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Smithsonian Institution

Office of General Counsel

VIA ELECTRONIC MAIL

March 16, 2022

Re: Your Request for Smithsonian Records (request number 081623432)

This responds to your request, dated and received in this Office on March 14, 2022, for copies of “Meeting Minutes from the Board of Regents Meetings during Calendar Years 2020 and 2021.” The Smithsonian responds to requests for records in accordance with Smithsonian Directive 807 – Requests for Smithsonian Institution Information (SD 807) and applies a presumption of disclosure when processing such requests. The policy is posted on our website at <http://www.si.edu/OGC/Records-Requests>.

Please be advised that the Board of Regents’ meeting minutes are available to the public at <https://www.si.edu/regents/minutes>, but the requested records are also included here for your convenience. All 94 pages are appropriate for release without redaction and are provided in their entirety.

This concludes the Smithsonian’s response to your request. Thank you for your interest in the Smithsonian.

Best Wishes,

A handwritten signature in cursive script that reads "Jessica Sanet".

Jessica Sanet
Assistant General Counsel

Enclosures

You have the right to appeal a partial or full denial of your request. Your appeal must be in writing, addressed to the Smithsonian Institution Office of General Counsel at the address below, SIRecordsReg@si.edu, or (202) 357-4310 (fax number), and made within sixty days from the date of this response letter. Your letter must explain your reason(s) for the appeal. The Smithsonian Deputy Secretary and Chief Operating Officer will decide your appeal and will respond to you in writing. You also have the right to request mediation services from the Office of Government Information Services (OGIS), within the National Archives and Records Administration, to resolve disputes about the withholding of information. Your request for mediation should include language authorizing OGIS to make inquiries on your behalf, including the right to review all documentation that OGIS deems necessary regarding your request. You should note that you understand that any documents you provide to OGIS, except those provided in confidence, may be copied and forwarded to Smithsonian Institution officials as a part of the dispute resolution process.

DRAFT MINUTES OF THE JANUARY 27, 2020, MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, January 27, 2020. The Board conducted morning, afternoon, and executive sessions at the Smithsonian Castle in Washington, D.C. Board Chair David M. Rubenstein welcomed Regents and staff and called the meeting to order at 9:30 a.m. Also present were Regents:

Senator John Boozman¹
Senator Patrick J. Leahy¹
Senator David Perdue¹
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative John Shimkus

Steve Case, Vice Chair
John Fahey
Risa J. Lavizzo-Mourey
Michael Lynton
John W. McCarter, Jr.

Denise O’Leary, Nominated Regent
Dennis Keller, Smithsonian National Board Chair

The Chief Justice, The Vice President, Roger W. Ferguson, Jr., and Michael Govan were unable to attend the meeting.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Victor Castillo, Office of Representative Roybal-Allard
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents
(recorder)
Madeleine Granda, Office of Senator Leahy
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Richard Kurin, Distinguished Scholar and Ambassador-at-Large²
Judith Leonard, General Counsel
Stephanie Lightfoot, Office of Senator Perdue
Julissa Marenco, Assistant Secretary for
Communications and External Affairs and Chief
Marketing Officer

Era Marshall, Director for the Office of Equal
Employment and Minority Affairs
Darren Milligan, Senior Digital Strategist, Smithsonian
Center for Learning and Digital Access³
Mike McCarthy, Acting Under Secretary for Finance &
Administration
Ruki Neuhold-Ravikumar, Interim Associate Provost
for Education and Access³
Stephanie L. Norby, Director, Smithsonian Center for
Learning and Digital Access³
Meroë Park, Deputy Secretary and Chief Operating
Officer
Craig Roberts, Office of Representative Shimkus
Robert J. Spiller, Assistant Secretary for
Advancement
Kyle Victor, Office of Representative Matsui
Porter N. Wilkinson, Chief of Staff to the Regents

¹ Participated in the morning session only

² Participated in the lunch program only

³ Participated in the Learning Lab demonstration only

MORNING SESSION

EXECUTIVE SESSION: PAY EQUITY ANALYSIS

Pay Equity Analysis

The meeting of the Board of Regents began with an executive session. Board and Executive Committee Chair David M. Rubenstein called the executive session to order at 9:30 a.m. Mr. Rubenstein then turned the meeting over to John Fahey, Chair of the Compensation and Human Resources Committee, to brief the Board on the results of the internal pay equity analysis conducted by the Board's compensation consultant Pearl Meyer. The assessment identified job-based and incumbent-based factors that are currently influencing internal pay levels, and did not find any bias in predicting pay levels based on gender, race, or ethnicity.

EXECUTIVE SESSION: 2020 COMPENSATION RECOMMENDATIONS FOR SENIOR EXECUTIVES

2020 Senior Executive Compensation

Mr. Fahey also led the Board's annual discussion and review of the proposed senior executive compensation decisions for fiscal year 2020. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee's 2020 compensation recommendations for senior executive positions.

See attached Actions 2020.01.01 (*Minutes of the Board of Regents, Appendix A*).

EXECUTIVE SESSION: PROPOSED ALTERNATIVE COMPENSATION APPROACH FOR SENIOR EXECUTIVES

Proposed Pay Band Approach for Trust Market-Based Positions

Next, Mr. Fahey updated the Regents on the proposed pay band approach to compensation, which will facilitate pay setting for Trust market-based executive positions. The Compensation and Human Resources Committee, along with the Board's compensation consultant Pearl Meyer, will develop pay ranges for senior level market-based positions, including guidelines for executive pay setting and administration. The new approach will help the Institution ensure internal salary alignment and increase transparency around compensation among Trust executives.

EXECUTIVE SESSION: 2020 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

2020 Committee Chairmanships and Memberships

The Board was then asked to approve the proposed roster of Regent committee chairmanships and memberships for 2020. By tradition, Citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Mr. Fahey noted that members and chairs would serve in their roles until January 2021. Upon motion

duly made and seconded, the Board voted to approve the proposed committee assignments and chairmanships and recommended that the Chancellor make the necessary appointments.

See attached Actions 2020.01.02 (*Minutes of the Board of Regents, Appendix A*).

EXECUTIVE SESSION: REGENTS' 2019 SELF-ASSESSMENT

Review of 2019 Regents' Self-Assessment

Governance and Nominating Committee Chair John Fahey also briefed the Board on the results of the fiscal year 2019 Regents' self-assessment, which was circulated to the Board on October 29, 2019. The assessment results indicated general agreement on Board roles, structure, practices, and strategic priorities.

EXECUTIVE SESSION: NEW REGENT SEARCH

New Regent Search

Mr. Fahey then led the Board's discussion on the search for a new citizen Regent to replace John McCarter, when his term expires in March 2020. The Board will refocus its efforts to fill the upcoming vacancy after prioritizing the vacancy created by the unplanned departure of Barbara Barrett in October 2019. The Regents reviewed a proposed slate of potential citizen Regent candidates and discussed the experience, knowledge, and perspectives desired to complement the current Board membership.

EXECUTIVE SESSION: AMENDMENT TO THE COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

Amendment to the Compensation and Human Resources Committee Charter

The Regents were then asked to review and approve an amendment to the Compensation and Human Resources Committee Charter that includes an addition to the responsibilities of the Committee and clarifies the reporting of information related to sexual harassment complaints and workplace culture to the Board of Regents. The Committee will receive complaints involving high-ranking people; repeat offenders; a frequency of complaints indicating a toxic culture; a minor; and anything that poses a material risk to the Institution. Senior management will implement the appropriate reporting procedures. Upon motion duly made and seconded, the Board voted to approve the proposed amendment to the Compensation and Human Resources Committee Charter.

See attached Actions 2020.01.03 (*Minutes of the Board of Regents, Appendix A*).

EXECUTIVE SESSION: UPDATE FROM THE SECRETARY

Update from the Secretary

To conclude the executive session, the Secretary briefed the Regents on personnel matters.

The executive session adjourned at 10:22 a.m.

OPEN SESSION

Welcome

Smithsonian and Regent staff members entered the room and the meeting reconvened. Mr. Rubenstein called the open session to order at 10:31 a.m.

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Recognition of Regent John McCarter

Mr. Rubenstein began his report by acknowledging the final meeting for Regent John McCarter. Mr. McCarter began his first term as a Regent in 2008, chaired the Board from 2014 to 2017, and was an active participant and leader on multiple Regent committees. Mr. Rubenstein also noted Mr. McCarter's advocacy and fundraising support within the Chicago community. The Board applauded Mr. McCarter for his service on the Board of Regents and contributions to the Smithsonian.

New Deputy Secretary and Chief Operating Officer

The Board welcomed the Smithsonian's new Deputy Secretary and Chief Operating Officer Meroë Park. Effective January 27, 2020, Ms. Park will oversee the Smithsonian's day-to-day activities across the museums, research centers, and education organizations, as well as administrative and support functions.

April Strategic Meeting

Mr. Rubenstein then provided an update on the Regents' strategic meeting. The April 2020 meeting will provide a deep-dive on the Secretary's stated priorities under the Strategic Plan including a virtual Smithsonian, K-12 education, and convening on relevant topics.

Board Leadership

The January Regents' meeting served as Mr. Rubenstein's final meeting as Chair of the Board. He thanked his colleagues on the Board for the opportunity to serve as Chair for the past three years. For the remainder of the calendar year 2020 term, Steve Case will serve as Board Chair and Risa J. Lavizzo-Mourey will serve as Vice Chair. Mr. Rubenstein will serve as the third member of the Executive Committee.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's approval. Action items listed on the January 27, 2020, Agenda include: the approval of minutes from the October 21, 2019, Regents' meeting; the appointment and reappointment of candidates to 14 Smithsonian Advisory Boards; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2020.01.04 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Mr. Rubenstein provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Compensation and Human Resources Committee; Investment Committee; Strategy, Innovation, and Technology Committee; Smithsonian National Board; and Office of Government Relations.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee held a teleconference meeting on January 8, 2020. During the meeting, the Committee reviewed notable gifts and grants received since the September 24, 2019, meeting and voted to recommend three gift actions and one administrative action to the Board of Regents. The Committee also received an update on preliminary plans for the next Smithsonian fundraising campaign. The Assistant Secretary for Advancement briefed the Committee on the progress of fiscal year 2020 fundraising. As of November 30, 2019, the Smithsonian had raised \$23.99 million towards its \$230 million goal.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee met on December 10, 2019, and January 14, 2020. During the meetings, the Committee voted to recommend one motion requiring action of the Board of Regents, an amendment to the Committee Charter. Additionally, the Committee discussed an alternative executive compensation pay band approach for Trust market-based positions, reviewed the results of the internal pay equity analysis, and approved fiscal year 2020 compensation recommendations for senior executives.

Written Report of the Investment Committee

Written Report of the Investment Committee

The Investment Committee met on October 9, 2019, and reviewed the investment portfolio performance. The Committee also discussed potential investment and governance strategies in the life science industry. The Smithsonian Endowment ended the year with assets of \$1,700.7 million as of September 30, 2019, an increase of \$98.9 million since October 1, 2018. Against the Cambridge Associates peer universe of endowments and foundations, the Smithsonian ranks in the first decile for all periods, including trailing one, three, five and ten-year periods.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee met on December 9, 2019. During the meeting, the Committee reviewed the exhibition calendar to provide guidance and direction on any exhibit that may generate greater than normal stakeholder interest. The Provost and Under Secretary for Museums, Education, and Research briefed the Committee on the exhibitions, programming, events, and education and outreach programs planned for the 2020 Year of Earth Optimism. The Committee also engaged in a discussion with the Secretary about his strategic vision and priorities for the Institution.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board

The Smithsonian National Board (“SNB”) held its fall meeting and alumni reunion October 24 through 26, 2019, in Washington, D.C. The fall meeting and corresponding activities focused on the Smithsonian’s fourth strategic plan goal: *Understanding and Impacting 21st Century Audiences*. The meeting was Dennis Keller’s first as Chair of the Smithsonian National Board. Members devoted a significant portion of the business meeting to a guided discussion with Secretary Bunch on his vision for the Smithsonian, partnering and utilizing the SNB to support strategic priorities, and expanding the Smithsonian’s reach.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations (“OGR”) reported that on December 20, 2019, the President signed the Further Consolidated Appropriations Act, 2020 (HR 1865). For the Smithsonian, the Act provides a total of \$1,047.4 million, including \$793.7 million for Salaries and Expenses and \$253.7 million for Facilities Capital. The Act includes a \$3 million increase for both the American Women’s History Initiative and Latino Center initiatives, as well as ongoing support for the revitalization of the National Air and Space Museum

Smithsonian Legislation

In addition, OGR reported on legislation introduced by the Smithsonian. On January 9, 2020, S.J. Res. 65, S.J. Res. 66, and S.J. Res. 67 were introduced by Senator Regents John Boozman, Patrick Leahy, and David Perdue and passed without Amendment under Unanimous Consent. S.J. Res 66 provides for the appointment of Denise O’Leary to a first term on the Board of Regents, while S.J. Res. 65 and 67 provide for the reappointments of John Fahey and Risa J. Lavizzo-Mourey to a second term. The bills were all referred to the Committee on House Administration on January 13, 2020.

Congressional Engagement

OGR engaged in several Congressional briefings and hearings on Latino initiatives, deferred maintenance, the consolidated administrative headquarters building, the Secretary’s vision for the Institution, and the Smithsonian’s Space on the Hill partnership with the American Astronomical Society.

REPORT OF THE FACILITIES COMMITTEE

Report of the Facilities Committee

Chair of the Facilities Committee John McCarter gave the Committee's report and presented one action item for the Board's consideration: approval of the design of the National Native American Veterans Memorial. By act of Congress, the National Museum of the American Indian will establish a National Native American Veterans Memorial. Through a juried, two-stage, international design competition, the National Native American Veterans Memorial jury unanimously selected a design by award-winning artist and Marine Corps veteran Harvey Pratt, a citizen of the Cheyenne and Arapaho Tribes of Oklahoma. The design incorporates water for sacred ceremonies, benches for gathering and reflection, and four lances where veterans, family members, tribal leaders, and others can tie cloths for prayers and healing. Upon motion duly made and seconded, the Board voted to approve the design for the National Native American Veterans memorial.

See attached Actions 2020.01.05 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE FINANCE COMMITTEE

Report of the Finance Committee

Mr. Rubenstein delivered the report of the Finance Committee and led the Board's review and approval of the fiscal year 2021 federal budget submission to Congress. The Institution will submit to Congress a total budget request for fiscal year 2021 of \$1,110.3 million, which includes \$820.3 million for Salaries and Expenses, and \$290 million for Facilities Capital. The settlement reflects the amount the President will include in his overall fiscal year 2021 budget submission to Congress. Upon motion duly made and seconded, the Board voted to approve the fiscal year 2021 federal budget submission.

See attached Actions 2020.01.06 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE AUDIT AND REVIEW COMMITTEE

Report of the Audit and Review Committee

Chair of the Audit and Review Committee Risa J. Lavizzo-Mourey briefed the Board on the draft audit results for the fiscal year 2019 financial statements from the Smithsonian's external auditors, KPMG. The audit was completed in accordance with professional standards, and KPMG issued its independent auditor's report on the statement of the Smithsonian Institution's financial position as of September 30, 2019. For fiscal year 2019, KPMG expressed an unmodified opinion, but did report a significant deficiency. Dr. Lavizzo-Mourey informed the Board that the Committee will be working closely with Smithsonian management, KPMG, and the Inspector General to address the deficiency.

REPORT OF THE SECRETARY

Deputy Secretary and Chief Operating Officer

Secretary Bunch updated the Board on the state of the Smithsonian Institution. The Secretary expressed his enthusiasm for the addition of Deputy Secretary and Chief Operating Officer Meroë Park as part of the Smithsonian's leadership team, and her ability to assist in building a nimble, cost-effective, and responsive administrative infrastructure.

Office of Government Relations

The Secretary also briefed the Regents on his work with the Office of Government Relations, including congressional briefings related to the Smithsonian's consolidated administrative headquarters and the executive search currently underway for a Director of Government Relations to provide advice, insight, analysis, and coordination with respect to legislative and political activities related to the programs and activities of the Smithsonian Institution.

Smithsonian Campaign

Next, the Secretary provided an update on the initial planning efforts for a new Smithsonian fundraising campaign. The preliminary timeframe targets an internal launch of the campaign in fall of 2021, followed by a public launch in early 2023, and conclusion in 2026.

Media Relations

Secretary Bunch also provided an overview of media relations and outreach efforts to expand the Smithsonian's reach, relevance, and impact. In February, the TODAY Show will debut a series entitled "Object Lessons," a special collaboration between the Smithsonian and NBC. The series, a first of its kind, will highlight objects in the Smithsonian's collections from several museums across the Institution, and bring to light the historical significance of each object while drawing a connection to a living person or modern-day event.

V&A Collaboration in London

The Secretary then updated the Board on the status of the collaboration with the Victoria and Albert Museum ("V&A") in London. The Smithsonian will not have a permanent presence in London. The Institution plans to refocus its involvement to better align with the Secretary's strategic priorities of education, diversity and inclusion, and museum leadership development. The Smithsonian will co-curate a gallery with V&A that will bridge art, design, science and the humanities. The exhibit will run for two years with a scheduled public opening in 2023. In addition, the Smithsonian will work with the London Legacy Development Corporation to expand the Shared Training and Employment Program ("STEP"), a cultural exchange program for young adults in East London and Washington, D.C.

Open Access Initiative

The Secretary then briefed the Board on the Smithsonian Open Access Initiative, which will be announced in February, and will effectively release 3.3 million 2D and 3D images into the public domain with the internationally recognized Creative Commons license. With the announcement, the Smithsonian will launch a variety of platforms to make its collections media, collections data, and research data available for educational and research endeavors, creative reuse, computational analysis, and innovative explorations. The Secretary emphasized that the Open Access Initiative is a foundational step in implementing the

Smithsonian’s strategic goal to “Reach 1 billion people a year with a digital-first strategy.”

Earth Optimism 2020

In celebration of the 50th anniversary of Earth Day, the Smithsonian will host the 2020 Earth Optimism Summit in Washington, DC. The Summit will highlight stories of both small- and large-scale actions that help shape the conservation narrative to one of optimism and opportunity. The Secretary and Regents expressed their enthusiasm for the event to engage young audiences.

American Women’s History Initiative

To conclude, the Secretary reported on the progress of the American Women’s History Initiative (“AWHI”). AWHI will create, disseminate, and amplify the historical record of the accomplishments of American women through a digital-first mission and focus. Secretary Bunch provided an update on the search for a director to oversee the initiative, and highlighted the re-launched AWHI website, which includes new information and a digital compendium to the AWHI publication, *Smithsonian American Women*, which features information, collections, and videos on activism, education, work, and more.

Following the report of the Secretary, the Board adjourned to the luncheon program at approximately 11:32 a.m.

LUNCH: A DISCUSSION WITH DISTINGUISHED SCHOLAR AND AMBASSADOR-AT-LARGE RICHARD KURIN

Luncheon Program

At the January 27, 2020, meeting, Distinguished Scholar and Ambassador-at-Large Richard Kurin hosted a conversation with outgoing Board and Executive Committee Chair David M. Rubenstein, which focused on Mr. Rubenstein’s service on the Board of Regents, his patriotic philanthropy, and his role as an American businessperson and historical and cultural advocate.

AFTERNOON SESSION

Mr. Rubenstein called the open session to order at approximately 1:00 p.m. and reviewed the remainder of the Board’s business agenda.

SMITHSONIAN BRANDING STRATEGY

Smithsonian Branding Strategy

Assistant Secretary for Communications and External Affairs and Chief Marketing Officer Julissa Marengo led the Board’s discussion on the strategies of the Smithsonian brand. Specifically, she discussed the overall branding strategy as it relates to individual units such as the Smithsonian’s National Museum of Asian Art. Ms. Marengo noted that the rebranding will not replace the museum’s legal names — the Freer Gallery of Art and the Arthur M. Sackler Gallery – but will raise the visibility of the two galleries, clarify the missions and visions of the joint institutions, strengthen the association with the trusted Smithsonian name, and help the museums maximize their reach, relevance, and impact. To support

forward-thinking, interdisciplinary, and cross-Smithsonian activities, an updated and cohesive Smithsonian brand will identify and unify all museums, galleries, the Zoo, research centers, education centers, and mission-support offices to achieve the Strategic Plan Goal: One Smithsonian.

STRATEGIC PRIORITIES OF THE SECRETARY

Strategic Priorities of the Secretary

Secretary Bunch briefed the Board on his strategic priorities and vision for the Smithsonian, focusing on two main priorities: the virtual Smithsonian and education. As part of the Secretary's strategic discussion, Senior Digital Strategist at the Smithsonian Center for Learning and Digital Access Darren Milligan hosted a demonstration of the Smithsonian's Learning Lab. The Learning Lab is a free, interactive platform for discovering millions of authentic digital resources, creating content with online tools, and sharing in the Smithsonian's expansive community of knowledge and learning. Many of the website's features are designed to support the learning needs of teachers and students in K-12 classrooms, higher education, and other blended learning environments. Mr. Milligan's demonstration highlighted that as users build and publish the resource collections and activities they have created, the Learning Lab becomes an ever-richer source of knowledge and ideas and a more collaborative community. The Learning Lab was named the Best Education Website in the 23rd Annual Webby Awards, and as of January 2020 had 1.2 million unique users and over 80,000 registered users.

