ATTENDANCE

This scheduled meeting of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) was held on Monday, October 23, 2023. The Board conducted morning, afternoon, and executive sessions at the National Museum of American History in Washington, D.C. Board and Executive Committee Chair Risa J. Lavizzo-Mourey welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

- Chief Justice John G. Roberts, Jr., Chancellor¹
- Senator Catherine Cortez Masto
- Senator Gary Peters
- Representative Garret Graves
- Representative Doris Matsui
- Representative Adrian Smith
- Ambassador Barbara M. Barrett
- Mr. John Fahey, Vice Chair
- Mr. Roger W. Ferguson, Jr.
- Mr. Michael Govan
- Dr. Risa J. Lavizzo-Mourey, Chair
- Mr. Michael Lynton
- Ms. Denise O’Leary
- Mr. Franklin D. Raines
- Mr. Jorge Puente, Smithsonian National Board Chair
- Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Kamala D. Harris and Senator John Boozman 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
- Ellen Bottcher, Office of Representative Graves
- Monique Chism, Under Secretary for Education
- Ronald Cortez, Under Secretary for Administration
- Monica Didiuk, Office of Representative Smith
- Robert M. Dow, Jr., Counselor to the Chief Justice
- Farleigh Earhart, Acting General Counsel
- Kate Forester, Deputy Chief of Staff to the Regents
- Mallory Gianola, Special Assistant to the Regents (recorder)
- Kevin Gover, Under Secretary for Museums and Culture
- Rachelle Graves, Director of the Office of Government Relations
- Becky Kobberod, Head of Digital Transformation²
- Jeremy Marcus, Office of Representative Matsui
- Julissa Marenco, Assistant Secretary for Communications and External Affairs and Chief Marketing Officer
- Joan Mockeridge, Acting Inspector General
- Meroë Park, Deputy Secretary and Chief Operating Officer
- Robert J. Spiller, Assistant Secretary for Advancement
- Caitlyn Stephenson, Office of Senator Peters
- Ellen Stofan, Under Secretary for Science and Research
- Porter N. Wilkinson, Chief of Staff to the Regents
- Josh Yearsley, Office of Senator Cortez Masto

¹ Participated in the afternoon business meeting only  
² Participated in the lunch program only
BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Board and Executive Committee Chair Risa J. Lavizzo-Mourey began her report by welcoming Rachelle Graves, the new Director of the Office of Government Relations to her first Regents’ meeting. Rachelle joined the Smithsonian on July 17. Dr. Lavizzo-Mourey also welcomed Joan Mockeridge, who is serving as the Acting Inspector General following the retirement of Cathy Helm on September 1, 2023. She then informed the Board that Andy Flick, Director of Legislative Affairs for the Office of the Vice President has been appointed the new Smithsonian Liaison for the Vice President.

Next, Dr. Lavizzo-Mourey updated the Board on upcoming special events, including the first event in the CANDID: Smithsonian Conversations dinner series, supported by donor Kenneth C. Griffin, to be held on November 2 at the Arts and Industries Building. She also reminded the Board about the National Postal Museum’s annual gala on November 4 and the Oprah Winfrey Portrait Unveiling in the Kogod Courtyard at the National Portrait Gallery on December 13.

Dr. Lavizzo-Mourey then previewed the Regents’ annual public forum. The Board will host the public forum virtually on December 19. The 2023 public forum will provide an opportunity to introduce the new members of the Executive Committee and will focus on key matters at the Smithsonian.

To conclude her report, Dr. Lavizzo-Mourey briefed the Board on six 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 naming of a space at the National Air and Space Museum. Dr. Lavizzo-Mourey 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 11 Smithsonian Institution Advisory Boards, and proposed amendments to the bylaws of the Smithsonian Astrophysical Observatory Advisory Board and the Smithsonian Tropical Research Institute Advisory Board 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 2024 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 2025 for presentation to the Office of Management and Budget. Both required approval prior to the October 23, 2023, Board meeting.

