ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, October 24, 2022. The Board conducted morning, afternoon, and executive sessions at the National Museum of African American History and Culture in Washington, D.C. Board and Executive Committee Chair Steve Case welcomed Regents and staff and called the meeting to order at 9:30 a.m. Participating were Regents:

Chief Justice John G. Roberts, Jr., Chancellor
Senator John Boozman
Senator Patrick Leahy
Representative Doris Matsui
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

Ms. Kathryn Hall, Investment Committee Chair
Mr. Jorge Puente, Smithsonian National Board Chair
Mr. Mitchell Schear, Facilities Committee Member

Vice President Kamala D. Harris, Senator Catherine Cortez Masto, Representative Lucille Roybal-Allard, and Representative Adrian Smith 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
Monique Chism, Under Secretary for Education
Victor Castillo, Office of Representative Roybal-Allard
Ronald Cortez, Under Secretary for Administration
Trevor Dean, Office of Senator Cortez Masto
Tamar Evangelestia-Dougherty, Director of Smithsonian Libraries and Archives
Mallory Gianola, Special Assistant to the Regents (recorder)
Kevin Gover, Under Secretary for Museums and Research
Cathy Helm, Inspector General
Toni-Marie Higgins, Office of Senator Boozman
Judith Leonard, General Counsel
Jeremy Marcus, Office of Representative Matsui
Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer

Grisella Martinez, Office of the Vice President
Kevin McDonald, Office of Senator Leahy
Maria Nicanor, Director of the Cooper Hewitt, Smithsonian Design Museum
Meroë Park, Deputy Secretary and Chief Operating Officer
Brandie Smith, John and Adrienne Mars Director of the Smithsonian’s National Zoo and Conservation Biology Institute
Robert J. Spiller, Assistant Secretary for Advancement
Ellen Stofan, Under Secretary for Science and Research
Porter N. Wilkinson, Chief of Staff to the Regents
Jorge Zamanillo, Director of the National Museum of the American Latino

1 Participated in the afternoon business meeting only
2 Participated in the New Museums discussion only
3 Participated in the lunch program only
BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Board and Executive Committee Chair Steve Case began his report by welcoming the new Smithsonian National Board Chair and two new Smithsonian liaisons to their first Board of Regents meeting. Jorge Puente began his three-year term as the Chair of the Smithsonian National Board on October 1, 2022. Mr. Case also welcomed Grisella Martinez, the Smithsonian Liaison for the Vice President, and Judge Robert M. Dow, Jr., who was appointed as the new Counselor to the Chief Justice and will begin his position at the Supreme Court on December 5, 2022. The Board expressed its enthusiasm for working with Dr. Puente and the new Smithsonian liaisons in their new roles.

Mr. Case also acknowledged the final Regents’ meeting for Senator Patrick Leahy and Representative Lucille Roybal-Allard. Both members of Congress did not seek reelection and will retire from Congress in January 2023. The Regents expressed their gratitude to the Senator and Congresswoman, as well as their Smithsonian Liaisons Kevin McDonald and Victor Castillo, for their service to the Smithsonian and the nation.

Mr. Case then previewed the Regents’ annual public forum. The Board will host the public forum virtually on December 13. The 2022 public forum will provide an opportunity to introduce the new Executive Committee and also will focus on the Institution’s strategic priorities.

The Board was asked to consider one action item: the naming of the director position at the Anacostia Community Museum. The Board of Regents is responsible for approving the naming of positions that report to the Secretary and members of the Secretary’s senior management team. Mr. Ferguson recused himself from the discussion and vote. Upon motion duly made and seconded, the Board unanimously voted to approve the establishment of an endowment to support the Anacostia Community Museum (“ACM”) director position and name the ACM director the Roger Ferguson and Annette Nazareth Director.

