MINUTES OF THE JANUARY 28, 2019, 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 28, 2019. The Board conducted morning, afternoon, and executive sessions at Capital Gallery in Washington, D.C. Board Chair David M. Rubenstein welcomed Regents and staff and called the meeting to order at 8:30 a.m. Also present were Regents:

The Chief Justice
Senator John Boozman
Senator Patrick J. Leahy
Representative Doris Matsui
Representative Lucille Roybal-Allard
Ambassador Barbara M. Barrett
Steve Case, Vice Chair

John Fahey
Roger W. Ferguson, Jr.
Michael Govan
Risa J. Lavizzo-Mourey
Michael Lynton
John W. McCarter, Jr.

Robert MacDonald, Smithsonian National Board Chair
Christine Udvar-Hazy, Advancement Committee Chair

The Vice President, Senator David Perdue, and Representative Tom Cole did not attend the meeting.

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

David J. Skorton, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Victor Castillo, Office of Representative Roybal-Allard
Lisa J. Damon,2 Partner at Seyfarth Shaw LLP
John Davis, Provost/Under Secretary for Museums, Education, and Research
Farleigh Earhart,2,3 Associate General Counsel
Kate Forester, Deputy Chief of Staff to the Regents
Mallory Gianola, Special Assistant to the Regents
Lauren Hancock, Office of Senator Perdue
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Albert Horvath, Under Secretary for Finance & Administration/Chief Operating Officer
Cheryl Johnson, Director of Government Relations

Judith Leonard, General Counsel
Laura J. Maechtlen,2 Partner at Seyfarth Shaw LLP
Brenda Richardson Malone,2 Director of the Office of Human Resources
Julissa Marenco, Assistant Secretary for Communications & External Affairs
Mike McCarthy, Deputy Under Secretary for Finance & Administration
Era Marshall, Director for the Office of Equal Employment and Minority Affairs
Kevin McDonald, Senior Adviser to Senator Leahy
Jeffrey P. Minear, Counselor to the Chief Justice
Robert J. Spiller, Assistant Secretary for Advancement
Kyle Victor, Office of Representative Matsui
Beth Ziebarth,3 Director of Accessibility

1 Participated in the afternoon session only
2 Participated in the lunch presentation only
3 Participated in the accessibility discussion only
MORNING SESSION

EXECUTIVE SESSION: SEARCH PROCESS FOR 14TH SECRETARY OF THE SMITHSONIAN

The meeting of the Board of Regents began with an executive session. Board and Executive Committee Chair David Rubenstein led the Board’s discussion on the search process for the 14th Secretary of the Smithsonian, following Secretary Skorton’s announcement that he will leave his post as Secretary in June 2019.

EXECUTIVE SESSION: REPORT OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

Compensation and Human Resources Committee Chair John Fahey led the Board’s annual discussion of senior executive compensation decisions. The Board also reviewed the Secretary’s annual performance appraisal for fiscal year 2018 and proposed 2019 compensation. Upon motions duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee’s compensation recommendations for senior executive positions and the Secretary.

See attached Actions 2019.01.01–2019.01.02 (Minutes of the Board of Regents, Appendix A).

EXECUTIVE SESSION: 2019 COMMITTEE CHAIRMANSHIPS AND MEMBERSHIPS

Governance and Nominating Committee Chair Ambassador Barbara M. Barrett presented one action item for the Board’s consideration: the 2019 Regent committee chairmanships and memberships. By tradition, Citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Ambassador Barrett noted that members and chairs would serve in their roles until January 2020. 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 2019.01.03 (Minutes of the Board of Regents, Appendix A).
EXECUTIVE SESSION: SEARCH PROCESS FOR CHIEF OPERATING OFFICER AND PERSONNEL MATTERS

The Board continued the executive session, and invited the Secretary to brief the Board on personnel matters and the search process for the Smithsonian’s next Chief Operating Officer, following the departure of Al Horvath on January 30, 2019.

EXECUTIVE SESSION: SMITHSONIAN CHANNEL UPDATE

Under Secretary for Finance and Administration/Chief Operating Officer Al Horvath and Deputy Under Secretary for Finance and Administration Mike McCarthy joined the Board’s executive session to provide an update on the Smithsonian Channel.

The executive session adjourned at 9:57 a.m.

OPEN SESSION

Smithsonian and Regent staff members entered the room and the meeting reconvened. Mr. Rubenstein called the open session to order at 10:02 a.m.