CLOSING REMARKS

Closing Remarks

Retiring Regent John McCarter gave brief remarks reflecting on his 12-year tenure on the Board, and shared his aspirations for the Regents as they work together with Secretary Bunch and Chair-elect Steve Case to advance the mission and vision of the Smithsonian. Mr. McCarter also recognized the contributions of David Rubenstein during his time as Chair of the Board. The Regents applauded both men for their transformational leadership, extraordinary commitment to the Institution, and exceptional service on the Board of Regents.

EXECUTIVE SESSION: "GATEKEEPER" REPORTS

Executive Session: "Gatekeeper" Reports

The Board then conducted an executive session with the Smithsonian's Gatekeepers, including the Secretary, Deputy Under Secretary and Chief Operating Officer, Acting Under Secretary for Finance and Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 2:11 p.m., after which Mr. Rubenstein, Mr. Case, and the Secretary moved to a separate room in The Castle to address questions from the media.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE JANUARY 27, 2020, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents approves the Compensation and Humans Resources Committee's 2020 compensation recommendations for senior executive positions. [2020.01.01]

VOTED that the Board of Regents approves the proposed committee chairmanship and member assignments for 2020 and requests that the Chancellor make the necessary appointments. [2020.01.02]

VOTED that the Board of Regents approves the proposed amendments to the Compensation and Human Resources Committee Charter. [2020.01.03]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2020.01.04]

VOTED that the Board of Regents approves the minutes of the October 21, 2019, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 14 Smithsonian advisory boards.

VOTED that the Board of Regents recognizes the generosity of Major General William A. Anders, USAF (Ret.) and Mrs. Valerie E. Anders and names the Valerie Anders Seminar Room at the Smithsonian Tropical Research Center's Center for Tropical Paleocology and Archeology for 20 years or until the next major renovation, whichever occurs later, and the Valerie Anders Amazonia Field Station, while the current field station is active, but for no more than 20 years.

VOTED that the Board of Regents approves a gift to the National Air and Space Museum. At the request of the donor, details will remain confidential until publicly announced.

VOTED that the Board of Regents recognizes the generosity of Bank of America Charitable Foundation Inc. and Bank of America Corporation and names the Bank of America Special Exhibitions Gallery for 20 years.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the National Zoo and Conservation Biology Institute to support the mission of the Conservation Biology Institute. Further, the Board authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the design, selected following a design competition held by the National Congress of American Indians and the National Museum of the American Indian, for the National Native American Veterans Memorial. [2020.01.05]

VOTED that the Board of Regents authorizes the Secretary to submit to Congress a federal budget request for appropriated funds for fiscal year 2021 as part of the President's budget in the amount of \$1,110.3 million, as negotiated with the Office of Management and Budget ("OMB"), and authorizes the Secretary to inform OMB and Congress fully about the implications of the President's budget for the mission and priorities of the Smithsonian. [2020.01.06]

DRAFT MINUTES OF THE APRIL 6, 2020, TELECONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, April 6, 2020. In light of the COVID-19 (Coronavirus) pandemic, the Board conducted the scheduled business meeting telephonically. Board Chair Steve Case welcomed Regents and staff participating by phone and called the meeting to order at 9:30 a.m. Also participating were Regents:

Senator John Boozman
Senator Patrick J. Leahy
Senator David Perdue
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative John Shimkus

Mr. John Fahey
Mr. Roger W. Ferguson, Jr.
Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael Lynton
Mr. David M. Rubenstein

Ms. Denise O’Leary, Nominated Regent
Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Chief Justice John G. Roberts, Jr. and Vice President Michael R. Pence were unable to participate in the meeting.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Roger Brissenden, Acting Lead for Science and Research
Victor Castillo, Office of Representative Roybal-Allard
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Acting Provost and Director of the National Museum of the American Indian
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Judith Leonard, General Counsel
Stephanie Lightfoot, Office of Senator Perdue
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Era Marshall, Director for the Office of Equal Employment and Minority Affairs
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Lead for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Craig Roberts, Office of Representative Shimkus
Vernon L. Simms, Director of the Office of Government Relations
Robert J. Spiller, Assistant Secretary for Advancement
Porter N. Wilkinson, Chief of Staff to the Regents

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome

Board and Executive Committee Chair Steve Case began the meeting of the Board of Regents by delivering his inaugural report as Chair. Mr. Case noted that April is typically the Regents' strategic meeting, which was delayed in light of the circumstances surrounding COVID-19 (Coronavirus). The Regents' will continue to monitor stay-at-home orders and social-distancing guidelines to determine if the Board can proceed with an in-person meeting in June. Mr. Case acknowledged that despite the various challenges in the current environment, the Smithsonian has continued to move forward on two key strategic initiatives: building a more unified and collaborative "One Smithsonian" and integrating a digital first strategy to create the Virtual Smithsonian.

New Leadership Positions

Next, Mr. Case introduced four individuals who are serving in new leadership positions as the Institution pivots towards a new organizational structure to be approved by Congress. These roles will work with Deputy Secretary and Chief Operating Officer Meroë Park on pan-Institutional initiatives. He welcomed Acting Lead for Science and Research Roger Brissenden, Acting Provost Kevin Gover, Acting Lead for Education Ruki Neuhold-Ravikumar, and Under Secretary for Administration Mike McCarthy.

New Director of the Office of Government Relations

Mr. Case also welcomed the Smithsonian's new Director of the Office of Government Relations Vernon L. Simms. Mr. Simms will oversee and continue to strengthen the Smithsonian's relationship with Congress, the White House, the Office of Management and Budget, and government officials at the state and local levels.

Recognition of Regent Representative John Shimkus

Mr. Case then recognized Regent Representative John Shimkus for his donation of a unique nano copy of the US Capitol to the Smithsonian. The Smithsonian accepted the object, 10 times smaller than a human cell, which was presented to Regent Shimkus by the Embassy of Lithuania to recognize 30 years of friendship between the two countries.

Executive Committee Approvals

In conclusion, Mr. Case briefed the Board on one action taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01, between the January and April meetings. He noted that due to exigent circumstances, the Executive Committee approved a gift from the Cuniffe Family Foundation to the Smithsonian American Art Museum.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's approval. Action items listed on the April 6, 2020, Agenda include: the approval of minutes from the January 27, 2020, Regents' meeting; the appointment and reappointment of

candidates to eight (8) Smithsonian Advisory Boards; bylaw amendments to the National Museum of African American History and Culture Advisory Council; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2020.04.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Governance and Nominating Committee; Smithsonian National Board; and Office of Government Relations.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee held a meeting on February 25, 2020. During the meeting, the Committee reviewed notable gifts and grants received since the January 8, 2020, meeting and voted to recommend four gift actions to the Board of Regents. The Committee also received an update on planning for the next Smithsonian fundraising campaign. The Assistant Secretary for Advancement briefed the Committee on the progress of fiscal year 2020 fundraising. As of January 31, 2020, the Smithsonian had raised \$90.68 million towards its \$230 million goal.

Written Report of the Governance and Nominating Committee

Written Report of the Governance and Nominating Committee

The Governance and Nominating Committee met on March 4, 2020. During the meeting, the Committee voted to approve appointments and reappointments to eight (8) Smithsonian advisory boards, and a proposed amendment to the bylaws of the National Museum of African American History and Culture Council. Additionally, the Committee proposed the election of a new Regent and one reappointment to the Board of Regents.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board

The Smithsonian National Board (“SNB”) held its winter meeting January 30 through February 1, 2020, in Washington, D.C. The meeting and corresponding activities focused on the Smithsonian’s strategic priority: *to catalyze new conversations and address complex challenges*. SNB members heard from Kevin Gover, Director of the National Museum of the American Indian, about how the museum engages with and tells the stories of Native American communities. Members devoted a significant portion of the business meeting to exploring how leaders across the Smithsonian are creating new forums and putting forth solutions to address important national and global issues.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations	The Office of Government Relations (“OGR”) reported that February 4, 2020, the Smithsonian submitted its fiscal year 2021 budget request to Congress. The request totals \$1.11 billion, and includes \$820 million for Salaries and Expenses, and \$290 million for Facilities Capital.
Smithsonian Introduced Legislation	In addition, OGR reported on legislation introduced by the Smithsonian. On March 2, 2020, the President signed S.J. Res. 65 and S.J. Res. 67 providing for the reappointment of John Fahey and Risa J. Lavizzo-Mourey, respectively, to a second six-year term on the Smithsonian Board of Regents. S.J. Res. 66, appointing Denise O’Leary to a first six-year term on the Board of Regents has not yet been considered by the House of Representatives.
Smithsonian Related Legislation	On February 11, 2020, the Smithsonian Women’s History Museum Act was passed by the U.S. House of Representatives by a vote of 374 to 37. It awaits action in the U.S. Senate. If passed into public law, both bills will call for the establishment of a comprehensive women’s history museum as part of the Smithsonian.
Congressional Engagement	OGR engaged in several Congressional briefings and hearings on the pandemic prevention and response related to COVID-19 (Coronavirus), Latino initiatives, expansion of the Institution’s global brand in new markets, space-based research through the Smithsonian’s Space on the Hill partnership with the American Astronomical Society, and the Smithsonian’s event and public programming planned to mark the 100 th anniversary of the 19 th Amendment recognizing women’s right to vote.

REPORT OF THE SECRETARY

Report of the Secretary	Secretary Bunch updated the Board on the state of the Smithsonian Institution. The Secretary expressed his gratitude to the Board and thanked Vice Chair Risa J. Lavizzo-Mourey for her leadership and ability to assist with the COVID-19 pandemic response given her expertise in public health.
Workplace Culture	The Secretary also briefed the Regents on his efforts to enhance and maintain a workplace that is conducive to safety and success for all. The Smithsonian hired Workplace Violence Prevention Coordinator Amanda Jones in an effort to ensure that all Smithsonian employees and affiliated persons are treated equitably in an environment that is free from discrimination and workplace harassment. Ms. Jones began her tenure at the Smithsonian in February and will work to further develop Smithsonian policies and procedures related to workplace harassment, diversity, inclusion, and equal employment.
Consolidated Administrative	Next, the Secretary reported on the progress of the Consolidated Administrative Headquarters. The Smithsonian is still engaged in long-term planning on utilization of the Capital Gallery building. The detailed due diligence process

Headquarters

found no environmental or major infrastructure issues in the building condition assessment. The Secretary reported that the Smithsonian is monitoring long-term debt issuances and the current rate environment in a fast-moving and quickly evolving commercial real estate marketplace, given the market volatility due to COVID-19 (Coronavirus).

**National Air and Space
Museum Rebuilding**

To conclude, the Secretary briefed the Board on the National Air and Space Museum (“NASM”) rebuilding. Major capital projects at the Smithsonian have been impacted as a result of COVID-19 (Coronavirus). While construction at NASM has continued through social distancing and staggered work shifts, among other safe practices, the overall availability of materials and labor will ultimately influence the final timeline and budget of the NASM rebuilding.

STATUS REPORT ON SMITHSONIAN OPEN ACCESS

**Smithsonian Open
Access**

Secretary Bunch then updated the Board on Smithsonian Open Access, a signature initiative of the virtual Smithsonian strategic priority. In February, the Smithsonian released 2.6 million high-resolution 2D and 3D images from across its collections onto an open access online platform, featuring data and material from all 19 Smithsonian museums, nine research centers, libraries, archives, and the National Zoo. Between February 20 and April 6, almost 15 million Open Access digital assets had been viewed. The Secretary shared his enthusiasm for the opportunity to create powerful Smithsonian collaborations and partnerships in support of advancing the initiative. Throughout the remainder of 2020, the Smithsonian will continue to release more images and resources, as the Institution continues to digitize its collection of 155 million items and counting.

STATUS REPORT ON THE SMITHSONIAN AMERICAN WOMEN’S HISTORY INITIATIVE

**Smithsonian American
Women’s History
Initiative**

Secretary Bunch next provided a progress report on the American Women’s History Initiative (“AWHI”). The AWHI website re-launched with new information and a digital compendium to the publication *Smithsonian American Women*. The compendium provides information, collections, and videos on activism, education, work, and more. The Secretary also informed the Board that the opening of *Girlhood (It’s Complicated)* would be delayed due to COVID-19 (Coronavirus). The signature exhibition was scheduled to open in June 2020 at the National Museum of American History and begin its national tour beginning in March 2023. While many AWHI events were cancelled, the Smithsonian launched new ways to participate in Women’s History Month from home during March through a digital first strategy, and plans to release online resources for educators including content from the Smithsonian Libraries and Smithsonian Archives featuring Sally Kristen Ride who became the first American woman in space in 1983.

EXECUTIVE SESSION

The Board moved into an executive session at 10:16 a.m. to discuss personnel and business matters relating to the impact of COVID-19 (Coronavirus) on the Smithsonian, and to vote on the appointment and reappointment of Citizen Regents.

**Executive Session:
Impact of COVID-19
(Coronavirus) on the
Smithsonian**

Mr. Case turned the meeting over to Secretary Lonnie Bunch, to brief the Board on the Institutional impact of COVID-19 (Coronavirus). All Smithsonian museums in the Washington, D.C. metropolitan area and New York City, including the National Zoo, have been closed to the public since March 14. The Secretary detailed the efforts taken by the Smithsonian's COVID-19 Response Team to actively monitor, plan, and respond to the impact on Smithsonian staff, visitors, and operations. In addition to focusing internally, the Smithsonian continues to serve the public including new and enhanced virtual outreach and programming including the formation of the Smithsonian Education Response team to support schools facing closure due to the stay-at-home orders.

**Executive Session:
Update on Smithsonian
Advancement and
Fundraising**

Next, Assistant Secretary for Advancement Rob Spiller reviewed the current status of advancement and fundraising at the Smithsonian amid the changing philanthropic landscape. He updated the Board on revised planning efforts for launching a multi-year, Institution-wide comprehensive fundraising campaign. The Board will continue to be apprised of the Institution's fundraising strategies as current events evolve.

**Executive Session:
Investment Committee
Report**

Investment Committee Chair Katie Hall reviewed the investment portfolio performance, amid the global financial crisis resulting from COVID-19 (Coronavirus) and discussed the Committee's plan of action to navigate significant market dislocations. She noted that the portfolio was fairly resilient to the recent market turmoil since it is managed to have less volatility to the broader market through its diversification across public and private investments.

**Executive Session:
Update on the Proposed
New Organizational
Structure**

The Board then discussed the Secretary's proposed new organizational structure, which is awaiting Congressional approval. The new structure identifies four Under Secretary positions reporting to the Deputy Secretary and Chief Operating Officer: Acting Lead for Science and Research Roger Brissenden (Acting Under Secretary for Science and Research, once approved), Acting Provost Kevin Gover (Acting Under Secretary for Museums and Culture, once approved), Acting Lead for Education Ruki Neuhold-Ravikumar (Acting Under Secretary for Education, once approved), and Under Secretary for Administration Mike McCarthy. The acting leads would provide necessary support as the Institution navigates significant changes.

**Executive Session:
Election of New Regent**

Governance and Nominating Committee Chair John Fahey then led the Board's discussion on the search for a new Citizen Regent to fill the immediate vacancy on the Board, following the expiration of the term of John W. McCarter, Jr., in March 2020. Mr. Fahey presented the proposed priority candidate recommended by the Governance and Nominating Committee for nomination to the Board: Franklin D. Raines.

Upon motion duly made and seconded, the Board approved the Governance and Nominating Committee's recommendation and voted to nominate Franklin D. Raines of Washington, D.C. The Board asked its congressional Regents to introduce and support legislation appointing the newly nominated Regent.

See attached Actions 2020.04.02 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:
Reappointment to the
Board of Regents**

The Board then reviewed the Governance and Nominating Committee's recommendation to renominate Michael M. Lynton to serve for a second term as a Citizen Regent on the Board of Regents. Mr. Lynton's first term will expire on September 29, 2020. As a proposed candidate for reappointment, Mr. Lynton recused himself from the discussion and vote. Upon motion duly made and seconded, the reappointment was approved.

See attached Actions 2020.04.03 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:
"Gatekeeper" Reports**

The Board concluded the executive session with an opportunity to hear from each of the Smithsonian's Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 11:18 a.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE APRIL 6, 2020, TELECONFERENCE MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2020.04.01]

VOTED that the Board of Regents approves the minutes of the January 27, 2020, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to eight (8) Smithsonian advisory boards.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the National Museum of African American History and Culture Council.

VOTED that the Board of Regents recognizes the generosity of The Andrew W. Mellon Foundation to the National Museum of African American History and Culture and names the museum director the Andrew W. Mellon Director.

VOTED that the Board of Regents recognizes the generosity of Disney Worldwide Services, Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of Richard A. Brodie to the Smithsonian American Art Museum and names the Joanne and Richard Brodie Gallery for 20 years or until the next comprehensive renovation of the gallery, whichever occurs later.

VOTED that the Board of Regents recognizes the generosity of James S. and Elizabeth A. Eisenstein to the Smithsonian American Art Museum and names the Eisenstein Family Gallery for 20 years or until the next comprehensive renovation of the Gallery, whichever occurs later.

VOTED that the Board of Regents nominates Franklin D. Raines of Washington, D.C. to fill the immediate vacancy as a Citizen Regent on the Board of Regents and to serve a statutory term of six years. Furthermore, the Board asks its congressional members to introduce and support legislation to this effect. [2020.04.02]

VOTED that the Board of Regents renominates Michael M. Lynton for a second term as a Citizen Regent on the Board of Regents. The Congressional Regents are asked to introduce and support legislation leading to his reappointment, following approval by the Board of Regents. [2020.04.03]

MINUTES OF THE JUNE 8, 2020, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, June 8, 2020. Due to the evolving threat of COVID-19 (Coronavirus), the Board conducted the scheduled meeting, business, and executive sessions via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 9:30 a.m. Participating were Regents:

Senator John Boozman
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative John Shimkus
Mr. Steve Case, Chair
Mr. John Fahey

Mr. Roger W. Ferguson, Jr.
Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael Lynton
Ms. Denise O’Leary
Mr. David M. Rubenstein

Mr. Franklin D. Raines, Nominated Regent
Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Michael R. Pence and Senator David Perdue were unable to participate in the meeting.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Roger Brissenden, Acting Under Secretary for Science and Research
Victor Castillo, Office of Representative Roybal-Allard
Michael M. Crow, President of Arizona State University¹
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Acting Under Secretary for Museums and Research
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Judith Leonard, General Counsel
Stephanie Lightfoot, Office of Senator Perdue
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Era Marshall, Director for the Office of Equal Employment and Minority Affairs
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Under Secretary for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Craig Roberts, Office of Representative Shimkus
Vernon L. Simms, Director of the Office of Government Relations
Robert J. Spiller, Assistant Secretary for Advancement
Porter N. Wilkinson, Chief of Staff to the Regents

¹ Participated in strategic discussion only

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome

Board and Executive Committee Chair Steve Case began his report by welcoming the Board to its first meeting held via videoconference. He also welcomed Denise O’Leary to her first meeting of the Board of Regents following the confirmation of her appointment.

Proposed Announcement of a Gift

Mr. Case introduced the first business item for the Board’s consideration: the proposed announcement of a \$25 million gift from Bank of America. The Board of Regents is responsible for approving gifts of \$10 million or more. Mr. Case noted that the Smithsonian is requesting the Board approve a policy exception to allow the Institution to recognize Bank of America as the founding donor to the “Race, Community and Our Shared Future” initiative. Upon motion duly made and seconded, the Board unanimously voted to approve the recognition of Bank of America’s \$25 million commitment to support the “Race, Community and Our Shared Future” initiative.

See attached Actions 2020.06.01 (*Minutes of the Board of Regents, Appendix A*).

Recognition of Retired Regent

Mr. Case then presented the second action item on the agenda: the formal recognition of retired Regent John W. McCarter, Jr. as a Regent Emeritus. Pursuant to Board bylaw 2.11, the Regents may confer the title of Regent Emeritus on former Regents “who accept responsibilities for continuing activities in the interests of the Smithsonian Institution.” Mr. McCarter served with distinction as a Regent and remains involved with the Smithsonian in a meaningful capacity. Upon motion duly made and seconded, the Board unanimously voted to confer the title of Regent Emeritus on Mr. McCarter.

See attached Actions 2020.06.02 (*Minutes of the Board of Regents, Appendix A*).

Executive Committee Action

In conclusion, Mr. Case briefed the Board on one action taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01, between the April and June meetings. The Executive Committee approved the 2020 Regent committee member assignments for Denise O’Leary, as proposed by the Governance and Nominating Committee. He noted that the Executive Committee’s approval was requested on behalf of the Board to enable Denise to begin service on the assigned committees prior to the June Board meeting.

APPROVAL OF THE CONSENT AGENDA

Mr. Case turned the meeting over to Dr. Risa J. Lavizzo-Mourey, Vice Chair of the Board of Regents, to present the Consent Agenda (“Agenda”) for the Board’s consideration. Mr. Case recused himself from the Board’s discussion and vote

Consent Agenda

because of his relationship to a donor of one of the gifts included on the Consent Agenda. Action items listed on the June 8, 2020, Agenda included: recognition of former Regent and Congressman Sam Johnson; the approval of minutes from the April 6, 2020, Regents' meeting; the appointment and reappointment of candidates to six (6) Smithsonian Advisory Boards; bylaw amendments to the Smithsonian Science Education Center Advisory Board; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2020.06.03 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

**Questions on Written
Committee Reports**

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee, Audit and Review Committee, Compensation and Human Resources Committee, Facilities Committee, Governance and Nominating Committee, Smithsonian National Board, and Office of Government Relations.