See attached Actions 2022.10.01 (Minutes of the Board of Regents, Appendix A)

To conclude his report, Mr. Case briefed the Board on five actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01, between the June and October Board meetings. The Executive Committee approved the recognition of a former Regent, specifically conferring the title of Regent Emeritus on David Rubenstein and awarding him the Regents’ Gold Medal for Exceptional Service, and the naming of the Secretary’s Parlor in honor of Senator Leahy. Mr. Case noted that the Executive Committee’s approval was requested on behalf of the Board to accommodate the timing of related public announcements. The Executive Committee also approved appointments or reappointments to 14 Smithsonian Institution Advisory Boards in order to
accommodate appointment terms and mitigate delays in onboarding new advisory board members. The Executive Committee also approved two budget actions: (i) the Smithsonian’s fiscal year 2023 Federal and Trust Consolidated Budget when signed into law by the President, and (ii) the Smithsonian’s budget request for appropriated funds for fiscal year 2024 for presentation to the Office of Management and Budget. Both required approval prior to the October 24, 2022, Board meeting.

APPROVAL OF THE CONSENT AGENDA

The Consent Agenda (“Agenda”) was presented for the Board’s consideration. Action items listed on the October 24, 2022, Agenda included: recognition of Vernon Simms; the approval of minutes from the June 13, 2022, Regents’ meeting; the appointment and reappointment of candidates to six (6) 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 2022.10.02 (Minutes of the Board of Regents, Appendix A).

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; Investment Committee; Strategy, Innovation, and Technology Committee; and Office of Government Relations.

Written Report of the Advancement Committee

The Advancement Committee conducted a meeting on September 15, 2022. During the meeting, the Committee reviewed notable gifts and grants, received an update on fundraising for the two new museums, discussed efforts related to endowment fundraising, and reviewed Campaign planning. The Committee was briefed on the progress towards the fiscal year 2022 fundraising goal of $230 million.

Written Report of the Audit and Review Committee

The Audit and Review Committee met on July 21, 2022. During the meeting, the Committee approved the filing of the fiscal year 2021 Forms 990 and 990-T with the Internal Revenue Service (“IRS”) and approved the Smithsonian’s external auditor, KPMG, performing audit and non-audit services related to the preparation and submission of forms to the IRS. The Committee also reviewed
KPMG’s audit plan for fiscal year 2022, received an update on the Inspector General’s activities, evaluated the progress of addressing the fiscal year 2020 and 2021 audit deficiencies, was briefed on the Smithsonian’s Enterprise Risk Management program, received an update on IT security programs, reviewed the Smithsonian insurance program, and discussed the annual conflict of interest reporting.

Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a meeting on September 21, 2022. 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 2023. During the meeting, the Committee voted to approve the list of disqualified person positions for 2023; the decision-making levels for the 2023 compensation process; updated compensation philosophies for 2023; 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 2023 Board meeting and discussed senior level performance-based pay and award ranges. The Committee received updates on strategic initiatives for the Office of Human Resources and key searches for Smithsonian positions and personnel.

Written Report of the Facilities Committee

The Facilities Committee held meetings on July 27 and September 20, 2022. During the meetings, the Committee discussed efforts to revitalize the Naos Facility at the Smithsonian Tropical Research Institute. The Committee also discussed the Smithsonian’s fiscal year 2024 Capital Budget and the progress of site selection for the new museums. The Committee had an opportunity to review major capital projects, including the National Air and Space Museum Integrated Bezos Learning Center ("BLC"), National Air and Space Museum Mall Building, Historic Core, and Pod 6 Collections Storage Facility at the Museum Support Center. Additionally, the Facilities Committee performed its annual review of the Committee Charter.

Written Report of the Investment Committee

The Investment Committee met on June 21, 2022. During the meeting, the Committee reviewed the investment portfolio performance, asset allocation, and changes due to recent market conditions. The Smithsonian Endowment’s one-year return as of March 31, 2022, was 11.9% versus 12.7% 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 period.
Written Report of the Strategy, Innovation, and Technology Committee

The Strategy, Innovation, and Technology Committee conducted meetings on July 11 and September 30, 2022. During the meetings, the Committee received an update on the Smithsonian’s Non-Fungible Token Pilot Program, engaged in a strategic discussion on the virtual museum framework for the Smithsonian American Women’s History Museum, and reviewed upcoming exhibitions and public programming. The Committee also approved the Smithsonian Institution Strategic Plan for 2022-2027. Additionally, the Strategy, Innovation, and Technology Committee performed its annual review of the Committee Charter and proposed amendments to the Charter reflecting the refocus of the Committee.