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Mr. Rubenstein began his report by welcoming Representative Lucille Roybal-Allard of California to her first Smithsonian Board of Regents meeting. Mr. Rubenstein asked staff and Smithsonian liaisons in attendance to introduce themselves for the benefit of Congresswoman Roybal-Allard.

Next, Mr. Rubenstein recognized the final meeting of Under Secretary for Finance and Administration/Chief Operating Officer Al Horvath. Mr. Horvath joined the Smithsonian executive team in 2011, and successfully oversaw the facilities, information technology, human resources, security, financial, and administrative operations teams during his tenure. Mr. Rubenstein expressed the Board’s appreciation for Mr. Horvath’s leadership and service to the Smithsonian.

Mr. Rubenstein presented one item of business for the full Board’s consideration: the proposed naming of the Anthony G. Coates Dining Hall at the Smithsonian Tropical Research Institute. The Board of Regents is responsible for approving naming recognition of facilities and spaces. Upon motion duly made and seconded, the Board voted to recognize the contributions of Anthony G. Coates to the Smithsonian Tropical Research Institute and name the Anthony G. Coates Dining Hall.

See attached Actions 2019.01.04 (Minutes of the Board of Regents, Appendix A).
The Board was briefed on the recent work of the Executive Committee, which voted to approve one philanthropic gift to the National Air and Space Museum. The Committee was asked to vote on behalf of the full Board so that the museum could publicly announce and recognize the donor at Apollo 50 programs taking place in December, prior to the Board meeting on January 28, 2019.

Lastly, Mr. Rubenstein updated the Board on current plans for the Regents’ annual strategic meeting, which is scheduled for April 8, 2019. The April 2019 meeting will focus on the Smithsonian’s two iconic buildings – the Arts and Industries Building and the Smithsonian Institution Building (“Castle”).

**APPROVAL OF THE CONSENT AGENDA**

The Consent Agenda (“Agenda”) was presented for the Board’s approval. Action items listed on the January 28, 2019, Agenda include: recognition of George H.W. Bush; recognition of Regent Emeritus Jeannine Smith Clark; the approval of minutes from the October 22, 2018, Regents’ meeting; the appointment and reappointment of candidates to 15 Smithsonian Advisory Boards; amendments to the Bylaws of the Asian Pacific American Center Advisory Board; amendments to the Bylaws of the National Museum of African Art Advisory Board; amendments to the Bylaws of the National Museum of the American Indian Board of Trustees; 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 2018.01.05 (Minutes of the Board of Regents, Appendix A).*

**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; Audit and Review Committee; Investment Committee; Strategy, Innovation, and Technology Committee; Smithsonian National Board; and Office of Government Relations.

**Written Report of the Advancement Committee**

The Advancement Committee held a teleconference meeting on January 9, 2019. During the meeting, the Committee voted to recommend two gift actions and two administrative actions to the Board of Regents. The Committee also discussed initial recommendations to better position the Institution to accept gifts of illiquid assets. The Committee received updates from the Assistant Secretary for Advancement on the progress of fiscal year 2019 fundraising and reviewed notable gifts and grants.
Written Report of the Audit and Review Committee

The Audit and Review Committee met on January 8, 2019. During the meeting, the Committee provided pre-approval for the Smithsonian’s external auditor, KPMG, to prepare and submit the Smithsonian’s 2018 Form 990 and 990-T and Smithsonian Enterprises’ Certified Sales Report to the Internal Revenue Service. The Committee also reviewed the results of the fiscal year 2018 audit and federal closing package. The Committee was briefed on the Inspector General’s activities and discussed the Smithsonian’s information security program and operations.

Written Report of the Investment Committee

The Investment Committee met on October 17, 2018, and reviewed the Investment Portfolio, Investment Process, and Portfolio Implementation and Operations. The Smithsonian Endowment’s preliminary performance as of June 30, 2018, over the one-year, three-year, five-year, and ten-year periods, generated returns against the policy benchmark of 13.1% versus 8.4%, 7.9% versus 5.2%, 9.0% versus 5.7%, and 6.5% versus 3.9%, respectively. Against the final report of Cambridge Associates peer universe, the Smithsonian was ranked in the top decile for the trailing one and three-year periods.

Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee met on December 3, 2018. During the meeting the Committee reviewed the report of the Provost and exhibition calendar, received an update on the Smithsonian Year of Music, and performed its annual review of the Committee Charter.

Written Report of the Smithsonian National Board

The Smithsonian National Board held its fall meeting from October 25-27, 2018, in Washington, D.C. The meeting focused on the pan-Institutional initiative Smithsonian Conservation Commons, with emphasis on the role leadership volunteers can play in advocating for the Smithsonian as a global conservation leader. Members shared recommendations for bolstering and amplifying the Smithsonian’s role as a leading scientific institution and promoting the Smithsonian’s extensive scientific research in conservation.

