

MINUTES OF THE APRIL 8, 2024, 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, 2024. The Board conducted morning, afternoon, and executive sessions in person and via videoconference. Chancellor John G. Roberts, Jr. welcomed Regents and staff and called the meeting to order at 9:30 a.m. Participating were Regents:

Chief Justice John G. Roberts, Jr., Chancellor
Senator Catherine Cortez Masto
Senator Gary Peters
Representative Garret Graves
Representative Doris Matsui
Representative Adrian Smith
Ambassador Barbara M. Barrett, Vice Chair*
Ms. Toni Bush*

Mr. John Fahey
Mr. Roger W. Ferguson, Jr.*
Mr. Michael Govan*
Dr. Risa J. Lavizzo-Mourey, Chair*
Mr. Michael Lynton*
Ms. Denise O’Leary*
Mr. Franklin D. Raines

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

Vice President Kamala D. Harris and Senator John Boozman were unable to attend the meeting.

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

Lonnie G. Bunch III, Secretary
Greg Bettwy, Chief of Staff to the Secretary
Monique Chism, Under Secretary for Education
Ronald Cortez, Under Secretary for Administration
Monica Didiuk, Office of Representative Smith
Hon. Robert M. Dow, Jr., Counselor to the Chief Justice
Kate Forester, Deputy Chief of Staff to the Regents*
Mallory Gianola, Special Assistant to the Regents
(recorder)
Kevin Gover, Under Secretary for Museums and Culture
Toni-Marie Higgins, Office of Senator Boozman
Jeremy Marcus, Office of Representative Matsui

Julissa Marengo, Assistant Secretary for
Communications and External Affairs and Chief
Marketing Officer
Jennifer McIntyre, Chief Legal Officer
Joan Mockeridge, Acting Inspector General
Meroë Park, Deputy Secretary and Chief Operating
Officer
Robert J. Spiller, Assistant Secretary for Advancement
Caitlyn Stephenson, Office of Senator Peters
Ellen Stofan, Under Secretary for Science and Research
Porter N. Wilkinson, Counselor and Chief of Staff to the
Regents*
Josh Yearsley, Office of Senator Cortez Masto

* Participated in person from Johnson City, Texas to attend a Smithsonian event for the 2024 total solar eclipse.

BUSINESS MEETING

REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

Regents' Public Forum

Board and Executive Committee Chair Risa J. Lavizzo-Mourey began her report by highlighting viewing and engagement metrics from the Regents' annual public forum, which was held on January 29, 2024. The public forum topics included the new museums, America250 celebration, collections storage planning, and artificial intelligence ("AI"). This was the first public forum to be held in person since 2020, and viewership and national reach were the highest reported since holding the forum online in 2020.

Discussion on Crisis Response

Next, Dr. Lavizzo-Mourey updated the Board on the Executive Committee's meeting on March 7. During the meeting the Committee discussed the Board's role in crisis response. Dr. Lavizzo-Mourey noted that this discussion will be brought to the Board at the June meeting for a broader discussion.

Executive Committee Approvals

To conclude her report, Dr. Lavizzo-Mourey briefed the Board on two actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01, between the January and April Board meetings. The Executive Committee approved a proposed five-year lease for approximately 37,042 square feet of collections storage and support space for continued occupancy for the Cooper Hewitt, Smithsonian Design Museum ("CHSDM") at 560 Irvine Turner Boulevard in Newark, New Jersey. Dr. Lavizzo-Mourey noted that due to the net present value of the proposed lease, the Executive Committee's approval was required. The Executive Committee also approved a term extension for Brenda Gaines as a member of the Advisory Board of the Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations ("SITES I SA"). The action required approval prior to the April Board meeting so the term could take effect April 1, 2024.

APPROVAL OF THE CONSENT AGENDA

Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Action items listed on the April 8, 2024, Agenda included: the approval of minutes from the January 29, 2024, Regents' meeting and the appointment and reappointment of candidates to 11 Smithsonian Advisory Boards. 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 2024.04.01 (*Minutes of the Board of Regents, Appendix A*).

QUESTIONS ON WRITTEN COMMITTEE REPORTS

Questions on Written Committee Reports

Next, Dr. Lavizzo-Mourey 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 Audit and Review Committee, Facilities Committee, Smithsonian National Board, and Office of Government Relations.

Written Report of the Audit and Review Committee

Written Report of the Audit and Review Committee

The Audit and Review Committee met on March 4, 2024. During the meeting, the Committee reviewed the audit results for the fiscal year 2023 single audit. The Committee also received updates on the Office of the Inspector General's activities, progress on identified audit and internal control deficiencies, and the corrective action plan put in place to address three recommendations provided by KPMG in the management letter and required communications from the fiscal year 2023 audit. Additionally, the Committee was briefed on the Smithsonian's cash and investment summary, the Cyber Security Training and Awareness Program, the Enterprise Risk Management program, and the 990 timeline and compensation schedule.

Written Report of the Facilities Committee

Written Report of the Facilities Committee

The Facilities Committee conducted a meeting on March 7, 2024. During the meeting, the Committee reviewed and voted to recommend that the Executive Committee approve a motion to execute a proposed new five-year lease replacing two existing collections storage leases at the Crozier Fine Arts Building in Newark, New Jersey. The Committee also reviewed potential options for the Office of the Chief Information Officer ("OCIO") Data Center located in Herndon, VA. Additionally, the Committee received updates on the right of first offer for remaining space at Capital Gallery, the Historic Core revitalization, and initial results from the Capital Program Cost Containment Studies.

Written Report of the Smithsonian National Board

Written Report of the Smithsonian National Board

The Smithsonian National Board ("SNB") held its winter business meeting in New York City January 31 through February 2. The year 2024 marks the 400th anniversary of the founding of New York and the meeting program highlighted the Smithsonian's collections, research, and scholarship in the city. National Board members also received reports from working group and committee chairs.

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 March 9, 2024, the Fiscal Year 2024 Consolidated Appropriations Act was passed by the House and Senate and signed into law by the President. The Act includes the Smithsonian’s full-year appropriation and provides \$1,090.5 million for the Smithsonian, which includes \$892.9 million for Salaries and Expenses and \$197.6 million for the Facilities Capital account.

Congressional Briefings and Hearings

The Office of Government Relations also reported on Congressional briefings and hearings. OGR organized an oversight briefing for the House Administration and Senate Rules Committees on the Smithsonian Rural initiative and will meet with staff of Congressional Committees of jurisdiction to provide an overview of the Smithsonian’s fiscal year 2025 budget request upon release of the White House’s FY 2025 budget proposal. OGR is also preparing to host the Smithsonian’s annual Congressional Night on July 24, 2024. On January 24, 2024, Deputy Secretary and Chief Operating Officer Meroe Park represented the Smithsonian in a Senate Rules Committee hearing entitled, “The Use of Artificial Intelligence at the Library of Congress, Government Publishing Office, and Smithsonian Institution”.

Congressional Engagement

The Office of Government Relations continues its congressional engagement, hosting and participating in several programs and events, most prominently the Office of the First Lady coordinated with the National Air and Space Museum to promote events and resources related to the solar eclipse on April 8, 2024. OGR also hosted a variety of meetings and briefings to educate and inform Members about the two new museums and the Smithsonian’s national education efforts.

REPORT OF THE ADVANCEMENT COMMITTEE

Report of the Advancement Committee

Chair of the Advancement Committee Christine Udvar-Hazy gave the Committee’s report. The Board was asked to consider a proposed \$71,955,900 million gift and the renaming of the Spencer Fullerton Baird Auditorium at the National Museum of Natural History. The Board of Regents is responsible for approving gifts of \$10 million or more, as well as naming recognition of facilities and spaces. Upon motion duly made and seconded, the Board voted to approve the gift and the naming of the facility.

See attached Actions 2024.04.02 (*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 Denise O’Leary gave the Committee’s report and presented one action item for the Board’s consideration: approval of a contract for independent auditor services. Ms. O’Leary presented the Committee’s recommendation regarding the selection of an external auditor for the procurement of financial audit services and noted that the Committee’s decision to recommend KPMG, LLP was based on several factors, including experience, technical rating, capabilities, cost, and overall value. Upon motion duly made and seconded, the Board approved the contract award to KPMG, LLP to serve as the Smithsonian Institution’s independent auditors for a one-year period beginning May 2024 with four one-year option periods.

See attached Actions 2024.04.03 (*Minutes of the Board of Regents, Appendix A*).

REPORT OF THE GOVERNANCE AND NOMINATING COMMITTEE

Report of the Governance and Nominating Committee

Chair of the Governance and Nominating Committee Roger W. Ferguson, Jr. gave the Committee’s report. He presented three action items for the Board’s consideration: (i) proposed amendments to the Bylaws of the Board of Regents, (ii) Campaign co-chair appointments, and (iii) reappointments to the Advisory Board of the National Zoological Park and Conservation Biology Institute.

Proposed Amendments to the Bylaws of the Board of Regents

First, the Board was asked to consider the proposed amendments to the Bylaws of the Board of Regents. At the Board meeting in January, the Regents approved a proposed title change “Chief of Staff to the Board of Regents” to “Counselor and Chief of Staff to the Board of Regents.” As a result, conforming changes to the Bylaws of the Board of Regents are necessary to reflect the new title of the select officer. Upon motion duly made and seconded, the Board approved the proposed amendments to §5.08 of the Bylaws of the Board of Regents.

See attached Actions 2024.04.04 (*Minutes of the Board of Regents, Appendix A*).

Campaign Co-Chair Appointments

Next, Mr. Ferguson presented the proposed slate of candidates to serve as co-chairs of the Smithsonian Campaign for Our Shared Future. It was noted that the co-chairs would also serve as members of the Advancement Committee for terms to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign. The appointments would be an exception to the term limit of six years outlined in the Advancement Committee Charter for non-Regent members. Upon motion duly made and seconded, the Board voted to appoint Jane Abraham; Lyndon Barrois, Sr.; and Don Chen as Co-Chairs of the Smithsonian Campaign.

See attached Actions 2024.04.05 (*Minutes of the Board of Regents, Appendix A*).

NZCBI Reappointments

To conclude, Mr. Ferguson presented five motions related to proposed reappointments to the Advisory Board of the National Zoological Park and Conservation Biology Institute (“NZCBI”). Mr. Ferguson noted that the National Zoo’s Advisory Board is requesting retroactive staggered reappointments of six (6) members and two (2) emeritus members. For the members, the retroactive reappointments would maintain the three-year terms established by the bylaws and not increase the individuals’ total years of service, while retaining the staggered terms for members appointed to the Advisory Board. For the emeritus members, the retroactive reappointments would maintain the five-year terms established by the bylaws and not increase the individuals’ total years of emeritus service. Upon motions duly made and seconded, the Board voted to approve the reappointments to the NZCBI Advisory Board.

See attached Actions 2024.04.06, 2024.04.07, 2024.04.08, 2024.04.09, and 2024.04.10 (Minutes of the Board of Regents, Appendix A).

REPORT OF THE SECRETARY

Report of the Secretary

Secretary Bunch then updated the Board on the state of the Smithsonian and current events. The update also focused on the status of the Smithsonian’s federal budget, the Human Remains Task Force, and efforts to build a national Smithsonian presence on the local level.

CARES Act Funding

The Secretary updated the Board on a report issued by the Office of the Inspector General (“OIG”) related to spending and reporting requirements for funds the Smithsonian received through the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”). The Smithsonian received \$7.5 million to prevent, prepare for, and respond to the COVID-19 pandemic. The report found that the Institution primarily used the funding for face masks, sanitizing supplies, hands-free restroom fixtures, and information technology equipment to enable telework. The OIG made 10 recommendations to strengthen controls over the purchasing and reporting processes related to emergency appropriations, and management concurred with all recommendations.

Vendor Payment Processing

Next, the Secretary briefed the Board on efforts to deter cyber security incidents and increase fraud prevention at the Smithsonian, particularly as they relate to transactions with external vendors. As part of the ongoing efforts, management plans to evaluate existing policies and practices and benchmark best practices in the private sector.

The Weitzman National Museum of American Jewish History

Secretary Bunch also reported on Smithsonian-related legislation. The Secretary informed the Board that H.R. 7764, Commission to Study the Potential Transfer of the Weitzman National Museum of American Jewish History to the Smithsonian Institution Act was introduced by Representative Debbie Wasserman Schultz on March 20, 2024. The Secretary informed the Board that the Weitzman is located in Philadelphia, PA, and the bill specifies the Commission submit to the President and to Congress a report, plan, and recommendations not later than two years

after the date of the first meeting of the Commission. The Board will be kept informed of any related legislative actions.

Fiscal Year 2024 Budget The Secretary also updated the Board on federal funding. On March 9, 2024, the Fiscal Year 2024 Consolidated Appropriations Act was passed by the House and Senate and signed into law by the President. The Act includes the Smithsonian's full-year appropriation and provides \$1,090.5 million for the Smithsonian, which includes \$892.9 million for Salaries and Expenses and \$197.6 million for the Facilities Capital account. The Secretary noted that the FY2024 appropriation is \$54 million dollars less than the fiscal year 2023 enacted amount, representing an approximately 4.7 percent cut in federal funding. The full reduction was taken from the Facilities Capital account. As a result, the Smithsonian is evaluating the status of current and planned capital projects to adjust spending, and potential impacts will be discussed with the Facilities Committee at its meeting in May.

Human Remains at the Smithsonian Institution The Board also received an update on the Human Remains Task Force. In January, the Secretary reviewed recommendations from the Human Remains Task Force with the Board of Regents, including the Smithsonian's intent to develop a policy on collecting, borrowing, lending, holding, and conducting research on human remains. The Secretary reminded the Board that the full report was released to the public in February, and the response has been supportive of the Smithsonian's endeavors. Secretary Bunch informed the Board that as a first step in enhanced repatriation efforts the Smithsonian is exploring a partnership with Howard University to help identify the remains, find descendants, and engage those individuals in discussions on the ethical care or disposition of human remains that were sent from Howard to the Smithsonian between 1904 and 1910. The initial effort with Howard will help guide future interactions with other institutions to expedite the repatriation process.

Smithsonian Presence on the Local Level To conclude his report, Secretary Bunch asked Under Secretary for Education Monique Chism to update the Board on national outreach and the Smithsonian's strategic plan goals to both ensure every home and classroom has access to the Smithsonian's digital content and to build and enrich a national culture of learning by engaging with educational systems nationwide. Ms. Chism emphasized that the Smithsonian has the opportunity to form and enhance regional collaborations and highlight the work being done at local museums, universities, schools, libraries, archives, and historical associations. One way the Institution is advancing this work is through the Smithsonian Rural Initiative, which seeks to build deeper connections in communities across the country where the Smithsonian has not historically had a strong presence. The Board agreed it is important to continue to share Smithsonian resources with the broadest audiences possible, the Institution can also learn from communities across the country.

EXECUTIVE SESSIONS

The Board moved into an executive session at approximately 10:35 a.m. with the Secretary and invited staff to discuss the search for a new Inspector General.

**Executive Session:
Inspector General
Search**

Upon motion duly made and seconded, the Board voted to appoint Nicole L. Angarella as the Inspector General of the Smithsonian Institution.

See attached Actions 2024.04.11 (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:
Regent Search**

The Board continued with a Regents-only executive session. Chair of the Governance and Nominating Committee Roger Ferguson updated the Board that the Committee agreed to initiate engagement with an executive search firm to assist with the search for four citizen members of the Smithsonian Board of Regents, whose terms expire in 2026.

**Executive Session:
"Gatekeeper" Reports**

The Board concluded the April 8, 2024, meeting with an opportunity to hear from each of the Smithsonian's Gatekeepers, including the Secretary, Under Secretary for Administration, Chief Legal Officer, and Acting Inspector General.

ADJOURNMENT

Adjournment

There being no further business to discuss, the meeting adjourned at approximately 11:00 a.m.

Respectfully submitted,

Lonnie G. Bunch, III
Secretary

APPENDIX A: ACTIONS OF THE APRIL 8, 2024, 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. [2024.04.01]

VOTED that the Board of Regents approves the minutes of the January 29, 2024, meeting of the Board of Regents.

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to 11 Smithsonian Institution Advisory Boards.

The Board of Regents approved a motion accepting a gift and proposed space naming at the National Museum of Natural History. At the request of the donor, details will remain confidential until publicly announced. [2024.04.02]

VOTED that the Board of Regents approves the five-year contract award (one base year plus four one-year options) to KPMG, LLP to serve as the Smithsonian Institution's independent auditors beginning May 2024. [2024.04.03]

VOTED that the Board of Regents approves the proposed amendments to §5.08 of the Bylaws of the Board of Regents. [2024.04.04]

VOTED that the Board of Regents approves the proposed appointment of Jane Abraham; Lyndon Barrois, Sr.; and Don Chen as co-chairs of the Smithsonian Campaign for Our Shared Future and members of the Advancement Committee, for a term to coincide with the duties and responsibilities as co-chairs of the Smithsonian Campaign, and requests that the Chancellor make the necessary appointments. [2024.04.05]

VOTED that the Board of Regents reappoints Elliott Ferguson to the Advisory Board of the National Zoological Park and Conservation Biology Institute for a three-year term, retroactive from April 1, 2022, to April 1, 2025. [2024.04.06]

VOTED that the Board of Regents reappoints Stephanie Cutter and Ken Lore to the Advisory Board of the National Zoological Park and Conservation Biology Institute for three-year terms each, retroactive from February 1, 2023, to February 1, 2026. [2024.04.07]

VOTED that the Board of Regents reappoints Ginni Drier and Nels Olson to the Advisory Board of the National Zoological Park and Conservation Biology Institute for three-year terms each, retroactive from September 1, 2023, to September 1, 2026. [2024.04.08]

VOTED that the Board of Regents reappoints Terry Prather to the Advisory Board of the National Zoological Park and Conservation Biology Institute for a three-year term, retroactive from February 1, 2024, to February 1, 2027. [2024.04.09]

VOTED that the Board of Regents reappoints Hal Brierley and Ziad Ojakli as emeritus members to the Advisory Board of the National Zoological Park and Conservation Biology Institute for five-year terms each, retroactive from March 1, 2024, to March 1, 2029. [2024.04.10]

VOTED that the Smithsonian Institution Board of Regents appoints Nicole L. Angarella as the Inspector General of the Smithsonian Institution pursuant to §5.07 of the Bylaws of the Board of Regents and 5 U.S.C. App. 3. [2024.04.11]