

MINUTES OF THE APRIL 8, 2019, 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, April 8, 2019. The Board conducted a strategic review of Smithsonian facilities, which included interactive tours, a special morning session focused on the Smithsonian’s physical plant, and an afternoon business meeting in the Commons and the Regents’ Room of the Smithsonian Castle in Washington, D.C. Regents present were:

The Chief Justice ³	Steve Case, Vice Chair
Senator John Boozman	John Fahey
Senator Patrick J. Leahy	Risa J. Lavizzo-Mourey
Representative Doris Matsui	Michael Lynton
Representative Lucille Roybal-Allard	John W. McCarter, Jr.
Representative John Shimkus	David M. Rubenstein, Chair
Ambassador Barbara M. Barrett	

Robert MacDonald, Smithsonian National Board Chair
Christine Udvar-Hazy, Advancement Committee Chair

The Vice President; Senator David Perdue; Roger W. Ferguson, Jr.; and Michael Govan were unable to attend the meeting.

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

David J. Skorton, Secretary	Mallory Gianola, Special Assistant to the Regents (recorder)
Helen Bechtel, ² Special Projects Curator, Arts and Industries Building	Lauren Hancock, Office of Senator Perdue
Greg Bettwy, Chief of Staff to the Secretary	Cathy Helm, Inspector General
Ian Brunswick, ² Futures Curator, Arts and Industries Building	Toni-Marie Higgins, Office of Senator Boozman
Victor Castillo, Office of Representative Roybal-Allard	Kirk Johnson, ² Sant Director, National Museum of Natural History
Melissa Chiu, ¹ Director, Hirshhorn Museum and Sculpture Garden	Judith Leonard, General Counsel
John Davis, Provost/Under Secretary for Museums, Education, and Research	Julissa Marenco, Assistant Secretary for Communications and External Affairs
Kate Forester, Deputy Chief of Staff to the Regents	Era Marshall, Director, Office of Equal Employment and Minority Affairs
Rachel Goslins, ^{1,2} Director, Arts and Industries Building	Mike McCarthy, Acting Chief Operating Officer/Under Secretary for Finance & Administration
	Kevin McDonald, Senior Adviser to Senator Leahy

1 Participated in the morning program only
2 Participated in the lunch program only
3 Participated in the afternoon session only

Jeffrey P. Minear, Counselor to the Chief Justice
Sharon Park,¹ Associate Director of
Architectural History and Historic
Preservation
Craig Roberts, Office of Representative Shimkus

Robert J. Spiller, Assistant Secretary for
Advancement
Abraham Thomas,² Senior Curator, Arts and
Industries Building
Kyle Victor, Office of Representative Matsui

MORNING SESSION

SMITHSONIAN FACILITIES REVIEW

Welcome and
Introduction of
Smithsonian Facilities
Review

The morning program began with a preview of proposed renovations for the Hirshhorn Museum’s Sculpture Garden and Plaza, which will be the garden’s first major modification since 1981. Regents, directors, and Smithsonian leadership then participated in an interactive tour and historic overview of the Arts and Industries Building (“AIB”) and the Smithsonian Institution Building (“The Castle”). The program focused on addressing some of the complex decisions, challenges, and future possibilities for the Smithsonian’s physical plant as the Institution moves into its next phase of leadership.

ARTS AND INDUSTRIES BUILDING

Arts and Industries
Building Revitalization

Director of the Arts and Industries Building Rachel Goslins delivered a talk on the current status and future use of the Smithsonian’s second oldest building on the National Mall. Ms. Goslins shared initial plans for a temporary, large-scale exhibition scheduled for early 2021 titled *Smithsonian 2021: The Futures*, which will be part of the celebrations of the 175th anniversary of the Smithsonian. The Regents were also briefed on the major components necessary to re-open AIB to the public for exhibition and programmatic space including building systems, utilities, historic preservation, and security. Following the presentation, Ms. Goslins entertained questions from the Board.

SMITHSONIAN INSTITUTION BUILDING

Smithsonian Institution
Building

Provost/Under Secretary for Museums, Education, and Research John Davis; Assistant Secretary for Communications and External Affairs Julissa Marengo; and Acting Under Secretary for Finance and Administration/COO Mike McCarthy participated in a panel discussion on the Smithsonian Institution Building. Conversations focused on the potential long-term programming, visitor engagement, and facilities plans for The Castle, the Smithsonian’s signature building. Following the discussion, the panelists entertained questions from the Board.

SMITHSONIAN FACILITIES REVIEW

Smithsonian Facilities
Review

To conclude the morning programming, Mr. McCarthy provided an overview of Smithsonian facilities, including the Smithsonian’s space portfolio, facilities capital and maintenance requirements and appropriations, and the projected ten-year capital plan to address major revitalization projects through 2030. A question and answer session followed the presentation.

