

## MINUTES OF THE MAY 10, 2022, 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 10, 2022. Participating were Committee Chair Ambassador Barbara M. Barrett and Committee members Representative Doris Matsui, Representative Adrian Smith, 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, Deputy Chief of Staff to the Regents Kate Forester, Special Assistant to the Regents Mallory Gianola (recorder), Senior Adviser to Senator Leahy Kevin McDonald, and Chief of Staff to the Regents Porter Wilkinson.

### CALL TO ORDER

Committee Chair Ambassador Barbara M. Barrett called the meeting to order at 1:00 p.m. and reviewed the agenda.

### REVIEW OF THE MARCH 16, 2022, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the March 16, 2022, Committee meeting were approved without modification.

### ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The Committee reviewed the proposed slate of candidates for appointment or reappointment to eight Smithsonian advisory boards. Ambassador Barrett informed the Committee that the candidates presented for consideration have the support of the respective unit advisory board, the unit director, the relevant Under Secretary, the Assistant Secretary for Advancement, and the Secretary.

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

**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 eight (8) Smithsonian Institution Advisory Boards.

## EXECUTIVE SESSION

The Committee entered an executive session at approximately 1:07 p.m. to discuss confidential matters pertaining to the Board, including the potential restructuring and future direction of the Strategy, Innovation, and Technology Committee; the search for a new citizen Regent to succeed Steve Case when his term expires in April 2023; Smithsonian staff attendance at the regular meetings of the Board of Regents, stemming from Smithsonian organizational changes that were approved by Congress in May 2020; and proposed amendments to the Bylaws of the Board of Regents to create a Chair Emeritus status.

Additionally, 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 confers the title of Regent Emeritus on David M. Rubenstein with deep gratitude for the outstanding service he has provided, and will continue to provide, to the Board of Regents and the Smithsonian Institution.

## ADJOURNMENT

There being no further business to consider, the meeting adjourned at approximately 2:03 p.m.

Respectfully submitted,

Ambassador Barbara M. Barrett, Chair