Written Report of the Advancement Committee

**Written Report of the
Advancement
Committee**

The Advancement Committee conducted a videoconference meeting on April 28, 2020. During the meeting, the Committee reviewed notable gifts and grants received since the February 2020 meeting, and voted to recommend one gift action and two administrative actions to the Board of Regents. The Committee also received an update on planning for the next Smithsonian fundraising campaign and discussed the impacts of COVID-19 (Coronavirus) on Smithsonian fundraising strategies. The Assistant Secretary for Advancement briefed the Committee on the progress of fiscal year 2020 fundraising. As of March 31, 2020, the Smithsonian had raised \$125.52 million towards its \$230 million goal.

Written Report of the Audit and Review Committee

**Written Report of the
Audit and Review
Committee**

The Audit and Review Committee reported on an action taken between its January and July meetings. The Committee voted via electronic ballot to approve a one-year extension for lead audit engagement partner, Rosemary Meyer, with the Smithsonian's external auditor KPMG.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a videoconference meeting on May 7, 2020. During the meeting, the Committee received an update on ongoing personnel searches, the approved Smithsonian organizational change, and the settlement between the Smithsonian and American Federation of Government Employees regarding the re-classify certain employees from exempt to non-exempt under the Fair Labor Standards Act. The Committee also discussed pursuing Direct-Hire Authority for the Smithsonian and the continuing development of an alternative executive compensation pay band approach for Trust market-based positions.

Written Report of the Facilities Committee

Written Report of the Facilities Committee

The Facilities Committee held a teleconference meeting on April 22, 2020. During the meeting, the Committee was consulted on and approved the final negotiated terms for the purchase of the Capital Gallery Building for the Smithsonian's consolidated administrative headquarters. The Committee also received updates on the impact of COVID-19 and the facilities capital and maintenance programs. The Committee reviewed the Smithsonian's real estate portfolio and the progress of major capital projects, including the funding strategy for the National Air and Space Museum rebuilding, which is expected to exceed the original contingency by approximately \$64 million.

Written Report of the Governance and Nominating Committee

Written Report of the Governance and Nominating Committee

The Governance and Nominating Committee met on March 4, 2020. During the meeting, the Committee voted to approve appointments and reappointments to six (6) Smithsonian advisory boards and proposed amendments to the bylaws of the Smithsonian Science Education Center Advisory Board. Additionally, the Committee approved its recommendation to the Board for the 2020 committee assignments for new Regent Denise O'Leary and reviewed the current Board of Regents Bylaws and discussed potential amendments related to the new organizational structure.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board

The Smithsonian National Board ("SNB") held its virtual spring meeting April 23-24, 2020. The meeting centered on the Smithsonian's Earth Optimism Summit ("Summit"). SNB members participated in the Summit's panel discussing *Climate Change and Coastal Cities*, and then broke out for a conversation with environmental scientists moderated by Anson "Tuck" Hines, Director of the Smithsonian Environmental Research Center. The SNB meeting also included working group and committee meetings, segments of the Earth Optimism Summit, and the SNB business meeting.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations (“OGR”) reported that appropriations staff continue to work on spending bills for fiscal year 2021. The Smithsonian’s fiscal year 2021 request includes \$820 million for Salaries and Expenses, and \$290 million for Facilities Capital. The Smithsonian was also provided an additional \$7.5 million for enhanced museum cleaning protocols, security, and information technology as part of the emergency funding resulting from the Coronavirus global health crisis.

Smithsonian Introduced Legislation

In addition, OGR reported on legislation introduced by the Smithsonian. On May 5, 2020, H.J.Res.87 and H.J.Res.88 were introduced by Representative Regents Doris Matsui, Lucille Roybal-Allard, and John Shimkus. H.J.Res.87 provides for the reappointment of Michael M. Lynton as a citizen Regent for a second term, while H.J.Res.88 provides for the appointment of Franklin D. Raines to a first term on the Board of Regents. Both bills have been referred to the Committee on House Administration. On May 11, 2020, Senator Regents John Boozman, Patrick Leahy, and David Perdue similarly introduced identical legislation as S.J.Res.72 and S.J.Res.73. The bills were both referred to the Committee on Rules and Administration.

Smithsonian Related Legislation

OGR was informed that the Department of Treasury delayed the printing of Women’s Suffrage Centennial Coins until August 2020. The coins were meant to celebrate the passing of the 19th Amendment to the U.S. Constitution and be issued January 1, 2020, through December 31, 2020, with proceeds supporting the Smithsonian’s American Women’s History Initiative.

Congressional Briefings and Engagement

Despite telework for most Congressional staff, OGR has maintained its regular oversight meetings with the Senate Rules and Administration Committee and the House Administration Committee. Congressional briefings and hearings focused on the Pod 6 collections storage facility; Smithsonian Education Newsletter; Congressional Suffrage Testimonial Project; Clotilda and Africatown and the National Museum of African American History and Culture Slave Wrecks Project; and the Smithsonian’s pandemic prevention and response related to COVID-19.

REPORT OF THE FINANCE COMMITTEE

Report of the Finance Committee

Chair of the Finance Committee Roger Ferguson gave the Committee’s report and presented two action items for the Board’s consideration: (i) the fiscal year 2022 federal budget priorities, and (ii) the fiscal year 2021 Endowment Payout.

Fiscal Year 2022 Federal Budget Priorities

Mr. Ferguson noted that the fiscal year 2022 budget request is due to the Office of Management and Budget (“OMB”) on September 9, 2020. He highlighted the Institution’s priorities for the fiscal year 2022 federal budget, which include: non-discretionary cost increases such as salaries and expenses, facilities maintenance and security, major capital projects, and strategic priorities such as post COVID-19 requirements, education initiatives consistent with a Virtual Smithsonian,

collection digitization, collection scholarship, and research initiatives. Upon motion duly made and seconded, the Board approved the fiscal year 2022 federal budget priorities proposed by the Secretary

See attached Actions 2020.06.04 (*Minutes of the Board of Regents, Appendix A*).

**Fiscal Year 2021
Endowment Payout**

Next, Mr. Ferguson presented the fiscal year 2021 Endowment Payout recommendations. The Smithsonian has historically paid out five percent of the trailing average market value per share over the previous five years in order to support programs and activities. Since 2012, the Regents have also approved an additional annual payout of up to one percent to support advancement activity. Mr. Ferguson noted a lesser payout has been recommended and approved since the conclusion of the Institution's Capital Campaign. The projected payout to support programmatic activity for fiscal year 2021 is \$78.1 million and the payout to support advancement activities is estimated at \$3.3 million. Upon motion duly made and seconded, the Board approved the fiscal year 2021 endowment payout recommendations.

See attached Actions 2020.06.05 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE INVESTMENT COMMITTEE

**Report of the
Investment Committee**

Chair of the Investment Committee Katie Hall gave the Committee's report and previewed the June 9, 2020, Investment Committee meeting. The Committee will review the portfolio actions taken due to the significant volatility in the equity, credit, and energy markets over the past quarter. Ms. Hall shared a preliminary performance report and noted that the Smithsonian Endowment's one-year return as of March 31, 2020, over the trailing one-year, three-year, five-year, and ten-year periods, generated returns against the policy benchmark of 3.9% versus -5.1%, 8.1% versus 1.8%, 6.7% versus 2.2%, and 7.8% versus 4.2%, respectively.

UPDATE ON MAJOR FACILITIES PROJECTS

**Consolidated
Administrative
Headquarters**

Under Secretary for Administration Mike McCarthy updated the Board on the status of the purchase of the Smithsonian's Consolidated Administrative Headquarters. At the June 2019 meeting, the Board approved moving forward with the purchase of the Capital Gallery Building, provided that the Facilities Committee and Finance Committee were briefed on and approved the final negotiated terms. Final consultation was held with the Facilities Committee on April 22 and the Finance Committee on May 11. Mr. McCarthy reviewed the final terms of the purchase including language provided by Congress in the fiscal year 2020 federal appropriation for purchase of the building, environmental and due diligence procedures, terms of financing and bonds, and final negotiations with the seller. A June 2020 date is targeted for the close of purchase.

**Pod 6 Collections
Storage**

Mr. McCarthy also reported on the “Pod 6” collections storage facility at the Museum Support Center (“MSC”) in Suitland, Maryland. In June 2015, the Board approved the acting Secretary’s request to seek Congressional authorization to construct a new collections storage facility at the MSC. Mr. McCarthy shared that the Smithsonian is planning to seek an update to the previously approved Congressional authorization to design, build, and construct an additional collections storage facility, which would incorporate necessary changes to authorizing legislation to reflect the proposed partnership with the National Gallery of Art (“NGA”), as encouraged by the Office of Management and Budget. The Smithsonian and NGA signed an initial Memorandum of Understanding in April 2019 to jointly seek approval to request authority and federal appropriations from Congress. The request will be brought to the Facilities Committee for further review and recommendation.

STRATEGIC REPORT OF THE SECRETARY

**Strategic Report of the
Secretary**

Secretary Bunch updated the Board on the state of the Smithsonian and shared his strategic vision for the Institution. His report focused on the strategic initiatives of convening critical contemporary conversations; amplifying education; creating a Virtual Smithsonian, highlighting the early success of Open Access and the American Women’s History Initiative; and providing a nimble, cost-effective, and responsive core infrastructure.

**Convening Critical
Contemporary
Conversation**

The Secretary briefed the Regents on his efforts to navigate the dual pandemics caused by the Coronavirus and issues surrounding race, racism, and racial identity. In an effort to support the country during this time, the Smithsonian launched *Smithsonian Cares*, a broad digital resource featuring learning resources to promote online educational engagement and provide tools and guidance to empower and inspire conversations about diversity, equity, access, and inclusion. The Smithsonian will continue to create new forums to proffer solutions to problems of national and global importance.

Education Initiatives

Next, the Secretary reported on the progress of education initiatives. The Smithsonian has increased its commitment to serve as a trusted resource of knowledge and leading collaborator to Pre-K - 12 educational systems nationwide. The Secretary shared plans to develop a national education outreach strategy and scale the Smithsonian’s Learning Lab to become a coordinated education portal.

Virtual Smithsonian

The Regents also received updates on the progress of developing a cohesive Institution-wide experience using innovation and technology, by creating a Virtual Smithsonian. The Secretary highlighted the American Women’s History Initiative, Open Access, and the new “Talking About Race” web portal released by the National Museum of African American History and Culture. These are leading examples of digital programs that increase awareness of the Institution’s diverse collections, broaden its reach to new audiences, enhance the relevancy of the

Smithsonian, and create the potential for partnerships for mission-critical and digital-first goals.

Nimble Core

To conclude, the Secretary briefed the Board on plans to build a nimble and effective core. Efforts taken to advance this strategic priority will include developing and implementing an approach that drives innovation throughout the Institution, strengthening delivery of human resources services, building strategic partnerships with units, implementing streamlined decision-making, increasing budget planning transparency, and fostering an integrated collections strategy.

STRATEGIC DISCUSSION ON COVID-19 (CORONAVIRUS)

**Impact of COVID-19
(Coronavirus) on the
Smithsonian**

Secretary Bunch then updated the Board on response and prevention efforts related to COVID-19 (Coronavirus), including the financial impact, Reopening Task Force, and New Normal Committee.

**COVID-19 Financial
Impact**

The Secretary briefed the Board on the current and projected budgetary effects of COVID-19 on the Smithsonian and the mitigation strategies underway to offset this impact. The Board reviewed the immediate actions taken by the Institution, which included a mandatory 10 percent one-year reduction in Senior Level Trust pay, elimination of Senior Level Trust pay increases and cash awards, central discretionary cost reductions, and implementation of a hiring freeze for Trust positions. The Regents discussed other potential actions under review to offset the financial impact, based on the duration of museum closures and projected cumulative negative effect.

Reopening Strategy

Next, Secretary Bunch reviewed the Smithsonian's reopening strategy. The Board received details on the goals and implementation strategies of the four-phase reopening approach, which is guided by criteria set forth by local and federal governments and health organizations, as well as the Centers for Disease Control. The Secretary shared early scenarios for reopening two locations to the public: the National Air and Space Museum's Steven F. Udvar-Hazy Center in Chantilly, Virginia, and the National Zoological Park. The Secretary noted that reopening phases will be operationalized and refined, and stressed the possibility that reopening may be halted, or regress, by an increase in COVID-19 cases.

New Normal

To close the discussion on COVID-19, the Secretary outlined the work of the New Normal Committee, which is being chaired by the John and Adrienne Mars Director of the National Air and Space Museum Ellen Stofan. Secretary Bunch has directed the 15-member committee to address the future of the Institution and what it means to be the Smithsonian upon reopening. Four subcommittees will address different aspects of the overarching goal: Big Ideas, The Evolution of Onsite and Digital, How We Work, and How We Operate Profitably and Flexibly. The committee plans to deliver recommendations to Secretary Bunch and the Smithsonian leadership team in August.

STRATEGIC DISCUSSION WITH MICHAEL M. CROW

Strategic Discussion with Michael M. Crow

The open session ended with an opportunity to engage in a strategic discussion with Michael M. Crow, President of Arizona State University (“ASU”). Dr. Crow shared his experiences at ASU and the ways its leadership has utilized technology innovation, agility, and collaboration to revolutionize and enhance education at the university. He highlighted the following key elements to help drive organizational transformation: inclusion, focusing on the audience, developing a fast culture, responsibility for outcomes, creating a design-based management culture, and embracing technology. The Board discussed the importance of fostering a Virtual Smithsonian and setting a new trajectory for the Smithsonian while the museums, research centers, and National Zoo are shuttered, and empowering units to commit to a mission-critical strategic transformation.

EXECUTIVE SESSION: “GATEKEEPER” REPORTS

Executive Session: “Gatekeeper” Reports

The Board then closed the open session at 11:56 a.m. to conduct executive sessions with the Smithsonian’s Gatekeepers, including the Secretary, Deputy Secretary and Chief Operating Officer, Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:01 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE JUNE 8, 2020, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents approves the recognition of Bank of America's \$25 million commitment to support the "Race, Community and Our Shared Future" initiative. [2020.06.01]

VOTED that the Board of Regents confers the title of Regent Emeritus on John W. McCarter, Jr., with deep gratitude for the outstanding service he has provided, and will continue to provide, to the Board of Regents and the Smithsonian Institution. [2020.06.02]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2020.06.03]

VOTED that the Board of Regents expresses its profound appreciation to the memory of the Honorable Sam Johnson, esteemed statesman, American hero, former Regent, and true friend of the Smithsonian Institution, and extends its heartfelt sympathies to the Johnson family.

VOTED that the Board of Regents approves the minutes of the April 6, 2020, teleconference meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to six (6) Smithsonian Institution advisory boards.

VOTED Board of Regents approves the proposed amendments to the bylaws of the Smithsonian Science Education Center Advisory Board.

VOTED that the Board of Regents recognizes the generosity of SB Group US, Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Smithsonian American Art Museum to support its fellowship program. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the National Museum of the American Indian to support the museum's conservation department. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the fiscal year 2022 federal budget priorities proposed by the Secretary. [2020.06.04]

VOTED that the Board of Regents approves a five percent payout from the Smithsonian Endowment in fiscal year 2021 to support programmatic activity. The Board further approves a 0.5 percent payout from the Smithsonian Endowment in fiscal year 2021 to support advancement activity. The payout shall be calculated against the trailing five-year average market value of the Smithsonian Endowment. [2020.06.05]

MINUTES OF THE AUGUST 11, 2020, SPECIAL MEETING OF THE BOARD OF REGENTS

ATTENDANCE

On August 11, 2020, the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) convened a special meeting by videoconference to discuss current key matters at the Smithsonian. The Board received updates on the status of the phased reopening, the Institution’s new normal, a Virtual Smithsonian, and major initiatives such as the Race, Community, and Our Shared Future Initiative and the Smithsonian American Women’s History Initiative. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 11:00 a.m. Participating were Regents:

Senator John Boozman
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative John Shimkus
Steve Case, Chair
John Fahey

Roger W. Ferguson, Jr.
Michael Govan
Risa J. Lavizzo-Mourey, Vice Chair
Michael M. Lynton
Denise M. O’Leary
David M. Rubenstein

Franklin D. Raines, Nominated Regent
Kathryn Hall, Investment Committee Chair
Dennis Keller, Smithsonian National Board Chair

Vice President Michael R. Pence and Senator David Perdue were unable to participate in the meeting.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Roger Brissenden, Acting Under Secretary for Science and Research
Victor Castillo, Office of Representative Roybal-Allard
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Acting Under Secretary for Museums and Research
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Judith Leonard, General Counsel
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Era Marshall, Director of the Office of Equal Employment and Supplier Diversity
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Under Secretary for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Craig Roberts, Office of Representative Shimkus
Vernon L. Simms, Director of the Office of Government Relations
Robert J. Spiller, Assistant Secretary for Advancement
Porter N. Wilkinson, Chief of Staff to the Regents

SPECIAL VIDEOCONFERENCE MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome

Board and Executive Committee Chair Steve Case reviewed the agenda and acknowledged the Smithsonian's anniversary on August 10. Mr. Case noted that since its founding 174 years ago, the Smithsonian has become the world's largest museum, education, and research complex, with 19 museums, the National Zoo, and nine research facilities.

Executive Committee Approvals

Mr. Case briefed the Board on one action taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01. The Executive Committee approved a request to seek updated Congressional authorization to previously approved authorization to design, build, and construct an additional collections storage facility ("Pod 6") at the Museum Support Center in Suitland, Maryland. The update incorporates necessary changes to authorizing legislation to reflect the addition of the National Gallery of Art ("NGA") as a partner in the project. Mr. Case noted that the Executive Committee's approval was requested on behalf of the Board due to exigent circumstances.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's approval. Action items listed on the August 11, 2020, Agenda included: the approval of minutes from the June 8, 2020, Regents' meeting; the appointment and reappointment of candidates to 12 Smithsonian Advisory Boards; and amendments to the bylaws of the Smithsonian Tropical Research Institute Advisory Board. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2020.08.01 (*Minutes of the Board of Regents, Appendix A*).

STRATEGIC REPORT OF THE SECRETARY

Strategic Report of the Secretary

Secretary Bunch began his report by sharing that Advancement Committee Chair Christine Udvar-Hazy agreed to serve as one of the chairs for the next Institution-wide capital campaign. The Secretary expressed his gratitude for her willingness to help advance mission-critical initiatives for the Institution.

Phased Reopening Strategy

The Secretary briefed the Regents on the Smithsonian's phased reopening strategy. The National Zoo and the National Air and Space Museum's Udvar-Hazy Center in Chantilly, Virginia, reopened to the public on Friday, July 24. Secretary Bunch explained that the two locations were chosen based on factors such as the ability to facilitate crowd management and social distancing, the ability to maintain a hygienic environment, and the availability of parking at both locations. The Board reviewed the new health and safety measures in place, including

requesting that visitors who are sick or do not feel well stay home, requiring visitors ages six and older to wear face coverings during their visit, limiting the number of people in each facility by requiring all visitors to obtain a free timed-entry pass in advance of their visit, implementing safe social distancing, providing hand sanitizing stations for visitors, and conducting enhanced cleaning throughout both facilities. The Smithsonian has been releasing 5,000 timed passes per day for the Zoo and 1,500 passes per day for the Udvar-Hazy Center. The Secretary noted that the limited reopening will provide an opportunity to improve the new processes and learn from the visitor experience, with the goal of opening additional museums in the upcoming months when it is safe to do so. The Board discussed progression and regression criteria, which the Secretary noted is subject to change given the complexity and fluidity of the COVID-19 pandemic.

New Normal

Next, the Secretary reported on the progress of efforts undertaken by the New Normal Committee and the Reopening Task Force. At the request of the Secretary, Smithsonian Organization and Audience Research (“SOAR”) prepared and distributed an all-staff survey on June 11 to gain perspectives and input that will inform the path forward for the Institution. The Secretary plans to share proposed fundamental and incremental changes with the Board at the October meeting, as the Smithsonian moves toward a new phase of operations and continues to plan its new normal.

Virtual Smithsonian

The Regents also received an update from Deputy Secretary and Chief Operating Officer Meroë Park on programs and initiatives to enhance a Virtual Smithsonian. The Smithsonian is continuing to implement the Institution’s vision with digitally focused programs and activities, spurred in part by the COVID-19 crisis. Staff have been organizing around the digital strategic goal, and a digital steering group has been focusing on best practices for effective digital leadership and creative ways that the Smithsonian can reach new and diverse audiences. The Deputy Secretary also discussed contributions from the Strategy, Innovation, and Technology Committee that will help to guide Smithsonian efforts around key cultural and structural reforms needed to support a truly “One Smithsonian” digital approach.