APPROVAL OF THE CONSENT AGENDA

The Consent Agenda (“Agenda”) was presented for the Board’s consideration. Action items listed on the October 23, 2023, Agenda included: the approval of
minutes from the June 12, 2023, Regents’ meeting; the appointment and reappointment of candidates to six (6) Smithsonian Advisory Boards; amendments to the bylaws of the Smithsonian American Art Museum Commission, Smithsonian National Board, and Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations Advisory Board; and gifts and naming recognitions. Upon motion duly made and seconded, the Board voted to adopt the Agenda, constituting the approval of all action items listed therein.

See attached Actions 2023.10.01 (Minutes of the Board of Regents, Appendix A).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Next, Dr. Lavizzo-Mourey 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 Audit and Review Committee, Finance Committee, Investment Committee, and Office of Government Relations.

Written Report of the Audit and Review Committee

The Audit and Review Committee met on August 7, 2023. During the meeting, the Committee approved the filing of the fiscal year 2022 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 2023, received an update on the Inspector General’s activities, evaluated the progress of addressing identified OIG audit and financial statement recommendations, received an update on IT security programs, discussed work being conducted by the Internal Review Group, was briefed on the Smithsonian’s Enterprise Risk Management program, and discussed the annual conflict of interest reporting.

Written Report of the Finance Committee

The Finance Committee conducted a meeting on August 22, 2023. During the meeting, the Committee reviewed and voted to recommend that the Executive Committee approve two motions on behalf of the full Board: (1) the fiscal year 2024 federal and trust consolidated budget, and (2) the fiscal year 2025 federal budget for presentation to the Office of Management and Budget. The Committee also reviewed the fiscal year 2023 third quarter financial results, received an update on Smithsonian Enterprises operations, was briefed on the cash management and working capital investments policy, and received an update on the status of initiatives from the quasi-endowment draw. Revenues for the period totaled $1,496.0 million; expenses totaled $1,484.0 million; and net gain for the period was $11.9 million. The Finance Committee also performed its annual review of the Committee Charter.
Written Report of the Investment Committee

The Investment Committee met on June 21, 2023. During the meeting, the Committee reviewed the Endowment’s portfolio covering asset allocation and public manager rankings; provided an update on the diversity, equity, and inclusion report; and reviewed external manager fees. The Smithsonian Endowment’s one-year return as of March 31, 2023, was -5.7% versus -2.8% for the policy benchmark.

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that on September 30, 2023, 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, fiscal year 2023 funding levels through November 17, 2023.

In addition, OGR reported on Congressional briefings and Smithsonian related legislation. The Office of Government Relations and National Zoological Park and Conservation Biology Institute Director Brandie Smith briefed a variety of congressional offices on the plans for returning the Giant Pandas to China. The Smithsonian also organized a tour of the Museum Support Center and briefing on the Pod 6 collections storage project for staff of the Senate Rules and House Administration Committees. OGR also hosted a variety of meetings and briefings to educate and inform Members about the Smithsonian’s site selection process, and the pending need for congressional action to facilitate final site selection of the two new Smithsonian museums.

The Office of Government Relations continues its congressional engagement, hosting and participating in several programs and events, most prominently on June 30, OGR hosted a Congressional Staff Picnic to celebrate the opening of the Folklife Festival. On September 21, OGR also hosted its annual Congressional Night at the National Museum of the American Indian and welcomed approximately 800 Congressional staff.

Report of the Governance and Nominating Committee

Chair of the Governance and Nominating Committee Roger W. Ferguson, Jr. gave the Committee’s report. He presented three action items for the Board’s consideration: (i) proposed amendments to the Audit and Review Committee Charter, (ii) appointments and reappointments to the National Museum of the American Latino Board of Trustees, and (iii) an emeritus appointment to the Smithsonian American Art Museum Commission. He also led a discussion on the Asian Pacific American Center Advisory Board and Investment Committee membership.
Mr. Ferguson introduced the first action item: proposed amendments to the Audit and Review Committee Charter. The proposed Charter amendments reflect current practices and include updates to language that would ensure consistency between the Charter, the Bylaws of the Board of Regents, and the Inspector General Act. Upon motion duly made and seconded, the Board voted to approve the proposed amendments to the Audit and Review Committee Charter.

See attached Actions 2023.10.02 (Minutes of the Board of Regents, Appendix A).

