MINUTES OF THE FEBRUARY 1, 2021, VIDEOCONFERENCE MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents ("Board") of the Smithsonian Institution ("Smithsonian") was held on Monday, February 1, 2021. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Senator John Boozman Senator Patrick J. Leahy Representative Doris Matsui Representative Lucille Roybal-Allard Mr. Steve Case, Chair

Mr. Steve Case, Chair Mr. John Fahey

Mr. Roger W. Ferguson, Jr.

Mr. Michael Govan

Dr. Risa J. Lavizzo-Mourey, Vice Chair

Mr. Michael Lynton Ms. Denise O'Leary Mr. Franklin D. Raines

Mr. David M. Rubenstein

Ms. Kathryn Hall, Investment Committee Chair Mr. Dennis Keller, Smithsonian National Board Chair Mrs. Christine Udvar-Hazy, Advancement Committee Chair

Vice President Kamala D. Harris was unable to participate.

Smithsonian and Regent staff present by invitation of the Board were:

Lonnie G. Bunch III, Secretary

Greg Bettwy, Chief of Staff to the Secretary

Roger Brissenden, Acting Under Secretary for Science and Research

Victor Castillo, Office of Representative Roybal-Allard Kate Forester, Deputy Chief of Staff to the Regents Mallory Gianola, Special Assistant to the Regents (recorder)

Kevin Gover, Acting Under Secretary for Museums and Culture

Cathy Helm, Inspector General

Toni-Marie Higgins, Office of Senator Boozman

Janice Lambert, Chief Financial Officer

Judith Leonard, General Counsel

Julissa Marenco, Assistant Secretary for

Communications and External Affairs and Chief

Marketing Officer

Era Marshall, Director for the Office of Equal

Employment and Supplier Diversity

Mike McCarthy, Under Secretary for Administration Kevin McDonald, Senior Adviser to Senator Leahy

Jeffrey P. Minear, Counselor to the Chief

Justice

Ruki Neuhold-Ravikumar, Acting Under

Secretary for Education

Meroë Park, Deputy Secretary and Chief Operating

Officer

Vernon L. Simms, Director of the Office of

Government Relations

Robert J. Spiller, Assistant Secretary for

Advancement

Porter N. Wilkinson, Chief of Staff to the Regents

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Welcome and Senior Staff Transitions Board and Executive Committee Chair Steve Case began his report by providing an update on senior staff transitions. He welcomed Chief Financial Officer Janice Lambert to her first meeting of the Board of Regents. Ms. Lambert joined the Smithsonian on January 4, and oversees the Office of Planning, Management, and Budget; the Office of Finance and Accounting; the Office of Contracting and Personal Property Management; and the Office of Sponsored Projects. Mr. Case then congratulated Kevin Gover, who was named as the Under Secretary for Museums and Culture on January 17. The Board also was informed that Roger Brissenden would be stepping away from his role as Acting Under Secretary for Science and Research, effective February 5. The Regents expressed their gratitude to Dr. Brissenden for his service to the Smithsonian and his willingness to continue to support the Smithsonian Astrophysical Observatory on a part-time basis.

Regent Transitions

Mr. Case also acknowledged recent Regent transitions. The Smithsonian is awaiting Congressional leadership to make two necessary appointments from both the United States Senate and the U.S. House of Representatives to replace Senator David Perdue and Representative John Shimkus, respectively. Mr. Case also recognized that with the recent inauguration, Vice President Kamala Harris has become an ex-officio member of the Board.

Special Events

To conclude his report, Mr. Case provided an update on special events. He highlighted viewing and engagement metrics from the Regents' annual public forum, which was held virtually on December 15. This was the first public forum to be hosted exclusively on a virtual platform, and viewership and participation increased from the traditional in-person format. He also previewed a virtual meeting that he and the Secretary will host for the Smithsonian Advisory Board Chairs on February 16, which will focus on the Institution's diversity, equity, accessibility, and inclusion efforts and aligning the objectives of the Secretary's strategic priorities with the work of the units and advisory boards.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the February 1, 2021, Agenda included: the approval of minutes from the October 19, 2020, meeting of the Board of Regents; a proposed amendment to the Records Request Policy; appointments and reappointments to 13 Smithsonian Institution Advisory Boards; and gifts and naming recognition. As a donor to one of the gifts considered for approval, David Rubenstein recused himself from the vote. 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 2021.02.01 (Minutes of the Board of Regents, Appendix A).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Mr. Case 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 Advancement Committee; Compensation and Human Resources Committee; Finance Committee; Governance and Nominating Committee; Strategy, Innovation, and Technology Committee; Office of Government Relations; and Smithsonian National Board.

