

MINUTES OF THE APRIL 11, 2016, MEETING OF THE BOARD OF REGENTS

ATTENDANCE

This scheduled meeting of the Board of Regents of the Smithsonian Institution (“Smithsonian”) was held on Monday, April 11, 2016. The Board conducted its first strategic meeting, which included morning, afternoon, and executive sessions in the SC Johnson Conference Center at the National Museum of American History (“NMAH”) in Washington, DC. Board Chair John W. McCarter, Jr., called the meeting to order at 8:30 a.m. Also present were:

The Chief Justice ¹	Representative Sam Johnson	Robert P. Kogod
Senator John Boozman	Barbara M. Barrett	Risa J. Lavizzo-Mourey
Senator David Perdue	Steve Case	Michael M. Lynton
Senator Patrick J. Leahy	John Fahey	David M. Rubenstein
Representative Xavier Becerra	Dr. Shirley Ann Jackson, Vice Chair	

Robert MacDonald, Smithsonian National Board Chair
Alan Spoon, Advancement Committee Chair

The Vice President and Representative Tom Cole were unable to attend the meeting.

Also present were:

David J. Skorton, Secretary	Tony-Marie Higgins, Assistant to Senator Boozman
Albert Horvath, Under Secretary for Finance & Administration/Chief Financial Officer	Richard Kurin, Acting Provost/Under Secretary for Museums & Research
Patricia Bartlett, Acting Assistant Secretary Education & Access	Jaron Lanier*, Computer Scientist & Author
Virginia B. Clark, Assistant Secretary Advancement	John K. Lapiana, Deputy Under Secretary for Finance & Administration/Chief Financial Officer
Johnnetta B. Cole, Director, National Museum of African Art	Judith Leonard, General Counsel
Derrick Dickey, Assistant to Senator Perdue	Grisella Martinez, Assistant to Congressman Becerra
Jennifer Ehlinger, Office of the Regents Senior Researcher & Writer	Kevin McDonald, Senior Advisor to Senator Leahy
Ellen Futter*, President of the American Museum of Natural History	Era Marshall, Director for the Office of Equal Employment & Minority Affairs
Michael Govan*, CEO & Wallis Annenberg Director of the Los Angeles County Museum of Art	Will McDonnell, Special Assistant to the Office of the Regents
Kevin Gover, Director, National Museum of the American Indian	Jeffrey P. Minear, Counselor to the Chief Justice
Adam Grant*, Wharton Professor & Author	Rachel Parker, Deputy Chief of Staff to the Regents
Amanda Hamilton, Assistant to Congressman Johnson	Nell Payne, Director of Government Relations
Cathy Helm, Inspector General	Julian Raby, Director, Freer Gallery of Art and Arthur M. Sackler Gallery
	Porter N. Wilkinson, Chief of Staff to the Regents
	Tonya Williams, Assistant to the Vice President

¹ The Chancellor, Chief Justice John G. Roberts, Jr., participated in the afternoon session.

* Guest speaker.

MORNING SESSION

EXECUTIVE SESSION

London Opportunity Update

The meeting of the Board of Regents (“Board”) began with an executive session. Under Secretary for Finance & Administration/Chief Financial Officer Albert Horvath presented the Board with an update on the most recent developments regarding the Smithsonian’s potential opportunity for a presence in London.

Due to the guest speakers’ program schedule, the Board agreed to continue the executive session to the afternoon. Adoption of the Consent Agenda was also postponed to the afternoon.

The executive session was adjourned at approximately 8:55 a.m.

REGULAR SESSION

The meeting reconvened and Smithsonian and Regent staff members and guest speakers entered the room. Board Chair John W. McCarter, Jr. called the regular session of the strategic meeting to order at 9:05 a.m.

TECHNOLOGICAL TRENDS AFFECTING MUSEUMS

Presentation by Jaron Lanier

Representative Xavier Becerra introduced the Board’s first guest speaker, Jaron Lanier, a computer scientist, classical musician, composer, artist, and celebrated technology writer. Mr. Lanier discussed the technological trends that are affecting museums today. He provided insight on the ways museums could potentially and effectively serve as a forum to tackle some of society’s most pressing issues. Following his presentation, Mr. Lanier entertained questions from the Board.