Next, Mr. Ferguson presented three motions related to proposed appointments and reappointments to the National Museum of the American Latino Board of Trustees. Mr. Ferguson noted that in addition to the appointment of three (3) new candidates, the museum’s Board of Trustees is requesting retroactive staggered reappointments of eight (8) inaugural members. The retroactive reappointments would maintain the three-year terms established by the bylaws and not increase the individuals’ total years of service, while retaining the staggered terms for members appointed to the initial Board of Trustees. Upon motions duly made and seconded, the Board voted to approve the appointments and reappointments to the NMAL Board of Trustees.

See attached Actions 2023.10.03, 2023.10.04, and 2023.10.05 (Minutes of the Board of Regents, Appendix A).

Mr. Ferguson presented the final action item: the appointment of Dorothy Tapper Goldman as an emeritus member of the Commission of the Smithsonian American Art Museum (“SAAM”). Mr. Ferguson noted that the emeritus appointment process was underway at the time of Ms. Goldman’s death and by voting to appoint the emeritus member of the SAAM Commission, the Board would be voting to approve an exceptional posthumous emeritus appointment. Upon motion duly made and seconded, the Board voted to approve the appointment.

See attached Action 2023.10.06 (Minutes of the Board of Regents, Appendix A).

Next, the Board discussed membership matters related to the Smithsonian’s Asian Pacific American Center and articulated an approach to avoid conflicts of interests by members wishing to serve on non-Smithsonian boards supporting the development of a potential Asian Pacific American museum.

To conclude, the Board of Regents discussed Investment Committee membership, specifically the appointment of the Chair of the Board as a nonvoting, ex officio member of the Investment Committee. As Chair of the Governance and Nominating Committee and Vice Chair of the Investment Committee, Mr. Ferguson noted that given the number of non-Regent committee members on the Investment Committee the addition of the Chair as another Regent member would strengthen communication between the Board of Regents and the Investment Committee.
REPORT OF THE ADVANCEMENT COMMITTEE

Chair of the Advancement Committee Christine Udvar-Hazy gave the Committee’s report and briefed the Board on proposed policy updates intended to mitigate reputational risk arising from philanthropic relationships, including updated guidelines for assessing reputational risk and new language in gift agreements that recognizes the Smithsonian’s right to remove naming recognitions in the rare case when a donor’s behavior or actions could potentially compromise public trust in the Smithsonian. Mrs. Udvar-Hazy informed the Board that the Office of Advancement and Office of the General Counsel proposed the revisions after benchmarking best practices of peer organizations.

REPORT OF THE FACILITIES COMMITTEE

Facilities Committee Chair John Fahey presented the Committee’s report. The Board was asked to review a request to execute a five-year lease extension at the Victor Building, 750 9th Street NW, Washington DC. Since 2005, the Smithsonian has leased approximately 133,984 rentable square feet of administrative office, collections, and storage space for continued occupancy by the Archives of American Art, National Portrait Gallery, Smithsonian American Art Museum, and Smithsonian Libraries and Archives. Mr. Fahey informed the Board this would extend the existing five-year lease covering the same square footage, which expires on October 31, 2025, and result in a savings of approximately $1.3 million on rental rates for the remainder of the current lease agreement. Upon motion duly made and seconded, the Board voted to approve the proposed five-year lease extension.

See attached Actions 2023.10.07 (Minutes of the Board of Regents, Appendix A).

REPORT OF THE SECRETARY

Secretary Bunch then updated the Board on the state of the Smithsonian. The update focused on topics that are advancing the Institution’s reach, relevance, and impact.

The Secretary first updated the Board on the Smithsonian’s relationship with the American Federation of Government Employees (AFGE”), which is the largest federal employee union representing 750,000 federal and D.C. government workers nationwide and overseas. The Smithsonian has worked to enhance senior-level engagement with the Union to address areas of concern. Secretary Bunch informed the Board that AFGE recently held an election, and a new local chapter president has been installed and communication has continued to improve between Union leadership and Smithsonian management.
Next, the Secretary briefed the Board on the Central Trust budget, which was significantly impacted by the COVID-19 pandemic. It is projected to generate a surplus for the first time since fiscal year 2017. The Secretary attributed the surplus to earnings on short-term investments, increased Smithsonian Enterprises operations, and surpassing annual fundraising goals. The Board recognized Under Secretary Ron Cortez, President of Smithsonian Enterprises Carol LeBlanc, and Assistant Secretary for Advancement Rob Spiller for their joint efforts on this accomplishment.

