

## METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

St. Louis, MO  
August 28, 2018

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in the T. Rex Room, at the St. Louis Science Center, St. Louis, Missouri at 12:00 p.m. on Tuesday, August 28, 2018. The primary purpose of the meeting was to review the Science Center's 2017 operations and its 2018 budget.

Ms. Chadwick, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order.

She then asked for a roll call, the following Board members were present:

Christine Chadwick	Thomas Mummert
Pat Coleman	Darnetta Clinkscale

Michelle Harris joined the meeting shortly after roll call. Other persons attending the meeting included Michael Chivell from Armstrong Teasdale LLP, the District's legal counsel; and District employees: J. Patrick Dougherty, Jina Choi and LaQuana Dilworth.

Public Comments: The Chair asked for public comments; no comments resulted.

The Chair welcomed the Science Center Subdistrict Commissioners, Trustees and Administrative Staff and any guests and visitors present. Ms. Chadwick, also noted the special guided tour of the Moon Exhibit held before the meeting and thanked staff for the opportunity. Ms. Chadwick congratulated Bert Vescolani on his new position as CEO/President of the Denver Zoo but noted that his move, in early September, was a great loss for the Science Center and also for our Region.

Science Center Budget Presentation: Gene Toombs, Vice Chairman of the Board of Commissioners opened the presentation. Mr. Toombs discussed Bert Vescolani's resignation from the Science Center and move to the Denver Zoo to become their CEO and President. Barb Boyle will fill in as interim CEO while Donna Wilkinson and the other Commissioners will work with an executive search firm to find Mr. Vescolani's replacement.

Mr. Vescolani presented the Science Center's highlights for 2017 and Ms. Boyle reviewed the financial data.

Upon completion of the budget presentation and questions from the ZMD board members, the meeting recessed. After a short break, the Chair called the meeting to order.

Approval of Minutes: The Chair called for the approval of the minutes from the August 7, 2018 regular Board meeting. Ms. Harris moved that the August 7<sup>th</sup> minutes be approved with an amendment to reflect the moment of silence dedicated in honor of Mr. Lowery. Mr. Mummert seconded the motion. The Chair asked for a discussion; none resulted. The amended minutes were approved with all members voting "Aye".

The Chair called for the approval of the minutes from the August 7, 2018 closed session. Ms. Coleman moved that the August 7<sup>th</sup> closed session minutes be approved. Ms. Harris seconded the motion. The Chair asked for a discussion; none resulted. The minutes were approved with all members voting "Aye".

Review of the Presentation by Science Center Management: The Chair called for comments and discussion on the information presented by the Science Center's management. The discussion included the following comments from Board members:

- The Board was saddened to hear that Bert Vescolani is leaving his post as the SLSC President and CEO.
- Board members were excited to hear details related to the renovations and improvements planned for the Omnimax Theater.
- The Board commends Science Center's management for its participation in Carnegie STEM Excellence Pathway and AAM Community Engagement Initiative.
- The Board urge management to incorporate a strategic plan progress report within each future budget presentation.
- Board members would like information on the community engagement model as it unfolds.
- The Board appreciated the fact that management reviewed the Board's questions regarding the contents of the budget document and provided answers to these inquiries during the presentation.
- Board members commend the Subdistricts on their shared services regarding healthcare.

Executive Director's Report: Ms. Choi presented the May, June and July 2018 internal financial reports.

Mr. Dougherty gave an update on the security audit status. The Art Museum has completed the audit process and has receive their report from BDO. The other four institutions have also completed the audit process and BDO is in the process of writing the reports. The ZMD still has work to do to complete the process.

Communications Committee: Ms. Harris reported an update regarding the production of the Report to the Community. Mr. Dougherty reported that the initial Economic Impact Study is complete. The ZMD, as a whole, brings \$589.4 million and 4845 jobs into the community. The Committee is considering a press release from the Regional Chamber for the final study results.

Audit Committee: Mr. Dougherty reported that the Committee will meet on September 11, 2018 at 10:00 am. The agenda will include: the revised ZMD accounting procedures manual; RFP for the ZMD's auditing services; 2018-2021 audited financial statements; and the Subdistrict voucher formats.

Report of Legal Counsel: Mr. Chivell had no report.

Old Business: No old business.

New Business: The Chair would like to have name tags for the Board Members to wear. It would be helpful for others to recognize who they are when at the institutions. The Board agreed this would be helpful.

Mr. Dougherty will have a list of proposed 2019 meeting dates at the next Board meeting.

Public Comments: The Chair asked for public; no comments resulted.



The Chair then called for a motion to go into Closed Session; pursuant to Section 610.021 (12) of the Revised Statutes of Missouri, in order to discuss the negotiation of contracts. Mr. Campbell moved to close the meeting. Mr. Mummert seconded the motion. A roll call vote was taken and the motion was approved with all members voting "Aye".

The Board went into closed session at 1:47 p.m.

The Closed Session of the meeting adjourned and the regular meeting was reopened to the public at 2:03 p.m. Minutes from the Closed Session of the meeting will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

There being no further business of the Board, Mr. Mummert moved that the meeting be adjourned. Ms. Harris seconded the motion which was unanimously approved.

Respectfully submitted,



Darnetta Clinkscale  
Secretary