THE FUTURE OF ART MUSEUMS

Discussion with Michael Govan

Regent Michael Lynton introduced the Board’s next guest, CEO and Wallis Annenberg Director of the Los Angeles County Museum of Art (“LACMA”) Michael Govan. Mr. Lynton and Mr. Govan discussed the role of art museums in the 21st century. Mr. Govan presented ideas for engaging new audiences and reaching individuals who have not traditionally frequented museums. He also discussed the practices that LACMA has instituted to encourage and integrate the use of technology into the overall museum experience. Following the discussion, Mr. Govan entertained questions from the Board.

THE FUTURE OF SCIENCE MUSEUMS

Discussion with
Ellen Futter

Regent Ambassador Barbara Barrett introduced the Board's next guest, President of the American Museum of Natural History, Ellen Futter. Ambassador Barrett and Ms. Futter discussed the role of natural history and science museums in the 21st century. Ms. Futter explained the positive impact that science museums can have by acting as a vehicle to foster ideas and advance scientific discoveries. She also stressed the important role that museums play in education, and the need to engage the community through museum experiences both in-person and online. Following the discussion, Ms. Futter entertained questions from the Board.

ORGANIZATIONAL SUCCESS

Presentation by
Adam Grant

Regent Risa Lavizzo-Mourey introduced the Board's last guest speaker Adam M. Grant, Wharton School of the University of Pennsylvania professor and *New York Times* best-selling author. Mr. Grant discussed ideas from his latest book, Originals: How Non-Conformists Move the World, which explains how individuals can identify and champion opportunities for change. He also touched upon ideas from his *New York Times* bestselling book, Give and Take: Why Helping Others Drives our Success, which highlights the commonality between effective networking, collaboration, influence, negotiation, and leadership skills. Following his presentation, Mr. Grant entertained questions from the Board.

The morning session was adjourned at approximately 12:15 p.m.

AFTERNOON SESSION

The meeting reconvened and the Chancellor called the afternoon session to order at 12:31 p.m.

INVITATION-ONLY SESSION

ENVISIONING THE FUTURE OF THE SMITHSONIAN

Strategic Direction of the
Smithsonian

The Board participated in a working lunch, during which Secretary David Skorton led a discussion on the Smithsonian's strategic direction. The Secretary noted that the current strategic plan is set to expire in 2017. He proposed a process to develop the Smithsonian's next strategic plan and a vision statement that will better explain the Smithsonian's strategic direction.

As part of his remarks on the overall strategic direction of the Smithsonian, the Secretary explained that the Smithsonian values creativity. It therefore encourages its staff and volunteers to approach problems and see issues through a variety of lenses and in new and creative ways. It is important, the Secretary said, for the Smithsonian to lead and encourage civil dialogue on important and transitional issues

facing the nation. Yet, history, art, and culture exhibits have the potential to generate some degree of controversy, the Secretary acknowledged. As America's largest scientific and cultural organization, the Smithsonian should seek to produce creative and thoughtful exhibitions, programming, and research even if the themes, content, and/or approach push boundaries. The ensuing debate, the Secretary explained, provides an opportunity to engage with our audiences and stakeholders, and advance discourse on important topics.

The Secretary informed the Board of several proposed exhibitions at the Hirshhorn Museum and Sculpture Garden, outlined several legal and financial issues presented by the exhibits, and explained the reasoning behind his decision to move forward with certain exhibits. Although the Board does not approve or reject exhibitions, the Regents help senior management identify and manage any potentially sensitive issues presented by planned exhibitions.

EXECUTIVE SESSION: CONTINUATION OF LONDON DISCUSSION

In January 2015, the Board of Regents authorized Smithsonian management to explore possibilities for a potential Smithsonian presence in London. Over the ensuing 15 months, management analyzed multiple scenarios and conducted the appropriate due diligence for each potential option. The Board was briefed on a potential partnership opportunity with a London-based entity and agreed to convene a special telephonic meeting after management had conducted another round of discussions. Mr. McCarter thanked management for their efforts in the process thus far.