Written Report of the Advancement Committee

Written Report of the Advancement Committee The Advancement Committee conducted a meeting on January 14, 2021. During the meeting, the Committee reviewed notable gifts and grants and voted to recommend four gift actions to the Board of Regents. The Committee was briefed on fundraising progress and plans for fiscal year 2021 and received an update on revised planning efforts for the Smithsonian's next fundraising campaign. As of December 29, 2020, the Smithsonian had raised \$34.96 million towards its \$200 million goal. The Advancement Committee also completed its annual self-assessment.

Written Report of the Compensation and Human Resources Committee

Written Report of the Compensation and Human Resources Committee The Compensation and Human Resources Committee met on December 11, 2020, and January 19, 2021. During the meetings, the Committee reviewed human resources and compensation matters and approved 2021 compensation recommendations for senior executives. Additionally, the Committee performed its annual review of the Committee Charter.

Written Report of the Finance Committee

Written Report of the Finance Committee

The Finance Committee conducted a meeting on January 14, 2021. During the meeting, the Committee reviewed the fiscal year 2020 year-end financial results. Revenues for the period totaled \$1,522 million; Expenses totaled \$1,585 million; and Net Operating Loss for the year was \$63.4 million. The Committee also received an overview of the fiscal year 2021 federal appropriation. The 2021 Consolidated Appropriations Act provides \$1.033 billion for the Smithsonian, which is \$14.6 million below the enacted fiscal year 2020 level. The Act provides \$818.2 million for Salaries and Expenses and \$214.5 million for Facilities Capital.

Written Report of the Governance and Nominating Committee

Written Report of the Governance and Nominating Committee The Governance and Nominating Committee met on December 7, 2020. During the meeting, the Committee voted to approve appointments and reappointments to Smithsonian advisory boards. The Committee discussed the search for the next citizen Regent to fill the vacancy when Regent David Rubenstein's term ends in

May 2021. The Committee also reviewed policies and procedures related to the vetting of advisory board members as part of an effort to standardize practices regarding Smithsonian Advisory Boards.

Written Report of the Strategy, Innovation, and Technology Committee

Written Report of the Strategy, Innovation, and Technology Committee The Strategy, Innovation, and Technology Committee conducted a meeting on December 14, 2020. During the meeting the Committee voted to recommend the approval of a proposed amendment to the Strategy, Innovation, and Technology Committee Charter. The Secretary also led strategic discussions with the Committee on engaging a national audience and the Smithsonian's New Normal. The Committee also reviewed the exhibition calendar and was briefed on two upcoming exhibitions: *The Bias Inside Us*, a four-year project developed by the Smithsonian Institution Traveling Exhibition Service to encourage civil dialogue on important issues facing our nation and the world, and *¡Printing the Revolution! The Rise and Impact of Chicano Graphics*, 1965 to Now, an exhibition at the Smithsonian American Art Museum that explores the rise of Chicano graphics and history of printmaking within early social movements.

Written Report of the Office of Government Relations

Written Report of the Office of Government Relations

The Office of Government Relations ("OGR") reported that on December 27, 2020, the President signed the Consolidated Appropriations Act, 2021. The act provided funding for the Smithsonian fiscal year 2021 Salaries and Expenses and Facilities Capital. Congress also included the final version of the Smithsonian American Women's History Museum Act and the National Museum of the American Latino Act in a separate division of the Consolidated Appropriations Act.

Smithsonian Introduced Legislation OGR also reported on legislation introduced by the Smithsonian. On November 30, 2020, Senator Boozman introduced S.4925, a bill to provide for additional space and resources for the protection and preservation of national collections held by the Smithsonian Institution and the National Gallery of Art by authorizing construction of an additional storage facility ("Pod 6") at the Museum Support Center in Suitland, MD. Prior to the end of the 116th Congress, the bill was placed into the Senate Hotline for consideration under unanimous consent. The bill had no objections, but was not scheduled for a vote before the end of the session.

Smithsonian Related Legislation On October 17, 2020, S.743 became Public Law No: 116-170, which directs Congress to award a Congressional Gold Medal to the 5307th Composite Unit (Provisional), commonly known as Merrill's Marauders, in recognition of their bravery and outstanding service in the jungles of Burma (Myanmar) during World War II. Following its award, the gold medal will be given to the Smithsonian Institution to be displayed and made available for research.