Written Report of the Office of Government Relations

The Office of Government Relations (“OGR”) reported that on September 30, 2022, a Continuing Resolution was signed into law, after being passed by the U.S. Senate and House of Representatives. The measure funds the Smithsonian Institution at current levels through December 16, 2022.

In addition, OGR reported on Congressional briefings and Smithsonian related legislation. The first briefing focused on the development of a Non-Fungible Token (“NFT”) program at the Smithsonian. The second briefing was related to progress made by federal agencies that manage financial assets in improving the diversity of asset managers.

In May, the White House announced a conference on Hunger, Nutrition, and Health. The conference took place on September 28, 2022, and the Smithsonian contributed information about programs and activities at the Anacostia Community Museum, National Museum of American History, and Smithsonian Science Education Center.

The Office of Government Relations continues its congressional engagement, hosting and participating in a number of programs and events, most prominently related to site selection for the two new museums and the reopening of the National Air and Space Museum on the National Mall.

Report of the Governance and Nominating Committee

Chair of the Governance and Nominating Committee Ambassador Barbara M. Barrett gave the Committee’s report and presented one action item for the Board’s consideration: the reappointment of Magdalene Johnson Obaji as Chair of the Advisory Board of the National Museum of African Art (“NMAfA”) for a second exceptional one-year term of leadership service. The reappointment was proposed to ensure a continuity of board leadership during a period of transition.
in NMAFA executive leadership and as the NMAFA Advisory Board engages in deliberative succession planning. Ambassador Barrett noted that the one-year term of leadership service would exceed the officer term limitation and membership term limitation set forth in the Advisory Board Bylaws of the National Museum of African Art, but it would not exceed the Smithsonian’s best practice guidelines for maximum service for board members. Upon motion duly made and seconded, the Board voted to approve the leadership term extension.

See attached Actions 2022.10.03 (Minutes of the Board of Regents, Appendix A)

REPORT OF THE FINANCE COMMITTEE

Finance Committee Chair Roger Ferguson led the discussion and vote on a proposal to make withdrawals totaling up to $30 million from the Smithsonian’s Central Trust unrestricted quasi-endowment. Mr. Ferguson informed the Board that: (i) total withdrawals shall not to exceed $30 million over a five-year period, (ii) draws will take place only as needed, generally on a semi-annual basis, and (iii) funds would be used to support 11 secretarial priorities focused primarily in three categories: digital transformation, resourcing investment opportunities, and accelerating the Secretary’s strategic priorities. Upon motion duly made and seconded, the Board voted to approve the withdrawal from the Central Trust unrestricted quasi-endowment.

See attached Actions 2022.10.04 (Minutes of the Board of Regents, Appendix A)

EXECUTIVE SESSION

The Board moved into a Regents-only executive session at approximately 10:02 a.m. to discuss the search process to identify and recruit a new citizen Regent to fill the vacancy when Steve Case’s term expires in April 2023. The Governance and Nominating Committee presented potential candidates with expertise and characteristics that will complement the current Board.

The Board then reviewed the Governance and Nominating Committee’s recommendation to renominate Roger W. Ferguson, Jr. and Michael Govan to serve second terms as Citizen Regents on the Board of Regents. Both of their first terms will expire on May 6, 2023. As proposed candidates for reappointment, Mr. Ferguson and Mr. Govan recused themselves from the discussion and vote. Upon motion duly made and seconded, the reappointments were approved.

See attached Actions 2022.10.05 and 2022.10.06 (Minutes of the Board of Regents, Appendix A).
Governance and Nominating Committee Chair Barbara Barrett led the Board’s review of the Regents’ fiscal year 2022 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.

The Board then reviewed the Governance and Nominating Committee’s recommendations for the 2023 Board leadership. The Board discussed the election of Risa J. Lavizzo-Mourey as Chair, John Fahey as Vice Chair, and Barbara Barrett as a member of the Executive Committee. As candidates under consideration, Dr. Lavizzo-Mourey, Mr. Fahey, and Ambassador Barrett recused themselves from the discussion and votes. 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 2022.10.07, 2022.10.08, and 2022.10.09 (Minutes of the Board of Regents, Appendix A).

The Board then moved into an executive session with the Secretary to discuss business and personnel matters, including an update on matters related to Smithsonian advisory boards and personnel searches.