Written Report of the Office of Government Relations

The Office of Government Relations (“OGR”) reported on two congressional briefings. Smithsonian staff from OGR coordinated a series of briefings with the Office of Protection Services, the Office of Human Resources, the Office of the Chief Information Officer, and the Senate Rules Committee on the most recent reports issued by the Smithsonian Office of the Inspector General on information
security, background investigations processes, and training for the Office of Protection Services.

In addition, OGR hosted conversations with members of Congress, the House Committee on Natural Resources, and the Senate Rules Committee regarding the National Native American Veterans Memorial at the National Museum of the American Indian. The briefings focused on the legislation establishing the memorial, which specifically addresses Native American Veterans of the “Armed Forces of the United States” typically defined as the Army, Navy, Marines Corp, Air Force, and Coast Guard.

OGR has continued congressional engagement, hosting and participating in a number of programs and events. On November 28, 2018, the Smithsonian hosted a new member welcome breakfast for more than 60 Congressional Members-elect and their guests at the National Museum of American History. The event featured a traditional American Indian welcome and enabled guests to explore the American Democracy and The Star Spangled Banner exhibitions.

OGR also facilitated the participation of 17 members of Congress, including Regent Representatives Tom Cole and Doris Matsui, as honorary co-chairs of the 2018 American Ingenuity Awards event. The event was hosted by Smithsonian Magazine on December 5, 2018, and celebrates individuals in nine categories, who have had a revolutionary effect on how we perceive the world and how we live in it.

On December 28, 2018, Speaker-designate Nancy Pelosi appointed Smithsonian Office of Government Relations Director Cheryl Johnson as the new Clerk of the House of Representatives. On January 3, 2018, she was nominated on the floor and affirmed to be the 35th person to hold the office of the Clerk.

**REPORT OF THE FACILITIES COMMITTEE**

Facilities Committee Chair John McCarter presented the Committee’s report. The Board was charged with approving the Secretary’s request for authority to execute a lease extension for approximately 133,984 rentable square feet of administrative office, collections, and storage space for continued occupancy by the Smithsonian’s Archives of American Art, National Portrait Gallery, American Art Museum, and Smithsonian Institution Libraries at the Victor Building. The current lease expires on October 31, 2020. Upon motion duly made and seconded, the Board voted to approve the proposed five-year lease extension.

See attached Actions 2019.01.06 (Minutes of the Board of Regents, Appendix A).
REPORT OF THE FINANCE COMMITTEE

Chair of the Finance Committee John Fahey gave the Committee’s report and presented one action item for the Board’s consideration: approval of the fiscal year 2020 federal budget submission to Congress. The Smithsonian will submit to Congress a total budget request for fiscal year 2020 of $978.3 million. The Smithsonian’s requested budget includes $759.3 million for Salaries and Expenses, and $219 million for Facilities Capital. Upon motion duly made and seconded, the Board approved the Smithsonian’s fiscal year 2020 federal budget request to Congress.

See attached Actions 2019.01.07 (Minutes of the Board of Regents, Appendix A).

REPORT OF THE SECRETARY

The Secretary updated the Board on revisions to the Smithsonian’s special events policy. Following discussion of the policy with the Regents in January 2018, Secretary Skorton and his team analyzed potential modifications to the policy. The proposed policy permits rental of Smithsonian facilities rather than co-sponsored private events, to better reflect the intentions and roles of the Smithsonian and the outside organizations and individuals hosting their own events in Smithsonian spaces. Under the new policy, unit directors will have the discretion to allow a wider variety of private events in museum spaces.

Next, the Secretary turned to Deputy Under Secretary for Finance and Administration Mike McCarthy to brief the Board on the impacts of the government shutdown, which began on December 21, 2018. Under guidance from the Office of Management and Budget, the Smithsonian used prior-year funding to remain open to the public from December 22, 2018, through January 1, 2019. Shutdown procedures were implemented on January 2, 2019. Mr. McCarthy informed the Board of the three major impacts of the shutdown: mission impact influenced by the loss of visitorship, decreased revenue resulting from restaurant and retail shop closures, and human resources matters related to furloughed employees. Smithsonian leadership is addressing long-term impacts caused by the disruption in operations. The Board discussed contingency planning for future government shutdowns, and the development of both short-term and long-term guidance that would address areas of concern during future shutdowns.