Race, Community and Our Shared Future Initiative

The Secretary then highlighted progress on the Race, Community and Our Shared Future Initiative. In addition to serving as a primarily digital platform of engagement around issues of social injustice and racism, the initiative will provide cultural and research institutions around the country with an enhanced opportunity to utilize their content and collections to add context to critical local conversations. Smithsonian partners and collaborators will host a series of dialogues around the country through virtual town halls, outdoor exhibitions, and online resources supported by Smithsonian instructional, educational, and scholarly resources. Roll-out planning is underway for the first quarter.

American Women’s History Initiative

Secretary Bunch also briefed the Board on the American Women’s History Initiative (“AWHI”). On August 1, the Institution launched the first “Because of Her Story” animation series, an eight-part series developed for social media platforms that shares the stories of diverse communities and their early

contributions to the fight for women’s suffrage. To mark the centennial of the 19th Amendment, the Smithsonian will also collaborate with the Library of Congress and National Archives to share 19 stories on women’s suffrage. The Secretary shared that the Department of the Treasury will issue the Women's Suffrage Centennial Commemorative Coins in late August, and proceeds received from the sales of the coins will benefit the American Women's History Initiative.

**Diversity, Equity, Access,
and Inclusion**

To conclude, Secretary Bunch briefed the Board on the Smithsonian’s efforts to uphold the core values of diversity, equity, access, and inclusion (“DEAI”). The Board discussed the potential creation of a Chief Diversity Officer position, a review of organizational processes and policies that may have inadvertently created barriers to inclusivity, integrating and standardizing DEAI training across the organization, strengthening supervisory DEAI skillsets, increasing senior leadership’s focus on inclusivity, and identifying funding and resourcing strategies to implement DEAI efforts across the Institution’s functions and operations.

EXECUTIVE SESSION: “GATEKEEPER” REPORTS

**Executive Session:
“Gatekeeper” Reports**

The Board then closed the open session at 11:56 a.m. to conduct executive sessions with the Smithsonian’s Gatekeepers, including the Secretary, Deputy Secretary and Chief Operating Officer, Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:01 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE AUGUST 11, 2020, SPECIAL MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2020.08.01]

VOTED that the Board of Regents approves the minutes of the June 8, 2020, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 12 Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian Tropical Research Institute Advisory Board.

MINUTES OF THE OCTOBER 19, 2020, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, October 19, 2020. Due to recommended safety precautions related to COVID-19 (Coronavirus), the Board conducted the scheduled meeting, business, and executive sessions via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 9:30 a.m. Participating were Regents:

Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative John Shimkus
Mr. Steve Case, Chair
Mr. John Fahey
Mr. Roger W. Ferguson, Jr.

Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael Lynton
Ms. Denise O’Leary
Mr. Franklin D. Raines
Mr. David M. Rubenstein

Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Michael R. Pence, Senator John Boozman, and Senator David Perdue were unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Roger Brissenden, Acting Under Secretary for Science and Research
Victor Castillo, Office of Representative Roybal-Allard
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Acting Under Secretary for Museums and Research
Cathy Helm, Inspector General
Carol LeBlanc, President of Smithsonian Enterprises¹
Toni-Marie Higgins, Office of Senator Boozman
Judith Leonard, General Counsel
Stephanie Lightfoot, Office of Senator Perdue
Julissa Marengo, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Era Marshall, Director for the Office of Equal Employment and Supplier Diversity
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Under Secretary for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Craig Roberts, Office of Representative Shimkus
Vernon L. Simms, Director of the Office of Government Relations
Robert J. Spiller, Assistant Secretary for Advancement
Porter N. Wilkinson, Chief of Staff to the Regents

¹ Participated in the Smithsonian Enterprises discussion only

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome

Board and Executive Committee Chair Steve Case began his report by recognizing the formal appointment of Frank Raines and reappointment of Michael Lynton to the Board. He also acknowledged the final meeting for Representative John Shimkus, who did not seek reelection and will retire from the House of Representatives in January 2021 at the end of the 116th Congress. The Regents expressed their gratitude for Representative Shimkus's service to the Smithsonian and the nation.

Special Events

Mr. Case previewed upcoming events, including a videoconference meeting that he and the Secretary will host for the Smithsonian Advisory Board Chairs to provide an update on the state of the Smithsonian. The virtual event will focus on the Smithsonian's efforts to expand its reach while fostering diversity and promoting education through a variety of programs and initiatives. Mr. Case also discussed the Regents' annual public forum. This year the Board will host the public forum virtually to accommodate for the recommended safety precautions related to COVID-19. The event, to be held on December 15, will focus on the Smithsonian's response to the COVID-19 global pandemic and how it has accelerated digitally focused programs, as well as key initiatives such as the Race, Community, and Our Shared Future Initiative.

Executive Committee Actions

To conclude his report, Mr. Case briefed the Regents on actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01. Between the June and October meetings the Executive Committee approved four actions: (i) the Smithsonian's fiscal year 2021 Federal and Trust Consolidated Budget when signed into law by the President, (ii) the Smithsonian's budget request for appropriated funds for fiscal year 2022 for presentation to the Office of Management and Budget, (iii) a request from the National Zoo/Smithsonian Conservation Biology Institute to withdraw funds from an unrestricted endowment to support trust operations during the impact of COVID-19, and (iv) the appointment of a Smithsonian National Board Vice Chair.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the October 19, 2020, Agenda included: the approval of minutes from the August 11, 2020, special meeting of the Board of Regents, and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2020.10.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Audit and Review Committee; Compensation and Human Resources Committee; Facilities Committee; Finance Committee; Investment Committee; Strategy, Innovation, and Technology Committee; and Office of Government Relations.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee conducted a videoconference meeting on September 15, 2020. During the meeting, the Committee reviewed notable gifts and grants received since the April 2020 meeting and voted to recommend three gifts and two administrative actions to the Board of Regents. The Committee was briefed on fundraising progress and plans for fiscal year 2020 and received an update on planning for the next Smithsonian fundraising campaign. As of August 31, 2020, the Smithsonian had raised \$211.64 million towards its \$230 million goal. The Assistant Secretary for Advancement Rob Spiller shared the Campaign vision of Greater Reach, Greater Relevancy, and Profound Impact, with a timeline that would span the Smithsonian's 175th anniversary in 2021 and the nation's 250th anniversary in 2026. The Advancement Committee also performed its annual review of the Committee Charter.

Written Report of the Audit and Review Committee

Written Report of the Audit and Review Committee

The Audit and Review Committee met virtually on July 13, 2020. During the meeting, the Committee approved the filing of the fiscal year 2019 Forms 990 and 990-T with the Internal Revenue Service ("IRS") and approved the Smithsonian's external auditor, KPMG, performing non-audit services related to the preparation and submission of forms to the IRS. The Committee also reviewed the Institution's insurance and IT security programs, KPMG's audit plan for fiscal year 2020, progress on the identified fiscal year 2019 audit deficiency, the Smithsonian's annual conflict of interest reporting, and the recent activities of the Inspector General.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a virtual meeting on September 18, 2020. As is routine for the Committee, the September meeting focused on the core decisions that guide the executive pay cycle, culminating with the compensation recommendations that the Committee and the Board will review in January, which included the 2021 compensation update for senior-level Trust employees. During the meeting, the Committee voted on decision-making levels for the 2021 compensation process, the 2021 updated

compensation philosophy, and the methodology for determining comparable compensation for Trust executive positions. The Committee also received updates on the alternative executive compensation pay band approach for Trust market-based positions; an investment compensation analysis; Trust fund mitigation strategies related to the impact of COVID-19 on the Institution; the Smithsonian's Civil Program; the Institution's diversity, equity, access, and inclusion efforts; and personnel searches.

Written Report of the Facilities Committee

Written Report of the Facilities Committee

The Facilities Committee held a videoconference meeting on July 16, 2020. During the meeting, the Committee was consulted on and approved a request to seek Congressional authorization for an additional collections storage facility to be used jointly with the National Gallery of Art. The Committee also received updates on the Smithsonian's Consolidated Administrative Headquarters. The Smithsonian closed on the purchase of Capital Gallery on June 25, 2020, with a purchase price of \$253.75 million. The Committee reviewed the Smithsonian's facilities capital and maintenance programs and the progress of major capital projects, including the National Air and Space Museum rebuilding and restaurant replacement. The Facilities Committee also performed its annual review of the Committee Charter.

Written Report of the Finance Committee

Written Report of the Finance Committee

The Finance Committee conducted a meeting on August 26, 2020. During the meeting, the Committee reviewed and voted to recommend that the Executive Committee approve three motions on behalf of the full Board: (1) the fiscal year 2021 federal and trust consolidated budget, (2) the fiscal year 2022 federal budget for presentation to the Office of Management and Budget, and (3) a request to withdraw funds from the National Zoological Park and Smithsonian Conservation Biology Institute Quasi-Endowment to support Trust operations during the impact of COVID-19. The Committee also received an overview of Smithsonian Trust funding along with the Cares Act (COVID-19) and reviewed the fiscal year 2020 third quarter financial results. Revenues for the period totaled \$1,088.3 million; expenses totaled \$1,231.2 million; and the Net Operating Loss for the period was \$ \$142.9 million.

Written Report of the Investment Committee

Written Report of the Investment Committee

The Investment Committee met on June 19, 2020, and September 3, 2020. The Committee reviewed the investment portfolio performance and discussed the Office of Investments report on "Diversity, Equity, and Inclusion in the Smithsonian Endowment." The Smithsonian Endowment's preliminary performance report as of June 30, 2020, showed the Endowment ending with assets of \$1,735.4 million, returning 5.7 percent for the year and outperforming the policy benchmark of -0.4 percent. Against the Cambridge Associates peer

universe of endowments and foundations, the Smithsonian ranks in the first decile for all periods, including trailing one, three, five and ten-year periods.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee conducted meetings on June 25, 2020, and September 24, 2020. During these meetings the Committee engaged in strategic discussions with the Secretary and senior leadership on the vision and strategic priorities for the Institution; received updates on the Race, Community, and Our Shared Future Initiative; and was briefed on the SD603 review of a graphic included in the Smithsonian's "Talking About Race Portal." The Committee also reviewed the exhibition calendar, which consisted primarily of long-planned exhibition openings that were slated for opening pre-closure and are expected to occur, should the Smithsonian's re-opening timeline continue to progress.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that appropriations staff continue to work on spending bills for fiscal year 2021. On September 22, the House passed H.R. 8337, Continuing Appropriations Act 2021, and Other Extensions Act, (Public Law 116-159), a short-term spending bill to fund the government through December 11, 2020. The bill provides funding for Smithsonian operations and facilities projects at the same rate as fiscal year 2020. The Senate cleared the measure September 30, which was subsequently signed by the President on October 1, 2020.

Smithsonian Introduced Legislation

OGR also reported on legislation introduced by the Smithsonian. On September 7, H.J.Res. 87, providing for the reappointment of Michael M. Lynton as a citizen Regent for a second term, and H.J.Res. 88 providing for the appointment of Franklin D. Raines to a first term on the Board of Regents were passed by the House under Unanimous Consent. The Senate took up the bills on September 10, and both passed under Unanimous Consent. The Legislation was subsequently sent to the President and signed on October 3, 2020.

In addition, on August 11, Regent Representative Lucille Roybal-Allard introduced H.R.8023, a bill to provide for additional space and resources for the protection and preservation of national collections held by the Smithsonian Institution and the National Gallery of Art by authorizing construction of an additional storage facility at the Museum Support Center in Suitland, MD. The bill was co-sponsored by Regents Representative Doris Matsui and Representative John Shimkus.

Congressional Briefings and Engagement

Despite enhanced telework for most Smithsonian and Congressional staff, OGR has maintained its regular oversight meetings, Congressional briefings, and hearings. OGR has provided regular updates to key Congressional and Administration staff through virtual congressional town halls that have included

updates on the Smithsonian's digital and educational assets and the Smithsonian's response related to COVID-19 pandemic.

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

Report of the Governance and Nominating Committee

Chair of the Governance and Nominating Committee John Fahey gave the Committee's report and presented two action items for the Board's consideration: (i) a reappointment to the Smithsonian National Latino Board, and (ii) proposed amendments to the Bylaws of the Board of Regents.

Reappointment to Smithsonian National Latino Board

The Board of Regents was asked to consider the reappointment of The Honorable Roel C. Campos as Chair of the Smithsonian National Latino Board ("SNLB"), an advisory body to the Smithsonian Latino Center, for an exceptional two-year term. The reappointment was proposed as a one-time and temporary exception to ensure steady leadership and continued fundraising efforts to support the completion and opening of the Molina Family Latino Gallery, a key initiative of the Smithsonian Latino Center. Mr. Fahey pointed out that the additional term would not exceed the maximum service for board members. Upon motion duly made and seconded, the Board approved the reappointment.

See attached Actions 2020.10.02 (*Minutes of the Board of Regents, Appendix A*).

Proposed Amendments to the Bylaws of the Board of Regents

Next, Mr. Fahey presented proposed amendments to the Bylaws of the Board of Regents. In May of 2020, Congress approved the organizational restructuring proposed by the Secretary, including four Under Secretary positions. Mr. Fahey informed the Committee that as a result, 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. Two other proposed amendments will update the procedures for communication and ballots outside of Board meetings. Upon motion duly made and seconded, the Board approved the proposed amendments to §2.06, §2.08, §5.05, and §5.09 of the Bylaws of the Board of Regents.

See attached Actions 2020.10.03 (*Minutes of the Board of Regents, Appendix A*).

STRATEGIC DISCUSSION ON COVID-19 (CORONAVIRUS)

Impact of COVID-19 (Coronavirus) on the Smithsonian

Secretary Bunch then updated the Board on response and prevention efforts related to COVID-19 (Coronavirus), including the budget impact, reopening progress, and New Normal.

Budget Impact of COVID-19 on the Institution

The Secretary briefed the Regents on the current and projected budgetary effects of COVID-19 (Coronavirus) on the Smithsonian and the mitigation strategies underway to offset the impact. He provided an overview of Smithsonian Trust Funding along with the Cares Act (COVID-19). The Smithsonian is better positioned than some of its peers due to federal appropriations and lack of reliance on public admissions, but it is still experiencing a significant impact on

revenues. The Secretary asked Carol LeBlanc, President of Smithsonian Enterprises (“SE”), to update the Board on the fiscal year 2020 shortfall, which has been impacted primarily by reduced retail operations resulting from museum closures and travel business limited by COVID-19. The Regents discussed the need to support areas generating revenue, position SE for the return of core businesses, and reassess businesses without a strong future.

Reopening Progress at the Smithsonian

Next, the Board received an update on the progress of the Smithsonian’s phased reopening. In addition to Smithsonian Gardens and the Hirshhorn Museum’s outdoor Sculpture Garden, eight Smithsonian facilities have reopened to the public. The Smithsonian will continue to closely monitor health data and guidance from local governments, public health officials, and the Centers for Disease Control and Prevention against its own progression and regression criteria. The Secretary shared that although planning for reopening progress will continue, additional museums will not be reopening at this time. This decision will ensure progress is sustainable and offer the opportunity for the Smithsonian to evaluate capacity and performance before moving forward.

New Normal

To close the discussion on COVID-19, the Secretary briefed the Board on the report and recommendations of the New Normal Committee. As the Institution moves through reopening phases, the Smithsonian’s New Normal Committee has explored how the Smithsonian can adapt, improve, and become a nimbler and more effective organization while carrying out its mission. The Secretary previewed initial recommendations from the New Normal Committee, which encompassed the time frame of Phase 3 (partial reopening to the public pre-vaccine), Phase 4 (full reopening post-vaccine), and beyond. The recommendations are based on a variety of feedback from internal and external stakeholders. They align with the Secretary’s strategic priorities and encompass building a more nimble, effective, and entrepreneurial organization; a focus on audience and education that emphasizes digital resources; an increased emphasis on fundraising and revenue earned through e-commerce; and raising recognition of the Smithsonian brand. The Secretary will continue to work with senior leadership to evaluate and integrate recommendations into the Smithsonian’s broader strategic goals.

STRATEGIC REPORT OF THE SECRETARY

Strategic Report of the Secretary

The open session ended with a report from Secretary Bunch. The Secretary discussed his vision for the Smithsonian and the efforts being made to advance strategic priorities, including education; the Race, Community, and Our Shared Future Initiative; a nimble core; and Virtual Smithsonian, all of which share a One Smithsonian approach.

Personnel Searches

The Secretary briefed the Regents on ongoing personnel searches. Kevin Lowell Young, director of the Schomburg Center for Research in Black Culture in New York City, will become the second director of the National Museum of African American History and Culture, effective January 11, 2021. The Secretary also

shared that the Institution is nearing the end of the searches for the next directors of the Smithsonian Tropical Research Institute, the Smithsonian Libraries and Archives, the American Women’s History Initiative, and the Chief Financial Officer.

Education Initiatives

Next, the Secretary reported on the progress of education initiatives. Since March, the Smithsonian’s immediate focus has been to support teachers and students around the globe as they face unprecedented new learning challenges through online and distance learning. The Institution will continue to amplify its education resources by developing a comprehensive national education outreach strategy for Pre-K - 12 educational systems. In addition to further expanding the Smithsonian’s Learning Lab platform, the efforts will include education outreach in rural areas with a mix of hi-tech, low-tech, and no-tech approaches to address varying degrees of accessibility in rural areas without strong technological infrastructure.

Race, Community, and Our Shared Future

The Regents also received an update on the progress of the Race, Community, and Our Shared Future Initiative. The Secretary noted the Smithsonian has made significant progress in thinking about a series of national conversations centered on race and its impacts on the nation, in terms of culture, economics, wellness, policy, and other areas. Several small launch events are planned for November and December ahead of a Smithsonian branded series of activities in 2021. The Institution has partnered with the Bipartisan Policy Center for one of the events, which will feature a conversation with Paul Ryan and Julian Castro on race and wealth.

Nimble Core

Next, Secretary Bunch briefed the Board on efforts to foster a nimble and effective core. Initial changes have been focused on the Office of Advancement (“OA”) and the Office of Human Resources (“OHR”). Changes in OA have been centered on efficiencies across central advancement, including consolidating the digital fundraising offices and enhancing central fundraising services. Changes in OHR have been focused on plans to take on a more defined diversity and inclusion effort, including hiring a Head Diversity Officer.

Virtual Smithsonian

To conclude, the Secretary briefly updated the Board on the Smithsonian’s digital-first strategy. A digital steering group was established to help support the Institution’s acceleration toward digitally focused programs and activities. The Secretary highlighted recent efforts undertaken by the American Women’s History Initiative, including videos about Indigenous women in Hawai’i working for political rights that received more than 225,000 views. Overall cross-organizational content efforts and audience focused approaches have contributed to significant growth on social media platforms and Smithsonian websites.

EXECUTIVE SESSION

Executive Session

The Board moved into an executive session at 11:12 a.m. to discuss business and personnel matters. The Secretary also briefed the Board on a potential philanthropic concept for the National Air and Space Museum.

Advisory Board Appointments and Reappointments

Chair of the Governance and Nominating Committee John Fahey led a discussion regarding appointments and reappointments to the Smithsonian Advisory Boards. Upon motion duly made and seconded, the Board approved the proposed slate of candidates for appointment or reappointment to four (4) Smithsonian Institution Advisory Boards.

See attached Actions 2020.10.04 (*Minutes of the Board of Regents, Appendix A*).

2021 Board Leadership Elections

The Board reviewed the Governance and Nominating Committee's recommendations for the 2021 Board leadership elections. The Board discussed the election of Steve Case as Chair, Risa J. Lavizzo-Mourey as Vice Chair, and John Fahey as a member of the Executive Committee. As candidates under consideration, Mr. Case, Dr. Lavizzo-Mourey, and Mr. Fahey recused themselves from the discussion and vote. Upon motions duly made and seconded, the Board voted to elect the proposed Chair, Vice Chair, and third member of the Executive Committee.

See attached Actions 2020.10.05, 2020.10.06, and 2020.10.07 (*Minutes of the Board of Regents, Appendix A*).

Committee Membership

Next, Mr. Fahey led the Board's discussion on the proposed non-Regent candidate, Michael M. Crow, for appointment to the Strategy, Innovation, and Technology Committee. Mr. Fahey noted that the Strategy, Innovation, and Technology Committee may consist of non-Regent members well-chosen for their expertise of relevance to the duties and responsibilities of the Committee, as long as a sitting Regent majority is maintained on the Committee. Upon motion duly made and seconded, the Board voted appoint Michael M. Crow as a non-Regent member to the Strategy, Innovation, and Technology Committee.

See attached Actions 2020.10.08 (*Minutes of the Board of Regents, Appendix A*).

New Regent Search

Mr. Fahey then updated the Board on the search for a new citizen Regent to replace David Rubenstein when his term expires in May 2021.

Executive Session: "Gatekeeper" Reports

The Board concluded the executive session with an opportunity to hear from each of the Smithsonian's Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 11:45 a.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE OCTOBER 19, 2020, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2020.10.01]

VOTED that the Board of Regents approves the minutes of the August 11, 2020, special meeting of the Board of Regents.

VOTED that the Board of Regents recognizes the generosity of Bank of America and accepts the gift to support the Race, Community, and Our Shared Future Initiative.

