

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF THE  
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT**

St. Louis, Missouri  
April 21, 2014

A regular meeting of the Board of Directors was held at the Missouri History Museum, St. Louis, Missouri at 3:00 p.m. on Monday April 21, 2014. The primary purpose of the meeting was to review and discuss the 2014 budgets and the 2013 financial statements from the History Museum Subdistrict and the Missouri History Museum ("History Museum" and/or "Museum").

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District ("District") called the meeting to order. Upon roll call, the following Board members were present:

Ben Uchitelle	Pat Whitaker
Gloria Wessels	Charles E. Valier
Robert A. Powell	Thomas J. Campbell
Robert G. Lowery, Sr.	Thelma V. Cook

Others attending the meeting included: Tessa Trelz from Armstrong Teasdale LLP, the District's legal counsel; and District employees: J. Patrick Dougherty and Sharon Wilcutt.

Others in attendance included:

- Dr. Frances Levine; President and CEO
- Box Cox; Interim President
- John R. Roberts, Chairman of the Missouri History Museum Trustees;
- Romondous Stover, Chairman of the Missouri History Museum Subdistrict;
- Commissioners from the Missouri History Museum Subdistrict;
- Trustees from the Missouri History Museum;
- Frank P. Wolff, Jr., Attorney for the Missouri History Museum - Bryan Cave, LLP;
- Kathryn J. Giddings, Attorney for the Missouri History Museum Subdistrict-The Stolar Partnership, LLP;
- Staff from the Missouri History Museum;
- Nancy Fowler and Alex Heuer from the Saint Louis Public Radio;
- Kevin Killeen, from KMOX News;
- David Hunn, St. Louis Post Dispatch.
- Several members of the public.

Thelma Cook welcomed Dr. Fran Levine to St. Louis and congratulated her as the new President and CEO of the Missouri History Museum.

Thelma Cook called for brief public comments from citizens in attendance.

Kevin Airis chronicled details about a disputed between the Saint Louis Science Center and the Airis family. The dispute involves Native American artifacts. Ben Uchitelle requested a written summary from Kevin Airis and explained that the Board will review all of the information when presented.

Budget Presentations by the History Museum Subdistrict and the Missouri History Museum: John Roberts, Chairman of the Board of Trustees began the presentation by summarizing important details that management has accomplished in 2013 and 2014.

Romondous Stover, Chairman of the Subdistrict, explained that the amended operating agreement has made a difference and had a major impact on operations at the Museum.

Jody Sowell, Director of Research and Exhibits, presented information on current exhibit's including attendance and promotional facts.

Katie Van Allen, Managing Director of Museum Services, highlighted future exhibits and digitization development.

Melanie Adams, Managing Director for Community Education stressed the importance of the family and teen programs.

Karen Goering, Managing Director of Operations, provided specific information on daily attendance by exhibit and statistical information on web site visits and access. Karen Goering commented on the capital projects planned for the Museum and the diversity figures for employees and volunteers.

Bob Cox, Interim President, presented 2014 budget strategic imperatives along with adjustments for assumptions and staff not included in the 2014 budget. An overview of 2012, 2013 actual and 2014 budgeted revenue and expenses were explained in detail. An examination of the endowment fund including a change in spending rate was given. A discussion ensued.

Frances Levine, Ph.D., President and CEO addressed the Board. She expressed gratitude to the Museum staff, Commissioners and Trustees for the hard work and dedication to the Museum. Frances Levine highlighted activities during her first week on the job and her expectations for the future. A discussion ensued.

*Charles Valier asked for additional information published in the Museum's financial statements on the value of in-kind volunteer services. He explained that in accordance with Financial Accounting Standards Board guidance, volunteer services may be recognized in the financial statement if the services require specialized skill.*

*John Roberts explained that the information was included in the 2013 financial statements; the information was published in a footnote. He further explained that there was no financial impact on the revenue or expense side.*

*Ben Uchitelle commended the Museum on the strong diversity numbers with volunteers and staff.*

Thelma Cook thanked the presenters for their participation. Upon completion of the Museum's budget presentation, the meeting recessed. Within a few minutes, Thelma Cook called the meeting to order.

Approval of Minutes – The Chair called for the approval of the Minutes from the March 27, 2014 regular Board meeting. Tom Campbell moved that the minutes be approved and Pat Whitaker seconded the motion. Upon a motion duly made, the March 27, 2014 minutes were approved with all members voting 'aye'.

Executive Director's Report: Patrick Dougherty reported that, as of April 18, 2014 the balances in the District controlled bank accounts approximated \$29.8 million and included:



<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 353,165.36
Art Museum Subdistrict	\$ 12,790,267.80
St. Louis Science Center Subdistrict	\$ 623,225.57
Botanical Garden Subdistrict	\$ 5,990,942.02
Missouri History Museum Subdistrict	\$ 5,377,432.99
District Operating Fund	\$ 4,682,750.27

Patrick Dougherty then presented the District's internal financial statements for the months of January and February 2014. No discussion resulted.

Patrick Dougherty reported that the application to increase the District's D&O policy coverage limits has been approved. Options presented represent a D&O Retention and Employee Practices Liability variance limit of \$25,000 versus \$50,000. A discussion ensued.

Robert Lowery moved that the District accept the lower (\$25,000 Retention and Employers Practices Liability) for the D&O Insurance with a policy premium of \$15,437.00. Ben Uchitelle seconded the motion. The motion was approved with all members voting 'aye'.