Secretary Skorton provided updates on the progress of the Smithsonian American Women’s History Initiative (“AWHI”), specifically the creation of a National Advisory Committee, which will play a key role in shaping the initiative, advancing key goals, securing resources, and representing stakeholders. Secretary Skorton emphasized the Committee will advise and serve the AWHI directors and the Secretary by providing input on programs and events, fundraising strategy, and advocacy and outreach to key constituencies.
Special Events Recap

The Secretary gave a post-event update on two Smithsonian events. On December 5, 2018, the Smithsonian hosted the seventh annual American Ingenuity Awards. The Awards honor individuals across nine wide-ranging categories who have had a revolutionary effect on how we perceive the world and how we live in it, over the past year. The 2018 awards honored Janelle Monáe for performing arts, John Krasinski for visual arts, John Leguizamo for history, the founding members of March for Our Lives for youth, Scott Bolton for physical sciences, Mónica Ramírez and Mily Treviño-Sauceda for social progress, Tracy K. Smith for education, Jean Bennett and Albert Maguire for life sciences, and John Krafcik and Dmitri Dolgov for technology. On December 7, 2018, the Arts and Industries Building hosted its signature Long Conversation event. The Secretary reported that more than 1,200 guests attended the in-person dialogues, and over 30,000 online viewers participated in the event.

Smithsonian Advisory Boards

Secretary Skorton also reported on ethnic diversity and gender representation as they relate to the Smithsonian advisory boards. Since 2013, the percentage of advisory board members from ethnically diverse backgrounds has increased by six percent, while gender representation has remained relatively constant. The Secretary shared a formal diversity statement, adopted by the Smithsonian National Board (“SNB”), which articulates and affirms the SNB’s shared commitment to diversity and inclusion, and better positions the SNB to assist the Institution in achieving its mission to serve an increasingly diverse global community.

Open Access

The Secretary then asked Provost/Under Secretary for Museums, Education, and Research John Davis to lead a discussion on open access for Smithsonian museums, libraries, and research centers. Dr. Davis shared the potential advantages that removing technical and permission barriers to digitized collections and resources could have on advancing the Smithsonian 2022 Strategic Plan goals, particularly reaching one billion people a year with a digital first strategy. The Smithsonian will continue to investigate the scope of open access for collections digitization, data management, and publication.

World Economic Forum

The Secretary concluded his report with an update on the Institution’s partnership with the World Economic Forum, following the 2019 annual meeting in Davos-Klosters, Switzerland. A special installation of the Access+Ability exhibition from the Cooper Hewitt, Smithsonian Design Museum was presented alongside panels, workshops, and other sessions that highlighted the need to build a more inclusive global society.

Following the report of the Secretary, the Board adjourned to the luncheon program at approximately 11:10 a.m.
LUNCH: WORKSHOP ON INSTITUTIONAL CULTURE

Regents and Smithsonian staff convened for a working session about institutional culture at the Smithsonian during the luncheon program. As part of an effort to ensure the Smithsonian remains a leader in promoting an inclusive and diverse work environment, the Board engaged in a preliminary discussion about the Institution’s culture, with a focus on its role in minimizing the risks associated with claims of sexual harassment in the workplace.

AFTERNOON SESSION

The Chancellor called the afternoon session to order at approximately 1:00 p.m. and reviewed the remainder of the Board’s business agenda.

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

Governance and Nominating Committee Chair Ambassador Barbara M. Barrett briefed the Board on the results from the Regents’ 2018 annual self-assessment, which was circulated to the Board on November 2, 2018. The assessment results indicated general agreement on Board roles, structure, practices, and strategic priorities.

Next, Ambassador Barrett reviewed the written guidelines for conducting executive sessions that codify the existing practices of the Board’s use of executive sessions, which conform to best practices.

To conclude her report, Ambassador Barrett informed the Board that the Governance and Nominating Committee is initiating the process to begin the search for a citizen Regent to replace John McCarter, whose term expires in March 2020.

DISCUSSION ON ACCESSIBILITY AND INCLUSION

Director of the Accessibility Program Beth Ziebarth led a discussion on the Smithsonian’s accessibility and inclusion policies, guidelines, and programs, which help to enable every visitor to engage with Smithsonian content to the fullest extent possible.