Secretary Bunch also recognized Sheperd Doeleman, an Astrophysicist at the Center for Astrophysics | Harvard & Smithsonian. Dr. Doeleman is the sixteenth winner of the Georges Lemaître International Prize for his work leading the global team behind the Event Horizon Telescope that captured the historic, first-ever image of the supermassive black hole at the center of the Milky Way galaxy.

The Secretary also updated the Board on recent and potential upcoming media coverage including the series of Washington Post articles regarding human remains in the Smithsonian’s collections. As part of the work of the Human Remains Task Force, the Smithsonian is exploring potential collaborations with peer institutions to help develop best practices for the U.S. and global museum community. The Secretary also shared that The Atlantic would be publishing his article in December on the United States Bureau of Refugees, Freedmen, and Abandoned Lands, commonly known as the Freedmen's Bureau, which was created by Congress in 1865 to assist in the political and social reconstruction of post-war Southern states and to help formerly enslaved people make the transition from slavery to freedom and citizenship.

To conclude his report, Secretary Bunch asked Assistant Secretary for Communications and External Affairs and Chief Marketing Officer Julissa Marenco to update the Board on Smithsonian visitation numbers. The Board reviewed monthly visit counts from January 2022 through September 2023, and discussed changes in visitation patterns after the COVID-19 pandemic. Ms. Marenco informed the Board that the Smithsonian has replaced attendance clicker counters with new screening technology to provide more accurate visitor numbers. Secretary Bunch also noted that the week surrounding the Thanksgiving holiday is traditionally one of the heaviest visitation days for the Smithsonian, and the Institution plans to utilize carryover funding to remain open to the public for the holiday week in the event of a government shutdown.

**LUNCH: ARTIFICIAL INTELLIGENCE**

During lunch, Regents had an opportunity to converse with leaders on Artificial Intelligence ("AI"). The Secretary and Head of Digital Transformation Becky Kobberod led a discussion on AI as it relates to the Smithsonian and the Institution’s strategic initiatives. The discussion focused on research, education, the visitor experience, and other ways the Smithsonian can benefit from the use of AI using a thoughtful and strategic approach to the emerging technology.
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.

COLLECTIONS STORAGE AND SPACE PLANNING

To begin the afternoon session, the Secretary and members of his leadership team led a discussion on the current and long-term goals and needs required for the stewardship of the Smithsonian’s unrivaled collections. The Secretary reminded the Board that pan-institutional management of the Smithsonian’s vast collections requires a strategic and pragmatic approach that includes assessing both objects and discrete collections, developing long-term funding plans, and prioritizing both when and how challenges will be addressed. Collections space must also provide secure, precisely maintained environmental conditions to safeguard irreplaceable objects, and must be designed to ensure access to the collections for experts and the public alike—now and in the future.

Under Secretary for Museums and Culture Kevin Gover and Under Secretary for Science and Research Ellen Stofan reviewed the current collections storage challenges and potential solutions, including more focused collecting, expanding deaccessioning, expanding and expediting collection loans, and exploring opportunities to loan to entities outside of the museum community such as schools, community centers, and hospitals. The Board reviewed statistics from the Smithsonian’s current collections loan process. Dr. Stofan informed the Board that pan-Institutional committees are being established to identify opportunities and challenges to lending and deaccessioning collections items. The Smithsonian is also focusing on exploring more shared stewardship opportunities, expediting the returns of human remains, and enhancing digital accessibility.

AMERICA250 AND THE SMITHSONIAN

To conclude the open session, the Board had an opportunity to learn more about the Smithsonian’s plans for the 250th anniversary of the United States’ founding to be recognized in 2026. Secretary Bunch emphasized that America250 presents the Smithsonian with possibilities to share the country’s story in ways that will inspire Americans. The Institution’s programming and events will focus on four pillars – Celebrate, Contemplate, Commemorate, and Commit. The Secretary also shared that the events fall under three main efforts – We the People, We the Community, and We Together. We the People will serve as the main initiative and use AI to better link the 157 million objects in the Smithsonian’s collections to broad audiences. We the Community will center around regional programming and share Smithsonian content across the nation. We Together will focus on the power of convening, and includes the 2026 Folklife Festival, related programming at museums on the National Mall, and the culmination of the Smithsonian Campaign for Our Shared Future. The Board also brainstormed ideas to help America celebrate and reflect during these milestone events and programs,
especially across the nation and outside of Washington, D.C.

