

## MINUTES OF THE JANUARY 17, 2019, EXECUTIVE COMMITTEE MEETING

The Executive Committee (“Committee”) of the Board of Regents of the Smithsonian Institution (“Smithsonian”) met on January 17, 2019, at the Supreme Court of the United States in Washington, DC. Participating were Chancellor John G. Roberts, Jr.; Board and Executive Committee Chair David Rubenstein;\* Vice Chair Steve Case; and Committee member Dr. Risa J. Lavizzo-Mourey. Vice Chair Steve Case presided over the meeting, due to Mr. Rubenstein’s participation telephonically.

Also present by invitation of the Committee were Secretary David Skorton,\* Counselor to the Chief Justice Jeffrey P. Minear, Chief of Staff to the Secretary Greg Bettwy, Deputy Chief of Staff to the Regents Kate Forester, General Counsel Judith Leonard, and Chief of Staff to the Regents Porter Wilkinson.

### CALL TO ORDER

Chancellor John G. Roberts, Jr., called the meeting to order at 11:33 a.m.

Vice Chair Steve Case thanked the Chancellor for hosting. He outlined the agenda for the meeting, including a review of the proposed agenda for the January 28, 2019, meeting of the Board of Regents (“Board”) and an executive session to discuss 2019 compensation for the Secretary and senior executives and the search process for the Smithsonian’s 14<sup>th</sup> Secretary.

### APPROVAL OF THE DECEMBER 12, 2018, COMMITTEE MEETING

Upon motion duly made and seconded, the draft minutes of the December 12, 2018, Executive Committee meeting were approved without modification.

### OVERVIEW OF THE JANUARY 29, 2018, MEETING OF THE BOARD OF REGENTS

#### **Regents’ Dinner**

On Sunday, January 27, 2019, Mr. Rubenstein will host a dinner at the National Museum of African Art. The Board of Regents will be joined by Smithsonian National Board Chair Robert D. MacDonald and Secretary David Skorton. Mr. Case informed the Committee that should the government shutdown still be in effect, an alternate location would be identified for the dinner.

#### **Regents’ January Meeting**

On Monday, January 28, 2019, the Board of Regents’ meeting will take place at the Smithsonian's National Museum of the American Indian. Mr. Case shared that if the Smithsonian is still impacted by the government shutdown, the meeting would be moved to an alternate venue.

**Executive Session:** The first item on the meeting agenda will be an executive session, during which the Compensation and Human Resources Committee Chair John Fahey will present the

\*Participated by telephone

Committee's recommendations for the 2019 secretarial and senior executive compensation levels to the Board for review and approval. The Board also will be asked to approve the proposed committee chairmanships and memberships for 2019. The executive session will end with the Board's discussion on the search process for the next Chief Operating Officer and a potential update on the Smithsonian Channel.

**Report of the Chair:** Following the executive session, Mr. Rubenstein will deliver the report of the Chair and Executive Committee. He will lead one vote on naming recognition at the Smithsonian Tropical Research Institute. Mr. Rubenstein also will preview the selected topic for the Board's April strategic meeting.

**Approval of the Consent Agenda:** Mr. Rubenstein will then move to the approval of the Consent Agenda. The Consent Agenda will include items not requiring further discussion such as the approval of the Board meeting minutes, appointments and reappointments of candidates to advisory boards, and gifts and naming recognitions.

**Written Reports:** Mr. Rubenstein will provide an opportunity for committee chairs to answer questions on the written reports submitted by the Advancement Committee; Audit and Review Committee; Investment Committee; Strategy, Innovation, and Technology Committee; Smithsonian National Board; and Office of Government Relations.

**Facilities Committee:** Committee Chair John McCarter will present the report of the Facilities Committee. The Board will be asked to vote on a proposed five-year lease extension agreement for the Victor Building, which provides administrative office, collections, and storage space for the Smithsonian's Archives of American Art, National Portrait Gallery, American Art Museum, and Libraries.

**Finance Committee:** Committee Chair John Fahey will present the report of the Finance Committee. The Board will be asked to approve the fiscal year 2020 federal budget submission to Congress.

**Report of the Secretary:** Following the Finance Committee report, Secretary Skorton will provide the Regents with an update on the state of the Smithsonian, including the revised special events policy, the impact of the government shutdown, the relationship with Saudi Arabia, fundraising progress for the National Air and Space Museum revitalization, the American Women's History Initiative, the Long Conversation, the American Ingenuity Awards, and the Smithsonian advisory boards.

**Luncheon Program –Workshop on Institutional Culture:** The luncheon program will feature a discussion on institutional culture. As part of the effort to ensure the Smithsonian remains a leader in promoting an inclusive and diverse work environment, the Board will engage 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. After a review of the

Institution's relevant policies, the Board will reconvene on the topic to discuss its role and best practices.

**Governance and Nominating Report:** Following the luncheon program, Committee Chair Ambassador Barbara Barrett will deliver the report of the Governance and Nominating Committee. The Board will be asked to review the results of the Regents' annual self-assessment and the written policy for conducting executive sessions. Ambassador Barrett also will update the Board on plans to initiate a search to find a citizen Regent to replace John McCarter, whose term expires in March 2020.

**Accessibility and Inclusion:** Under Secretary for Finance & Administration/Chief Financial Officer Al Horvath and Director of Accessibility Beth Ziebarth will present on the Smithsonian's accessibility and inclusion policies, guidelines, and programs.

**Update on 116<sup>th</sup> Congress:** Director of the Office of Government Relations Cheryl Johnson will brief the Board on the Smithsonian's continued efforts to strengthen relations with House and Senate Members, and particularly with new committee leaders.

**Executive Session:** The meeting will conclude with an executive session for the "gatekeepers," during which the General Counsel, Chief Operating Officer, Inspector General, and Secretary will have an opportunity to raise issues they consider appropriate for Regent discussion or information.

## EXECUTIVE SESSION

The Committee moved into an executive session at approximately 12:45 p.m. to discuss the 2018 secretarial performance review, the 2019 compensation for the Secretary and senior executive positions, and the search process for the Smithsonian's 14<sup>th</sup> Secretary. The Committee moved out of executive session and the Chancellor departed at approximately 1:10 p.m.

## ADJOURNMENT

With no other business to consider, the meeting was adjourned at approximately 1:10 p.m.

Respectfully submitted,

Steve Case, Vice Chair