Following the executive session with the Secretary, the Board held a roundtable discussion on potential future opportunities and challenges facing the Smithsonian. Regents, staff, and invited guests adjourned to the luncheon program at approximately 11:34 a.m.

**LUNCH: CONVERSATION WITH NEW SMITHSONIAN DIRECTORS**

During lunch, Regents had an opportunity to meet and converse with four of the Smithsonian’s new directors: Tamar Evangelestia-Dougherty, Director of the Smithsonian Libraries and Archives; Maria Nicanor, Director of the Cooper Hewitt, Smithsonian Design Museum; Brandie Smith, Director of the Smithsonian’s National Zoo and Conservation Biology Institute; and Jorge Zamanillo, Director of the National Museum of the American Latino. As each of these individuals began their directorship during a period of remote work, the program focused on each director’s vision for their respective museum and highlighted the rich and varied work conducted at the Smithsonian.

**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.
STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

The Board moved directly into an executive session to discuss site selection for the two new Smithsonian museums. The Secretary updated the Board on the progress of site selection for the National Museum of the American Latino (“NMAL”) and the Smithsonian American Women’s History Museum (“SAWHM”). The founding legislation calls for the Board of Regents to determine the locations for the two museums no later than two years after enactment of the bill – December 2022. The Board discussed updates to the authorizing legislation, which might be necessary before final site selections can be determined. The Regents also reviewed the Smithsonian Two New Museums Site Evaluation Study and provided input on identifying two “optimal” sites for the Latino Museum and Women’s Museum. The Board is expected to continue its discussion on site selection in December, prior to the legislative deadline.

The executive session adjourned at 1:42 p.m.

THE SMITHSONIAN INSTITUTION FIVE-YEAR STRATEGIC PLAN

Chair of the Strategy, Innovation, and Technology Committee Michael Lynton and Secretary Bunch presented the Smithsonian’s new strategic plan for the Board’s review and consideration. Mr. Lynton noted that the current Strategic Plan, which was launched in 2017, outlines the direction and priorities for the Smithsonian through 2022. Over the course of the last year, the Secretary has worked with his leadership team and colleagues around the Institution to identify five strategic focus areas, which are rooted in the Institution’s Strategic Plan that expires this year and provide a roadmap for the future. These focus areas are: Digital, Nimble, Trusted Source, Science, and Education. Mr. Lynton reminded the Board that these focus areas are being implemented and measured through 23 pan-Institutional initiatives. The Secretary, Deputy Secretary, and Strategic Plan Implementation Team (StratTeam) are using the 23 initiatives to support, measure, and track progress on the overarching goal to shape Our Shared Future inside and outside the Smithsonian. Using this foundation, the Secretary and his team developed Smithsonian 2027: Our Shared Future, the Institution’s five-year Strategic Plan, which he outlined for the Board. The Secretary highlighted that Smithsonian 2027: Our Shared Future builds upon the existing strategic plan, amplifies the themes and messages of the strategic focus areas, complements the Campaign timeframe, and will formally coordinate the implementation process across the Smithsonian to ensure tangible progress.

Upon motion duly made and seconded, the Board voted to approve the strategic plan with the launch of the new plan anticipated at the end of 2022.

See attached Actions 2022.10.10 (Minutes of the Board of Regents, Appendix A).
Strategic Report of the Secretary

Secretary Bunch then updated the Board on the state of the Smithsonian. The update focused on the Smithsonian Channel agreement with Paramount and the Institution’s involvement in the United States Semiquincentennial celebration in 2026. The Secretary first briefed the Board on efforts to increase its public programming with Paramount, which will include short form videos and public programs on Smithsonian-controlled social media and digital platforms, as well as projects with PBS. The Secretary recognized President of Smithsonian Enterprises Carol LeBlanc for advancing these media efforts and enhancing the Smithsonian Channel, which is available in over 55 million households globally on all cable, satellite, and streaming platforms.

Next, the Secretary updated the Board on the Smithsonian’s planning efforts for the nation’s commemoration of the 250th anniversary of the Declaration of Independence in 2026. The U.S. Semiquincentennial Commission, federal agencies, state history organizations, and individual museums throughout the country are preparing for the America 250 commemoration. The Secretary shared that the Smithsonian has formed an internal working group to clarify themes around celebration, commemoration, and contemplation, with a specific focus on looking back on the nation’s history and planning its path forward. In addition to revitalization of the Smithsonian Castle and public programming on the National Mall, the Smithsonian Folklife Festival will host a major event, akin to its launch in 1976, bringing together all of the museums and research centers to create a gift to the nation on the National Mall. The 250th celebration will be a focus of the Board’s strategic meeting in April.