Congressional Hearings, Briefings, and Engagement Despite enhanced telework for most Smithsonian and Congressional staff, regular oversight meetings, Congressional briefings, and hearings have continued. Recent hearings have focused on the Smithsonian Women's History Museum Act and the National Museum of the American Latino Act. The Office of Government Relations has also continued its bi-weekly Smithsonian Education Newsletter and the "Space on the Hill" briefing series by pivoting to a virtual format.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board The Smithsonian National Board ("SNB") held its fall meeting and alumni reunion virtually on October 22-23, 2020. The meeting focused on education and distance learning at the Smithsonian and featured ongoing work by units to develop engaging digital learning experiences during the COVID-19 pandemic. In addition to the business meeting, the meeting of the SNB included working group and committee meetings, a virtual tour of the National Postal Museum's upcoming exhibit *Baseball: America's Home Run*, and an update on the *FUTURES* exhibition at the Arts and Industries Building.

REPORT OF THE FACILITIES COMMITTEE

Report of the Facilities Committee

Chair of the Facilities Committee David Rubenstein gave the Committee's report and presented one action item for the Board's consideration: a proposed five-year lease extension. The Board of Regents was asked to approve the Secretary's request for authority to execute a five-year lease extension for approximately 333,724 square feet of administrative office, collections storage, and support space. Even with the purchase of the administrative headquarters, this space is necessary for the collections storage of multiple units and continued occupancy for Smithsonian Exhibits, the Office of Protection Services, Smithsonian Facilities, and the Office of Contracting and Personal Property Management at Pennsy Drive in Landover, MD. Upon motion duly made and seconded, the Board approved the Pennsy Drive storage facility five-year lease extension.

See attached Actions 2021.02.02 (Minutes of the Board of Regents, Appendix A).

REPORT OF THE AUDIT AND REVIEW COMMITTEE

Report of the Audit and Review Committee

Chair of the Audit and Review Committee Risa J. Lavizzo-Mourey briefed the Board on the draft audit results for the fiscal year 2020 financial statements from the Smithsonian's external auditors, KPMG. For fiscal year 2020, there were no significant changes to the planned risk assessment and planned audit strategy, and an unmodified opinion is expected to be issued. KPMG reported that the significant deficiency from fiscal year 2019 has been resolved, however, they reported another significant deficiency in internal control over financial reporting. Dr. Lavizzo-Mourey informed the Board that the Committee will work with Smithsonian management, KPMG, and the Inspector General to address the deficiency.

UPDATE ON THE SMITHSONIAN CAMPAIGN

Update on the Smithsonian Campaign

Assistant Secretary for Advancement Rob Spiller updated the Board on planning efforts and recent developments regarding the Smithsonian's next fundraising campaign. Given the evolving economic impacts of COVID-19, the current philanthropic environment necessitates a revised campaign strategy and timeline. The Regents agreed that a phased campaign will allow for more flexibility and opportunity to focus on Smithsonian priorities and current needs.

STATUS REPORT ON THE SMITHSONIAN'S COVID-19 RESPONSE

Status Report on the Smithsonian's COVID-19 Response Secretary Bunch then briefed the Board on the Smithsonian's ongoing response to the COVID-19 (Coronavirus) pandemic. The update focused on three main priorities: the Institution's reopening timeline, vaccine deployment, and public outreach related to the pandemic, including vaccine education programming.

Reopening Timeline

Secretary Bunch updated the Committee on the decision to close all Smithsonian museums and the National Zoo to the public as of November 23. The reclosure affected eight Smithsonian facilities in the Washington, D.C., region that had reopened to the public following the initial closure in March. The Secretary informed the Board that a reopening date has not been determined. Smithsonian leadership will continue to work with local and national public health experts and review health metrics to make decisions for moving forward in reopening.

Vaccine Deployment

Next, the Board received an update on the vaccine, its distribution, and eligibility as it relates to the Smithsonian. The Smithsonian does not yet have its own supply of the vaccine, but the Institution is making every effort to acquire it for staff. Most states are in the early stages of their phased rollouts of the COVID-19 vaccines, and eligibility remains limited based on age, occupation, and underlying health conditions. Secretary Bunch shared that not all employees who are considered essential by the Smithsonian are eligible for the vaccine. In the meantime, the Institution has partnered with a local consortium of colleges and universities to establish a robust testing plan and approach, which will support the logistics of an internal Smithsonian COVID-19 testing program. The COVID-19 Response Team will continue to share updates on vaccination and testing regularly with Smithsonian staff.

