAIL BALLOT

The Committee voted to approve the following motion via email ballot completed on May 17, 2024.

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the Compensation and Human Resources Committee Charter.

## EMAIL BALLOT

The Committee voted to approve the following motions via email ballot completed on August 1, 2024.

**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 16 Smithsonian Institution Advisory Boards.

**VOTED** that the Governance and Nominating Committee recommends approval by the Board of Regents of the reappointment of John Ryan and Michael Tuteur to the Smithsonian Astrophysical Observatory Advisory Board for a one-year extension of service, effective immediately.

**VOTED** that the Governance and Nominating Committee recommends that the Board of Regents approves the proposed amendments to the bylaws of the National Museum of the American Latino Board of Trustees.

**VOTED** that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed appointment of Kathy Hopinkah Hannan, Ph.D. 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.

## EMAIL BALLOT

The Committee also voted to approve the following motions via email ballot completed on October 16, 2024.

**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 28, 2025.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Frank Raines as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective January 28, 2025.

**VOTED** that the Governance and Nominating Committee recommends the election by the Board of Regents of Denise O'Leary as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective January 28, 2025.