



Smithsonian Institution

BOARD OF REGENTS ETHICS GUIDELINES

GENERAL

The Board of Regents is the governing authority for the Smithsonian and its members have a fiduciary obligation to act in the best interest of the Smithsonian without regard to their personal interests. The Board of Regents provides guidance and oversight for the development and implementation of Smithsonian policies and programs to ensure that Smithsonian activities are conducted and resources are utilized in support of the Smithsonian's mission, in accordance with professional standards and practices, and for the benefit of the public. Regents must exercise due diligence and good faith in carrying out their duties on behalf of the Smithsonian, and must refrain from taking any action that might conflict, or appear to conflict, with the interests of the Smithsonian.

CONFLICTS OF INTEREST DEFINED

A Regent may be considered to have a conflict of interest, or a potential or perceived conflict, when the Regent or any member of his or her immediate family (spouse, parents, siblings, and children):

1. has any personal, business, or organizational interest or affiliation that could be construed as having a relationship to the Smithsonian, such as serving as a trustee, officer, director, employee, or general partner, or owning greater than 5% of the voting stock or controlling interest in an organization that does business or seeks to do business with the Smithsonian, or
2. may receive a personal, business, or organizational benefit from knowledge of confidential Smithsonian information.

DISCLOSURE AND RECUSAL

If a Regent has interests or affiliations that could be construed as having a relationship to the Smithsonian, the Regent shall disclose such interests or affiliations to the Chair of the Executive Committee and the General Counsel. If the General Counsel determines that an actual or potential conflict of interest exists, a report on the matter shall be made to the Executive Committee.

In addition, whenever a Regent becomes aware that the Board of Regents, a Committee thereof, or the staff of the Smithsonian is considering a transaction that may involve an actual or potential conflict of interest for the Regent, the Regent shall notify the Chair of the Executive Committee and the General Counsel of the potential conflict.

A Regent shall not vote on, approve, or recommend any transaction in which he or she has an actual or potential conflict of interest. If the Regent is present at any meeting of the Board or any Committee at which such a matter is considered, the Regent shall leave the meeting during the discussion and vote. The remaining Regents shall determine whether the transaction is both proper and beneficial to the Smithsonian. The minutes of the meeting shall record the disclosure of the conflict, the Regent's recusal from consideration of the matter, and the determination, if made, that the transaction is in the Smithsonian's interest.

ANNUAL DISCLOSURE STATEMENT

Each Regent shall file annually a disclosure statement in the form attached to these guidelines. A Regent who serves ex officio or as a Member of Congress may file a copy of his or her public financial disclosure statement in lieu of the Board of Regents disclosure statement. The General Counsel will review the annual disclosure statements for compliance with this policy and shall report to the Executive Committee and the Audit and Review Committee whether any actual or potential conflicts of interest have been disclosed therein. The Smithsonian will maintain the disclosure statements in strict confidence and they will not be subject to public disclosure except as provided otherwise in the Instructions to the Annual Disclosure Statement.

PERSONAL COLLECTING

Members of the Board of Regents may maintain personal collections of objects of the type collected by the Smithsonian, but no Regent or family member may knowingly compete, directly or indirectly, with the Smithsonian for the acquisition of any object. No Regent or family member may acquire de-accessioned objects directly from the Smithsonian or at auction if consigned by the Smithsonian. A sale or loan to the Smithsonian of any object owned by a Regent or family member shall be given special scrutiny to ensure that the Regent receives no improper advantage from the arrangement, and shall be subject to approval of the Executive Committee.

CONSULTATION

In order to assist Regents in faithful adherence to these guidelines, Regents are encouraged to consult with the Chair of the Executive Committee or the General Counsel whenever a question arises as to the applicability of these guidelines.



