

MINUTES OF THE MAY 15, 2024, MEETING OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE

The Compensation and Human Resources Committee (“Committee”) of the Board of Regents (“Board”) of the Smithsonian Institution (“Smithsonian”) held a videoconference meeting on May 15, 2024. Participating were Committee Chair Michael Govan and Committee members Senator John Boozman, Ambassador Barbara M. Barrett, Toni Bush, and Risa J. Lavizzo-Mourey.

Also present by invitation of the Committee were Chief of Staff to the Secretary Greg Bettwy, Director of the Office of Equal Employment and Supplier Diversity Aretha Carr, Under Secretary for Finance and Administration and Chief Financial Officer Ron Cortez, Deputy Chief of Staff to the Regents Kate Forester, Acting Associate Director of the Office of Human Resources Amelda Fuller, Special Assistant to the Regents Mallory Gianola (recorder), Director of the Office of Human Resources Antonio Guzmán, Executive Resources Manager for the Office of Human Resources Suleyka Lozins, Chief Legal Officer Jennifer McIntyre, Acting Inspector General Joan Mockeridge, Deputy Secretary and Chief Operating Officer Meroë Park, Counselor and Chief of Staff to the Regents Porter Wilkinson, and Head Diversity Officer Beth Ziebarth.

CALL TO ORDER AND AGENDA REVIEW

Committee Chair Michael Govan called the meeting to order at 10:00 a.m. and reviewed the agenda. He welcomed the Smithsonian’s new Chief Legal Officer Jennifer McIntyre to her first Committee meeting.

REVIEW OF THE JANUARY 17, 2024, COMMITTEE MEETING MINUTES

Upon motion duly made and seconded, the draft minutes of the January 17, 2024, Committee meeting were approved.

COMMITTEE CHARTER REVIEW

The Committee performed a provision-by-provision review of its Charter per its mandate to annually review and assess the Charter and evaluate its performance. The proposed amendments included adjusting Regent membership to seven (7) Regent members and updating the position title of Counselor and Chief of Staff to the Board of Regents.

Upon motion duly made and seconded, the Committee approved the following motion:

VOTED that the Compensation and Human Resources Committee recommends approval by the Governance and Nominating Committee of the proposed amendments to the Compensation and Human Resources Committee Charter.

COMPENSATION CONSULTANT SERVICES CONTRACT

Next, the Committee received an update on the selection process for an executive compensation consultant to assist with the Smithsonian's annual compensation review process for certain Trust executives. Following a formal request for proposal process, a Technical Review Committee reviewed and evaluated proposals and made a recommendation to the Committee that the contract for independent, compensation consulting services be awarded to Pearl Meyer.

Upon motion duly made and seconded, the Committee approved the following motion:

VOTED that the Compensation and Human Resources Committee approves the recommendation to award the base two-year contract with the option for six (6) additional one-year periods or three (3) additional two-year periods to Pearl Meyer to serve as the Smithsonian Institution's compensation consultant beginning in May 2024.

PERSONNEL SEARCHES

Next, the Committee received an update on the progress of searches for three vacant senior-level positions: Director of the National Museum of African Art, Director of the Smithsonian Institution Traveling Exhibition Service and Smithsonian Affiliations, and Director of the Smithsonian Environmental Research Center.

SMITHSONIAN HUMAN RESOURCES SCORECARD

Director of the Office of Human Resources Antonio Guzmán reviewed the Office of Human Resources scorecard, specifically the number of hires, separations, and net gains for fiscal year 2024. The goals for fiscal year 2024 include maintaining the number of hires, separations, and net gains for the Smithsonian workforce in fiscal year 2023; and matching or improving upon on the U.S. Government's Federal workforce turnover rate of 6.1 percent.

EXECUTIVE SESSION

The Committee moved into an Executive Session at approximately 10:22 a.m. to discuss confidential business matters.

ADJOURNMENT

With no further business to consider, the meeting was adjourned at approximately 10:25 a.m.

Respectfully submitted,

Michael Govan, Chair