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 Boozman
- Senator Patrick J. Leahy
- Senator David Perdue
- 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.

Dennis 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-Large
- 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 Access
- Mike McCarthy, Acting Under Secretary for Finance & Administration
- Ruki Neuhold-Ravikumar, Interim Associate Provost for Education and Access
- Stephanie L. Norby, Director, Smithsonian Center for Learning and Digital Access
- 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
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**

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**

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**

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**

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**

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**

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**

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

The executive session adjourned at 10:22 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 10:31 a.m.

**REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE**

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.

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.

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.

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**

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

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

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

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

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

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

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

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.

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.

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

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

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

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

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.

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.

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.

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.

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.

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.”

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.

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**

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**

Assistant Secretary for Communications and External Affairs and Chief Marketing Officer Julissa Marenco 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. Marenco 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**

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**

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**

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

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 Paleoecology 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]