Ms. Ziebarth outlined the strategies and tactics the Institution is using to make the Smithsonian a leader in enabling everyone to engage with museum content, regardless of its form. The Smithsonian follows the principles of inclusive design, which address the broadest possible range of disabilities and informs every aspect of museum operations, from the design of facilities to exhibitions, websites and digital media, and programs. Ms. Ziebarth highlighted that Access Smithsonian provides leadership in this model to facilitate the Smithsonian’s creation of new opportunities for people with disabilities.
The Institution’s signature accessibility programs include Morning at the Museum, Project SEARCH Smithsonian, User Expert Group, and See Me (At the Smithsonian). The programs provide inclusive, purposeful, and consistent experiences for visitors with disabilities by creating an appropriate environment and providing content engagement for people across age groups, representing a broad range of disabilities and needs. Ms. Ziebarth also addressed how the Smithsonian is increasing and sustaining accessibility on a pan-Institutional level with the creation of the Smithsonian Accessibility Innovations Fund in 2018, to fund proposals from Smithsonian museums and research centers to develop innovative accessibility solutions.

UPDATE ON 116TH CONGRESS AND THE SMITHSONIAN

Director of the Office of Government Relations Cheryl Johnson led a discussion on the Smithsonian's relations with House and Senate Members in the 116th Congress. Ms. Johnson highlighted strategies for interacting with new committee leaders, potential oversight and legislative issues, and engagement opportunities. She reviewed priorities for the Smithsonian’s interactions with Congress, including federal appropriations, the revitalization of the National Air and Space Museum, Regent appointments and reappointments, and diversity and inclusion.

EXECUTIVE SESSION: “GATEKEEPER” REPORTS

The Board then conducted an executive session with the Smithsonian’s Gatekeepers, including the Secretary, General Counsel, Chief Operating Officer, and Inspector General.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at approximately 2:27 p.m., after which Mr. Rubenstein and the Secretary moved to a separate room at Capital Gallery to address questions from the media.

Respectfully submitted,

David J. Skorton
Secretary
VOTED that the Board of Regents approves the Compensation and Human Resources Committee’s 2019 compensation recommendations for senior executive positions. [2019.01.01]

VOTED that the Board of Regents approves the Compensation and Human Resources Committee’s 2019 compensation recommendation for the Secretary. [2019.01.02]

VOTED that the Board of Regents approves the proposed committee chairmanship and member assignments for 2019 and requests that the Chancellor make the necessary appointments. [2019.01.03]

VOTED that the Board of Regents recognizes the contributions of Anthony G. Coates to the Smithsonian Tropical Research Institute and names the Anthony G. Coates Dining Hall, for a period of 20 years or until the next major renovation, whichever occurs later. [2019.01.04]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2019.01.05]

VOTED that the Board of Regents expresses its profound appreciation to the memory of George Herbert Walker Bush, former U.S. president, vice president, congressman, war hero, public servant, and Regent; and approves the grateful recognition of the extraordinary service he provided on behalf of the American people and the Smithsonian Institution.

VOTED that the Board of Regents approves the recognition and expresses its profound appreciation to the memory of Jeannine Smith Clark, Regent Emeritus, community activist, distinguished philanthropist, and renowned educator; and extends its heartfelt sympathies to her family, friends, and colleagues.

VOTED that the Board of Regents approves the minutes of the October 22, 2018, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 15 Smithsonian advisory boards.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the Advisory Board of the Asian Pacific American Center.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the Advisory Board of the National Museum of African Art.
VOTED that the Board of Regents approves the proposed amendments to the bylaws of the Board of Trustees of the National Museum of the American Indian.

VOTED that the Board of Regents recognizes the generosity of the American Express Foundation to the National Museum of African American History and Culture and names the American Express Culture Galleries for 25 years from the date the recognition signage is installed at the entrance to the Culture Galleries.

VOTED that the Board of Regents recognizes the generosity of the Upton Trust and names the Smithsonian Tropical Research Institute director position the Ira Rubinoff Director.

VOTED that the Board of Regents creates the William J. Graham Endowment, a quasi-endowment for the benefit of the National Museum of Natural History to support the Human Origins Program. Further, the Advancement Committee recommends that the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates the American Art Journal Fund, a quasi-endowment for the benefit of the Smithsonian American Art Museum to support the American Art journal. Further, the Advancement Committee recommends that the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the Secretary and Under Secretary’s request for authority to sign the contemplated lease extension for approximately 133,984 rentable square feet of administrative office, collections, and storage space for the Archives of American Art; National Portrait Gallery; Smithsonian American Art Museum; and the Smithsonian Institution Libraries in the Victor Building, at 750 Ninth Street, NW, Washington, DC. [2019.01.06]

VOTED that the Board of Regents authorizes the Secretary to submit to Congress a federal budget request for appropriated funds for fiscal year 2020 as part of the President’s budget in the amount of $978.3 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. [2019.01.07]