

## MINUTES OF THE JANUARY 12, 2017, EXECUTIVE COMMITTEE MORNING MEETING

The Executive Committee (“Committee”) of the Board of Regents of the Smithsonian Institution (“Smithsonian”) met on January 12, 2017, at the Supreme Court of the United States in Washington, DC. Participating were Chancellor John G. Roberts, Jr.; Executive Committee and Board Chair John W. McCarter, Jr.; Vice Chair Shirley Ann Jackson; and Committee Member David Rubenstein.

Also present by invitation of the Committee were Secretary Skorton; Counselor to the Chief Justice Jeffrey P. Minear; Chief of Staff to the Secretary Greg Bettwy; General Counsel Judith Leonard; Deputy Chief of Staff to the Regents Rachel Parker; and Chief of Staff to the Regents Porter Wilkinson.

Mr. McCarter called the meeting to order at approximately 11:30 a.m.

### AGENDA REVIEW

Mr. McCarter thanked the Chancellor for hosting the meeting and outlined the agenda for the morning, which consisted primarily of a review of the proposed agenda for the January 12, 2017, meeting of the Board of Regents. Mr. McCarter noted that many of the topics slated for discussion at the January meeting will rely heavily on audio-visual (“AV”) equipment. In anticipation, the meeting has been moved from the Smithsonian Castle to the National Museum of the American Indian, which has more modern infrastructure to support AV presentations.

**Regents’ Dinner:** On Sunday, January 29, the Regents will host their quarterly dinner at the National Air and Space Museum. The dinner will honor Board Chair John W. McCarter, Jr., and Vice Chair Shirley Ann Jackson as their leadership terms come to an end on January 30, 2017.

**Morning Executive Session:** On Monday, January 30, the Board will begin its meeting with an executive session, during which the Compensation and Human Resources Committee Chair John Fahey will present the Committee’s recommendations for the 2017 senior executive compensation levels to the Board for review and approval. The Board will also review the Secretary’s performance appraisal for fiscal year 2016.

After the compensation discussion, Governance and Nominating Committee Chair Steve Case will lead a discussion on the search for two new Regents to replace Shirley Ann Jackson and Robert P. Kogod when their Regent terms come to an end on May 5, 2017. Mr. Case will propose two candidates for the Board’s consideration. If there is a consensus, the Board will vote to nominate the candidates for appointment and ask the congressional Regents to introduce legislation supporting the nominees’ appointments, which would take effect on May 6, 2017.

**Report of the Chair:** Following the executive session, Mr. McCarter will deliver the report of the Chair and Executive Committee. During his report, Mr. McCarter will ask the Board to approve one motion: the renomination of Citizen Regent Steve Case. Citizen Regents are eligible to be appointed for two six-year terms, and Mr. Case's first term will expire on April 25, 2017. If the Board approves of the renomination, the congressional Regents will be asked to introduce legislation supporting Mr. Case's reappointment.

**Approval of the Consent Agenda:** Next, Mr. McCarter will move to the approval of the Consent Agenda. The action items listed on the Consent Agenda for the January 30 meeting include the minutes from the October 24, 2016, Regents' Meeting; the amendments to the Charters of the Facilities, Finance, and Strategy, Innovation, and Technology Committees; the appointment and reappointment of candidates to ten Smithsonian advisory boards; the amendments to the bylaws of the Smithsonian Science Education Center National Advisory Board; and, two proposed gifts.

**Questions on Written Committee Reports Not Requiring Action or Discussion:** Following approval of the Consent Agenda, Chairs of the Advancement Committee, the Smithsonian National Board, and the Acting Director for the Office of Government Relations will entertain questions from Regents on the information provided in their written reports.

**Report of the Audit and Review Committee:** Next, Committee Chair Ambassador Barbara Barrett will deliver the report of the Audit and Review Committee and the results of the fiscal year 2016 audit.

**Report of the Investment Committee:** Committee Chair David Rubenstein will then deliver the report of the Investment Committee, including an update on the Committee's consideration of sustainable investing that recognizes the relevance of environmental, social, and governance ("ESG") factors as a part of the investment process.

**Report of the Governance and Nominating Committee:** Committee Chair Steve Case will then present the report of the Governance and Nominating Committee. The Board will be asked to vote on the 2017 committee assignments. Mr. Case will also discuss the fiscal year 2016 Regents' self-assessment and brief the Board on the current plans for the Regents' second annual Strategic Meeting, to be held on April 3, 2017.

**Report of the Finance Committee:** Next, Committee Member David Rubenstein will deliver the report of the Finance Committee.

**Report of the Facilities Committee:** Committee Chair Bob Kogod will then present the Report of the Facilities Committee. The Board will be asked to vote on management's request for congressional authorization to construct a central parking facility at the National Zoological Park.

**Update on the Smithsonian's New Strategic Plan:** Next, Strategic Planning Committee Co-Chairs Dr. Shirley Ann Jackson and Sant Director of the National Museum of Natural History Dr. Kirk Johnson will provide the Board with an update on the development of the Smithsonian's new Strategic Plan, which is expected to be presented to the Board at the April 2017 Strategic Meeting.

**Report of the Secretary:** Secretary Skorton will then deliver his report on the State of the Smithsonian and provide the Board with an update on his strategic priorities.

**Working Lunch – Visitor Survey Results:** During lunch, Acting Assistant Secretary for Communications and External Affairs and Deputy Under Secretary for Finance and Administration John Lapiana, Project Manager in the Office of Visitor Services Samir Bitar, and Director for the Office of Visitor Services Sherri Wheeler will present the results of the visitors' survey, which was recently commissioned by the Smithsonian. The Board will discuss the results and consider strategies to enhance the visitor experience.

**London Opportunity:** Following lunch, Under Secretary for Finance and Administration/Chief Financial Officer Al Horvath and Director of the Freer Gallery of Art and Arthur M. Sackler Gallery Julian Raby will present on the proposed collaboration with the Victoria and Albert Museum ("V&A") in East London. The Board will be asked to authorize the Secretary and his designees to execute a Heads of Terms (non-binding) between the V&A and the Smithsonian to develop co-curated space in a new V&A facility at Queen Elizabeth Olympic Park in East London, United Kingdom.

**Executive Session:** The Board will go into a final executive session, during which the Smithsonian's "gatekeepers," including the Inspector General, Secretary, and General Counsel, will have an opportunity to raise issues they consider appropriate for Regent discussion or information.

With no other business to consider, the meeting was adjourned at approximately 12:40 p.m.

Respectfully submitted,

John W. McCarter, Jr.  
Chair