Audit Committee Report: Robert Powell informed the Board that the Audit Committee met with Rick Gratza and Amber Hardesty from Kerber, Eck and Braeckel, LLP on April 4, 2014 to review the December 31, 2013 and 2012 Financial Statements and the December 31, 2013 Report to the Board of Directors. Robert Powell reported that no material weakness in internal control was identified and no material noncompliance with laws, regulations, or contracts was identified. Robert Powell explained that Rick Gratza will be available for the May 8, 2014 meeting to present the financial statements to the full Board.

Report of Legal Counsel: Tessa Trelz commented on information sent to Board members in reference to indemnification provisions in the District Bylaws. No revisions were recommended at this time. A discussion ensued.

Old Business: Thelma Cook requested an update on the recommendations to the St. Louis Board of Alderman Parks and Environmental Matters Report.

Tom Campbell explained that due to scheduling conflicts, the Committee tasked with compiling a general outline for a response has not met. Tom Campbell explained that some one on one discussion has taken place with Committee Members; some issues that were raised by the Park and Environmental Committee have been discussed. A discussion ensued.

Thelma Cook recommended that a meeting wizard be sent to the full Board, a retreat-work session Board Meeting will be scheduled to further discuss the report. The meeting's agenda will be to review the St. Louis Board of Alderman Parks and Environmental Matters Report and Board Training.

New Business: Thelma Cook called for discussion of the contents of the budget presentation by the Missouri History Museum Subdistrict and the Missouri History Museum. A discussion ensued.

Thelma Cook recommended that Board members submit additional questions and comments to the Executive Director. The Executive Director will prepare a draft letter of suggestions and comments.

A Public Meeting Notice will be sent out, for a specific time period, for all e-mail communication with regards to conversations resulting from the History Museum Meeting.

Pat Whitaker notified the Board that on Friday April 18, 2014 she had been informed that Arcturis, a firm that she founded, has been awarded a contract to design a \$1.2 million to \$2.5 million pavilion at the Saint Louis Science Center. A discussion ensued.

Pat Whitaker agreed to recuse herself from any matters with regards to the Saint Louis Science Center for the duration of the contract (Spring 2016).

Thelma Cook called for brief public comments from citizens in attendance.

Cheryl Polk, citizen, addressed the Board and stressed that Conflict of Interest is an important priority with non-profit boards. She gave examples of various conflicts that have materialized when working with members of other boards. Cheryl Polk stressed that when duly reported, conflicts do not adversely affect the board.

Maria Casey, citizen, addressed the Board. She questioned why the Board would need to address concerns and comments e-mailed to the Executive Director following the meeting. She questioned why the Board did not address concerns regarding the Missouri History Museum presentation during the presentation.

Thelma Cook explained that additional questions and concerns often arise following the budget presentation. The Executive Director summarizes the Board discussion and communicates the information to the Subdistrict. However, due to time constraints, the recommendation to direct comments, additional questions and concerns regarding the Missouri History Museum presentation to the Executive Director were a result of the late hour.

There being no further business, Tom Campbell moved that the meeting be adjourned. Robert Powell seconded the motion and it was unanimously passed. The meeting adjourned at 6:05 p.m.

Respectfully submitted,

  
Vice Chair



## NOTICE OF REGULAR MEETING

### METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Meeting of the Metropolitan Zoological Park and Museum District Board will be held as follows:

Date: April 21, 2014


Time: 3:00 P.M.

Place: Missouri History Museum  
Jefferson Memorial Building  
Forest Park  
St. Louis, MO

Agenda:

1. Review of 2013 operations and 2014 budget presentation by the Missouri History Museum Subdistrict and Missouri History Museum officials.
2. Discussion related to the proposed ZMD responses to recommendations included in the St. Louis Board of Aldermen Parks and Environmental Matters Report to the Board of Aldermen as agreed by Resolution Number 33 dated May 3, 2013.
3. Update regarding the ZMD sponsored Board training program.
4. Report from the Executive Director concerning District matters.
5. The Board may also hold a closed session, with a closed vote and record, as authorized by Section 610.021 (1), (2) and (3), Revised Statutes of Missouri, related to legal issues, real estate and/or personnel, negotiation of a contract pursuant to 610.021 (12) RSMO, proprietary information pursuant to Section 610.021 (15) and/or confidential or privileged communications with our auditor pursuant to (17).

Further information may be obtained at the District Offices, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222

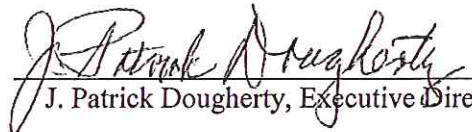
  
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J. Patrick Dougherty, Executive Director

## CERTIFICATE

I, J. Patrick Dougherty, do hereby certify that the attached Notice of Regular Meeting was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statutes, by posting said Notice at least twenty-four hours in advance of the date of said meeting in a prominent place easily accessible to the public at the Missouri History Museum and the Pierre Laclede Center Building, 7733 Forsyth Boulevard, Clayton, Missouri, 63105 and by mailing and/or e-mailing a copy of said Notice by ordinary mail to:

- David Hunn
- Stephen Deere
- St. Louis Business Journal
- Riverfront Times
- Susan C. Thomson
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Erin M. Nolan
- Alex Heuer
- Diane Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Susan Hegger
- Martha Fitz
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill

Signed this 21st day of April 2014

  
J. Patrick Dougherty, Executive Director