

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 Marengo, 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 Cunniffe 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 100th anniversary of the 19th 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]