To conclude his report, Secretary Bunch updated the Board on the Smithsonian’s ethical returns policy. On April 29, the Smithsonian adopted an ethical returns policy as part of the Institution’s overall policy on collections management. The new policy authorizes each Smithsonian museum to return collections, in appropriate circumstances, based on ethical considerations. The Secretary emphasized that ethical norms and best practices in collecting have changed, particularly with respect to collecting cultural heritage from individuals and communities, and that the Smithsonian has collections it would not have acquired under present-day standards. At its meeting on June 13, the Board of Regents voted to deaccession 29 Benin bronzes held in the National Museum of African Art’s collection to Nigeria’s National Commission for Museums and Monuments. The return of the Benin Bronzes was the first return under the Smithsonian’s new ethical returns policy. The Secretary informed the Board that the transfer of ownership was formalized at a ceremony at the National Museum of African Art on October 11. The ceremony was held in conjunction with the National Gallery of Art, which also returned the Benin bronze from its collection. Secretary Bunch also reminded the Board that in addition to the National Museum of African Art’s collection, the National Museum of Natural History has a collection of Benin bronzes obtained during the 1897 expedition. Research for that collection is currently underway and it is expected that the Board of Regents will be asked to consider a request to deaccession and return the bronzes to Nigeria.
EXECUTIVE SESSION: “GATEKEEPER” REPORTS

The Board then conducted an executive session with the Smithsonian’s Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at approximately 2:25 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary
APPENDIX A: ACTIONS OF THE
OCTOBER 24, 2022, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents recognizes the generosity of Roger W. Ferguson, Jr. and Annette LaPorte Nazareth to the Anacostia Community Museum and names the Anacostia Community Museum director position the Roger Ferguson and Annette Nazareth Director. [2022.10.01]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2022.10.02]

Voted that the Board of Regents expresses its profound appreciation to the memory of Vernon Simms, Director of the Office of Government Relations, an esteemed colleague, and true friend of the Smithsonian Institution, and extends its heartfelt sympathies to his wife Linda; his children Erin, Candice, and Kyle; his four grandchildren, and extended family.

VOTED that the Board of Regents approves the minutes of the June 13, 2022, 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 that the Board of Regents recognizes the generosity of Adrienne Arsht to the Community-Based Resilience Solutions Initiative and accepts the gift.

VOTED that the Board of Regents recognizes the generosity of the Thomas W. Haas Foundation to the National Air and Space Museum and accepts the gift.

VOTED that the Board of Regents recognizes the generosity of The Boeing Company and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents reappoints Magdalene (“Maggie”) Johnson Obaji as Chair of the National Museum of African Art Advisory Board for a second one-year extension of leadership service, effective immediately. [2022.10.03]

VOTED that the Board of Regents approves a withdrawal not to exceed $30.0 million from the Smithsonian’s unrestricted Central Trust quasi-endowment over five years, beginning October 2022, to fund 11 Secretarial priorities in the areas of digital transformation, resourcing opportunities, and accelerating strategic priorities. The individual payouts to be made over the five years will be approved by the Under Secretary for Administration. [2022.10.04]
**VOTED** that the Board of Regents renominates Roger W. Ferguson, Jr. 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. [2022.10.05]

**VOTED** that the Board of Regents renominates Michael Govan 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. [2022.10.06]

**VOTED** that the Board of Regents elects Risa J. Lavizzo-Mourey as Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective January 31, 2023. [2022.10.07]

**VOTED** that the Board of Regents elects John Fahey as Vice Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective January 31, 2023. [2022.10.08]

**VOTED** that the Board of Regents elects Barbara Barrett as a member of the Smithsonian Board of Regents’ Executive Committee for a one-year term effective January 31, 2023. [2022.10.09]

**VOTED** that the Board of Regents approves the proposed public document that supports *Smithsonian 2027: Our Shared Future*, the Institution’s five-year Strategic Plan. [2022.10.10]