**EXECUTIVE SESSIONS**

The Board moved into an executive session at approximately 2:00 p.m. with the Secretary, Smithsonian liaisons, and invited staff to discuss business and personnel matters, including the Smithsonian’s relationship with Congress.

The Board continued with a Regents-only executive session. Chair of the Governance and Nominating Committee Roger Ferguson led the Board’s review of the Regents’ fiscal year 2023 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 2024 Board leadership. The Board discussed the election of Risa J. Lavizzo-Mourey as Chair, Barbara Barrett as Vice Chair, and Frank Raines as a member of the Executive Committee. As candidates under consideration, Dr. Lavizzo-Mourey, Ambassador Barrett, and Mr. Raines 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 2023.10.08, 2023.10.09, and 2023.10.10 (Minutes of the Board of Regents, Appendix A).

The Board concluded the October 23, 2023, meeting with an opportunity to hear from each of the Smithsonian’s Gatekeepers, including the Secretary, Under Secretary for Administration, Acting General Counsel, and Acting Inspector General.

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at approximately 2:47 p.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary
VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2023.10.01]

VOTED that the Board of Regents approves the minutes of the June 12, 2023, 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 approves the proposed amendments to the bylaws of the Commission of the Smithsonian American Art Museum.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the Smithsonian National Board.

VOTED that the Board of Regents approves the proposed amendments to the bylaws of the SITES I SA Advisory Board.

VOTED that the Board of Regents recognizes the generosity of Robert C. Davidson, Jr. and Alice Faye Davidson to the Smithsonian American Art Museum and names the Robert and Faye Davidson Family Gallery, for a term of the longer of 20 years or until the next major renovation of the Gallery, whichever occurs later.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Center for Folklife and Cultural Heritage to support Smithsonian Folkways Recordings. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents creates a quasi-endowment for the benefit of the Smithsonian Tropical Research Institute to support Barro Colorado Island field station activities. Further, the Board of Regents authorizes the transfer of the funds identified for this purpose.

VOTED that the Board of Regents approves the proposed amendments to the Audit and Review Committee Charter. [2023.10.02]

VOTED that the Board of Regents appoints Carla Vernón, Ileana Musa, and Mike Suco to the Board of Trustees of the National Museum of the American Latino for a three-year term each, effective immediately. [2023.10.03]
VOTED that the Board of Regents reappoints José E. Feliciano, Soledad O’Brien, and Sofía Vergara to the Board of Trustees of the National Museum of the American Latino for a three-year term each, retroactive from June 14, 2022, to June 13, 2025. [2023.10.04]

VOTED that the Board of Regents reappoints Raul A. Anaya, Rick Gomez, Alberto Ibargüen, Margarita Paláu-Hernández, and José Luis Prado to the Board of Trustees of the National Museum of the American Latino for a three-year term each, retroactive from June 14, 2023, to June 13, 2026. [2023.10.05]

VOTED that the Board of Regents approves the posthumous appointment of Dorothy Tapper Goldman as an emeritus member of the Commission of the Smithsonian American Art Museum, effective immediately. [2023.10.06]

VOTED that the Board of Regents approves the Secretary and Under Secretary’s request for authority to sign the contemplated five-year lease extension for approximately 133,984 rentable square feet of administrative office, collections, and storage space for the Archives of American Art (“AAA); National Portrait Gallery (“NPG”); Smithsonian American Art Museum (“SAAM”); and the Smithsonian Libraries and Archives (“SLA”) in the Victor Building, at 750 Ninth Street, NW, Washington, DC. [2023.10.07]

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 30, 2024. [2023.10.08]

VOTED that the Board of Regents elects Barbara Barrett as Vice Chair of the Smithsonian Institution’s Board of Regents for a one-year term effective January 30, 2024. [2023.10.09]

VOTED that the Board of Regents elects Frank Raines as a member of the Smithsonian Board of Regents’ Executive Committee for a one-year term effective January 30, 2024. [2023.10.10]