

## MINUTES OF THE JULY 11, 2018, EXECUTIVE COMMITTEE TELECONFERENCE MEETING

The Executive Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) conducted a teleconference meeting on July 11, 2018. Participating were Board and Executive Committee Chair David Rubenstein and Committee member Risa J. Lavizzo-Mourey.

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, Special Assistant to the Regents Mallory Gianola (recorder), and General Counsel Judith Leonard.

### CALL TO ORDER

David Rubenstein called the meeting to order at 10:00 a.m. and welcomed members and staff participating by telephone.

### MINUTES OF THE EXECUTIVE COMMITTEE

Upon motion duly made and seconded, the Committee approved the draft minutes of the May 30, 2018, Committee meeting without modification.

### ADVISORY BOARD REAPPOINTMENT

The Committee reviewed one Smithsonian advisory board appointment requiring approval by the Executive Committee on behalf of the full Board. At its meeting on June 11, 2018, the Board voted to approve the proposed bylaw amendments of the Smithsonian National Board (“SNB”), to allow a one-year extension of the SNB Chair’s three-year term limit in extraordinary circumstances. Subsequently, the SNB requested that the Board reappoint Robert D. MacDonald as Chair of SNB for a one-year term. Mr. Rubenstein noted that the Smithsonian National Board, the Provost, the Assistant Secretary for Advancement, and the Secretary support the reappointment of Mr. MacDonald for a one-year extension.

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

**VOTED** that the Executive Committee, on behalf of the full Board of Regents pursuant to Board Bylaw 3.01, reappoints Robert D. MacDonald as Chair of the Smithsonian National Board for a one-year term, effective October 1, 2018.

## ADVISORY BOARD REAPPOINTMENT

Next, Mr. Rubenstein asked Kate Forester to review the proposed changes to the Executive Committee's Charter. The Charter mandates that the Committee "review and assess at least annually the adequacy of the Charter and annually evaluate its own performance with respect to the requirements of the Charter." Ms. Forester reviewed two proposed modifications to the Committee's Charter and noted that both were grammatical in nature and non-substantive.

Upon motion duly made and seconded, the following action was approved for recommendation to the Governance and Nominating Committee:

**VOTED** that the Executive Committee recommends that the Governance and Nominating Committee recommends approval by the Board of Regents of the proposed amendments to the Executive Committee's Charter.

## SMITHSONIAN INDEMNIFICATION POLICY

General Counsel Judith Leonard briefed the Committee on a request for limited delegation of authority under the Smithsonian's indemnification policy. Due to the potential urgency of legal proceedings—and the importance of providing counsel to Smithsonian employees who act reasonably and in good faith in the course of their employment, but are unable to be represented by the Office of General Counsel ("OGC") or the Department of Justice—OGC requests that the Executive Committee grant authority to the General Counsel to retain outside counsel for Smithsonian employees when in compliance with the indemnification policy. The Committee considered that authority would be limited to proceedings in which legal services are provided either without fees on a pro bono basis or fees for the assistance to the employee are not expected to exceed \$20,000. Legal fees to exceed \$20,000 would still require the Board's approval as dictated by the indemnification policy. Ms. Leonard informed the Committee of the infrequency of these instances, and noted that the proposed limited delegation is supported by the Office of the Secretary and the Office of the Regents.

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

**VOTED** that the Executive Committee grants authority to the General Counsel to retain outside counsel for Smithsonian employees when, in the judgment of the General Counsel, the provision of counsel complies with the indemnification policy and the principles articulated in the policy and when fees will not exceed \$20,000.

## SECRETARY'S REPORT

The Secretary briefed the Committee on the state of the Smithsonian and reported on relevant activities and initiatives.

On June 28, the Smithsonian opened the 51<sup>st</sup> annual Smithsonian Folklife Festival on the National Mall, which showcased the living cultures of Armenia and Catalonia. The Smithsonian had planned to feature speakers from Armenia, Spain, and Catalonia at the public opening ceremony; however, tensions between the Spanish government officials and the Catalonian officials became evident at the private reception the night before the opening. The Smithsonian decided to limit the speakers at the opening ceremony to Smithsonian and US Department of State officials. After the ceremony, which was attended by the President of Armenia, the Spanish Ambassador to the US, the President of the Generalitat of Catalonia, the Secretary and other Smithsonian officials led private tours of the festival with those VIPs who expressed interest. Throughout the duration of the festival and afterwards, Smithsonian officials worked with members of the various contingencies who expressed interest in the festival's activities and programs.

Next, the Secretary discussed the Smithsonian's security plans for the National Zoological Park ("NZIP"). The proposal submitted to the National Capital Planning Commission includes the addition of supplemental perimeter fencing to close gaps in existing fencing and the reduction of pedestrian entrances from 13 to three. A fourth entrance is planned for addition following completion of a new NZIP central parking facility. The Secretary noted the proposal garnered some media attention, as well as some questions from Washingtonians, including Congresswoman Eleanor Holmes Norton. On July 9, 2018, Under Secretary for Finance and Administration/Chief Operating Officer Albert Horvath briefly addressed concerns on the Kojo Nnamdi Show, a radio talk show produced by WAMU 88.5. Mr. Horvath and the Secretary also met with Congresswoman Norton to discuss the proposed changes at NZIP.

Lastly, the Secretary thanked the Committee for the continued support in ensuring the Smithsonian is at the forefront of research to address critical scholarly and social issues facing the nation and the world.

## EXECUTIVE SESSION

The Committee moved into an executive session at approximately 10:19 a.m. to discuss personnel matters.

## **ADJOURNMENT**

With no other business to consider, the meeting was adjourned at approximately 10:28 a.m.

Respectfully submitted,

David M. Rubenstein, Chair