VOTED that the Board of Regents recognizes the generosity of Bell Textron Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of Mitsubishi Corporation and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Smithsonian Astrophysical Observatory to support public education programs. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates the Deep Time Endowment, a quasi-endowment for the benefit of the National Museum of Natural History to support the *Deep Time* exhibition, including maintenance and related education programs, scientific research and activities, and personnel. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the reappointment of The Honorable Roel C. Campos as Chair of the Smithsonian National Latino Board for an exceptional fourth and final two-year term, effective immediately. [2020.10.02]

VOTED that the Board of Regents approves the proposed amendments to §2.06, §2.08, §5.05, and §5.09 of the Bylaws of the Board of Regents. [2020.10.03]

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to four (4) Smithsonian Institution Advisory Boards. [2020.10.04]

VOTED that the Board of Regents elects Steve Case as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 2, 2021. [2020.10.05]

VOTED that the Board of Regents elects Risa J. Lavizzo-Mourey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 2, 2021. [2020.10.06]

VOTED that the Board of Regents elects John Fahey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective February 2, 2021. [2020.10.07]

VOTED that the Board of Regents approves the proposed appointment of Michael M. Crow as a non-Regent member to the Strategy, Innovation, and Technology Committee, and requests that the Chancellor make the necessary appointment. [2020.10.08]

MINUTES OF THE FEBRUARY 1, 2021, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, February 1, 2021. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Senator John Boozman
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Mr. Steve Case, Chair
Mr. John Fahey
Mr. Roger W. Ferguson, Jr.

Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael Lynton
Ms. Denise O’Leary
Mr. Franklin D. Raines
Mr. David M. Rubenstein

Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Kamala D. Harris was unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Roger Brissenden, Acting Under Secretary for Science and Research
Victor Castillo, Office of Representative Roybal-Allard
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Acting Under Secretary for Museums and Culture
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Janice Lambert, Chief Financial Officer
Judith Leonard, General Counsel
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Era Marshall, Director for the Office of Equal Employment and Supplier Diversity
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Under Secretary for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Vernon L. Simms, Director of the Office of Government Relations
Robert J. Spiller, Assistant Secretary for Advancement
Porter N. Wilkinson, Chief of Staff to the Regents

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome and Senior Staff Transitions

Board and Executive Committee Chair Steve Case began his report by providing an update on senior staff transitions. He welcomed Chief Financial Officer Janice Lambert to her first meeting of the Board of Regents. Ms. Lambert joined the Smithsonian on January 4, and oversees the Office of Planning, Management, and Budget; the Office of Finance and Accounting; the Office of Contracting and Personal Property Management; and the Office of Sponsored Projects. Mr. Case then congratulated Kevin Gover, who was named as the Under Secretary for Museums and Culture on January 17. The Board also was informed that Roger Brissenden would be stepping away from his role as Acting Under Secretary for Science and Research, effective February 5. The Regents expressed their gratitude to Dr. Brissenden for his service to the Smithsonian and his willingness to continue to support the Smithsonian Astrophysical Observatory on a part-time basis.

Regent Transitions

Mr. Case also acknowledged recent Regent transitions. The Smithsonian is awaiting Congressional leadership to make two necessary appointments from both the United States Senate and the U.S. House of Representatives to replace Senator David Perdue and Representative John Shimkus, respectively. Mr. Case also recognized that with the recent inauguration, Vice President Kamala Harris has become an ex-officio member of the Board.

Special Events

To conclude his report, Mr. Case provided an update on special events. He highlighted viewing and engagement metrics from the Regents' annual public forum, which was held virtually on December 15. This was the first public forum to be hosted exclusively on a virtual platform, and viewership and participation increased from the traditional in-person format. He also previewed a virtual meeting that he and the Secretary will host for the Smithsonian Advisory Board Chairs on February 16, which will focus on the Institution's diversity, equity, accessibility, and inclusion efforts and aligning the objectives of the Secretary's strategic priorities with the work of the units and advisory boards.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the February 1, 2021, Agenda included: the approval of minutes from the October 19, 2020, meeting of the Board of Regents; a proposed amendment to the Records Request Policy; appointments and reappointments to 13 Smithsonian Institution Advisory Boards; and gifts and naming recognition. As a donor to one of the gifts considered for approval, David Rubenstein recused himself from the vote. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2021.02.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Compensation and Human Resources Committee; Finance Committee; Governance and Nominating Committee; Strategy, Innovation, and Technology Committee; Office of Government Relations; and Smithsonian National Board.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee conducted a meeting on January 14, 2021. During the meeting, the Committee reviewed notable gifts and grants and voted to recommend four gift actions to the Board of Regents. The Committee was briefed on fundraising progress and plans for fiscal year 2021 and received an update on revised planning efforts for the Smithsonian's next fundraising campaign. As of December 29, 2020, the Smithsonian had raised \$34.96 million towards its \$200 million goal. The Advancement Committee also completed its annual self-assessment.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee met on December 11, 2020, and January 19, 2021. During the meetings, the Committee reviewed human resources and compensation matters and approved 2021 compensation recommendations for senior executives. Additionally, the Committee performed its annual review of the Committee Charter.

Written Report of the Finance Committee

Written Report of the Finance Committee

The Finance Committee conducted a meeting on January 14, 2021. During the meeting, the Committee reviewed the fiscal year 2020 year-end financial results. Revenues for the period totaled \$1,522 million; Expenses totaled \$1,585 million; and Net Operating Loss for the year was \$63.4 million. The Committee also received an overview of the fiscal year 2021 federal appropriation. The 2021 Consolidated Appropriations Act provides \$1.033 billion for the Smithsonian, which is \$14.6 million below the enacted fiscal year 2020 level. The Act provides \$818.2 million for Salaries and Expenses and \$214.5 million for Facilities Capital.

Written Report of the Governance and Nominating Committee

Written Report of the Governance and Nominating Committee

The Governance and Nominating Committee met on December 7, 2020. During the meeting, the Committee voted to approve appointments and reappointments to Smithsonian advisory boards. The Committee discussed the search for the next citizen Regent to fill the vacancy when Regent David Rubenstein's term ends in

May 2021. The Committee also reviewed policies and procedures related to the vetting of advisory board members as part of an effort to standardize practices regarding Smithsonian Advisory Boards.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee conducted a meeting on December 14, 2020. During the meeting the Committee voted to recommend the approval of a proposed amendment to the Strategy, Innovation, and Technology Committee Charter. The Secretary also led strategic discussions with the Committee on engaging a national audience and the Smithsonian's New Normal. The Committee also reviewed the exhibition calendar and was briefed on two upcoming exhibitions: *The Bias Inside Us*, a four-year project developed by the Smithsonian Institution Traveling Exhibition Service to encourage civil dialogue on important issues facing our nation and the world, and *iPrinting the Revolution! The Rise and Impact of Chicano Graphics, 1965 to Now*, an exhibition at the Smithsonian American Art Museum that explores the rise of Chicano graphics and history of printmaking within early social movements.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that on December 27, 2020, the President signed the Consolidated Appropriations Act, 2021. The act provided funding for the Smithsonian fiscal year 2021 Salaries and Expenses and Facilities Capital. Congress also included the final version of the Smithsonian American Women's History Museum Act and the National Museum of the American Latino Act in a separate division of the Consolidated Appropriations Act.

Smithsonian Introduced Legislation

OGR also reported on legislation introduced by the Smithsonian. On November 30, 2020, Senator Boozman introduced S.4925, a bill to provide for additional space and resources for the protection and preservation of national collections held by the Smithsonian Institution and the National Gallery of Art by authorizing construction of an additional storage facility ("Pod 6") at the Museum Support Center in Suitland, MD. Prior to the end of the 116th Congress, the bill was placed into the Senate Hotline for consideration under unanimous consent. The bill had no objections, but was not scheduled for a vote before the end of the session.

Smithsonian Related Legislation

On October 17, 2020, S.743 became Public Law No: 116-170, which directs Congress to award a Congressional Gold Medal to the 5307th Composite Unit (Provisional), commonly known as Merrill's Marauders, in recognition of their bravery and outstanding service in the jungles of Burma (Myanmar) during World War II. Following its award, the gold medal will be given to the Smithsonian Institution to be displayed and made available for research.

**Congressional Hearings,
Briefings, and
Engagement**

Despite enhanced telework for most Smithsonian and Congressional staff, regular oversight meetings, Congressional briefings, and hearings have continued. Recent hearings have focused on the Smithsonian Women’s History Museum Act and the National Museum of the American Latino Act. The Office of Government Relations has also continued its bi-weekly Smithsonian Education Newsletter and the “Space on the Hill” briefing series by pivoting to a virtual format.

Written Report of the Smithsonian National Board

**Written Report of the
Smithsonian National
Board**

The Smithsonian National Board (“SNB”) held its fall meeting and alumni reunion virtually on October 22-23, 2020. The meeting focused on education and distance learning at the Smithsonian and featured ongoing work by units to develop engaging digital learning experiences during the COVID-19 pandemic. In addition to the business meeting, the meeting of the SNB included working group and committee meetings, a virtual tour of the National Postal Museum’s upcoming exhibit *Baseball: America’s Home Run*, and an update on the *FUTURES* exhibition at the Arts and Industries Building.

REPORT OF THE FACILITIES COMMITTEE

**Report of the Facilities
Committee**

Chair of the Facilities Committee David Rubenstein gave the Committee’s report and presented one action item for the Board’s consideration: a proposed five-year lease extension. The Board of Regents was asked to approve the Secretary’s request for authority to execute a five-year lease extension for approximately 333,724 square feet of administrative office, collections storage, and support space. Even with the purchase of the administrative headquarters, this space is necessary for the collections storage of multiple units and continued occupancy for Smithsonian Exhibits, the Office of Protection Services, Smithsonian Facilities, and the Office of Contracting and Personal Property Management at Pennsy Drive in Landover, MD. Upon motion duly made and seconded, the Board approved the Pennsy Drive storage facility five-year lease extension.

See attached Actions 2021.02.02 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE AUDIT AND REVIEW COMMITTEE

**Report of the Audit and
Review Committee**

Chair of the Audit and Review Committee Risa J. Lavizzo-Mourey briefed the Board on the draft audit results for the fiscal year 2020 financial statements from the Smithsonian’s external auditors, KPMG. For fiscal year 2020, there were no significant changes to the planned risk assessment and planned audit strategy, and an unmodified opinion is expected to be issued. KPMG reported that the significant deficiency from fiscal year 2019 has been resolved, however, they reported another significant deficiency in internal control over financial reporting. Dr. Lavizzo-Mourey informed the Board that the Committee will work with Smithsonian management, KPMG, and the Inspector General to address the deficiency.

UPDATE ON THE SMITHSONIAN CAMPAIGN

Update on the Smithsonian Campaign

Assistant Secretary for Advancement Rob Spiller updated the Board on planning efforts and recent developments regarding the Smithsonian's next fundraising campaign. Given the evolving economic impacts of COVID-19, the current philanthropic environment necessitates a revised campaign strategy and timeline. The Regents agreed that a phased campaign will allow for more flexibility and opportunity to focus on Smithsonian priorities and current needs.

STATUS REPORT ON THE SMITHSONIAN'S COVID-19 RESPONSE

Status Report on the Smithsonian's COVID-19 Response

Secretary Bunch then briefed the Board on the Smithsonian's ongoing response to the COVID-19 (Coronavirus) pandemic. The update focused on three main priorities: the Institution's reopening timeline, vaccine deployment, and public outreach related to the pandemic, including vaccine education programming.

Reopening Timeline

Secretary Bunch updated the Committee on the decision to close all Smithsonian museums and the National Zoo to the public as of November 23. The reclosure affected eight Smithsonian facilities in the Washington, D.C., region that had reopened to the public following the initial closure in March. The Secretary informed the Board that a reopening date has not been determined. Smithsonian leadership will continue to work with local and national public health experts and review health metrics to make decisions for moving forward in reopening.

Vaccine Deployment

Next, the Board received an update on the vaccine, its distribution, and eligibility as it relates to the Smithsonian. The Smithsonian does not yet have its own supply of the vaccine, but the Institution is making every effort to acquire it for staff. Most states are in the early stages of their phased rollouts of the COVID-19 vaccines, and eligibility remains limited based on age, occupation, and underlying health conditions. Secretary Bunch shared that not all employees who are considered essential by the Smithsonian are eligible for the vaccine. In the meantime, the Institution has partnered with a local consortium of colleges and universities to establish a robust testing plan and approach, which will support the logistics of an internal Smithsonian COVID-19 testing program. The COVID-19 Response Team will continue to share updates on vaccination and testing regularly with Smithsonian staff.

Vaccine Public Education Programming

To conclude the discussion on COVID-19, the Secretary briefed the Board on efforts to launch public education programming related to vaccines. The Smithsonian recognizes that it can play an important role in helping Americans understand the importance of vaccinations, their history, and their effectiveness. The Under Secretary for Museums and Culture and the Acting Under Secretary for Science and Research are working across the museums, libraries, and research centers on public education programming related specifically to the COVID-19 vaccination. The team is preparing to launch a multifaceted web portal that will explore key questions related to COVID-19 vaccine origins, effectiveness, and the

impact on human health with a focus on research, exhibitions, digital initiatives, and education.

STRATEGIC REPORT OF THE SECRETARY

Strategic Report of the Secretary

Secretary Bunch then delivered the strategic report of the Secretary. The Secretary discussed the strategic priorities for the Smithsonian, which are focused on five main areas: making Smithsonian content delivery and audience reach more digitally-focused; enabling education initiatives at the Smithsonian to achieve a greater impact on pre-K through 12 education; utilizing the Institution's vast scientific resources to inform and elevate the importance of science in areas such as biodiversity, conservation, and the search for life in the universe; positioning the Smithsonian as a trusted source for critical conversations and helping the nation grapple with important issues like race and identity; and building a culture of change and innovation, supported by nimble infrastructures that can quickly pivot to seize new opportunities and change.

Education Initiatives

To close his strategic report, the Secretary asked Acting Under Secretary for Education Ruki Neuhold-Ravikumar to report on the progress of education initiatives. As museums remain closed due to COVID-19, the Institution has continued to amplify its education resources. Recently the Smithsonian announced a new collaboration with PBS to deliver learning-ready content to pre-K through 12 educators nationwide. A collection of some of the Institution's best science, art, and history content will be brought to life on PBS LearningMedia – an online destination that serves more than 1.6 million users each month. Ms. Neuhold-Ravikumar informed the Board that content would include videos, interactive activities, documents, and lesson plans for teachers, families, and caregivers with a focus on interdisciplinary resources, classroom-ready content, and signature Smithsonian collections and programs.

STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

Strategic Discussion on New Smithsonian Museums

To conclude the open session, the Secretary led a strategic discussion on the creation of two new Smithsonian museums honoring American Latinos and women's history. On December 21, 2020, Congress passed a \$900 billion COVID-19 relief package and a \$1.4 trillion government funding package, which included the authorization of two new Smithsonian museums: a National Museum of the American Latino and a Smithsonian Women's History Museum. The Secretary informed the Board that the legislation is similar to the processes used to establish the National Museum of African American History and Culture, with minor differences between the two bills. The Regents discussed appropriated and private funding for the new museums and the funding impact on the Institution, site selection and collections acquisitions, and the process for vetting and selecting candidates for the new museums' boards. As dictated in the legislation, the Regents will have ultimate oversight and responsibility, with specific responsibilities to nominate board candidates and select future sites of

the new museums. Management and the Board will work together closely in the coming months to meet the timelines outlined in the legislation.

EXECUTIVE SESSION

Executive Session: “Gatekeeper” Reports

The Board moved into an executive session at approximately 11:55 a.m. for an opportunity to meet with each of the Smithsonian’s Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

Executive Session: Regents and Secretary

Mr. Case then turned the meeting over to Secretary Bunch to update the Board on confidential Smithsonian business and personnel matters, including an update on the Smithsonian’s relationship with the Friends of the National Zoo (“FONZ”).

Executive Session: Report of the Compensation and Human Resources Committee

Next, Chair of the Compensation and Human Resources Committee John Fahey delivered the Committee’s report. He first updated the Board on the annual report on workplace culture at the Smithsonian. The report is part of the Board’s effort to ensure that the Smithsonian is a leader in a diverse and inclusive workplace. Mr. Fahey also led the Board’s annual discussion and review of executive compensation. The Board discussed the investment incentive compensation plan and the proposed senior executive compensation decisions for fiscal year 2021. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee’s 2021 compensation recommendations.

See attached Actions 2021.02.03 and 2021.02.04 (*Minutes of the Board of Regents, Appendix A*).

Executive Session: Strategy, Innovation, and Technology Committee Charter Amendment

Chair John Fahey then delivered the report of the Governance and Nominating Committee. The Board of Regents was asked to review and vote on a proposed amendment to the Strategy, Innovation, and Technology Committee Charter that would allow for Regent membership to increase by one for a total of seven Regent members. Upon motion duly made and seconded, the Board voted to approve the proposed amendment to the Strategy, Innovation, and Technology Committee Charter.

See attached Actions 2021.02.05 (*Minutes of the Board of Regents, Appendix A*).

Executive Session: 2021 Advancement Committee Chairmanship

Next, Mr. Fahey led the Board’s discussion on the proposal that Christine Udvar-Hazy be appointed as Chair of the Advancement Committee. Mr. Fahey noted that the Board was being asked to consider the nomination separately because it would be an exception to the term limit of six years permitted by the Advancement Committee Charter for non-Regent members. Upon motion duly made and seconded, the Board voted to appoint Christine Udvar-Hazy as a non-Regent Chair of the Advancement Committee.

See attached Actions 2021.02.06 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session: 2021
Regent Committee
Chairmanships and
Memberships**

The Board was then asked to approve the proposed roster of Regent committee Chairs and members for 2021. By tradition, citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Mr. Fahey noted that members and chairs would serve in their roles through January 2022. Upon motion duly made and seconded, the Board voted to approve the proposed committee assignments and chairs and recommended that the Chancellor make the necessary appointments.

See attached Actions 2021.02.07 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:
Regents' 2020 Self-
Assessment**

The Board also reviewed the results of the fiscal year 2020 Regents' self-assessment, which was circulated to the Board in October 2020. The assessment results indicated general agreement on Board and Committee roles, structure, practices, and strategic priorities, with particular support for the Smithsonian's swift response to the COVID-19 pandemic and the Board's transition to conducting its business virtually.

**Executive Session:
Election of New Regent**

Governance and Nominating Committee Chair John Fahey then led the Board's discussion on the search for a new Citizen Regent to succeed David M. Rubenstein of Maryland, whose term will expire in May 2021. Mr. Fahey presented the proposed priority candidate recommended by the Governance and Nominating Committee for nomination to the Board: Barbara M. Barrett. Former Regent Barbara Barrett concluded her responsibilities as Secretary of the Air Force on Wednesday, January 20, and subsequently confirmed her interest in rejoining the Board of Regents to complete her second term abbreviated by her appointment to the Air Force. Upon motion duly made and seconded, the Board approved the Governance and Nominating Committee's recommendation and voted to nominate Barbara M. Barrett of Arizona to succeed David M. Rubenstein as a Citizen Regent on the Board of Regents. The Board asked its congressional Regents to introduce and support legislation to this effect.

See attached Actions 2021.02.08 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session: 2020
Secretarial Performance
Review**

The Board concluded the executive session with a review of the Secretary's annual performance appraisal for fiscal year 2020.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:47 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE FEBRUARY 1, 2021, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2021.02.01]

VOTED that the Board of Regents approves the minutes of the October 19, 2020, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed amendment to the Appeals provision in Attachment A to Smithsonian Directive 807.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 13 Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents recognizes the generosity of Autodesk, Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of the Embassy of the State of Qatar and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of Target Corporation and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of David M. Rubenstein to the Smithsonian's National Zoo and Conservation Biology Institute and extends the naming of the David M. Rubenstein Family Giant Panda Habitat through December 2023.¹

VOTED that the Board of Regents approves a gift to the National Air and Space Museum. At the request of the donor, details will remain confidential until publicly announced.

VOTED that the Board of Regents approves the Secretary's request for authority to execute an extension of the lease for approximately 333,724 rentable square feet of administrative office, collections, and storage space at 3400 Pennsy Drive, Landover, Maryland. [2021.02.02]

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's recommended changes to the Office of Investments incentive compensation. [2021.02.03]

¹ David M. Rubenstein recused from voting.

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's 2021 compensation recommendations for senior executive positions. [2021.02.04]

VOTED that the Board of Regents approves the proposed amendment to the Strategy, Innovation, and Technology Committee Charter. [2021.02.05]

VOTED that the Board of Regents approves the proposed appointment of Christine Udvar-Hazy as a non-Regent member and chair 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. [2021.02.06]

VOTED that the Board of Regents approves the proposed committee chairmanship and member assignments for 2021 and requests that the Chancellor make the necessary appointments. [2021.02.07]

VOTED that the Board of Regents nominates Barbara M. Barrett of Arizona to succeed David M. Rubenstein as a Citizen Regent on the Board of Regents and to serve the remainder of her second statutory term of six years. Furthermore, the Board asks its congressional members to introduce and support legislation to this effect. [2021.02.08]

MINUTES OF THE APRIL 12, 2021, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, April 12, 2021. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting via videoconference. Board and Executive Committee Chair Steve Case welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Senator John Boozman
Senator Catherine Cortez Masto
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Adrian Smith
Mr. John Fahey
Mr. Roger W. Ferguson, Jr.

Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael M. Lynton
Ms. Denise O’Leary
Mr. Franklin D. Raines
Mr. David M. Rubenstein

Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Chancellor John G. Roberts, Jr.; Vice President Kamala D. Harris; and Representative Lucille Roybal-Allard were unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Victor Castillo, Office of Representative Roybal-Allard
Trevor Dean, Office of Senator Cortez Masto
Monica Didiuk, Office of Representative Smith
Mary Elliott, Museum Curator, National Museum of African American History and Culture¹
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Under Secretary for Museums and Culture
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Janice Lambert, Chief Financial Officer
Judith Leonard, General Counsel

Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer
Era Marshall, Director of the Office of Equal Employment and Supplier Diversity
Adam Martin, Chief Digital Officer, National Museum of African American History and Culture¹
Mike McCarthy, Under Secretary for Administration
Kevin McDonald, Office of Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Ruki Neuhold-Ravikumar, Acting Under Secretary for Education
Meroë Park, Deputy Secretary and Chief Operating Officer
Jill Roberts, Program Manager-Searchable Museum, Digital Operations, National Museum of African American History and Culture¹

¹ Participated in Virtual Smithsonian strategic discussion only

Vernon L. Simms, Director of the Office of
Government Relations

Robert J. Spiller, Assistant Secretary for
Advancement

Ellen Stofan, Under Secretary for Science and
Research

Kyle Victor, Office of Representative Matsui
Porter N. Wilkinson, Chief of Staff to the Regents
Josh Yearsley, Office of Senator Cortez Masto
Kevin Young, Andrew W. Mellon Director of the
National Museum of African American History and
Culture¹

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome and Regent Transitions

Board and Executive Committee Chair Steve Case began his report by providing an update on newly appointed Congressional Regents. He welcomed Senator Catherine Cortez Masto and Representative Adrian Smith to their first meeting of the Board of Regents. The Regents joined the Chair in welcoming the new Regents. Mr. Case also acknowledged the final Board meeting for outgoing Regent David M. Rubenstein. The Regents expressed their gratitude to Mr. Rubenstein for his twelve years of service as a Regent to the Smithsonian and his willingness to continue to support the Institution through service on Regents' committees.

Smithsonian Staff Transitions

Mr. Case also recognized recent staff transitions. He welcomed Under Secretary for Science and Research Ellen Stofan to her first meeting of the Board. Dr. Stofan assumed her new role on March 14 and will oversee the Smithsonian's collective scientific initiatives and commitment to research across the Institution's science research centers as well as the National Museum of Natural History and the National Zoo. Mr. Case also acknowledged the final Regents' meeting for Mike McCarthy, who will be stepping away from his role as Under Secretary for Administration in May. The Regents expressed their appreciation to Mr. McCarthy for his service, including overseeing the Institution's finances during the pandemic, establishing a COVID-19 response team, and completing the purchase of the Capital Gallery building for the Smithsonian's Consolidated Administrative Headquarters.

Recognition of Former Regent

To conclude his report, Mr. Case presented one action item for the Board's consideration: the recognition of former Regent France A. Córdova as a Regent Emerita. She served on the Board from September 2009 until March 2014 when she was appointed as the 14th director of the National Science Foundation. Pursuant to Board bylaw 2.11, the Regents may confer the title of Regent Emerita on former Regents "who accept responsibilities for continuing activities in the interests of the Smithsonian Institution." Upon motion duly made and seconded, the Board unanimously voted to confer the title of Regent Emerita on the Honorable France A. Córdova.

See attached Actions 2021.04.01 (*Minutes of the Board of Regents, Appendix A*).

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the April 12, 2021, Agenda included: the approval of minutes from the February 1, 2021, meeting of the Board of Regents; appointments and reappointments to eight Smithsonian Institution Advisory Boards; and gifts and naming recognitions. Upon motion duly made and

seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2021.04.02 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee, Investment Committee, Office of Government Relations, and Smithsonian National Board.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee conducted a meeting on March 2, 2021. During the meeting, the Committee reviewed notable gifts and grants and voted to recommend two gift actions to the Board of Regents. The Committee was briefed on fundraising progress for fiscal year 2021 and received an update on fundraising for the new museums and the next Smithsonian fundraising campaign. As of January 31, 2021, the Smithsonian had raised \$78.55 million towards its \$200 million goal.

Written Report of the Investment Committee

Written Report of the Investment Committee

The Investment Committee met on March 24, 2021. During the meeting, the Committee approved the recommended long-term policy targets and allowable ranges, the revised policy benchmarks, and the 2021 private commitment budgets. The Smithsonian Endowment's one-year return as of December 31, 2020, was 17.5% versus 10.6% for the policy benchmark. Against the Cambridge Associates peer universe of endowments and foundations, the Smithsonian ranks in the top decile for all periods, including trailing one, three, five and ten-year periods.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that the Smithsonian submitted its fiscal year 2022 budget request to the Office of Management and Budget ("OMB") on September 9, 2020. The OMB Passback, or summary funding decision for the Smithsonian's request, was received in March 2021. The Smithsonian's budget submission to Congress will follow in early May.

Smithsonian Introduced Legislation

OGR also reported on legislation introduced by the Smithsonian. On February 23, 2021, Senator Patrick Leahy and Senator John Boozman introduced S.J.Res.8, a joint resolution providing for the appointment of Barbara M. Barrett as a citizen Regent of the Board of Regents of the Smithsonian Institution. On February 25, 2021, Representative Doris Matsui and Representative Lucille Roybal-Allard introduced H.J.Res.27, an identical resolution. The Senate bill was referred to the

Committee on Rules and Administration, and the House bill was referred to the Committee on House Administration.

Smithsonian Related Legislation

The Office of Government Relations is tracking seven pieces of legislation related to commemorative Congressional Gold Medals, including H.R.1085, H.R.323, H.R.896, H.R.707, H.R.734/S.181, H.R.674, and S.321/H.R.1012. Each of the bills directs a medal to go to the Smithsonian for display and research.

White House Engagement

The Office of Government Relations worked closely with the White House and the Office of the First Lady's staff to bring objects from the National Museum of American History ("NMAH") to the White House for a temporary display commemorating Women's History Month. The objects highlight women's accomplishments in education, business, sports, the military, and science. This relationship will continue with additional opportunities related to additional Heritage Months and other commemorations.

Congressional Hearings, Briefings, and Engagement

Despite enhanced telework for most Smithsonian and Congressional staff, regular oversight meetings, Congressional briefings, and hearings have continued. Since April 3, 2020, OGR has issued a bi-weekly newsletter to all members of Congress and congressional staff, which provides educational content and resources for teachers, parents, and students including lesson plans, current events, new Smithsonian content, and a host of creative activities. The Office of Government Relations is also working to share digital Learning Labs, a series of educational guides structured to specific state standards that learners of all ages may use to tailor educational content and resources.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board

The Smithsonian National Board ("SNB") held its winter meeting virtually February 4–5, 2021. The meeting theme was "Smithsonian at 175: Serving the Nation," and focused on the work the Institution has done for 175 years in collecting and research activities aimed at helping current and future audiences better understand the current moment in our nation's history. In addition to the business meeting, the meeting of the SNB included working group and committee meetings, a virtual program with the Smithsonian Libraries and Archives, a virtual planetarium experience with educators from the National Air and Space Museum, and two spotlight sessions. The first spotlight session highlighted the efforts of the National Museum of African American History and Culture and the National Museum of American History to collect significant objects related to social justice, COVID-19, and democracy. The second spotlight session focused on the Smithsonian Conservation Biology Institute's Global Health Program and its ongoing study of coronaviruses and emerging infectious diseases that impact humans, animals, and the environment.

REPORT OF THE FACILITIES COMMITTEE

Report of the Facilities Committee

Chair of the Facilities Committee John Fahey gave the Committee's report and presented one action item for the Board's consideration: a proposed five-year lease extension. The Board of Regents was asked to approve the Secretary's request for authority to execute a new five-year lease extension for a portion of the existing leased premises consisting of approximately 58,888 square feet of administrative office, laboratory, and support space for continued occupancy by the Smithsonian Astrophysical Observatory ("SAO") at 100 Discovery Park in Cambridge, MA. The new lease extension would result in a cost avoidance of approximately \$12.0 million over the five-year period, plus an annual savings of approximately \$1.5 million per year. Upon motion duly made and seconded, the Board approved the SAO Cambridge, MA Discovery Park Lease Renewal.

See attached Actions 2021.04.03 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

Report of the Governance and Nominating Committee

Representative Doris Matsui delivered the report of the Governance and Nominating Committee and asked the Board of Regents to consider the proposed amendments to the Audit and Review Committee Charter. The proposed Charter amendments reflect current practices and include updates to language that would ensure consistency between the Audit and Review Committee Charter and the Inspector General Act. Upon motion duly made and seconded, the Board voted to approve the proposed amendments to the Audit and Review Committee Charter.

See attached Actions 2021.04.04 (*Minutes of the Board of Regents, Appendix A*).

THE SECRETARY'S VISION, RETROSPECTIVE, AND ACHIEVEMENTS

The Secretary's Vision, Retrospective, and Achievements

Secretary Lonnie Bunch led a strategic discussion focused on his vision for the Smithsonian's future. The Secretary outlined five strategic focus areas that will guide the Institution's work moving forward: (1) be a trusted source that explores what it means to be an American, (2) harness Smithsonian expertise to elevate science in the global discourse, (3) engage with education systems nationwide to build and enrich a national culture of learning, (4) ensure Smithsonian virtual content reaches every home and classroom, and (5) work together to build a nimble and effective Smithsonian. The Secretary also highlighted accomplishments of the past two years, which have created a foundation for future growth, including virtual initiatives, education programming, and efforts to elevate science and the future of the Smithsonian's impact.

STATUS REPORT ON THE SMITHSONIAN’S COVID-19 RESPONSE

Status Report on the Smithsonian’s COVID-19 Response

Secretary Bunch then briefed the Board on the Smithsonian’s ongoing response to the COVID-19 (Coronavirus) pandemic. The update focused on three main priorities: the Institution’s reopening timeline, vaccine deployment, and vaccine education programming.

Reopening Timeline

Secretary Bunch updated the Board on the Smithsonian’s phased reopening. Since April 2020, the Institution’s COVID-19 response and reopening activities have been conducted through the Reopening Task Force, which develops the strategies and logistics for reopening Smithsonian facilities. The Secretary informed the Board that the Reopening Task Force is working to identify public health triggers and societal indicators—while also working within the guidelines set forth by local and national governments—that will allow the Smithsonian to increase internal operations, resume public programs, and reopen museums and the National Zoo in spring 2021.

Vaccine Deployment

Next, the Board received an update on the Smithsonian’s efforts to obtain doses of the COVID-19 vaccine. In coordination with the U.S. Department of Health and Human Services (“HHS”), the Smithsonian will be hosting and supporting a multi-agency vaccination effort for government employees. Secretary Bunch shared that hundreds of government employees in the National Capital Region, including Smithsonian federal and trust staff and embedded contractors will be eligible to receive the vaccine at the National Museum of Natural History. The Secretary also informed the Board that a smaller vaccination effort will be conducted at the Smithsonian Conservation Biology Institute located in Front Royal, Virginia. The Board applauded the Secretary’s efforts to ensure that the Smithsonian community have access to the COVID-19 vaccine.

Vaccine Public Education Programming

To conclude the discussion on COVID-19, the Secretary turned to Under Secretary for Science and Research Ellen Stofan to brief the Board on efforts to launch public education programming related to vaccines. Dr. Stofan previewed the launch of a new nationwide initiative, *Vaccines & US: Cultural Organizations for Community Health*. This Smithsonian-led initiative will bring together museums, libraries, and cultural institutions across the country to support the national effort to provide Americans with accessible, trustworthy information about vaccines. The online hub of free resources related to COVID-19 include: the safety, efficacy, and value of COVID-19 vaccines; advice for starting conversations about vaccination; America’s communities’ and cultures’ response to the pandemic; and the history of pandemics and vaccination in the U.S.

STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

Strategic Discussion on New Smithsonian Museums

The Secretary then led a strategic discussion on the establishment of two new Smithsonian museums: the National Museum of the American Latino (“NMAL”) and the Smithsonian American Women’s History Museum (“SAWHM”). The discussion focused on three priorities: advisory board candidates, site selection,

and creating a virtual presence. The Secretary shared that interim leadership has been selected for both museums. Lisa Sasaki, currently the Director of the Smithsonian Asian Pacific American Center, will serve as the Interim Director of SAWHM. Eduardo Díaz, Director of the Smithsonian Latino Center, will be the Interim Director of NMAL. The legislation dictates that board members are to be appointed by the Board of Regents within 180 days of enactment. The Board is expected to consider approval of the final candidates for each advisory board at its June meeting.

New Museum Site Selection

Next, Under Secretary for Administration Mike McCarthy briefed the Board on the site selection process. The legislation passed by Congress calls for the museum locations to be designated by December 2022. The selection of two museum sites simultaneously will add to the complexity of the process. The Smithsonian will engage staff and consultants that represent both constituencies in the museum planning process with consideration given to those with expertise in museum programming. The Smithsonian expects the site selection process to begin in May 2021.

New Museum Virtual Presence

To conclude the strategic discussion on new museums, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer Julissa Marengo provided an update on the messaging and branding efforts underway for both NMAL and SAWHM. Early messaging will focus on educating audiences about the process of establishing the museums and demonstrating action, including the nomination of advisory board members, site selection, and the creation of a virtual presence for each museum.

STRATEGIC DISCUSSION ON VIRTUAL SMITHSONIAN AND DIGITAL INITIATIVES

Strategic Discussion on Virtual Smithsonian and Digital Initiatives

The Secretary also led a discussion on forming strategic partnerships to leverage the Smithsonian's digital capabilities and help the Institution achieve greater reach, greater relevance, and profound impact through a Virtual Smithsonian. Secretary Bunch explained that by establishing a broad network of partnerships with organizations that have data and insights complementary to the Smithsonian's, the Institution can leverage existing platforms, expertise, and resources to develop future-focused strategies.

NMAAHC: Searchable Museum Project

The Secretary asked Kevin Young, Andrew W. Mellon Director of the National Museum of African American History and Culture ("NMAAHC"), to brief the Regents on one particular case study to support digital transformation, the Searchable Museum project. The Searchable Museum will make the full body of knowledge collected and curated by NMAAHC accessible to a global, online audience. The goal of the project is to create a complementary but unique digital experience that recreates the in-person experience for online audiences, while maintaining the integrity of NMAAHC's exhibitions. The project also will expand the museum's reach beyond the physical walls of the building while capturing centuries of history in a moment to tell stories in a compelling way. The project is

slated to launch in fall 2021, in conjunction with the five-year anniversary of the opening of NMAAHC.

STRATEGIC DISCUSSION ON ONE SMITHSONIAN

Strategic Discussion on One Smithsonian

To conclude the open session, the Secretary updated the Board on pan-institutional efforts that are helping to advance the One Smithsonian strategic priority, including the *Our Shared Future: Reckoning with Our Racial Past* initiative. The initiative will formally launch in May with a social media campaign aimed at creating spaces for informed conversations addressing race and equity. Each phase of the initiative will include dialogue from public input that will inform and shape other phases and future communications. The Secretary informed the Board he will give a broader presentation at the June meeting, which will dive deeper into content, the online platform, engagement, and the Smithsonian's approach in order to demonstrate how this effort could transform the Smithsonian's audience engagement on contemporary, relevant issues.

EXECUTIVE SESSION

Executive Session: Regents and Secretary

The Board moved into an executive session at approximately 12:05 p.m. to receive an update from the Secretary on active personnel searches for various leadership positions at the Smithsonian.

Executive Session: "Gatekeeper" Reports

The Board continued the executive session with an opportunity to hear from each of the Smithsonian's Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

Executive Session: 2021 Committee Assignments for Newly Appointed Congressional Regents

The Board concluded the April 2021 meeting with a Regents only executive session. Representative Matsui presented one action item for the Board's consideration: the 2021 Regent committee assignments for newly appointed Congressional Regents, Senator Catherine Cortez Masto and Representative Adrian Smith. By tradition, Congressional Regents typically serve on two Regent committees. Upon motion duly made and seconded, the Board voted to approve the proposed committee assignments, and recommended that the Chancellor make the necessary appointments.

See attached Actions 2021.04.05 (*Minutes of the Board of Regents, Appendix A*).

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:21 p.m.

Respectfully submitted,
Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE APRIL 12, 2021, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents confers the title of Regent Emerita on France A. Córdoba with deep gratitude for the outstanding service she provided, and will continue to provide, to the Board of Regents and the Smithsonian Institution. [2021.04.01]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2021.04.02]

VOTED that the Board of Regents approves the minutes of the February 1, 2021, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to eight (8) Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents recognizes the generosity of Verizon Communications, Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the National Museum of Natural History in support of its mission. Further, the Board authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the Secretary's request to execute a lease amendment for a new five-year lease extension for a portion of the existing leased premises consisting of approximately 58,888 square feet of administrative office, laboratory, and support space for continued occupancy by the Smithsonian Astrophysical Observatory ("SAO") at 100 Discovery Park Cambridge, MA. [2021.04.03]

VOTED that the Board of Regents approves the proposed amendments to the Audit and Review Committee Charter. [2021.04.04]

VOTED that the Board of Regents approves the 2021 proposed committee member assignments for Senator Catherine Cortez Masto and Representative Adrian Smith, and requests that the Chancellor make the necessary appointments. [2021.04.05]

MINUTES OF THE JUNE 14, 2021, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, June 14, 2021. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Senator John Boozman
Senator Catherine Cortez Masto
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative Adrian Smith
Mr. Steve Case, Chair

Mr. John Fahey
Mr. Roger W. Ferguson, Jr.
Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael M. Lynton
Ms. Denise O’Leary
Mr. Franklin D. Raines

Ambassador Barbara M. Barrett, Nominated Regent
Ms. Kathryn Hall, Investment Committee Chair
Mr. Dennis Keller, Smithsonian National Board Chair
Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Kamala D. Harris was unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Victor Castillo, Office of Representative Roybal-Allard
Monique Chism, Under Secretary for Education
Tasha Coleman, Senior Advisor of Strategy & Implementation¹
Trevor Dean, Office of Senator Cortez Masto
Monica Didiuk, Office of Representative Smith
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents (recorder)
Erin Golightly, Senior Advisor of Strategy & Implementation¹
Kevin Gover, Under Secretary for Museums and Culture
Antonio Guzmán, Director of the Office of Human Resources²

Doug Hall, Acting Under Secretary for Administration
Charlie Haykel, President and Co-Founder of DM.Experiential¹
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Janice Lambert, Chief Financial Officer
Judith Leonard, General Counsel
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer
Era Marshall, Director of the Office of Equal Employment and Supplier Diversity
Kevin McDonald, Office of Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Meroë Park, Deputy Secretary and Chief Operating Officer

¹ Participated in the Strategic Priorities discussion only

² Participated in the Investment Incentive Compensation discussion only

Vernon L. Simms, Director of the Office of
Government Relations

Robert J. Spiller, Assistant Secretary for
Advancement

Alex West Steinman, Co-Founder and CEO of The
Coven¹

Kyle Victor, Office of Representative Matsui

Porter N. Wilkinson, Chief of Staff to the Regents

Anne Williams, Deputy Director of the Office of Public
Affairs¹

Josh Yearsley, Office of Senator Cortez Masto

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome and Regent Transitions

Board and Executive Committee Chair Steve Case began his report by providing an update on Regent transitions. Both the United States Senate and the U.S. House of Representatives approved the appointment of Ambassador Barbara Barrett to fill the vacancy on the Board following David M. Rubenstein's completion of his second six-year term. Mr. Case noted her statutory term would officially begin once the appointment is signed into law by the President.

Smithsonian Staff Transitions

Mr. Case also recognized recent staff transitions. He welcomed Under Secretary for Education Monique Chism to her first meeting of the Board. Dr. Chism joined the Smithsonian on June 7 and will be responsible for defining the Institution's educational priorities. Mr. Case also acknowledged the first Regents' meeting for Doug Hall, Acting Under Secretary for Administration. The Regents expressed their appreciation to Mr. Hall for his willingness to step into the interim role, and his leadership of the COVID-19 response team.

Executive Committee Approvals

To conclude his report, Mr. Case briefed the Board on two actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01. The Executive Committee approved the appointment of Michael Stubblefield and the reappointment of Leslie Garfield to the Board of Trustees of the Archives of American Art ("AAA") for four-year terms each. Mr. Case noted that the Executive Committee's approval was requested on behalf of the Board in order to accommodate the appointment terms, which took effect immediately. The Executive Committee also approved the Smithsonian Institution's budget request for appropriated funds for fiscal year 2022 for submission to Congress. The President's FY 2022 budget submission to Congress was scheduled to be delivered in May, and therefore required approval prior to the June Board meeting.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the June 14, 2021, Agenda included: recognition of the late Michael Collins, former astronaut and director of the Smithsonian National Air and Space Museum; the approval of minutes from the April 12, 2021, meeting of the Board of Regents; appointments and reappointments to 10 Smithsonian Institution Advisory Boards; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2021.06.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Compensation and Human Resources Committee; Facilities Committee; Investment Committee; Strategy, Innovation, and Technology Committee; Office of Government Relations; and Smithsonian National Board.