Vaccine Public Education Programming

To conclude the discussion on COVID-19, the Secretary briefed the Board on efforts to launch public education programming related to vaccines. The Smithsonian recognizes that it can play an important role in helping Americans understand the importance of vaccinations, their history, and their effectiveness. The Under Secretary for Museums and Culture and the Acting Under Secretary for Science and Research are working across the museums, libraries, and research centers on public education programming related specifically to the COVID-19 vaccination. The team is preparing to launch a multifaceted web portal that will explore key questions related to COVID-19 vaccine origins, effectiveness, and the

impact on human health with a focus on research, exhibitions, digital initiatives, and education.

STRATEGIC REPORT OF THE SECRETARY

Strategic Report of the Secretary Secretary Bunch then delivered the strategic report of the Secretary. The Secretary discussed the strategic priorities for the Smithsonian, which are focused on five main areas: making Smithsonian content delivery and audience reach more digitally-focused; enabling education initiatives at the Smithsonian to achieve a greater impact on pre-K through 12 education; utilizing the Institution's vast scientific resources to inform and elevate the importance of science in areas such as biodiversity, conservation, and the search for life in the universe; positioning the Smithsonian as a trusted source for critical conversations and helping the nation grapple with important issues like race and identity; and building a culture of change and innovation, supported by nimble infrastructures that can quickly pivot to seize new opportunities and change.

Education Initiatives

To close his strategic report, the Secretary asked Acting Under Secretary for Education Ruki Neuhold-Ravikumar to report on the progress of education initiatives. As museums remain closed due to COVID-19, the Institution has continued to amplify its education resources. Recently the Smithsonian announced a new collaboration with PBS to deliver learning-ready content to pre-K through 12 educators nationwide. A collection of some of the Institution's best science, art, and history content will be brought to life on PBS LearningMedia – an online destination that serves more than 1.6 million users each month. Ms. Neuhold-Ravikumar informed the Board that content would include videos, interactive activities, documents, and lesson plans for teachers, families, and caregivers with a focus on interdisciplinary resources, classroom-ready content, and signature Smithsonian collections and programs.

STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

Strategic Discussion on New Smithsonian Museums To conclude the open session, the Secretary led a strategic discussion on the creation of two new Smithsonian museums honoring American Latinos and women's history. On December 21, 2020, Congress passed a \$900 billion COVID-19 relief package and a \$1.4 trillion government funding package, which included the authorization of two new Smithsonian museums: a National Museum of the American Latino and a Smithsonian Women's History Museum. The Secretary informed the Board that the legislation is similar to the processes used to establish the National Museum of African American History and Culture, with minor differences between the two bills. The Regents discussed appropriated and private funding for the new museums and the funding impact on the Institution, site selection and collections acquisitions, and the process for vetting and selecting candidates for the new museums' boards. As dictated in the legislation, the Regents will have ultimate oversight and responsibility, with specific responsibilities to nominate board candidates and select future sites of

the new museums. Management and the Board will work together closely in the coming months to meet the timelines outlined in the legislation.

EXECUTIVE SESSION

Executive Session: "Gatekeeper" Reports

The Board moved into an executive session at approximately 11:55 a.m. for an opportunity to meet with each of the Smithsonian's Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

Executive Session: Regents and Secretary

Mr. Case then turned the meeting over to Secretary Bunch to update the Board on confidential Smithsonian business and personnel matters, including an update on the Smithsonian's relationship with the Friends of the National Zoo ("FONZ").

Executive Session: Report of the Compensation and Human Resources Committee Next, Chair of the Compensation and Human Resources Committee John Fahey delivered the Committee's report. He first updated the Board on the annual report on workplace culture at the Smithsonian. The report is part of the Board's effort to ensure that the Smithsonian is a leader in a diverse and inclusive workplace. Mr. Fahey also led the Board's annual discussion and review of executive compensation. The Board discussed the investment incentive compensation plan and the proposed senior executive compensation decisions for fiscal year 2021. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee's 2021 compensation recommendations.

See attached Actions 2021.02.03 and 2021.02.04 (Minutes of the Board of Regents, Appendix A).

Executive Session: Strategy, Innovation, and Technology Committee Charter Amendment Chair John Fahey then delivered the report of the Governance and Nominating Committee. The Board of Regents was asked to review and vote on a proposed amendment to the Strategy, Innovation, and Technology Committee Charter that would allow for Regent membership to increase by one for a total of seven Regent members. Upon motion duly made and seconded, the Board voted to approve the proposed amendment to the Strategy, Innovation, and Technology Committee Charter.

See attached Actions 2021.02.05 (Minutes of the Board of Regents, Appendix A).

