

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

St. Louis, MO
July 16, 2019

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, July 16, 2019. The primary purpose of the meeting was to review the Science Center's 2018 operations and its 2019 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 J. Campbell
Robert Eggmann	Thomas 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 Science Center Commissioners, Trustees and Staff and thanked the Staff for the special behind the scenes tour of *Pompeii: The Exhibition*.

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

Science Center Budget Presentation: Gene Toombs, Chairman of the Board of Commissioners, opened the presentation and gave an update on the President/CEO search process. Phillips Oppenheimer is helping with the search. The committee reviewed over a dozen qualified candidates, interviewed eight, and then chose two finalists. Ultimately, they decided not to select either candidate and continue with the search. As of now, they have three good candidates to choose from. The goal is for the new President/CEO to begin his/her employment by October 1, 2019.

Barb Boyle, Interim President/CEO, continued the presentation with a review of the Science Center's 2018 operations and its 2019 budget. Siinya Williams, Sr. Director of Community Science, reported on community engagement. Jackie Mollet, Managing Director of Visitor Services, discussed the Science Center's exhibits.

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 June 11, 2019 regular Board meeting and closed session. Mr. Campbell moved that the minutes be approved. Mr. Eggmann 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 regarding the information presented by the Science Center's management. The discussion included the following comments from Board members:

- The Board has long believed that the establishment of a structured shared services program, composed of the ZMD and the five related cultural institutions, will lower operating expenses, enhance efficiency, and improve the productivity of each organization. Board members were encouraged that, during the presentation, management pinpointed several specific areas for which a shared services program could result in positive outcomes.
- The fact that 15,870 households held Science Center memberships at the end of 2018 was not unnoticed by the Board. Membership was at an 8-year high and generated \$1,167,000 in revenue. These accomplishments are significant and reflect the level of planning and effort exerted by the Membership Department staff and management.
- Board members also wish to congratulate management on the 20th anniversary of Youth Exploring Science (YES). The fact that STEAM-related post-secondary education is being pursued by 98% of the 2019 YES graduating class is indicative of the program's success. The Board also appreciates the nature of the YES Teens' community engagement. Events such as the Science Savvy Series and Pop-Up Science provide the YES Teens with opportunities to "connect" with a broad cross-section of the regional population as they represent the Science Center.
- The Board commends the Science Center's participation in the development of the COVES assessment program. COVES provides management with objective data regarding the visitor experience. This data is a key management tool for reaching decisions regarding Science Center services and programming as well as responding to challenges in an ever-changing environment.
- Although it must be very frustrating to have conducted the President/CEO search process without selecting a final candidate, the ZMD Board commends the Search Committee members for their persistence and determination to find the individual who is the "right fit" for the Saint Louis Science Center. Members request that management update the ZMD as the President/CEO search continues. Members also wish to be informed regarding the status of the Capital Campaign and the Science Center's Volunteer Program.

Executive Director's Report: Mr. Dougherty gave an update on the IT assessment engagement. All reports have been completed and shared with the institutions, with the exception of the History Museum. BDO is scheduled to meet with the History Museum's management on Wednesday.

Communications Committee: Mr. Dougherty reported that all articles, for the annual report, have been received and forwarded to St. Louis Magazine.

Audit Committee: Mr. Eggmann had no report.

Report of Legal Counsel: Mr. Chivell reported that the Board has until September 15, 2019 to re-adopt the Code of Ethics.

Old Business: The RSM shared services kickoff meeting will be held on August 7, 2019. Board members are impressed with the experience that the ZMD has had with RSM thus far.

New Business: No new business.

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

The Chair then called for a motion to go into Closed Session; pursuant to Section 610.021 (3) of the Revised Statutes of Missouri, in order to discuss personnel issues. Mr. Campbell moved to close the meeting. Mr. Mummert seconded the motion. The motion was approved with all members voting "Aye".

The Board went into closed session at 1:30 p.m.

The closed session of the meeting adjourned and the regular meeting was reopened to the public at 1:57 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. Mr. Campbell seconded the motion which was unanimously approved.

Respectfully submitted,



Darnetta Clinkscale
Secretary

**RESOLUTION OF THE METROPOLITAN
ZOOLOGICAL PARK AND MUSEUM DISTRICT BOARD
CONFIRMING ADOPTION OF ETHICS POLICY**

WHEREAS, the proper operation of a political subdivision requires that public officials and employees be independent, impartial and responsible to the people; that government decisions and policy be made in the proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government; and

WHEREAS, in recognition of these goals, the Metropolitan Zoological Park and Museum District (the "District") established a procedure for disclosure by certain officials and employees of private financial or other interests in matters affecting the District pursuant to the Code of Ethics of the District (the "Code of Ethics"), which was adopted by the District's board of directors on October 29, 2015 and as amended from time to time and was confirmed by the District's board of directors on August 1, 2017, as is recorded and on file at the District office; and

WHEREAS, the Code of Ethics provides a procedure to disclose potential conflicts of interest and substantial interests for certain of its officials in conformance with the requirements of Section 105.485.4 of the Revised Statutes of Missouri, as amended;

NOW, THEREFORE, BE IT RESOLVED by the Metropolitan Zoological Park and Museum District Board as follows:

Section 1. The Code of Ethics is hereby confirmed as the ethics policy for the District pursuant to Section 105.485.4 of the Revised Statutes of Missouri, as amended, for the period ending September 15, 2021.

Section 2. The District's board of directors shall comply with the Code of Ethics unless and until it is revoked, amended or otherwise modified.

Section 3. The Secretary or his or her designee shall send a certified copy of this resolution to the Missouri Ethics Commission within ten days of its adoption; provided, however, that the failure to send such certified copy does not exempt any member of the District's board of directors from complying with the terms of the Code of Ethics in the form most recently adopted.

Section 4. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transaction contemplated by this resolution are hereby ratified and confirmed, and the District shall, and the representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this resolution, and to carry out, comply with and perform the duties of the District with respect to the resolution.

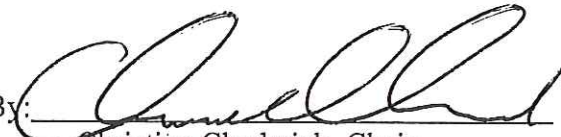
Section 5. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 6. This Resolution shall take effect and be in full force upon its passage by the District.

Passed this 6th day of August, 2019.

**METROPOLITAN ZOOLOGICAL PARK
AND MUSEUM DISTRICT**

ATTEST:

By: 
Christine Chadwick, Chair

ATTEST:

By: 
Thomas Mummert, Assistant Secretary