Written Report of the Advancement Committee

Written Report of the Advancement Committee

The Advancement Committee conducted a meeting on May 12, 2021. During the meeting, the Committee reviewed notable gifts and grants and voted to recommend one gift and two administrative actions to the Board of Regents. The Committee also discussed fundraising for the new museums, received an update on the gift acceptance policy, and reviewed plans for the next Smithsonian fundraising campaign. The Committee was briefed on the progress towards the fiscal year 2021 fundraising goal. As of March 31, 2021, the Smithsonian had raised \$122 million towards its \$200 million goal.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a meeting on May 18, 2021. During the meeting the Committee was briefed on Smithsonian policies impacted by COVID-19, discussed the Smithsonian Civil Program and workplace culture, and reviewed proposed changes to the Investment compensation and incentive plan. The Committee also received an update on personnel searches for vacant leadership positions.

Written Report of the Facilities Committee

Written Report of the Facilities Committee

The Facilities Committee held a meeting on April 30, 2021. During the meeting, the Committee was briefed on the Facilities Capital and Maintenance programs for FY2021-FY2022, received an update on the collections storage building Pod 6, and discussed the execution plan for the revitalization of the Historic Core. The Committee also reviewed the progress and concept for the National Air and Space Museum revitalization and restaurant replacement and discussed the Smithsonian's sustainability implementation plan following President Biden's Executive Order on *Tackling the Climate Crisis at Home and Abroad* (E.O. 14008). Additionally, the Committee received an update on major capital projects, public operations and the phased reopening schedule for Smithsonian facilities, and planning efforts related to site selection for the two new Smithsonian museums.

Written Report of the Investment Committee

Written Report of the Investment Committee

The Investment Committee met on June 9, 2021. During the meeting, the Committee reviewed the Endowment's portfolio performance, strategies, and risk scenario analyses. The Smithsonian Endowment's one-year return as of March 31, 2021, was 40.7% versus 31.1% for the policy benchmark. Over the three-year, five-year, and ten-year periods, the Endowment generated returns of 16.4% versus 8.1%, 14.7% versus 8.6%, and 10.2% versus 5.8% respectively.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee conducted a meeting on May 3, 2021. During the meeting, the Committee engaged in a strategic discussion with the Secretary on the implementation of five strategic focus areas, as well as the Smithsonian's social media strategy. The Committee also received an update on seven SD603 reviews – the Smithsonian's internal review process designed to help identify in advance any potentially sensitive and/or controversial aspects of an exhibition. The Committee also learned more about the recently launched virtual initiative, "Vaccines & US: Cultural Organizations for Community Health."

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that the Smithsonian submitted its fiscal year 2022 budget request to Congress on May 28, 2021. The total amount requested was \$1.102 billion, an increase of \$69.3 million over the enacted fiscal year 2021 funding levels. The request includes \$872 million for annual operating costs within the Salaries and Expenses account, an increase of \$53.8 million above fiscal year 2021, and \$230 million for Facilities Capital for major repairs to Smithsonian buildings, a \$15.5 million increase.

Smithsonian Introduced Legislation

OGR also reported on legislation introduced by the Smithsonian. On May 20, 2021, the U.S. House of Representatives passed H.J.Res.27, a joint resolution providing for the appointment of Barbara M. Barrett as a citizen regent of the Board of Regents of the Smithsonian Institution. The bill passed the Senate on June 10, 2021, and is awaiting enactment by the President.

Smithsonian Related Legislation

The Office of Government Relations is tracking seven pieces of legislation related to commemorative Congressional Gold Medals, including H.R.1399, S.450, H.R.1179, H.R.1348, S.692, and S.1079. Each of the bills directs a medal to go to the Smithsonian for display and research.

White House Engagement

The Office of Government Relations continues to work closely with the White House and the Office of the First Lady's staff to bring objects from the National Museum of American History ("NMAH") to the White House for temporary display. In March, the White House used Smithsonian objects to commemorate

Women’s History Month. The relationship has continued with additional opportunities related to Heritage Months, including Asian Pacific, Native American, and Hispanic American. NMAH will prepare a display of objects to be exhibited in June to recognize Lesbian, Gay, Bisexual, Transgender, and Queer (“LGBTQ”) Pride Month.

**Congressional
Engagement**

Despite enhanced telework for most Smithsonian and Congressional staff, regular oversight meetings, Congressional briefings, and hearings have continued. A main focus of the Office of Government Relations has shifted to Congressional engagement focused on the two new Smithsonian museums to support planning, design, and construction of the National Museum of the American Latino and the Smithsonian American Women’s History Museum.

Written Report of the Smithsonian National Board

**Written Report of the
Smithsonian National
Board**

The Smithsonian National Board (“SNB”) held its spring meeting virtually April 29-30, 2021. The meeting focused on the Smithsonian’s work in local communities around the nation and globally. In addition to the business meeting, the meeting of the SNB included updates from the Secretary, Assistant Secretary for Advancement, and Acting Under Secretary for Administration. National Board members also received reports from working group and committee chairs. The meeting included a behind-the-scenes virtual tour of the National Zoo’s historic Bird House renovation, an interactive presentation by educators from the National Museum of the American Indian in New York, and two spotlight sessions. The first spotlight session featured scientists from the Smithsonian Tropical Research Institute and the Smithsonian Astrophysical Observatory, who shared their respective work on climate change and exploring the universe. The second spotlight session featured the Anacostia Community Museum and the Smithsonian Institution Traveling Exhibition Service and Affiliations.

REPORT OF THE FINANCE COMMITTEE

**Report of the Finance
Committee**

Chair of the Finance Committee Roger Ferguson gave the Committee’s report and presented two action items for the Board’s consideration: (i) the fiscal year 2023 federal budget priorities, and (ii) the fiscal year 2022 Endowment Payout.

**Fiscal Year 2023 Federal
Budget Priorities**

Mr. Ferguson noted that Smithsonian leadership identified the initial fiscal year 2023 budget priorities and presented them to the Regents’ Finance Committee for approval at its May meeting. This begins the process of building the fiscal year 2023 federal budget, which is due to the Office of Management and Budget (“OMB”) in September 2021. Mr. Ferguson highlighted the Institution’s priorities for the fiscal year 2023 federal budget, which include: nondiscretionary cost increases such as salaries, expenses, and IT communications and infrastructure; facilities maintenance and security; major capital projects; and strategic priorities and program increases, including funding for two new Smithsonian museums, post COVID-19 requirements, education initiatives consistent with a Virtual Smithsonian, collection digitization, collection scholarship, and research

initiatives. Upon motion duly made and seconded, the Board approved the fiscal year 2023 federal budget priorities proposed by the Secretary.

See attached Actions 2021.06.02 (*Minutes of the Board of Regents, Appendix A*).

**Fiscal Year 2022
Endowment Payout**

Next, Mr. Ferguson presented the fiscal year 2022 Endowment Payout recommendations. The Smithsonian historically has paid out five percent of the trailing average market value per share over the previous five years to support programs and activities. Since 2012, the Regents have also approved an additional annual payout of up to one percent to support advancement activity. Mr. Ferguson reviewed the proposed fiscal year 2022 endowment payout for the Board. The projected payout to support programmatic activity for fiscal year 2022 is \$76.2 million and the payout to support advancement activities is estimated at \$3.5 million. Upon motion duly made and seconded, the Board approved the fiscal year 2022 endowment payout recommendations.

See attached Actions 2021.06.03 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

**Report of the
Governance and
Nominating Committee**

Representative Doris Matsui delivered the report of the Governance and Nominating Committee and asked the Board of Regents to consider two reappointments to an advisory board. The Board was asked to review and approve the reappointment of Michael Tuteur as Chair and Jim Erbs as Vice-Chair of the Advisory Board of the Smithsonian Astrophysical Observatory (“SAO”). The reappointments were proposed as one-time and temporary exceptions to the SAO Advisory Board Bylaws to ensure steady leadership and continued fundraising efforts during transition and onboarding of the new Director of the Harvard-Smithsonian Center for Astrophysics and the new Under Secretary for Science and Research. Upon motion duly made and seconded, the Board approved the reappointments.

See attached Actions 2021.06.04 (*Minutes of the Board of Regents, Appendix A*).

STATUS REPORT ON THE SMITHSONIAN’S COVID-19 RESPONSE

**Status Report on the
Smithsonian’s COVID-19
Response**

Secretary Bunch then briefed the Board on the Smithsonian’s ongoing response to the COVID-19 (Coronavirus) pandemic. The update focused on the Smithsonian’s phased reopening, COVID-19 vaccine deployment, and vaccine public education programming following the launch of the nationwide initiative, “Vaccines & US: Cultural Organizations for Community Health.”

Reopening Timeline

Secretary Bunch updated the Board on the Smithsonian’s reopening timeline. After successfully reopening eight facilities to the public in May, 10 museums will reopen on a staggered schedule from June through August, marking a full reopening of the Smithsonian since closing to the public in March 2020. The Secretary noted two exceptions to the reopening. The Freer Gallery of Art will

**Vaccine Deployment
and Public Education
Programming**

open to the public on July 16, but the Arthur M. Sackler Gallery will remain closed until November for scheduled exhibition construction. Additionally, in November, the historic Arts and Industries Building will open to the public for the first time since 2004 with a new exhibition, “FUTURES,” in honor of the Smithsonian’s 175th anniversary. The Secretary informed the Board that all locations will reopen with added health and safety measures in place based on guidance from the Centers for Disease Control and Prevention, including reduced hours of operation and timed entry passes for most locations.

Next, the Board received an update on the Smithsonian’s COVID-19 vaccination efforts. In April, the Smithsonian and the U.S. Department of Health and Human Services (“HHS”) hosted a multi-agency vaccination clinic for government employees at the Natural Museum of Natural History (NMNH). Secretary Bunch reported that more than 1,000 people received their first doses of the COVID-19 vaccine. A smaller vaccination effort was conducted at the Smithsonian Conservation Biology Institute (“SCBI”) located in Front Royal, Virginia. Occupational Health Services (“OHS”) successfully administered 150 doses to essential staff and regional employees at the Smithsonian SCBI vaccine clinic. The Secretary reminded the Board that the Smithsonian is also supporting vaccination efforts through the nationwide initiative, *Vaccines & US: Cultural Organizations for Community Health*, which launched on April 21.

REPORT OF THE SECRETARY AND STRATEGIC PRIORITIES

**Report of the Secretary
and Strategic Priorities**

Secretary Bunch then led a discussion on the prioritization and implementation of strategic priorities. At the April meeting, the Secretary outlined five strategic focus areas that will guide the Institution’s work moving forward. They are aimed at achieving three main goals for the Smithsonian: greater reach, greater relevance, and greater impact. To demonstrate how the strategic focus areas are translating into content and programming, the Secretary invited DM.Experiential to present on the *Our Shared Future Initiative*, one of the pan-institutional efforts that is advancing the One Smithsonian strategic priority. Six themes have been identified for content and programming: Race and Wellness; Race and Wealth; Race and Place; Race Beyond the U.S.; Race, Art and Aesthetics; and Race, Policy and Ethics. The Secretary reviewed the overall project timeline and specific project milestones for social media, web and mobile applications, summit events, regional kits, local kits, and pop ups. The Board also discussed collaboration with Smithsonian Affiliates, local cultural organizations, and other key partners to build a network for fostering meaningful dialogue, with all Americans.

STRATEGIC DISCUSSION ON VIRTUAL SMITHSONIAN

**Strategic Discussion on
Virtual Smithsonian**

Next, Deputy Secretary and Chief Operating Officer Meroë Park led the Board’s discussion on the Smithsonian’s “digital first” strategy. As part of the Institution’s efforts to focus on audience and digital transformation, the Smithsonian created a Head of Digital Transformation position, the first leadership role devoted to developing a pan-institutional digital strategy. The Head of Digital Transformation

will be expected to integrate, harness, and prioritize ongoing digital initiatives, help develop the resources needed to support those initiatives, ensure that new and innovative ideas are considered and acted upon, and implement key cultural and structural reforms needed to support a truly “One Smithsonian” digital approach. The Board received an update on the search process for the new position and had an opportunity to review the goals and objectives for the Head of Digital Transformation’s first 120 days at the Smithsonian.

STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

Strategic Discussion on New Smithsonian Museums

The Secretary then led a strategic discussion on the establishment of two new Smithsonian museums: the National Museum of the American Latino (“NMAL”) and the Smithsonian American Women’s History Museum (“SAWHM”). The discussion focused on five priorities: federal appropriations funding strategies, donor funding strategies, site selection, appointments to the National Museum of the American Latino Board of Trustees, and appointments to the Smithsonian American Women’s History Museum Council.

Federal Appropriations Funding Strategies

To begin, Chief Financial Officer Janice Lambert briefed the Board on the Smithsonian’s Congressional engagement strategy for funding of the two new museums. Ms. Lambert noted that the founding legislation for both museums largely emulates the processes used to establish the National Museum of African American History and Culture, with only minor differences between the two bills. The new museums will have similar requirements for planning and resources that will be presented to Congress as part of the annual appropriations process over several fiscal years. Ms. Lambert reminded the Board that no funds were appropriated in the fiscal year 2021 spending bill for either museum. The Board discussed increased cost drivers, such as labor and materials prices due to the COVID-19 pandemic, and final site selection, which will impact planning, design, and construction, and subsequently Congressional funding requests for the two new museums.

Donor Strategies

Funding for the planning, design, and construction of the new museums, including exhibitions, public programming, and administration will require a public-private partnership. Assistant Secretary for Advancement Rob Spiller shared a summary overview of the initial plans to launch fundraising operations for the two new Smithsonian museums. In concert with the interim directors of the new museums, the Office of Advancement will launch three workgroups to deliver initial recommendations by the end of fiscal year 2021 for advancement staffing and budgets, fundraising strategies, and membership and donor engagement programs.

New Museum Site Selection

Secretary Bunch then updated the Board on the site selection process. The National Museum of the American Latino Act names four sites for consideration and the Smithsonian American Women’s History Museum legislation names two, all being on or near the National Mall. Smithsonian Facilities is supporting the Architect/Engineer team to lead a planning effort to identify, evaluate, and test

potential sites for each museum concurrently to be presented to the Board of Regents. The Board will be updated in October on the identification of a site selection contractor and general scope of the site selection contractor's work.

**Appointments to the
National Museum of the
American Latino**

Chair of the Governance and Nominating Committee Representative Matsui then led the Board's review of the initial candidates for appointment to the Board of Trustees for the National Museum of the American Latino. Pursuant to founding legislation for the National Museum of the American Latino, the Board of Regents may appoint up to 14 of the 19 voting members of the museum's Board of Trustees. The Board was asked to review and approve the initial appointments of José Andrés, Emilio Estefan, José E. Feliciano, Rick Gomez, Alberto Ibargüen, Eva Longoria, J. Mario Molina, Henry R. Muñoz III, Jose Luis Prado, Alfredo Rivera, and Sofía Vergara to the Board of Trustees of the National Museum of the American Latino. Upon motion duly made and seconded, the Board approved the initial appointments.

See attached Actions 2021.06.05, 2021.06.06, and 2021.06.07 (*Minutes of the Board of Regents, Appendix A*).

**Appointments to the
Smithsonian American
Women's History
Museum**

Representative Matsui also led the Board's review of the initial candidates for appointment to the Smithsonian American Women's History Museum Advisory Council. Pursuant to founding legislation for the Smithsonian American Women's History Museum, the Board of Regents may appoint up to 20 of the 25 voting members of the museum's Council. The Board was asked to review and approve the initial appointments of Jane Abraham, Catherine Allgor, Mary Boies, Tory Burch, Jean Case, Melissa Fetter, Singleton McCallister, Penny Pritzker, Abbe Raven, Vivian Riefberg, and Cara Sylvester to the Smithsonian American Women's History Museum Council. Mr. Case recused himself from the discussion and vote. Upon motion duly made and seconded, the Board approved the initial appointments.

See attached Actions 2021.06.08, 2021.06.09, and 2021.06.10 (*Minutes of the Board of Regents, Appendix A*).

EXECUTIVE SESSION

**Executive Session:
Regents and Secretary**

The Board moved into an executive session at approximately 11:43 a.m. to discuss the incentive compensation plan for professionals in the Smithsonian Office of Investments and Regent representation on the new museum boards.

**Executive Session:
Investment Incentive
Compensation Plan**

At the request of the Regents' Investment Committee, the Board of Regents engaged the human resources consulting firm Mercer to assist with the assessment and review of the compensation plan for professionals in the Smithsonian Office of Investments. Following review of Mercer's report by Smithsonian management and the Compensation and Human Resources Committee, the Board was asked to consider the recommended changes to the Smithsonian's investment incentive compensation plan. Upon motion duly made and seconded, the Board approved the recommended changes. Senator

Boozman, Senator Cortez Masto, and Representative Smith voted not to approve the changes, and Senator Leahy abstained from the vote.

See attached Actions 2021.06.11 (*Minutes of the Board of Regents, Appendix A*).

**Regent Representation
on New Museum Boards**

Next, Representative Matsui led the Board’s discussion on Regent representation for the Board of Trustees of the National Museum of the American Latino and the Smithsonian American Women’s History Museum Advisory Council. The founding legislation for both museums directs the Board of Regents to appoint a Regent representative as a member of the advisory boards. Upon motion duly made and seconded, the Board approved the appointment of Frank Raines to serve on the Board of Trustees of the National Museum of the American Latino.

See attached Actions 2021.06.12 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:
“Gatekeeper” Reports**

The Board concluded the June 2021 meeting with an opportunity to hear from each of the Smithsonian’s Gatekeepers, including the Secretary, Acting Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:27 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE JUNE 14, 2021, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2021.06.01]

VOTED that the Board of Regents expresses its profound appreciation to the memory of Michael Collins, former Director of the National Air and Space Museum, exceptional combat and test pilot, Gemini and Apollo astronaut, true pioneer, public servant, and lifelong advocate for space exploration; and recognizes the extraordinary service he provided on behalf of the American people and the Smithsonian Institution.

VOTED that the Board of Regents approves the minutes of the April 12, 2021, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to ten (10) Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents approves a gift to the National Air and Space Museum. At the request of the donor, details will remain confidential until publicly announced.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Smithsonian Gardens in support of its mission. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Cooper Hewitt, Smithsonian Design Museum in support of its mission. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the fiscal year 2023 federal budget priorities proposed by the Secretary. [2021.06.02]

VOTED that the Board of Regents approves a 5 percent payout from the Smithsonian Endowment in fiscal year 2022 to support programmatic activity. The Board further approves up to a 0.5 percent payout from the Smithsonian Endowment in fiscal year 2022 to support advancement activity. The payout shall be calculated against the trailing five-year average market value of the Smithsonian Endowment. [2021.06.03]

VOTED that the Board of Regents approves the reappointment of Michael Tuteur as Chair and Jim Erbs as Vice-Chair of the Smithsonian Astrophysical Observatory Advisory Board for an exceptional one-year extension of leadership service, effective September 1, 2021. [2021.06.04]

VOTED that the Board of Regents appoints Emilio Estefan, Eva Longoria, J. Mario Molina, and Henry R. Muñoz III to the Board of Trustees of the National Museum of the American Latino for three-year terms each, effective immediately. [2021.06.05]

VOTED that the Board of Regents appoints Alberto Ibargüen, Rick Gomez, and José Luis Prado to the Board of Trustees of the National Museum of the American Latino for two-year terms each, effective immediately. [2021.06.06]

VOTED that the Board of Regents appoints José Andres, José E. Feliciano, Alfredo Rivera, and Sofía Vergara to the Board of Trustees of the National Museum of the American Latino for one-year terms each, effective immediately. [2021.06.07]

VOTED that the Board of Regents appoints Jane Abraham, Jean Case, Penny Pritzker, and Vivian Riefberg to the Smithsonian American Women's History Museum Council for three-year terms each, effective immediately. ¹ [2021.06.08]

VOTED that the Board of Regents appoints Catherine Allgor, Mary Boies, Melissa Fetter, Singleton McCallister, and Abbe Raven to the Smithsonian American Women's History Museum Council for two-year terms each, effective immediately. [2021.06.09]

VOTED that the Board of Regents appoints Tory Burch and Cara Sylvester to the Smithsonian American Women's History Museum Council for one-year terms each, effective immediately. [2021.06.10]

VOTED that the Board of Regents approves management's proposed changes to the Investment compensation and incentive plan. [2021.06.11]

VOTED that the Board of Regents appoints Franklin D. Raines to the Board of Trustees of the National Museum of the American Latino as the Regent Representative, effective immediately. [2021.06.12]

¹ Steve Case recused from voting.

ACTIONS OF THE JULY 14, 2021, SPECIAL MEETING OF THE BOARD OF REGENTS

On Wednesday, July 14, 2021, the Smithsonian Institution Board of Regents convened in executive session to consider a proposed \$200 million gift and the naming of a facility. Chancellor John G. Roberts, Jr., presided over the special meeting, pursuant to 20 U.S.C. § 44-45, and called the meeting to order at 11:00 a.m. Also participating were Regents: Senator Patrick J. Leahy; Senator Catherine Cortez Masto; Representative Doris Matsui; Representative Lucille Roybal-Allard; Ambassador Barbara M. Barrett; Mr. Steve Case, Chair; Mr. John Fahey; Mr. Roger W. Ferguson, Jr.; Mr. Michael Govan; Mr. Michael Lynton; Ms. Denise M. O’Leary; Mr. Franklin D. Raines; and Mr. Dennis Keller, Smithsonian National Board Chair. Vice President Kamala D. Harris, Senator John Boozman, Representative Adrian Smith, and Dr. Risa J. Lavizzo-Mourey were unable to participate.

