

## MINUTES OF THE MARCH 4, 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 March 4, 2024. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Adrian Smith, John Fahey, and Denise M. O’Leary.

Also present by invitation of the Committee were Secretary Lonnie Bunch; Associate General Counsel Meghan Delaney Berroya; 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 Matsui, Jeremy Marcus; Acting Inspector General Joan Mockridge; 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.

### 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) *Final Revenge* publication with the Archives of American Art and National Portrait Gallery; (2) *Undocumented Organizing* two-part video series at the National Museum of American History; and (3) *Making Home: Smithsonian Design Triennial* exhibition at the Cooper Hewitt, Smithsonian Design Museum. The Committee also discussed upcoming exhibitions including *Change YOUR Game/ Cambia TU Juego* at the National Museum of American History, *Revolutions: Art from the Hirshhorn Collection, 1860-1960* at the Hirshhorn Museum and Sculpture Garden, and *Pattern and Paradox: The Quilts of Amish Women* at the Smithsonian American Art Museum.

### REPORT OF THE SECRETARY

Secretary Bunch delivered the report of the Secretary and updated the Committee on the giant panda program, federal funding, and the Smithsonian’s Human Remains Policy. The Secretary first informed the Committee that he is working with the Embassy of the People's Republic of China in the United States as well as the U.S. Fish and Wildlife Service to negotiate the return of the giant pandas at the Smithsonian’s National Zoo and Conservation Biology Institute.

Next, the Secretary updated the Committee on the fiscal year 2024 Federal budget. The Smithsonian is currently operating under a Continuing Resolution (“CR”). The Senate and House both passed H.R.7463 - Extension of Continuing Appropriations and Other Matters Act, 2024, which was signed into law by the President on March 1, 2024. The new CR supports the Smithsonian’s operations at FY 2023 funding levels through March 22, 2024. Secretary Bunch reminded the Committee that it is anticipated that the Smithsonian’s Federal budget will be significantly reduced, and leadership is preparing for the impacts of operating with reduced funding levels.

To conclude, the Secretary updated the Committee the Human Remains Task Force, which was established in early 2023. The Task Force completed its work and submitted its policy recommendations to the Secretary concerning human remains in the custody of Smithsonian units. On February 21, 2024, the Task Force's full report was published, and recommendations were released to the public. Senior leadership is providing guidance on how the Smithsonian will implement a permanent policy and help set the ethical standard for all cultural institutions in the years ahead.

#### **REVIEW OF THE DECEMBER 15, 2023, COMMITTEE MEETING MINUTES**

Upon motion duly made and seconded, the draft minutes of the December 15, 2023, Committee meeting were approved.

#### **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 Board approval of a change to a senior executive title from “Chief of Staff to the Board of Regents” to “Counselor and Chief of Staff to the Board of Regents,” conforming changes to the Bylaws of the Board of Regents are necessary to reflect the new title. Porter Wilkinson was recused from the discussion on the proposed bylaw amendments.

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 §5.08 of the Bylaws of the Board of Regents.

#### **CAMPAIGN CO-CHAIR APPOINTMENTS**

Next, the Committee reviewed the appointments of Jane Abraham and Lyndon Barrois, Sr., as co-chairs of the Smithsonian Campaign for Our Shared Future and members of the Advancement Committee, for terms to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign. The appointments were considered separately because they would be an exception to the term limit of six (6) years outlined by the Advancement

Committee Charter for non-Regent members. Mr. Ferguson noted that in 2021, the Board approved a similar exception for Advancement Committee Chair and Campaign Co-Chair Christine Udvar-Hazy. In 2022, the Board approved a similar exception for the six (6) current Co-Chairs of the Smithsonian Campaign for Our Shared Future. Most recently, the Board approved the extension of David Rubenstein’s term on the Advancement Committee in his role as an Ambassador for the Smithsonian Campaign for Our Shared Future

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 appointments of Jane Abraham and Lyndon Barrois, Sr. as co-chairs of the Smithsonian Campaign for Our Shared Future and members of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointments.

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

The proposed slate of candidates to 12 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 12 Smithsonian Institution Advisory Boards.

#### **NATIONAL ZOOLOGICAL PARK AND CONSERVATION BIOLOGY INSTITUTE REAPPOINTMENTS**

Next, the Committee was asked to consider the proposed slate of candidates for reappointment to the Advisory Board of the National Zoological Park and Conservation Biology Institute (“NZCBI”). The Committee reviewed the Advisory Board’s request for the retroactive staggered reappointment of six (6) members and two (2) emeritus 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 reappoints Elliott Ferguson to the Advisory Board of the National Zoological Park and Conservation Biology Institute for a three-year term, retroactive from April 1, 2022, to April 1, 2025.

**VOTED** that the Board of Regents reappoints Stephanie Cutter and Ken Lore to the Advisory Board of the National Zoological Park and Conservation Biology Institute for three-year terms each, retroactive from February 1, 2023, to February 1, 2026.

**VOTED** that the Board of Regents reappoints Ginni Drier and Nels Olson to the Advisory Board of the National Zoological Park and Conservation Biology Institute for three-year terms each, retroactive from September 1, 2023, to September 1, 2026.

**VOTED** that the Board of Regents reappoints Terry Prather to the Advisory Board of the National Zoological Park and Conservation Biology Institute for a three-year term, retroactive from February 1, 2024, to February 1, 2027.

**VOTED** that the Board of Regents reappoints Hal Brierley and Ziad Ojakli as emeritus members to the Advisory Board of the National Zoological Park and Conservation Biology Institute for five-year terms each, retroactive from March 1, 2024, to March 1, 2029.

## **EXECUTIVE SESSION**

The Committee immediately entered into an executive session at approximately 10:52 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. The Committee agreed to begin the process to engage an executive search firm to assist with the search.

## **ADJOURNMENT**

There being no further business to consider, the meeting adjourned at approximately 11:15 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair