

# MINUTES OF THE JANUARY 31, 2022, 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 January 31, 2022. Due to the COVID-19 (Coronavirus) pandemic, the Board conducted its scheduled meeting, including business and executive sessions, via videoconference. Board and Executive Committee Chair Steve Case welcomed Regents and staff and called the meeting to order at 10:00 a.m. Participating were Regents:

Chief Justice John G. Roberts, Jr., Chancellor<sup>1</sup>  
Senator John Boozman  
Senator Catherine Cortez Masto  
Senator Patrick J. Leahy  
Representative Doris Matsui  
Representative Lucille Roybal-Allard  
Representative Adrian Smith  
Ambassador Barbara M. Barrett

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

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  
Victor Castillo, Office of Representative Roybal-Allard  
Monique Chism, Under Secretary for Education  
Ronald Cortez, Under Secretary for Administration  
Trevor Dean, Office of Senator Cortez Masto  
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  
Doug Hall, Acting Deputy Under Secretary for  
Administration  
Cathy Helm, Inspector General  
Janice Lambert, Chief Financial Officer  
Judith Leonard, General Counsel  
Jeremy Marcus, Office of Representative Matsui

Julissa Marenco, Assistant Secretary for  
Communications and External Affairs and Chief  
Marketing Officer  
Era Marshall, Director of the Office of Equal  
Employment and Supplier Diversity  
Kevin McDonald, Office of Senator Leahy  
Jeffrey P. Minear, Counselor to the Chief  
Justice  
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  
Ellen Stofan, Under Secretary for Science and  
Research  
Porter N. Wilkinson, Chief of Staff to the Regents  
Josh Yearsley, Office of Senator Cortez Masto

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<sup>1</sup> Recused from the Future of Work at the Smithsonian discussion

# BUSINESS MEETING

## REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE COMMITTEE

### Naming Recognition for the National Museum of African American History and Culture

Board and Executive Committee Chair Steve Case began his report by presenting one action item for the Board’s consideration: a naming opportunity for the National Museum of African American History and Culture. The Board of Regents is responsible for approving naming recognition of facilities and spaces. Upon motion duly made and seconded, the Board unanimously voted to approve the space naming.

**See attached Actions 2022.01.01** (*Minutes of the Board of Regents, Appendix A*)

### Regents’ Public Forum

Mr. Case highlighted viewing and engagement metrics from the Regents’ annual public forum, which was held virtually on December 7, 2021. The public forum topics focused on advancing Our Shared Future both within the Smithsonian and throughout the global community, the creation of two new museums, and efforts to advance the Smithsonian as a virtual Institution. This was the second public forum to be hosted exclusively on a virtual platform, and viewership and participation was consistent with the 2020 virtual format.

### Executive Committee Approvals

Next, Mr. Case briefed the Board on actions taken by the Executive Committee on behalf of the Board, pursuant to Board Bylaw 3.01. The Executive Committee approved a corporate sponsorship to support the National Museum of the American Latino and the Smithsonian Latino Center’s Molina Family Latino Gallery at the National Museum of American History. Mr. Case noted that the Executive Committee’s approval was requested on behalf of the Board to accommodate the timing of related public announcements. The Executive Committee also approved the Smithsonian Institution’s external auditor, KPMG, to perform external auditor services. The approval was for work to be completed before the January 2022 meeting of the Board of Regents, 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 voted on at the January meeting.

### Senior Staff and Regent Transitions

To conclude his report, Mr. Case acknowledged senior staff and Regent transitions. He welcomed Under Secretary for Administration Ron Cortez to his first meeting of the Board of Regents. Mr. Cortez joined the Smithsonian on December 6 and will be responsible for the Smithsonian’s management and operations functions. Mr. Case also acknowledged upcoming Regent transitions. Senator Patrick Leahy and Representative Lucille Roybal-Allard will not seek reelection in 2022 and they will both retire in January 2023 at the end of the 117th Congress. The Smithsonian will work with Congressional leadership to make the necessary appointments from the United States Senate and the U.S. House of Representatives to replace Senator Leahy and Representative Roybal-Allard, respectively.

## FUTURE OF WORK AT THE SMITHSONIAN

### Safety Protocols on Smithsonian Operations

Secretary Bunch then updated the Board on the future of work at the Smithsonian. The update focused on the Smithsonian's ongoing response to the COVID-19 (Coronavirus) pandemic, safety protocols impacting Smithsonian operations, and Smithsonian telework policy implementation. Since the Smithsonian announced a Federal COVID-19 vaccination mandate in November, more than 95% of employees, affiliated staff, and contractors have complied. The Secretary informed the Board that the Federal government directed agencies to stop implementation or enforcement of the Federal Vaccine Mandate following a preliminary court ruling. The Smithsonian has halted the enforcement of its vaccination mandate for all Federal and Trust employees and affiliated staff. The Institution will continue with other workplace safety protocols, including masking, physical distancing, and enhanced telework. The Secretary also reminded the Board that the Smithsonian has been managing the direct and indirect outcomes of the latest surge in COVID-19 infections caused by the Omicron variant. On January 14, the Smithsonian announced that it would reduce public hours for some museums to accommodate for unprecedented staff shortages. The Secretary noted the importance of the Institution to fulfill its public service mission, and keep museums open to the public, while balancing the safety of visitors and staff.

### Future of Work at the Smithsonian

In addition to adjusting and pivoting Smithsonian operations to ensure the health and safety of staff and visitors, the Institution is exploring the future of its workplace environment. Deputy Secretary and Chief Operating Officer Meroë Park and Acting Deputy Under Secretary for Administration Doug Hall updated the Board on revised guidelines for the administration and implementation of the Telework Program at the Smithsonian, including enhanced telework resources, advanced technology options, updated formal guidance, and improved training and coordination across units.

## APPROVAL OF THE CONSENT AGENDA

### Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's consideration. Dr. Risa J. Lavizzo-Mourey was recused from voting on the Agenda because she was a candidate for reappointment as a member of the Advisory Board of the National Museum of Natural History. Action items listed on the January 31, 2022, Agenda included: the approval of minutes from the October 25, 2021, meeting of the Board of Regents; a proposed amendment to the Investment Committee Charter; appointments and reappointments to 11 Smithsonian Institution Advisory Boards; and gifts and naming recognitions. 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 2022.01.02** (*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; Audit and Review Committee; Compensation and Human Resources Committee; Facilities Committee; Governance and Nominating Committee; Strategy, Innovation, and Technology Committee; Smithsonian National Board; and Office of Government Relations.

### *Written Report of the Advancement Committee*

### Written Report of the Advancement Committee

The Advancement Committee conducted meetings on November 30, 2021, and January 13, 2022. During the meetings, the Committee received an update on Campaign messaging and volunteer leadership, reviewed notable gifts and grants, and voted to recommend three gifts to the Board of Regents. The Committee was also briefed on the progress towards the fiscal year 2022 fundraising goal. As of November 30, 2021, the Smithsonian had raised \$29.7 million towards its \$230 million goal. The Advancement Committee also completed its annual self-assessment and performed its annual review of the Committee Charter.

### *Written Report of the Audit and Review Committee*

### Written Report of the Audit and Review Committee

The Audit and Review Committee met on January 14, 2022. During the meeting, the Committee reviewed the audit results for the fiscal year 2021 financial statements and was briefed on the fiscal year 2021 financial results. The Committee also received updates on the Inspector General's activities, the Smithsonian's IT Security program, the Enterprise Risk Management program, and initial framework for the Smithsonian's internal review group. Additionally, the Committee performed its annual review of the Committee Charter.

### *Written Report of the Compensation and Human Resources Committee*

### Written Report of the Compensation and Human Resources Committee

The Compensation and Human Resources Committee conducted a meeting on December 14, 2021. During the meeting the Committee received an update on Smithsonian telework policies and plans to increase resources for the Office of Human Resources. Additionally, the Committee performed its annual review of the Committee Charter. The Committee also met on January 18, 2022, to review and discuss 2022 compensation recommendations for senior executives.

### *Written Report of the Facilities Committee*

#### **Written Report of the Facilities Committee**

The Facilities Committee held a meeting on November 16, 2021. During the meeting, the Committee was briefed on the Facilities Capital and Maintenance programs for FY2021-FY2023, including deferred maintenance. The Committee also was briefed on resource and space planning. The Committee received informational material on a third-party study of capital costs, revitalization of the Historic Core, and major capital projects, including: the Integrated Bezos Learning Center, the rebuilding of the National Air and Space Museum, construction of the Pod 6 collections storage facility, repair of the column capitals at the National Zoological Park's General Services Building, and revitalization of the Sculpture Garden at the Hirshhorn Museum and Sculpture Garden.

### *Written Report of the Governance and Nominating Committee*

#### **Written Report of the Governance and Nominating Committee**

The Governance and Nominating Committee conducted a meeting on December 6, 2021. During the meeting, the Committee voted to approve the following: appointments and reappointments to Smithsonian advisory boards, a proposed amendment to the Investment Committee Charter, and the proposed amendments and underlying bylaws of the Smithsonian American Women's History Museum Advisory Council. The Governance and Nominating Committee also reviewed and approved the proposed Regent committee chairmanship and membership assignments for 2022.

### *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 15, 2021. During the meeting, the Committee engaged in a strategic discussion on a Smithsonian Non-Fungible Token ("NFT") pilot proposal and received an update on upcoming exhibitions and public programming. Additionally, the Committee performed its annual review of the Committee Charter.

### *Written Report of the Smithsonian National Board*

#### **Written Report of the Smithsonian National Board**

The Smithsonian National Board ("SNB") held its fall meeting on October 28 and 29, 2021. With a focus on the future of the Institution, the meeting programs offered a deep dive into new initiatives and exhibitions, including the renovation of the Sculpture Garden and the *Laurie Anderson: The Weather* exhibition at the Hirshhorn Museum and Sculpture Garden, the *FUTURES* exhibition at the Arts and Industries Building, and the National Native American Veterans Memorial at the National Museum of the American Indian. In addition to the business meeting, the fall meeting of the SNB included updates from the Chief of Staff to the Secretary, Assistant Secretary for Advancement, and Under Secretary for Science

and Research. 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 December 3, 2021, Congress passed H.R. 6119, (Public Law 117-70), the Further Extending Government Funding Act. The bill is the second short-term spending measure for fiscal year 2022, which funds the government through February 18, 2022, and provides funding for Smithsonian operations and facilities projects at the same rate as fiscal year 2021 for the same period. The House approved the Fiscal Year 2022 Consolidated Appropriations Act that includes annual funding for the Smithsonian within the Division for the Department of Interior, Environment and Related Agencies on July 29, 2021. The Senate released its version of the bill on October 18, 2021, but has not taken the measure to a vote.

#### **Congressional Hearings and Smithsonian Related Legislation**

OGR engaged in two Congressional hearings between the October and January Board meetings. The first focused on the Commission to Study the Potential Creation of a National Museum of Asian Pacific American History and Culture. The second hearing was related to Smithsonian Facilities and impacts of climate change. The Office of Government Relations also is tracking five pieces of legislation related to commemorative Congressional Gold Medals, including H.R.5142, S.3420, H.R.6070, H.R.5718, and H.R.6261. Each of the bills directs a medal to go to the Smithsonian for display and research.

#### **White House Engagement**

The Office of Government Relations continues to work closely with the White House and the Office of the First Lady’s staff on diversity, accessibility, access, and inclusion efforts. In November, the Smithsonian mounted a temporary exhibition at the White House commemorating Native American Heritage Month. OGR is also working on future exhibitions for Black History Month in February, Women’s History Month in March, Asian American and Pacific Islander Heritage Month in May, LGBTQ in June, and Hispanic Heritage Month in September. First Lady, Dr. Jill Biden has also agreed to serve as the Honorary Co-Host of the 50th anniversary celebration of the Renwick Gallery of the Smithsonian American Art Museum. The 2022 anniversary program will present two exhibitions around the themes of shelter and the imagination.

#### **Congressional Engagement**

Despite enhanced telework for most Smithsonian and Congressional staff, regular Congressional engagement has continued. Recent Congressional engagement has focused on the National Museum of the American Latino, the Smithsonian American Women’s History Museum, the 2023 Smithsonian Folklife Festival, the Smithsonian’s Climate Action Plan, and the Institution’s digital and education strategic initiatives.

## REPORT OF THE FINANCE COMMITTEE

### Report of the Finance Committee

Finance Committee Chair Roger Ferguson updated the Board on the fiscal year 2023 federal budget request to Congress. The Smithsonian submitted its fiscal year 2023 budget request to OMB in September 2021, and the federal budget is typically due to Congress in early February. Mr. Ferguson informed the Board that OMB has delayed return of its funding decision for fiscal year 2023 until the final fiscal year 2022 appropriations levels are set by Congress. The Finance Committee and Board delayed the anticipated motion on the fiscal year 2023 budget because the OMB Passback process was not complete at the time of the January Board meeting.

## STRATEGIC REPORT OF THE SECRETARY

### Strategic Report of the Secretary

Secretary Bunch then updated the Board on the state of the Smithsonian. The update focused on strategic priorities including working together to build a nimble and effective Smithsonian, coming together to address our most urgent climate risks, and advancing the concept of a Virtual Smithsonian. The Secretary first briefed the Board on efforts to enhance human resources operations. Now that the Smithsonian has hired a new Director of Human Resources and Under Secretary for Administration, the Institution can push forward to better align its resources, apply a strategic framework with short-term and long-term focus areas, and begin addressing human capital needs related to the hiring backlog. The Secretary also detailed efforts to continue engagement with the American Federation of Government Employees (“AFGE”), which is the largest federal employee union representing 700,000 federal and D.C. government workers, including some Smithsonian staff.

### Climate Change Action Plan

Next, the Secretary outlined steps the Smithsonian is taking to mitigate risks associated with climate change. On December 16, 2021, the Committee on House Administration held a hearing entitled, “Oversight of the Smithsonian Institution: Protecting Smithsonian Facilities and Collections Against Climate Change.” Smithsonian Facilities Director Nancy Bechtol and Inspector General Cathy Helm testified on behalf of the Smithsonian. It was determined that with support from Congress, OMB, and the Smithsonian Community, the Institution will continue to identify synergies between its capital funding and maintenance budget to address the deferred maintenance backlog and climate-related vulnerabilities, and further increase the safety and security of Smithsonian facilities and collections.

### Virtual Smithsonian

To conclude his report, Secretary Bunch updated the Board on recent developments to the Smithsonian’s digital transformation. The Smithsonian is seeking out critical ways to engage both technology partners and cultural communities to help advance the concept of a virtual Smithsonian, through a series of innovative, digitally driven pilots and activities.

## STRATEGIC DISCUSSION ON NEW SMITHSONIAN MUSEUMS

### **Strategic Discussion on New Smithsonian Museums**

Mr. Case then introduced the strategic discussion on the two new Smithsonian museums. The discussion focused on funding strategies, site selection, and bylaws for the Smithsonian American Women’s History Museum Advisory Council.

### **New Museum Advisory Boards and Directors**

To begin, the Secretary informed the Board that both the Board of Trustees of the National Museum of the American Latino (“NMAL”) and the Advisory Council of the Smithsonian American Women’s History Museum (“SAWHM”) held their inaugural meetings. Both advisory boards will be adopting bylaws for their operations and establishing leadership structures. The Smithsonian also is actively engaged in two executive searches for permanent directors to lead the new museums. The search committee for the Director of the Smithsonian American Women’s History Museum expects to begin candidate interviews in March 2022. The Smithsonian expects to announce the new Director of the National Museum of the American Latino in early February.

### **New Museums Funding Strategies**

Next, Assistant Secretary for Advancement Rob Spiller briefed the Board on fundraising strategies for the two new museums. The Office of Advancement convened three New Museum Working Groups to develop a set of recommendations to engage new advancement audiences and establish fundraising strategies, which will include funding for the planning, design, and construction of the new museums; exhibitions; public programming and education initiatives; and administration. A new museum fundraising road map was developed from the resulting recommendations. The road map was developed for a 10-year timeframe and is intended to be customized by each museum director and advancement lead. Mr. Spiller highlighted some of the key recommendations for the Regents, including integrating the museums’ overall communications, marketing and digital strategies at the outset, establishing comprehensive audience engagement plans, and building robust membership programs.

### **New Museums Site Selection**

Under Secretary for Administration Ron Cortez then updated the Board on the progress of the site selection process. Mr. Cortez reminded the Board that the locations for the two new museums are to be determined by the Regents no later than December 2022. The Smithsonian is currently completing research for programs, conducting outreach meetings, creating an initial list of sites to move forward, and conducting informational briefings with the National Capital Planning Commission (“NCPC”) and the U.S. Commission of Fine Arts (“CFA”). The Board’s April meeting will focus on an initial review and visitations to potential new museum sites.

### **Smithsonian American Women’s History Museum Advisory Council Bylaws**

To conclude, Chair of the Governance and Nominating Committee Representative Doris Matsui led the Board’s review of the proposed amendments and underlying bylaws of the Smithsonian American Women’s History Museum Advisory Council. As dictated by the legislation, the Council initially includes 25 members composed of 19 citizens, the Smithsonian Secretary, a member of the Board of Regents, and



four members appointed by congressional leadership. The legislation also requires that the Council adopt bylaws for its operation. Two proposed amendments were presented for Board approval, including an increase in the size of the Council from 25 to 29 members and a resolution to delegate authority to the museum director. Representative Matsui noted that in April 2017, the Board approved a similar delegation and size expansion for the National Museum of African American History and Culture. Upon motion duly made and seconded, the Board voted to approve adoption of the bylaws and the proposed amendments.

**See attached Actions 2022.01.03** (*Minutes of the Board of Regents, Appendix A*).

## EXECUTIVE SESSION

### Executive Session: Regents and Secretary

The Board moved into an executive session at approximately 11:24 a.m. to discuss business and personnel matters. The Secretary briefed the Board on issues related to workplace culture at the Smithsonian. The Board also received updates on personnel searches.

### Executive Session: 2022 Senior Executive Compensation

Chair of the Compensation and Human Resources Committee Michael Govan led the Board's annual discussion and review of senior executive compensation decisions. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee's 2022 compensation recommendations for senior executive positions.

**See attached Actions 2022.01.04** (*Minutes of the Board of Regents, Appendix A*).

### Executive Session: 2022 Regent Committee Chairmanships and Memberships

The Board continued with a Regents-only executive session. Chair of the Governance and Nominating Committee Representative Doris Matsui led the Board's discussion on the proposed roster of Regent committee Chairs and members for 2022. By tradition, citizen Regents typically serve on three Regent committees and chair at least one committee, and Congressional Regents are assigned to two committees. Representative Matsui noted that members and chairs would serve in their roles through January 2023. 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 2022.01.05** (*Minutes of the Board of Regents, Appendix A*).

### Executive Session: Regents' 2021 Self-Assessment

The Board also reviewed the results of the fiscal year 2021 Regents' self-assessment, which was circulated to the Board in October 2021. The assessment results indicated general agreement on Board and Committee roles, structure, practices, and strategic priorities, with particular support for the Smithsonian's approach to the establishment of two new museums and its continued response to the COVID-19 pandemic.

**Executive Session:  
Governance Report**

The Regents reviewed the final draft of the governance report following feedback from the Board’s discussion at the October 2021 meeting. Chair of the Governance and Nominating Committee Representative Doris Matsui noted that the report would be submitted to the U.S. Government Accountability Office (“GAO”) and made available on the Regents’ website.

**Executive Session: 2022  
Secretary Compensation**

In conclusion, Mr. Case led the Board’s review of the Secretary’s annual performance appraisal for fiscal year 2021 and proposed 2022 compensation. Upon motion duly made and seconded, the Board voted to approve the Compensation and Human Resources Committee’s 2022 compensation recommendation for the Secretary.

**See attached Action 2022.01.06** (*Minutes of the Board of Regents, Appendix A*).

**Executive Session:  
“Gatekeeper” Reports**

The Board concluded the January 31, 2022, meeting with an opportunity to hear from each of the Smithsonian’s Gatekeepers, including the Secretary, Under Secretary for Administration, General Counsel, and Inspector General.

## **ADJOURNMENT**

**Adjournment**

There being no further business to discuss, the meeting adjourned at approximately 12:13 p.m.

Respectfully submitted,

Lonnie G. Bunch, III  
Secretary