The Board also approved the following motion:

VOTED that the Board of Regents recognizes the generosity of Mr. Jeffrey P. Bezos to the National Air and Space Museum and accepts the gift and names the Bezos Learning Center for 50 years from date the facility opens to the public, or until the next major renovation, whichever is later. [2021.07.01]

DRAFT MINUTES OF THE OCTOBER 25, 2021, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on October 25, 2021. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting, including business and executive sessions, via videoconference. Board and Executive Committee Chair Steve Case welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Chief Justice John G. Roberts, Jr., Chancellor¹
Senator Catherine Cortez Masto
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Representative Adrian Smith
Ambassador Barbara M. Barrett
Mr. Steve Case, Chair

Mr. John Fahey
Mr. Roger W. Ferguson, Jr.
Mr. Michael Govan
Dr. Risa J. Lavizzo-Mourey, Vice Chair
Mr. Michael M. Lynton
Ms. Denise O’Leary
Mr. Franklin D. Raines

Mr. Dennis Keller, Smithsonian National Board Chair

Vice President Kamala D. Harris and Senator John Boozman were unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Craig Blackwell, Associate General Counsel²
Deron Burba, Chief Information Officer²
Monique Chism, Under Secretary for Education
Trevor Dean, Office of Senator Cortez Masto
Monica Didiuk, Office of Representative Smith
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents
(recorder)
Kevin Gover, Under Secretary for Museums
and Culture
Doug Hall, Acting Under Secretary for Administration
Cathy Helm, Inspector General
Becky Boutwell Kobberod, Head of Digital
Transformation³
Janice Lambert, Chief Financial Officer
Judith Leonard, General Counsel
Jeremy Marcus, Office of Representative Matsui

Julissa Marengo, Assistant Secretary for
Communications and External Affairs and Chief
Marketing Officer
Era Marshall, Director of the Office of Equal
Employment and Supplier Diversity
Kevin McDonald, Office of Senator Leahy
Jeffrey P. Minear, Counselor to the Chief
Justice
Meroë Park, Deputy Secretary and Chief Operating
Officer
Vernon L. Simms, Director of the Office of
Government Relations
Robert J. Spiller, Assistant Secretary for
Advancement
Ellen Stofan, Under Secretary for Science and
Research
Porter N. Wilkinson, Chief of Staff to the Regents
Josh Yearsley, Office of Senator Cortez Masto

¹ Recused from the Report of the Secretary

² Participated in Executive Session only

³ Participated in Strategic Plan Implementation discussion only

BUSINESS MEETING

REPORT OF THE SECRETARY

Report of the Secretary

Secretary Bunch updated the Board on the state of the Smithsonian at the October 25, 2021, meeting. The update focused on the Smithsonian's ongoing response to the COVID-19 (Coronavirus) pandemic, specifically impacts of the vaccination mandate and safety protocols on Smithsonian operations. Following the Administration's Executive Order, the Smithsonian announced on September 14 that it will require all employees, affiliated staff, and contractors to be fully vaccinated by November 22, 2021, except in limited circumstances where a person is legally entitled to a reasonable accommodation. The Secretary informed the Board that all official visitors and guests attending special events will be required to show proof of vaccination or proof of a negative COVID test upon arrival to a Smithsonian facility or Smithsonian-hosted event. In addition to the Executive Order, the Smithsonian will review guidance from the Office of Management and Budget ("OMB") and the Office of Personnel Management ("OPM") regarding vaccination mandates and attestation.

Safety Protocols on Smithsonian Operations

The Secretary also reminded the Board that for the public visiting Smithsonian museums and facilities in Washington, D.C., there is currently no vaccine requirement, but since September 9, 2021, New York City has required all visitors ages 12 and older to show COVID-19 vaccination proof before entering certain establishments, including the Cooper Hewitt, Smithsonian Design Museum and the National Museum of the American Indian in New York. The Smithsonian will continue to monitor vaccine mandates and health guidance from local and federal jurisdictions that may impact Smithsonian operations.

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome and Regents' Public Forum

Board and Executive Committee Chair Steve Case began his report by previewing the Regents' annual public forum. The Board will host the public forum virtually to accommodate for the recommended safety precautions related to COVID-19. The event will be held on December 7 and will focus on advancing Our Shared Future both within the Smithsonian and throughout the global community, the establishment of two new museums, and efforts to advance the Smithsonian as a virtual Institution.

Executive Committee Approvals

Mr. Case also briefed the Board on actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01. The Executive Committee approved appointments and a gift for the National Museum of the American Latino; a corporate sponsorship for the National Museum of American History; Regent committee member assignments for Barbara Barrett and Frank Raines; appointments to the Smithsonian American Women's History Museum; appointments, reappointments, and bylaw amendments for the Smithsonian Institution Advisory Boards; the Fiscal Year 2022 Federal and Trust Consolidated

Budget; and the Fiscal Year 2023 Federal Budget Request to OMB. Mr. Case noted that the majority of the actions were related to the initial appointments to the Board of Trustees of the National Museum of the American Latino and the Smithsonian American Women's History Museum Council, and the Executive Committee's approval was requested on behalf of the Board to accommodate the appointment terms, which took effect immediately.

**Smithsonian Staff
Transitions**

To conclude his report, Mr. Case also recognized recent staff transitions. He informed the Board that Ronald Cortez, currently the chief financial officer and vice-chancellor of finance and administration at the University of California, Irvine, has been named the Smithsonian's new Under Secretary for Administration, effective December 6. Mr. Case also thanked Acting Under Secretary for Administration Doug Hall for serving in the interim role, stewarding the many important functions performed by administration staff, and his leadership of the COVID-19 response team.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Congresswoman Doris Matsui recused herself from voting on the Agenda because she was a candidate for appointment as an emeritus member of the Advisory Board of the Asian Pacific American Center. Action items listed on the October 25, 2021, Agenda included: the approval of minutes from the June 14, 2021, and July 14, 2021, meetings of the Board of Regents; appointments and reappointments to four Smithsonian Institution Advisory Boards; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2021.10.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

**Questions on Written
Committee Reports**

Next, Mr. Case provided an opportunity for Regent committee chairs and Smithsonian staff to answer questions on the written reports distributed in advance of the meeting by the Advancement Committee; Audit and Review Committee; Compensation and Human Resources Committee; Facilities Committee; Finance Committee; Governance and Nominating Committee; Investment Committee; Strategy, Innovation, and Technology Committee; and Office of Government Relations.

Written Report of the Advancement Committee

**Written Report of the
Advancement
Committee**

The Advancement Committee conducted a meeting on September 21, 2021. During the meeting, the Committee reviewed notable gifts and grants and voted to recommend three gifts and two administrative actions to the Board of Regents. The Committee also discussed fundraising for the new museums and reviewed plans for the next Smithsonian fundraising campaign. The Committee was briefed

on the progress towards the fiscal year 2021 fundraising goal. As of July 31, 2021, the Smithsonian had raised \$236.7 million towards its \$200 million goal.

Written Report of the Audit and Review Committee

Written Report of the Audit and Review Committee

The Audit and Review Committee met on July 19, 2021. During the meeting, the Committee approved the filing of the fiscal year 2020 Forms 990 and 990-T with the Internal Revenue Service (“IRS”) and approved the Smithsonian’s external auditor, KPMG, performing non-audit services related to the preparation and submission of forms to the IRS. The Committee also reviewed the Smithsonian’s Enterprise Risk Management program, including its insurance and IT security programs; KPMG’s audit plan for fiscal year 2021; progress on the identified fiscal year 2019 and 2020 audit deficiencies; the Smithsonian’s annual conflict of interest reporting, and the recent activities of the Inspector General. The Audit and Review Committee also performed its annual review of the Committee Charter.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a meeting on September 27, 2021. As is routine for the Committee, the September meeting focused on the core decisions that guide the executive pay cycle, culminating with the compensation recommendations that the Committee and the Board will review in January 2022. During the meeting, the Committee voted to approve the list of disqualified persons for 2021 and 2022; the decision-making levels for the 2022 compensation process; updated compensation philosophies for 2022; and the methodology for determining comparable compensation for Trust executive positions. The Committee also reviewed the preliminary investment incentive payouts, which will be brought to the Board for discussion at the January 2022 Board meeting, and discussed the current contract with the Smithsonian’s independent compensation consultant Pearl Meyer. The Committee received updates on Smithsonian telework policies, the Smithsonian Employee Perspective Survey, the Smithsonian Enterprises annual incentive program, Trust fund mitigation strategies related to the impact of COVID-19 on the Institution, and personnel searches.

Written Report of the Facilities Committee

Written Report of the Facilities Committee

The Facilities Committee held a meeting on July 21, 2021. During the meeting, the Committee received updates on the progress of site selection for the two new Smithsonian museums, the Hirshhorn Museum and Sculpture Garden revitalization, and revitalization of the Historic Core. The Committee also was briefed on the Facilities Capital and Maintenance programs for FY2021-FY2022, discussed construction cost drivers, and evaluated progress on the Smithsonian’s major capital projects, including the construction of a new greenhouse complex for the National Museum of Natural History (“NMNH”) and replacement of the

electrical system, its major equipment, and associated components throughout NMNH. The Facilities Committee also performed its annual review of the Committee Charter.

Written Report of the Finance Committee

Written Report of the Finance Committee

The Finance Committee conducted a meeting on August 26, 2021. During the meeting, the Committee reviewed and voted to recommend that the Executive Committee approve two motions on behalf of the full Board: (1) the fiscal year 2022 federal and trust consolidated budget, and (2) the fiscal year 2023 federal budget for presentation to the Office of Management and Budget. The Committee also received an update on Smithsonian Enterprises operations, was briefed on the Central Trust deficit, and reviewed the fiscal year 2021 third quarter financial results. Revenues for the period totaled \$1,152.8 million; expenses totaled \$1,209.4 million; and the Net Operating Loss for the period was \$56.6 million. The Finance Committee also performed its annual review of the Committee Charter.

Written Report of the Governance and Nominating Committee

Written Report of the Governance and Nominating Committee

The Governance and Nominating Committee conducted a meeting on September 22, 2021. During the meeting, the Committee reviewed and voted to recommend that the Executive Committee approve three initial candidates for appointment to the Smithsonian American Women's History Museum Council. The Governance and Nominating Committee also performed its annual review of the Committee Charter.

Written Report of the Investment Committee

Written Report of the Investment Committee

The Investment Committee met on October 6, 2021. During the meeting, the Committee approved the proposed 2022 private investment commitment budgets. Additionally, the Committee reviewed the Endowment's performance. The Smithsonian Endowment's preliminary performance report as of June 30, 2021, showed the Endowment ending with assets of \$2,397.4 million, returning 42.3 percent for the year and outperforming the policy benchmark return of 29.3 percent. Against the Cambridge Associates peer universe of endowments and foundations, the Smithsonian ranks in the top decile for the trailing one, three, five, and ten-year periods. The Investment Committee also performed its annual review of the Committee Charter and voted to recommend a proposed amendment to its Charter. The amendment will update language in the Charter to more accurately reflect current Committee practices.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee conducted a meeting on September 23, 2021. During the meeting, the Committee engaged in a discussion with senior staff on strategic planning implementation, focus areas, and initiatives. The Committee also received an update on the Smithsonian's e-commerce strategy. The Committee further reviewed upcoming exhibitions and proposed revisions to Smithsonian Directive 603 – the Smithsonian's internal review process designed to help identify in advance any potentially sensitive and/or controversial aspects of an exhibition.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that on September 30, 2022, the President signed into law H.R. 5305, the Extending Government Funding and Delivering Emergency Assistance Act. The bill includes a short-term spending measure to fund the government from October 1, 2021, through December 3, 2021, and provides funding for Smithsonian operations and facilities projects at the same rate as fiscal year 2021 for the same period. The Smithsonian also submitted its fiscal year 2023 budget request to OMB in September 2021 and anticipates the OMB summary funding decision in November.

Smithsonian Related Legislation

The Office of Government Relations is tracking bill S.2366, which will direct the Joint Committee of Congress on the Library to replace and remove all statues of individuals who voluntarily served in the Confederate States of America from display in areas of the U. S. Capitol. The bill directs the Architect of the Capitol to arrange to transfer and deliver any statue that is removed to the Smithsonian Institution. OGR is also monitoring four pieces of legislation related to commemorative Congressional Gold Medals, including H.R.5287, S.2756, H.R.3325, and H.R.3642. Each of the bills directs a medal to go to the Smithsonian for display and research.

White House Engagement

The Office of Government Relations continues to work closely with the White House and the Office of the First Lady's staff on diversity, accessibility, access, and inclusion efforts. In June, the Smithsonian brought objects from the National Museum of American History ("NMAH") to the White House for a temporary display recognizing Lesbian, Gay, Bisexual, Transgender, and Queer ("LGBTQ") Pride Month, and in September, the Folklife Festival and NMAH provided objects for Hispanic Heritage Month.

Congressional Engagement

Despite enhanced telework for most Smithsonian and Congressional staff, regular oversight meetings, Congressional briefings, and hearings have continued. Most Congressional engagement has focused on the National Museum of the American Latino, the Smithsonian American Women's History Museum, and the Smithsonian's digital and education strategic focus areas.

UPDATE ON CENTRAL TRUST DEFICIT MITIGATION STRATEGIES

Update on Central Trust Deficit Mitigation Strategies

Secretary Bunch along with Deputy Secretary and Chief Operating Officer Meroë Park updated the Board on the Central Trust deficit and potential mitigation strategies identified by Smithsonian leadership to address the financial impact of the COVID-19 pandemic on the Institution's Trust budget and the underlying Central Trust annual operating deficit. Deputy Secretary Park informed the Board that with the adverse impact of the COVID-19 shutdowns on business revenue, the accumulated deficit is estimated to reach \$45 million by the end of fiscal year 2021. The Central Trust deficit reduction strategy will focus on reducing future Central Trust spending and expenses while enhancing revenue generating opportunities to increase revenue. The Smithsonian is planning to implement a series of reductions that would be phased over five years, to include a potential reduction to the 403B (Trust Retirement) contributions. The Secretary and Deputy Secretary informed the Board that Smithsonian leadership is evaluating additional strategies to address the accumulative deficit and achieve a balanced Central Trust budget, which will be presented to the Finance Committee and the Board.

STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

Strategic Discussion on New Smithsonian Museums

Mr. Case introduced the strategic discussion on the two new Smithsonian museums. The discussion focused on funding strategies and site selection. Mr. Case reminded the Board that the Regents have now appointed the required members for complete membership, including Regent representatives, to both the Board of Trustees for the National Museum of the American Latino ("NMAL") and the Advisory Council of the Smithsonian American Women's History Museum ("SAWHM").

New Museums Funding Strategies

To begin, Chief Financial Officer Janice Lambert briefed the Board on the Smithsonian's Congressional engagement strategy for funding of the two new museums. The Smithsonian submitted its fiscal year 2022 budget request to Congress on May 28, 2021. The request included \$2 million for the National Museum of the American Latino and \$2 million for the Smithsonian American Women's History Museum. The request for the new museums will begin funding for planning and coordination teams to develop exhibitions, public programs, education, research, collections acquisition, technology, and capital fundraising. Ms. Lambert noted that no funds were appropriated in the fiscal year 2021 spending bill for either museum, and the Smithsonian has begun fiscal year 2022 operating under a Continuing Resolution ("CR") which will impact funding and spending for the two new museums. The Smithsonian will present funding requests to Congress as part of the annual appropriations process over several fiscal years.

New Museums Site Selection

Next, Acting Under Secretary for Administration Doug Hall updated the Board on the site selection process. The locations for the two museums are to be determined by the Board of Regents not later than two years after enactment of the bill – December 2022. Mr. Hall informed the Board that following an RFQ

process, the architectural engineering firm Ayers Saint Gross and Moya Design Partners, as a subconsultant, were selected to assist with site evaluation. The Regents reviewed the current site map of locations under consideration for the new museums. To comply with the statutory deadline, the Facilities Committee is expected to do a preliminary site selection review in April 2022 and an initial Regents’ discussion on site selection is planned for June 2022.

STRATEGIC PLAN IMPLEMENTATION AND CULTURAL ALIGNMENT

Strategic Plan Implementation and Cultural Alignment

Secretary Bunch then briefed the Board on his vision for advancing Our Shared Future—both within the Smithsonian and throughout the global community—including efforts to clarify and streamline focus in support of the Smithsonian’s strategic plan. The Smithsonian is accelerating the implementation of the strategic plan by defining five strategic focus areas, under the Our Shared Future umbrella. The Secretary reviewed the overarching focus areas, to include digital, nimble, trusted source, science, and education. A small Strategic Planning Implementation Team will coordinate and track 25 pan-Institutional initiatives that will advance each of the strategic focus areas and guide implementation efforts over the coming months and years. The Secretary noted that the focus areas and initiatives reflect work the Smithsonian already has underway and incorporates new efforts like adapting to the New Normal.

As part of the discussion, the Board also heard from Becky Boutwell Kobberod, the new Head of Digital Transformation (“HDT”). The HDT position is the Smithsonian’s first leadership role devoted to developing a pan-Institutional digital strategy. Ms. Kobberod updated the Board on the Smithsonian’s digital transformation and reported on her first 60 days at the Smithsonian, specifically preliminary activities, early observations, and next steps such as conducting a current state analysis, establishing an Office of Digital Innovation, and leveraging data and virtual capabilities to support the two new museums.

EXECUTIVE SESSION

Executive Session: Regents and Secretary

The Board moved into an executive session at approximately 11:30 a.m. to discuss business and personnel matters. The Board received updates from the Secretary on matters including the progress of searches for vacant senior-level positions and the historic \$200 million donation From Jeff Bezos.

Executive Session: “Gatekeeper” Reports

The Board continued the executive session with an opportunity to hear from each of the Smithsonian’s Gatekeepers, including the Secretary, Acting Under Secretary for Administration, General Counsel, and Inspector General.

The Board concluded the October 25, 2021, meeting with a Regents-only executive session to review 2022 Board leadership elections, the fiscal year 2021 Regents’ self-assessment, the governance report, and the commissioning of a portrait for a former Secretary.

**Executive Session: 2022
Board Leadership
Elections**

The Board first reviewed the Governance and Nominating Committee's recommendations for the 2022 Board leadership elections. The Board discussed the election of Steve Case as Chair, Risa J. Lavizzo-Mourey as Vice Chair, and John Fahey as a member of the Executive Committee. As candidates under consideration, Mr. Case, Dr. Lavizzo-Mourey, and Mr. Fahey recused themselves from the discussion and vote. Upon motions duly made and seconded, the Board voted to elect the proposed Chair, Vice Chair, and third member of the Executive Committee.

See attached Actions 2021.10.02, 2021.10.03, and 2021.10.04 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session: Fiscal
Year 2021 Regents' Self-
Assessment**

Governance and Nominating Committee Chair Doris Matsui led the Board's review of the Regents' fiscal year 2021 self-assessment. It was determined that the current format is effective in helping the Board to evaluate its performance and identify priorities for the year ahead, and the self-assessment will be distributed to the Regents following the October meeting.

**Executive Session:
Governance Report**

Next, Mr. Case led the Board's discussion of the governance report. Since 2015, the Board of Regents has regularly issued a governance report reflecting the Board's commitment to transparency and governance best practices in the nonprofit sector. The Regents discussed the current format of the governance report and future reporting to external stakeholders.

**Portraits of Former
Secretaries**

In conclusion, Mr. Case updated the Board on the status of the former Secretaries' portraits. The Smithsonian's collection includes oil paintings or photographs of all of the former Secretaries of the Institution.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:27 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE OCTOBER 25, 2021, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein.¹ [2021.10.01]

VOTED that the Board of Regents approves the minutes of the June 14, 2021, and July 14, 2021, meetings of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to four (4) Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents approves a gift to the Smithsonian American Women's History Museum. At the request of the donor, details will remain confidential until publicly announced.

VOTED that the Board of Regents recognizes the generosity of Ms. Kelly M. Williams and Mr. Andrew J. Forsyth to the Smithsonian American Art Museum and names the Kelly M. Williams Gallery for 20 years or until the next comprehensive renovation of the gallery, whichever occurs later.

VOTED that the Board of Regents recognizes the generosity of Mr. Jason Tilroe to the Smithsonian American Art Museum and names the Tilroe Family Gallery for 20 years or until the next comprehensive renovation of the gallery, whichever occurs later.

VOTED that the Board of Regents directs the funds identified for current use in support of the mission of the National Museum of the American Indian. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of Friends of the Smithsonian to support its mission. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents elects Steve Case as Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 1, 2022.² [2021.10.02]

VOTED that the Board of Regents elects Risa J. Lavizzo-Mourey as Vice Chair of the Smithsonian Institution's Board of Regents for a one-year term effective February 1, 2022.³ [2021.10.03]

VOTED that the Board of Regents elects John Fahey as a member of the Smithsonian Board of Regents' Executive Committee for a one-year term effective February 1, 2022.⁴ [2021.10.04]

¹ Doris Matsui recused from voting.

² Steve Case recused from voting.

³ Risa J. Lavizzo-Mourey recused from voting.

⁴ John Fahey recused from voting.