

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

St. Louis, Missouri
April 30, 2014

A work session meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 6:30 p.m. on Wednesday April 30, 2104.

Thelma Cook welcomed all Board Members and guests. She explained that the purpose of the work session was to further address matters that required additional time and consideration, these matters are:

- Discussion of ZMD response to St. Louis Board of Alderman Parks and Environmental Matters Report;
- Discussion of the ZMD Code of Ethics; and
- Discussion of Board training.

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	Robert A. Powell
Gloria Wessels	Thelma V. Cook
Charles E. Valier	Thomas Campbell
Robert G. Lowery	

Other persons attending the work session included Michael Chivell from Armstrong Teasdale LLP, the District’s legal counsel, and District employees: J. Patrick Dougherty and Sharon L. Wilcutt.

Other persons attending included:

Joseph Roddy, Alderman City of St. Louis;
Sable Campbell-Jones, Deputy Chief of staff to Mayor Slay;
Nancy Fowler, St. Louis Public Radio;
David Hunn, St. Louis Post Dispatch;
Eric Miller, DVM, Vice President, Zoo Operations;
Amanda Cook, Citizen; and
Jerry Glick, Citizen.

Thelma Cook informed the Board that they will break-up into two groups for further discussion. She explained that each group discussion will be for thirty minutes, followed with a fifteen minute presentation to the full Board following. Each group should select a presenter to report to the Board.

The first group is Gloria Wessels, Tom Campbell and Robert Powell. The second group is Charlie Valier, Ben Uchitelle and Robert Lowery. Thelma Cook will be the facilitator and presented topics for discussion in each session:

Discussion of ZMD response to St. Louis Board of Alderman Parks and Environmental Matter Report to the Board of Alderman as agreed by Resolution Number 33 dated May 3, 2013:

- Develop and Discuss at least two issues from the Board of Alderman Park and Environmental Matters Report;

- Appointments and their Roles and Responsibilities;
- Develop a ZMD Mission Statement – Should Support the Regional Plan Request; and
- Report to the Community Annually.

Discussion of the ZMD Code of Ethics:

- Review Code to discuss modifications and clarifications;
- Conflicts of Interest;
- Pat Whitaker – What is the procedure should be used in a similar case if it might appear to be a business conflict – ZMD or Subdistrict;
- Establish a provision which addresses what occur when a Board member violates a ZMD bylaw, policy or Code of Ethics; and
- Whistleblower Policy.

For Further Discussion --- Board Training:

- The scope of the legal mandate for governance by the District Board;
- The current scope of governance activities undertaken by the District Board; and
- A comparison of the current scope to “best practice” expectations for governing boards.

Thelma Cook asked for public comments from those in attendance.

Alderman Roddy thanked the Board for inviting him to address the Board. He explained that he is no longer the Chairman of the Park and Environmental Matters Committee; Alderwoman Lyda Krewson is the current Chair. Alderman Roddy stated the comments and opinions made to the Board do not represent the current Parks and Environmental Matters Committee Chair and Committee’s opinions.

Alderman Roddy explained that he was the principal author of the Report to the Board of Aldermen as agreed by Resolution Number 33 dated May 3, 2013.

Charlie Valier asked for a summary of objectives and recommendations.

Alderman Roddy addressed: Appointments and their Roles and Responsibilities; Development of a Regional Plan; ZMD District Policies and Funding Agreements; Report to the Community; and Responding to the Park and Environmental Report. A discussion ensued.

Alderman Roddy commented that a variety of skill sets are required to ensure a strong governing Board for the ZMD and the five Subdistricts.

Alderman Roddy stated that several prospective groups are interested in joining the District and questioned how additional tax rates might be established. A discussion ensued.

Alderman Roddy explained that he requested copies of National Accreditation Reports for Art Museums that summarized for Museum’s for over one-hundred and fifty various areas of comparison. He suggested that the ZMD request copies of National Accreditation Reports that benchmark the five cultural Subdistricts, and possibly make ZMD funding conditional on the findings of the reports. A discussion ensued.

Alderman Roddy commented on the possible regional merging of the City and County with the ZMD taking the lead in developing a regional plan for the growth, expansion and advancement of the cultural district. A discussion ensued.

Ben Uchitelle informed Alderman Roddy that a time and statutory factors are an issue. The ZMD powers are somewhat confined – the Board could seek legislative change, as of now the ZMD is operating within its guidelines.