APPROVAL OF THE CONSENT AGENDA

Approval of the Consent Agenda

The Consent Agenda ("Agenda") was presented for the Board's approval. Action items listed on the present meeting's Agenda include the minutes of the January 25, 2016, scheduled meeting of the Board of Regents²; the appointment and reappointment of candidates to nine Smithsonian Advisory Boards; and amendments to the bylaws of the National Portrait Gallery ("NPG") Commission. The bylaw amendments proposed by NPG's Commission reflect five substantive changes, which include the following: an increase in membership capacity, which will allow it to broaden national representation and diversity; the removal of a vacancies clause, which has been deemed unnecessary; formal recognition of emeritus and alumni roles; the inclusion of a conflict-of-interest statement; and the addition of an Education Committee.

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 2016.04.01 (Minutes of the Board of Regents, Appendix A).

² Meeting cancelled due to inclement weather. Business conducted by email ballot.

EXECUTIVE SESSION: REPORT OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

Recommendation for Former Smithsonian Secretary

The Board reviewed the recommendations of the Compensation and Human Resources Committee with respect to the post-employment contract with former Secretary G. Wayne Clough. Upon duly made and seconded, the Board approved the Compensation and Human Resources Committee's recommendation for the former Secretary.

See attached Action 2016.04.02 (Minutes of the Board of Regents, Appendix A).

EXECUTIVE SESSION: UPDATE ON ARTS & INDUSTRIES BUILDING

Arts & Industries Building

The Secretary provided the Board with an update on future plans for use of the Arts & Industries Building. The space is currently being used as a special events venue. The Board is considering a range of options for future use of the historic building.

REVIEW OF THE 2015 SELF-ASSESSMENT, AND REVIEW OF GOVERNANCE STRUCTURE AND FUNCTION

New Regent Search

Governance and Nominating Committee Chair Steve Case updated the Board on the process for selecting new citizen Regents to replace Shirley Ann Jackson and Robert P. Kogod when their terms expire in May 2017. Mr. Case explained that, as in years past, an executive search firm would be engaged to assist in the search.

Results of 2015 Self-Assessment

The Board reviewed the results of the 2015 Regents' self-assessment. The results indicated general agreement on the overall effectiveness of the current governance structure. The Board agreed that more opportunities to participate in strategic discussions would advance Regent engagement and prove beneficial to the Smithsonian.

2017 Folklife Festival

The Secretary briefed the Board on his upcoming trip to Cuba with the National Endowment for the Humanities. He explained to the Board that he planned to enter into a Memorandum of Understanding that would outline the terms for Cuba to be the featured country at the 2017 Folklife Festival.

SMITHSONIAN TASK GROUPS' DESCRIPTION AND UPDATE

Task Groups' Charge and Status Report

The Secretary provided the Board with an overview of the four task groups, which were established to review the Smithsonian's policies and practices in the areas of contracting, transparency, unified compensation, and the use of funds. He explained that the task groups are in the process of considering changes that would continue to

protect important reforms of the past, while allowing some appropriate flexibility to make processes more effective and efficient.

The Chair of the Board called for a Regent-only executive session to see whether there were any issues the Board wanted to raise.

ADJOURNMENT

There being no further business to discuss, the meeting was adjourned at approximately 3:17 p.m., after which Mr. McCarter and the Secretary moved to the Presidential Reception Suite to address questions from the media.

Respectfully submitted,

David J. Skorton
Secretary

**APPENDIX A: ACTIONS OF THE
APRIL 11, 2016, 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. [2016.04.01]

VOTED that the Board of Regents approves the minutes of the January 25, 2016 scheduled, meeting of the Board of Regents.*

VOTED that Board of Regents approves the amendments to the bylaws of the National Portrait Gallery Commission.*

VOTED that the Board of Regents approves the proposed slate of candidates for appointment or reappointment to nine Smithsonian advisory boards.*

VOTED that the Board of Regents approves the Compensation and Human Resources Committee's compensation recommendation for the former Secretary. [2016.04.02]

* *Included in Consent Agenda*