

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

St. Louis, Missouri  
June 11, 2019

A regular meeting of the Board of Directors was held at the Missouri Botanical Garden, St. Louis, Missouri at 12:00 p.m. on Tuesday, June 11, 2019. The primary purpose of the meeting was to review and discuss the 2019 budget and 2018 financial statements presented by the Missouri Botanical Garden.

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

Upon roll call, the following Board members were present:

Christine A. Chadwick	Thomas J. Campbell
Darnetta Clinkscale	Pat Coleman
Robert Eggmann	Michelle Harris
Thomas C. Mummert	

Other persons attending the meeting included: District legal counsel Mike Chivell of Armstrong Teasdale LLP and District employees: J. Patrick Dougherty and LaQuana Dilworth.

The Chair welcomed the Botanical Garden Commissioners, Trustees and Staff and thanked the Staff for the special behind the scenes tour of the Oertli Family Hardy Plant Nursery.

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

Botanical Garden and Subdistrict Budget Presentation: Dr. Wyse Jackson welcomed the ZMD Board members and acknowledged the Garden's Commissioners and Trustees. Dr. Wyse Jackson announced that the Garden welcomed over one million visitors in 2018. This is a consistent visitor trend.

Dr. Wyse Jackson introduced Yemi Akande-Bartsch, Chairman of the Botanical Garden Subdistrict. Dr. Akande-Bartsch explained the relationship between the Subdistrict and the Botanical Garden. She stated that the Subdistrict meets regularly with the Garden's executive team and attends the Board of Trustees meetings.

Dr. Wyse Jackson continued the presentation with a discussion on the Garden's change in its accounting year from a calendar year to a fiscal year ending September 30<sup>th</sup>, shared services opportunities, capital investments and educational efforts. Dr. Wyse Jackson described their participation with Miami University (Ohio) in web based Master's degree programs in biology and teaching in the biological sciences. He later presented the financial information.

Upon completion of the budget presentation, the meeting recessed. After a short break, the Chair called the meeting to order. Ms. Clinkscale excused herself from the remainder of the meeting.

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

- ZMD Board members appreciated the fact that the Garden's presentation not only provided an accurate synopsis of the institution's financial activities but also offered an unexpected view of the Garden's daily



operations. Encouraging diverse presenters, both live and videotaped, to “tell their stories” regarding their experiences at the Garden allowed the audience to gain unique insights into the institution’s organization and operations. Board members also welcomed management’s efforts to address their questions within the presentation.

- The Board was pleased to be informed of the Botanical Garden Subdistrict’s continued, active involvement in the Garden’s governance. The Subdistrict Board members’ attendance at the Board of Trustees meetings and participation on governing committees, including Audit, ensures the public that tax dollars are prudently administered.
- The ZMD Board commends the Garden’s management for its community engagement and commitment to sustainability. The Garden’s participation and leadership in varied programs such as the Outdoor Youth Corps job program, Honeysuckle Sweep for Healthy Habitat, and the Green Business Challenge reflect the Garden’s commitment to both its community and sustainability. The Board was also impressed by management’s achievements in Diversity, Inclusion, and Equity during 2018. The Board believes that the initiatives undertaken by Garden management will promote a welcoming, respectful environment for all Garden employees, volunteers, and visitors.
- Board members request that the Garden’s management share updates with the ZMD regarding its expansion plans for the Oertli Family Hardy Plant Nursery, the modernization of the Ridgeway Center, amendments to the Garden’s capital improvement plan, and progress toward the development of the College of Horticulture.

Executive Director’s Report: Mr. Dougherty provided updates on the IT assessment engagement. The Zoo’s assessment plan report has been completed and provided to them. The History Museum’s preliminary report is complete but additional comments may be forthcoming. The issuance of the History Museum’s report will complete the IT assessment engagement.

Mr. Dougherty also reported the changes in insurance premiums from 2018 to 2019. Business Owners, Commercial Umbrella and Workers Comp increased by \$138. Cyber Liability and Deception Extensions were added in 2019 for \$233. Cyber Policy premiums decreased by \$3,130. Executive Risk Extension and Policy coverage increased by \$3,311. Crime Policy increased by \$4,790. The increase in Crime Policy is a result of critical coverage being added for computer fraud, internal controls, banking transfer fraud and social engineering fraud. These coverages were not addressed in the previous policies.

Audit/Finance Report: Mr. Eggmann reported that the committee met on May 30, 2019 to review and discuss the proposals received for Managed IT Services. Proposals were received from: Data Dynamics, Newberry Group, GFI Digital and BDO. The committee decided that BDO and GFI were more expensive than the other two companies, whose proposals were in the same range. Ultimately, the committee chose Newberry Group because it has over twenty years of service in managed IT. Newberry Group’s transformation cost is \$2,297 and monthly fees are \$625.

Mr. Eggmann moved that the full ZMD Board endorse the decision of the Audit Committee to retain the services of Newberry Group. The Chair asked for a discussion; none resulted. The Audit Committee’s recommendation was approved with all members voting “Aye”.

Communication Committee: Ms. Harris reported an update on the Report to the Community. The responses from the Subdistricts for their content are due on June 14, 2019. Ms. Harris will meet with Mr. Dougherty to start the next step. The report is still on target for the late summer/early fall projected date.

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

Old Business: No old business.

New Business: The Chair reported that there will be a shared services kickoff meeting for the Subdistricts held on August 7, 2019. RSM will participate in the meeting and all Subdistrict EO's and CFO's have confirmed their attendance.


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

The Chair asked for a motion to go into Closed Session to discuss personnel issues with a closed record and vote on all matters and actions taken by the Board as provided in section 610.021 (3), Revised Statutes of Missouri. Mr. Mummert moved to close the meeting Mr. Campbell seconded the motion. The motion passed with Ms. Chadwick, Mr. Campbell, Ms. Coleman, Mr. Eggmann, Ms. Harris and Mr. Mummert voting "Aye".

The Board meeting reconvened at 2:18 p.m. with the Chair reopening the public portion of the meeting.

There being no further business of the Board, Mr. Eggmann moved to adjourn the meeting. Mr. Mummert seconded the motion which was unanimously approved. The Board meeting adjourned at 2:19 p.m.

Respectfully submitted,



Darnetta Clinkscale  
Secretary