

**MINUTES OF THE REGULAR MEETING OF THE CODE OF ETHICS COMMITTEE OF THE
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT**

St. Louis, Missouri
June 25, 2014

A regular meeting of the Code of Ethics Committee of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 12:00 p.m. on Wednesday June 25, 2014. The primary purpose of the meeting was to discuss and evaluate the District's current Code of Ethics policy.

Tom Campbell, Chair called the meeting to order. Upon roll call, the following Committee members were present:

Thomas J. Campbell
Ben Uchitelle
Charles E. Valier

Others in attendance include: Gloria Wessels, ZMD Board Member; J. Patrick Dougherty and Sharon Wilcutt, District Employees; and Eric Miller, DVM, Vice President, Zoo Operations.

Tom Campbell called for public comments from citizens in attendance. There being no comments, the Chair then moved forward with the meeting agenda.

The Chair called for the approval of the minutes from May 12, 2014. Ben Uchitelle moved that the May 12, 2014 minutes be approved. Charlie Valier seconded the motion. Mr. Valier suggested that the minutes contain a summary of the major points that were discussed. A discussion ensued. Tom Campbell suggested suspending the adoption of the May 12, 2014 minutes pending review, refinement and expansion of the discussion points contained on page two of the minutes.

Tom Campbell began the discussion with an emphasis on the importance that the Code of Ethics is prepared in an easy to understand format.

A review of the May 12, 2014 Code of Ethics meeting:

- An individual ZMD Board Members cannot do work for the ZMD.
- A Board Member and the Executive Director cannot do work directly for any Subdistrict. (For compensation)
- The Executive Director cannot do work as a consultant for the ZMD.
- The Board Members cannot do work on behalf of a third party.
 - ZMD Board Member cannot offer services to a third party – that is prospectively or actually doing work for a Subdistrict.

The definition of an 'Affiliated Organization' was defined as an employer or an organization which a ZMD Board Member has a percentage or threshold of ownership.

- An Affiliated Organization cannot do work for the ZMD.
- Pro-bono work should be allowed.
- Possibly an 'equity interest' in an organization should be a threshold.
- Including the ZMD staff in the 'Affiliated Organization' exclusion of the ZMD and Subdistrict was discussed.
- A ZMD Board Member by definition should include their spouse.
- It was agreed that adult children of ZMD Board Members cannot work for the ZMD.
- 1st degree exemption as it relates to adult children was discussed.
- A suggestion was made that adult children up to age 26 should be the standard.

A discussion ensued with regards to - at what point is a disclosure necessary:

- The Annual Disclosure should cover potential conflicts.
- If a situation arises that may be a potential conflict – there has to be prompt/immediate disclosure.
- If a ‘bid’ is going to be submitted – discloser needs to be made – regardless of the bidding process.
- Current Code of Ethics does not address the appearance/possibility of a conflict.
- Can a ‘business-sensitive’ disclosure be made in closed session?
- If the Code of Ethics states that no work for the ZMD can be done (financial or otherwise) by a ZMD Board Member, spouse or grown adult children – what would you need to disclose?
- If grown children are **Not** included in the disclosure – the Parent (or ZMD Board Member) would have to recuse themselves from that particular contract.
 - Does this include adult children doing work for the Subdistricts?
- A suggestion to be prudent – but not to create a Code of Ethics that would put the ZMD Board Members in a situation that they might unintentionally overlook a possible conflict.
- Ownership guidelines need to be established.
- A question about having a ‘valued client’ that has a relationship with one of the Subdistricts was raised.

Ben Uchitelle addressed pro-bono work with reference to the Loop Trolley Company. He stated that while working with Bob Archibald, Past President of the MHM, the MHM made a contingent pledge to the Loop Trolley Company.

- Ben Uchitelle stated that he received no benefits or compensation from the Loop Trolley Company.
- After full disclosure – should recusal from any action with the MHM be required?
- A discussion ensued with regards to recusal. Examples were given. (George Caleb Bingham Trust and Honorable James Conway-A.C.I. Plastics Company).
- Gloria Wessels asked if Charlie Valier’s work with the Bingham Trust and the Art Museum has influenced decisions he made with regards to the Art Museum.
- Ben Uchitelle raised the question if a ZMD Board Member had previously been on a Subdistrict Board – would that influence any decisions made by the Member with regards to that specific institution.
- Charlie Valier emphasized that regardless of past associations – the duty of all ZMD Board Members is to be independent.
- Prior service with any of the five Subdistricts does not preclude service on the ZMD Board.

Charlie Valier listed specific areas of concern:

- Annual disclosure by ZMD Board Members.
 - How deep does the disclosure go?
- Definition of Conflict of Interest.
 - Sample Codes – Code of Ethics and Standards of Conduct is a good example of definitions

Tom Campbell stressed the importance that the Code of Ethics is easy to understand.

Charlie Valier stated that creating a ‘to general’ Code of Ethics may allow for unintended restrictions in the Code of Ethics.

Charlie Valier presented a draft of a modified preamble to the Code of Ethics:

Note: Brackets denote language to be deleted
Bold face denotes language to be added

The proper operation of government requires that public officials and employees be independent, impartial and responsible to the people: That government decision and policy be made [in the proper channels of the governmental structure] in the public interest independent of personal financial

interests; that public office not be used for personal gain; and that the public have confidence in the integrity of its government. [In recognition of these goals, there is hereby established a procedure for disclosure by certain officials and employees of private financial or other interests in matters affecting the District.] In furtherance of these principles, members and employees of the Zoological Park and Museum District of St. Louis (the "ZMD") shall undertake to make annual disclosure of their financial holdings and business interests, and to avoid the appearance of conflict by promptly reporting any matter that is or could become a conflict of interest. That a Code of Ethics be adopted by the ZMD that fully embodies these principles.

Charlie Valier suggested that the Code of Ethics be modified in sections:

- Preamble
- Annual Disclosure
- Definition of Conflict of Interest
- Definition of Family members

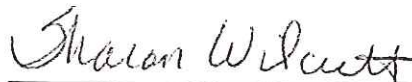
Ben Uchitelle explained that under the existing code the Definition of Conflict is at the end, similar to an attachment.

Tom Campbell stressed that the ZMD Board has limited jurisdiction on imposing penalties.

Tom Campbell stated that ZMD staff should be included in the new Code of Ethics.

There being no other business to come before the Code of Ethics Committee, Ben Uchitelle moved that the meeting be adjourned. Charles Valier seconded the motion. The meeting adjourned at 1:25 p.m.

Respectfully submitted,



Acting Secretary

NOTICE OF REGULAR MEETING
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Code of Ethics Committee

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

Date: June 25, 2014

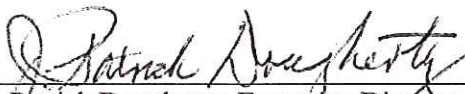
Time: 12:00 P.M.

Place: 7733 Forsyth Boulevard
Suite 550
St. Louis, MO

Agenda:

1. Discussion of the ZMD Code of Ethics.

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


J. Patrick Dougherty, Executive Director

CERTIFICATE

I, J. Patrick Dougherty, do hereby certify that the attached Notice of the Regular Meeting of the Code of Ethics Committee was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statues, 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 Pierre Laclede Center building, 7733 Forsyth Boulevard, Clayton, Missouri, and by mailing/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
- F. Holmes Lamoreux
- Barbara B. Taylor
- Douglas H. Yeager
- John C. McPheeters
- Romondous Stover
- Diane Torioian 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
- Peggy Ritter
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- John R. Roberts

Signed this 25th day of June 2014


J. Patrick Dougherty, Executive Director