LUNCHEON PROGRAM: EXHIBITIONS FROM CONCEPTION TO OPENING

Luncheon Program: Exhibitions from Conception to Opening

Regents and Smithsonian staff convened in the Arts and Industries Building for a luncheon program about developing and presenting world-class exhibitions from conception to opening, focusing on the *David H. Koch Hall of Fossils - Deep Time* and *Smithsonian Pavilion 2021: The Futures*. The program featured a conversation between Board Chair David M. Rubenstein, Sant Director of the National Museum of Natural History Kirk Johnson, AIB Senior Curator Abraham Thomas, and AIB Special Projects Curator Helen Bechtel.

AFTERNOON SESSION

REGENTS' BUSINESS SESSION

Call to Order of the Afternoon Business Session

The Chancellor called the afternoon session to order at 1:30 p.m.

EXECUTIVE SESSION: RECOGNITION OF DEPARTING SECRETARY

Recognition of Secretary Skorton

The meeting of the Board of Regents began with an executive session. Board and Executive Committee Chair David Rubenstein led the Board's discussion on recognition for departing Secretary David Skorton for his service to the Smithsonian. Upon motion duly made and seconded, the Board voted to award Secretary Skorton the Joseph Henry Medal ("Henry Medal") for his distinguished service, achievements, and contributions to the prestige and growth of the Smithsonian Institution.

See attached Actions 2019.04.01 (Minutes of the Board of Regents, Appendix A).

EXECUTIVE SESSION: NEW REGENT SEARCH

New Regent Search

Governance and Nominating Committee Chair Ambassador Barbara M. Barrett updated the Board on the selection process for a new Citizen Regent to replace John McCarter when his term expires in March 2020.

EXECUTIVE SESSION: 2019 COMMITTEE ASSIGNMENTS FOR NEWLY APPOINTED REGENTS

2019 Committee Assignments for Newly Appointed Regents

Ambassador Barrett presented one action item for the Board's consideration: the 2019 Regent committee chairmanships and memberships for newly appointed Congressional Regents, Representative Lucille Roybal-Allard and Representative John Shimkus. By tradition, Citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Ambassador Barrett noted that Representative Roybal-Allard and Representative Shimkus would serve in their

roles until January 2020. Upon motion duly made and seconded, the Board voted to approve the proposed committee assignments, and recommended that the Chancellor make the necessary appointments.

See attached Actions 2019.04.02 (Minutes of the Board of Regents, Appendix A).

EXECUTIVE SESSION: SEARCH PROCESS FOR 14TH SECRETARY OF THE SMITHSONIAN

Search Process for 14th Secretary of the Smithsonian

Secretary Search Committee Co-Chairs David M. Rubenstein and Steve Case updated the Board on the status of the search to identify and recruit the 14th Secretary of the Smithsonian. Following a competitive process, executive search firm Heidrick & Struggles was retained to assist with identifying candidates to serve as the next Secretary of the Smithsonian.

EXECUTIVE SESSION: SEARCH PROCESS FOR CHIEF OPERATING OFFICER

Search process for Chief Operating Officer

The Board continued the executive session, and invited the Secretary to update the Board on the search process for the Smithsonian's next Chief Operating Officer, following the departure of Al Horvath on January 30, 2019.

EXECUTIVE SESSION: 2019 COMPENSATION RECOMMENDATION FOR SENIOR EXECUTIVE

2019 Compensation Recommendation for Senior Executive

Compensation and Human Resources Committee Chair John Fahey led the Board's discussion of a senior executive compensation decision. The Board reviewed the proposed 2019 compensation. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee's compensation recommendation.

See attached Actions 2019.04.03 (Minutes of the Board of Regents, Appendix A).

EXECUTIVE SESSION: SMITHSONIAN CHANNEL UPDATE

Smithsonian Channel Update

Acting Under Secretary for Finance and Administration/Chief Operating Officer Mike McCarthy joined the Board's executive session to provide an update on the current status of the Smithsonian Channel.

The executive session adjourned at approximately 2:12 p.m.

REPORT OF THE CHAIR OF THE BOARD AND APPROVAL OF THE CONSENT AGENDA

Report of the Chair of the Board

Smithsonian and Regent staff entered the room and the open session convened. Chair of the Board David M. Rubenstein recognized newly appointed Congressional Regent, Representative John Shimkus of Illinois, and welcomed him to his first Board of Regents meeting. Mr. Rubenstein also shared details of an upcoming event that he will host for the directors of the Smithsonian, in recognition of their work on behalf of the Institution.

Adoption of the Consent Agenda

The Consent Agenda (“Agenda”) was presented for the Board’s approval. Action items listed on the April 8, 2019, Agenda included: the approval of minutes from the January 28, 2019, Board meeting; the appointment and reappointment of candidates to six Smithsonian Advisory Boards; and gifts and naming recognition. Mr. Rubenstein noted that the Smithsonian National Board voted to recommend the appointment of David Skorton as an honorary member, in recognition and appreciation of his service as the 13th Secretary of the Smithsonian.

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 2019.04.04 (Minutes of the Board of Regents, Appendix A).

SMITHSONIAN 2022 STRATEGIC PLAN: GOAL SEVEN UPDATE

Strategic Plan: Goal Seven

Acting Under Secretary for Finance and Administration/COO Mike McCarthy updated the Board on the current progress of goal seven of the Strategic Plan, which aims to provide a nimble, cost-effective, and responsive administrative infrastructure. Mr. McCarthy outlined administrative efficiencies for implementation including hiring process improvements and automated workflows.

REPORT OF THE SECRETARY

Secretary Skorton updated the Board on the state of the Smithsonian.

Smithsonian Institution Fundraising

The Secretary reported on the Smithsonian’s fundraising progress in fiscal year 2019. With six months remaining in fiscal year 2019, the Secretary noted that the Institution is projected to exceed the annual goal of \$220 million.

World Economic Forum

Next, the Secretary provided a summary of Smithsonian-led events and outcomes from the World Economic Forum (“WEF”), which took place in January 2019. Since 2017, the WEF has invited the Smithsonian to the Annual Meeting in Davos, Switzerland, as a featured arts and culture partner with co-

branded exhibition space and speaking opportunities. The Secretary shared the Smithsonian’s preliminary focus for involvement in the 2020 meeting, which will highlight the Institution’s global engagement in scientific research.

**Smithsonian
Consolidated Space**

The Secretary also mentioned the Smithsonian’s leased space, which is part of the Institution’s space portfolio and maintained by Smithsonian Facilities. He noted that proposed recommendations for consolidated space would be considered by appropriate committee and the Board.

**American Women’s
History Initiative**

To close, the Secretary asked Provost/Under Secretary for Museums, Education, and Research John Davis to update the Regents on the American Women’s History Initiative (“AWHI”). Dr. Davis shared that on March 28, the Smithsonian hosted its first public event in conjunction with AWHI to celebrate the opening of a major exhibition at the National Portrait Gallery on the history of women’s suffrage—*Votes for Women: A Portrait of Persistence*. The exhibition documents the more than 80-year struggle for suffrage through portraits of women who represent different races, ages, abilities, and fields of endeavor. Dr. Davis also reported that on April 5, the Smithsonian hosted a Wikipedia Edit-a-thon “AWHI Votes for Women,” the first in a series planned in conjunction with the Initiative. Dr. Davis concluded his update by sharing details on the women’s history internship and cohort experience for undergraduate, graduate students, and recent graduates, which will run June 16 through August 10, 2019, in Washington, D.C.

EXECUTIVE SESSION: “GATEKEEPER” REPORTS

“Gatekeeper” Reports

The Board then conducted an additional executive session with the Smithsonian’s Gatekeepers, including the Secretary, General Counsel, Inspector General, and Acting Chief Operating Officer.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at approximately 3:25 p.m., after which Mr. Rubenstein and the Secretary moved to a separate room in The Castle to address questions from the media.

Respectfully submitted,

David J. Skorton
Secretary

APPENDIX A: ACTIONS OF THE APRIL 8, 2019, MEETING OF THE BOARD OF REGENTS

VOTED that the Board of Regents presents to Dr. David J. Skorton the Joseph Henry Medal in recognition of his manifold contributions as the 13th Secretary of the Smithsonian Institution. [2019.04.01]

VOTED that the Board of Regents approves the 2019 proposed committee member assignments for Representative Lucille Roybal-Allard and Representative John Shimkus, and requests that the Chancellor make the necessary appointments. [2019.04.02]

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's 2019 compensation recommendation for a senior executive position. [2019.04.03]

VOTED that the Board of Regents adopts the Consent Agenda, which constitutes the approval of all action items listed therein. [2019.04.04]

VOTED that the Board of Regents approves the minutes of the January 28, 2019, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to six (6) Smithsonian advisory boards.

VOTED that the Board of Regents recognizes the generosity of the Hillside Foundation, Inc. to the National Air and Space Museum and accepts the gift and names the Allan and Shelley Holt Innovations Gallery for 13 years from the date the gallery opens to the public.

VOTED that the Board of Regents recognizes the generosity of John and Adrienne Mars to the Smithsonian's National Zoo and Conservation Biology Institute and names Smithsonian's National Zoo and Conservation Biology Institute director position the John and Adrienne Mars Director, Smithsonian's National Zoo and Conservation Biology Institute.

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

VOTED that the Board of Regents creates a quasi-endowment for the benefit of Smithsonian's National Zoo and Conservation Biology Institute to support animal care and authorizes the transfer of the funds identified for this purpose.