

MINUTES OF THE MAY 17, 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 meeting on May 17, 2023. Participating were Committee Chair Roger W. Ferguson, Jr. and Committee members Representative Doris Matsui, Representative Adrian Smith, and Denise M. O’Leary.

Also present by invitation of the Committee were Chief of Staff to the Secretary Greg Bettwy, Acting General Counsel Farleigh Earhart, 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, 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 MARCH 6, 2023, COMMITTEE MEETING MINUTES

The Committee reviewed the draft minutes of the March 6, 2023, meeting.

ORDER OF JAMES SMITHSON NOMINATION

Next, the Committee discussed two nominations to the Order of James Smithson. The Board of Regents established the Order of James Smithson in 1983 to recognize inspirational and impactful contributions to the Smithsonian. The first nomination recognized Elizabeth “Betty” MacMillan for her long-standing support and significant contributions to the Smithsonian Institution, including service on the Smithsonian National Board, the National Museum of American History Board of Directors, and the Smithsonian American Art Museum Commission. The second nomination recognized Roger W. Sant for his long-standing support and significant contributions to the Smithsonian Institution, including service on the National Museum of Natural History Board of Directors, the Smithsonian Campaign Steering Committee, and the Board of Regents and its affiliated committees.

ADVISORY BOARD APPOINTMENTS AND REAPPOINTMENTS

The proposed slate of candidates to nine (9) 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.

DISSOLUTION OF ADVISORY BOARD OF THE SMITHSONIAN LATINO CENTER

The Committee then was asked to consider the dissolution of the advisory board of the Smithsonian Latino Center (“Smithsonian National Latino Board”) to reflect the integration of the Smithsonian Latino Center into the National Museum of the American Latino. Mr. Ferguson informed the Committee that all members of the advisory board of the Smithsonian Latino Center have completed their appointed terms, and no new appointments will be made going forward. The National Museum of the American Latino Board of Trustees was established by Congress in the museum’s founding legislation, and it will serve as the sole advisory board of the National Museum of the American Latino.

BOARD TERMS FOR THE NEW MUSEUMS

Roger Ferguson led a preliminary discussion on whether and how to extend board terms for the new museums inaugural advisory board members – current and future members who join during the planning phase – of the Smithsonian American Women’s History Museum (“SAWHM”) and the National Museum of the American Latino (“NMAL”).

EXHIBITION CALENDAR AND PUBLIC PROGRAMMING

Under Secretary for Museums and Culture Kevin Gover reported on public programming activities and reviewed the exhibition calendar. Mr. Gover highlighted four exhibitions opening in the coming months: *Sharing Honors and Burdens: Renwick Invitational 2023* at the Smithsonian American Art Museum and its Renwick Gallery, *One Life: Frederick Douglass and Duty, Honor, Country: Antebellum Portraits of West Pointers* at the National Portrait Gallery, and *Unseen Connections: Natural Histories of the Cell Phone* at the National Museum of Natural History.

EXECUTIVE SESSION

The Committee entered into an executive session at approximately 10:25 a.m. to discuss the vetting process for Regent nominees, certain reappointments to the Asian Pacific American Center Advisory Board, revisions to the Regents’ travel reimbursement policy, Executive Committee membership for 2024, and recognition of a former Regent.

ADJOURNMENT

With no further business to consider, the meeting adjourned at approximately 11:21 a.m.

Respectfully submitted,

Roger W. Ferguson, Jr., Chair

EMAIL BALLOT

Due to a lack of quorum at the scheduled meeting, the Committee voted to approve the following motions via email ballot sent on May 19, 2023. Representative Doris Matsui was recused from the vote on the second nomination to the Order of James Smithson due to her relationship with the nominee.

VOTED that the Governance and Nominating Committee approves the minutes of the March 6, 2023, meeting.

VOTED that Governance and Nominating Committee recommends that the Board of Regents approves the nomination of Elizabeth S. MacMillan to the Order of James Smithson.

VOTED that Governance and Nominating Committee recommends that the Board of Regents approves the nomination of Roger W. Sant to the Order of James Smithson.

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 nine (9) Smithsonian Institution Advisory Boards.

VOTED that the Governance and Nominating Committee recommends that the Board of Regents approves the dissolution of the advisory board of the Smithsonian Latino Center ("Smithsonian National Latino Board").

VOTED that the Governance and Nominating Committee recommends that the Board of Regents confers the title of Regent Emeritus on Steve Case with deep gratitude for the outstanding service he has provided, and will continue to provide, to the Board of Regents and the Smithsonian Institution.