

## MINUTES OF THE DECEMBER 1, 2021, EXECUTIVE COMMITTEE MEETING

The Executive Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a videoconference meeting on December 1, 2021. Participating were Board and Executive Committee Chair Steve Case and Committee member John Fahey.

Also present by invitation of the Committee were Secretary Lonnie Bunch, 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, Special Assistant to the Regents Mallory Gianola (recorder), General Counsel Judith Leonard, Deputy Secretary and Chief Operating Officer Meroë Park, and Chief of Staff to the Regents Porter Wilkinson.

### CALL TO ORDER

Board and Executive Committee Chair Steve Case called the meeting to order at 12:00 p.m. and reviewed the agenda.

### MINUTES OF THE EXECUTIVE COMMITTEE

Upon motion duly made and seconded, the draft minutes of the November 8, 2021, Committee meeting were approved without modification.

### APPROVAL OF EXTERNAL AUDITOR SERVICES

Per the Committee Charter, contracts for audit services require Board approval. Accordingly, the Committee was asked to consider the approval of the Smithsonian Institution’s external auditor, KPMG, to perform audit services related to certain agreed upon procedures of the Smithsonian’s June 30, 2021, True Net Asset Value (“NAV”) investment report. Mr. Case noted that the approval of external auditor services was approved by the Audit and Review Committee via email ballot sent on November 22, 2021, and supported by the General Counsel, the Acting Under Secretary for Administration, and the Chief Financial Officer. The Executive Committee was asked to approve the motion on behalf of the Board of Regents so that the work could be completed before the full Board meets in January, in time for the results to be used to validate the annual performance results for certain members of the Office of Investment, which the Board will vote on at the January meeting.

Upon motion duly made and seconded, the following motion was approved:

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, approves KPMG performing audit services related to certain agreed upon procedures of the Smithsonian’s June 30, 2021, True NAV investment report.

## **JANUARY BOARD MEETING**

Mr. Case then led a discussion on the agenda and format of the upcoming meeting of the Board of Regents to be held on January 31, 2022. The Board is currently planning to host the meeting in-person. However, the Smithsonian continues to monitor the evolving situation with the COVID-19 pandemic. The Committee reviewed two agendas, reflecting both an in-person and virtual scenario. Mr. Case noted that regardless of the format, a majority of the meeting would be dedicated to large key topics, including a deep dive on the new museums and the future of work at the Institution.

## **REPORT OF THE SECRETARY**

The Secretary updated the Committee on the state of the Smithsonian. Secretary Bunch first briefed the Committee on the Institution's ongoing response to the COVID-19 (Coronavirus) pandemic, specifically the impacts of the vaccination mandate and safety protocols on Smithsonian operations. On November 22, 2021, the White House announced that 95 percent of the federal workforce is in compliance with the Biden administration's vaccine mandate. The Secretary reminded the Committee that the deadline for Smithsonian employees (Federal and Trust), affiliated staff (including volunteers, interns, and fellows), and contractors to be vaccinated was November 22, 2021. The Smithsonian is still reviewing vaccination data and requests for accommodation and receiving information from the Office of Management and Budget to determine how best to move forward.

Next, the Secretary updated the Committee on discussions between the Smithsonian and the American Federation of Government Employees ("AFGE"), the largest federal employee union representing federal and D.C. government workers. The President of the AFGE Union has asked both the Regents and Smithsonian leadership to investigate areas of concern, including staffing at the National Zoo and health and safety concerns at Smithsonian facilities. The Secretary informed the Committee that the Smithsonian is taking these matters very seriously and has formed a team independent of the Office of Human Resources to investigate the claims. The Secretary will report back to the Board in January with immediate, short-term, and long-term actions to improve communication with AFGE and address the identified areas of concern.

Secretary Bunch also led a brief discussion with the Committee on site selection for the two new Smithsonian museums, the National Museum of the American Latino and the Smithsonian American Women's History Museum. The locations for the two museums are to be determined by the Board of Regents not later than two years after enactment of the bill – December 2022. It is the intent of Congress that the museums be located on or near the National Mall. The Secretary informed the Committee that the Institution will be following the clear legislative mandate to study the sites that are identified in the legislation and to give preference to sites on or near the National Mall, but it is possible that Congressional action may be required if Congress wishes the museums to be sited within the land area known as "the Reserve."

The Secretary concluded his report by discussing issues related to naming recognition.

## ADJOURNMENT

With no other business to consider and no request for an executive session, the meeting was adjourned at approximately 12:33 p.m.

Respectfully submitted,

Steve Case, Chair

## EMAIL BALLOT

The Executive Committee voted to approve the following motion on behalf of the Board of Regents, according to Board Bylaw 3.01, because the Board was not in session. The motion required approval by the Executive Committee, prior to the Board meeting in January, to accommodate the timing of related public announcements. The motion was approved via email ballot completed on November 9, 2021.

**VOTED** that the Executive Committee, on behalf of the Board of Regents pursuant to Board Bylaw 3.01, recognizes the generosity of Wells Fargo Bank, N.A. and accepts the terms of the sponsorship agreement.