Smithsonian Institution

BOARD OF REGENTS ANNUAL DISCLOSURE STATEMENT INSTRUCTIONS

1. **The form is due in the Office of the General Counsel by April 27, 2021.** The disclosure period is the preceding calendar year up to the date of the filing of the annual disclosure statement.
2. Each Regent shall submit an annual disclosure statement, and will provide supplementary information as required. If additional space is required to complete the form, supplemental sheets may be used, identifying each additional response by paragraph number as set forth in the disclosure form. Each Regent-nominee shall complete the same disclosure statement prior to the nominee's name being submitted to the Board for approval or thirty days following nomination by the Board, at the discretion of the Governance and Nominating Committee. The disclosure period for a Regent-nominee shall be from January 1 of the calendar year preceding the nomination through and including the date on which the disclosure statement is submitted. Instructions below directed to Regents shall also apply to Regent-nominees.
3. In the event that a reportable interest or affiliation held during the reporting period is no longer held at the time of filing the disclosure statement, indicate the dates that the interest or affiliation was held.
4. For purposes of this disclosure statement, ownership of 5 percent or more of the value of outstanding shares in a publicly traded company or mutual fund, or of the total value of a privately held entity, is considered holding an interest as a substantial shareholder or proprietor.
5. **Reportable interests held by the immediate family of a Regent should be reported,** and the relationship between the Regent and the holder of the interest should be indicated. Immediate family members include a spouse from whom you have not been legally separated, a minor child, or any person claimed as a dependent on your federal income tax return.
6. The Smithsonian's Office of General Counsel is available to Regents for assistance and guidance in interpreting the disclosure requirements and any questions regarding the Board of Regents Ethics Guidelines.

7. The disclosure statement includes three separate provisions requiring reporting of specific information.
 - a. Section I requires reporting of specified interests held by the Regent and his or her immediate family members in for-profit business entities.
 - b. Section II requires reporting of specified interests in nonprofit entities. These two provisions require reporting of interests regardless of whether there is any known relationship between the reported interest and the Smithsonian. These provisions will alert the reviewer to potential conflicts that may not be known to the Regent or his or her immediate family members.
 - c. Section III requires reporting of any interest or affiliation held by the Regent (or his or her immediate family members) when there is a relationship or potential relationship of which the Regent is aware between the personal interest of the Regent and the Smithsonian, and includes a statement that the Regent is not aware of any other personal interests that relate to the Smithsonian.
 - d. Interests reportable under Section III may or may not also be reportable under Sections I or II. For example, if the Regent is an officer of a company that the Regent knows is engaged in a contract with the Smithsonian, or which the Regent knows is seeking to do business with the Smithsonian, this interest would be reported in both Sections I and III. A Regent may also have interests that are not reportable in Section I or II, such as land holdings that may be reportable in Section III if the Smithsonian is engaging in activities that may affect the value of the land. Sections I and II are essentially general reporting requirements and Section III requires specific reporting of related interests. Section III also serves as the Regent's acknowledgment that any known related interests have been reported.
8. The disclosure statement should be completed and returned via first class mail, e-mail, or fax to the Smithsonian General Counsel, who is responsible for reviewing the statements. If the General Counsel has any questions concerning your statement, she will contact you directly.
9. The General Counsel will file a written report directly with the Board of Regents Executive Committee and Audit and Review Committee once the General Counsel has completed a review of the Regents' disclosure statements. The General Counsel will also report in writing to the Audit and Review Committee of the Board of Regents concerning the Secretary's Direct Reports' Annual Disclosure Statements once she has completed review of those statements.
10. The General Counsel will keep the disclosure statements secure and available for review by members of the Board of Regents Executive Committee and Audit and Review Committee.

11. The Regents' disclosure statements will be considered as confidential and their contents will not be disclosed to anyone other than the Executive Committee, the Audit and Review Committee or the Board of Regents, unless the Board of Regents determines otherwise or the General Counsel is compelled by a subpoena lawfully issued by a federal prosecutor or judicial or legislative authority of the United States.

IV. I have the following interests to disclose that may be an apparent, potential or actual conflict of interest with the Smithsonian:

V. I acknowledge that I have an ongoing obligation to disclose conflicts if an issue arises that implicates a new or previously disclosed interest. I will supplement this statement by letter to the relevant Board or Committee Chair and the Smithsonian General Counsel in the event of any changes in reportable interests.

VI. I have read and understand the Board of Regents Ethics Guidelines and will endeavor to comply with the principles stated therein throughout my term of service on the Board of Regents.

Date

Signature

Date

Judith Leonard, General Counsel