Charlie Valier mentioned that the Supreme Court, when it interpreted the statute, limited the ZMD in terms of effecting operational control over the Subdistricts. However, it may not limit the recommendations presented by Alderman Roddy.

Thelma Cook directed the groups to go into their work sessions and begin the session with the: Discussion of ZMD response to 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:

Summary of Group One: (Gloria Wessels, Tom Campbell and Robert Powell) reported to the Board. Tom Campbell reported for group one and recommended that:

- The ZMD Board should prepare and issue an annual report to the public.
- Evaluate and consider the use of available ZMD resources to supplement the staff and provide services to the Subdistricts; this is not a recommendation to use 100% of the District's annual administrative fee revenue.
- Develop a ZMD Mission Statement.

Summary of Group Two: (Charlie Valier, Ben Uchitelle and Robert Lowery) reported to the Board. Ben Uchitelle reported for group two and recommended that:

- The ZMD Board should prepare and issue an annual report to the public.
- The group did not believe it was within the purview or scope of the ZMD Board to make recommendations to the Mayor or County Executive regarding potential ZMD Commissioners.
- The ZMD Board should take a leadership role (including paying consulting fees, advertising fees, etc.) regarding a potential ZMD regional expansion.
- The ZMD Board should seriously explore questions associated with Subdistrict tax increases and admission charges for non-ZMD residents.
- The ZMD Board should remind the Subdistricts that since the tax base is flat, the Subdistricts must find additional revenue to offset rising expenses.
- The ZMD Board should purchase the reference material (reports, data, etc. institutions rely on for accreditation and certification purposes) that will allow it to objectively measure the performance of the Subdistrict institutions.

Other Comments and/or Suggestions

- Robert Powell believes the ZMD should consider expanding the number of organizations within the District.
- Tom Campbell mentioned that some of the national statistical reports might be proprietary and contain information that is not published or circulated outside the group of institutional subscribers.
- Thelma Cook stated that the economic impact of the five ZMD institutions should be included in annual reports to the community.
- Gloria Wessels commented on any changes to the current statutes will need to be presented to the Missouri Legislative. In addition the dialog to improve the reputation of the ZMD needs to continue.

Thelma Cook directed the groups to go into the second work sessions and begin the session with the: Discussion of the ZMD Code of Ethics.

Summary of Group One: (Gloria Wessels, Tom Campbell and Robert Powell) reported to the Board. Tom Campbell reported for group one and recommended that:

- The ZMD's Code of Ethics should be reviewed.
- Issues regarding conflicts of interest should be emphasized.
- Ensure the ZMD Code of Ethics is consistent with the Subdistrict Codes.
- The ZMD's Code of Ethics should exceed the minimum legal requirements; it should reflect "best practices".
- A discussion of a Whistleblower Policy was deferred.

Thelma Cook suggested that following the recommendations and revisions for the ZMD Code of Ethics copies of the draft be made available to the Mayor of St. Louis and the County Executive for comments and suggestions.

Summary of Group Two: (Charlie Valier, Ben Uchitelle and Robert Lowery) reported to the Board. Ben Uchitelle reported for group two and recommended that:

- The ZMD's Code of Ethics should be reviewed.
- A possible preamble to the Code of Ethics was presented.
- Conflicts of interest and perceived conflicts of interest should be addressed.
- The current ZMD Code of Ethics requires the disclosure of financial interests for the prior year; disclosure should be immediate.

Other Comments and/or Suggestions


- Thelma Cook emphasized that, in order for the ZMD Board to revise its Code of Ethics, individual Board Members may need to comprise on an opinions and/or individual views, in order to create a functional Code of Ethics. The revision of the Code of Ethics is a Board obligation to the taxpayers of St. Louis City and County.
- Thelma Cook appointed the members of Code of Ethics Committee: Charlie Valier, Tom Campbell and Ben Uchitelle. The purpose of the Committee is to develop a draft ZMD Ethics Policy and present it to the Board.

Thelma Cook explained that the discussion of Board Training was delayed due to the presentation by Alderman Roddy.

There being no other business, Robert Powell moved that the meeting be adjourned. Robert Lowery seconded the motion, which was adopted unanimously with all members voting "aye."

The meeting adjourned at 8:30 p.m.

Respectfully submitted,


Secretary