Executive Session: 2021 Advancement Committee Chairmanship Next, Mr. Fahey led the Board's discussion on the proposal that Christine Udvar-Hazy be appointed as Chair of the Advancement Committee. Mr. Fahey noted that the Board was being asked to consider the nomination separately because it would be an exception to the term limit of six years permitted by the Advancement Committee Charter for non-Regent members. Upon motion duly made and seconded, the Board voted to appoint Christine Udvar-Hazy as a non-Regent Chair of the Advancement Committee.

See attached Actions 2021.02.06 (Minutes of the Board of Regents, Appendix A).

Executive Session: 2021 Regent Committee Chairmanships and Memberships The Board was then asked to approve the proposed roster of Regent committee Chairs and members for 2021. By tradition, citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Mr. Fahey noted that members and chairs would serve in their roles through January 2022. Upon motion duly made and seconded, the Board voted to approve the proposed committee assignments and chairs and recommended that the Chancellor make the necessary appointments.

See attached Actions 2021.02.07 (Minutes of the Board of Regents, Appendix A).

Executive Session: Regents' 2020 Self-Assessment The Board also reviewed the results of the fiscal year 2020 Regents' self-assessment, which was circulated to the Board in October 2020. The assessment results indicated general agreement on Board and Committee roles, structure, practices, and strategic priorities, with particular support for the Smithsonian's swift response to the COVID-19 pandemic and the Board's transition to conducting its business virtually.

Executive Session: Election of New Regent

Governance and Nominating Committee Chair John Fahey then led the Board's discussion on the search for a new Citizen Regent to succeed David M. Rubenstein of Maryland, whose term will expire in May 2021. Mr. Fahey presented the proposed priority candidate recommended by the Governance and Nominating Committee for nomination to the Board: Barbara M. Barrett. Former Regent Barbara Barrett concluded her responsibilities as Secretary of the Air Force on Wednesday, January 20, and subsequently confirmed her interest in rejoining the Board of Regents to complete her second term abbreviated by her appointment to the Air Force. Upon motion duly made and seconded, the Board approved the Governance and Nominating Committee's recommendation and voted to nominate Barbara M. Barrett of Arizona to succeed David M. Rubenstein as a Citizen Regent on the Board of Regents. The Board asked its congressional Regents to introduce and support legislation to this effect.

See attached Actions 2021.02.08 (Minutes of the Board of Regents, Appendix A).

Executive Session: 2020 Secretarial Performance Review The Board concluded the executive session with a review of the Secretary's annual performance appraisal for fiscal year 2020.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 12:47 p.m.

Respectfully submitted,

Lonnie G. Bunch, III Secretary

APPENDIX A: ACTIONS OF THE FEBRUARY 1, 2021, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2021.02.01]

VOTED that the Board of Regents approves the minutes of the October 19, 2020, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed amendment to the Appeals provision in Attachment A to Smithsonian Directive 807.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 13 Smithsonian Institution Advisory Boards.

VOTED that the Board of Regents recognizes the generosity of Autodesk, Inc. and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of the Embassy of the State of Qatar and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of Target Corporation and accepts the terms of the sponsorship agreement.

VOTED that the Board of Regents recognizes the generosity of David M. Rubenstein to the Smithsonian's National Zoo and Conservation Biology Institute and extends the naming of the David M. Rubenstein Family Giant Panda Habitat through December 2023.¹

VOTED that the Board of Regents approves a gift to the National Air and Space Museum. At the request of the donor, details will remain confidential until publicly announced.

VOTED that the Board of Regents approves the Secretary's request for authority to execute an extension of the lease for approximately 333,724 rentable square feet of administrative office, collections, and storage space at 3400 Pennsy Drive, Landover, Maryland. [2021.02.02]

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's recommended changes to the Office of Investments incentive compensation. [2021.02.03]

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¹ David M. Rubenstein recused from voting.

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's 2021 compensation recommendations for senior executive positions. [2021.02.04]

VOTED that the Board of Regents approves the proposed amendment to the Strategy, Innovation, and Technology Committee Charter. [2021.02.05]

VOTED that the Board of Regents approves the proposed appointment of Christine Udvar-Hazy as a non-Regent member and chair of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chair of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointment. [2021.02.06]

VOTED that the Board of Regents approves the proposed committee chairmanship and member assignments for 2021 and requests that the Chancellor make the necessary appointments. [2021.02.07]

VOTED that the Board of Regents nominates Barbara M. Barrett of Arizona to succeed David M. Rubenstein as a Citizen Regent on the Board of Regents and to serve the remainder of her second statutory term of six years. Furthermore, the Board asks its congressional members to introduce and support legislation to this effect. [2021.02.08]