

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

St. Louis, MO
August 6, 2019

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in the AT&T Foundation Multipurpose Room, at the Missouri History Museum, St. Louis, Missouri at 12:00 p.m. on Tuesday, August 6, 2019. The primary purpose of the meeting was to review the History Museum's 2018 operations and its 2019 budget.

Bob Cox, Missouri Historical Society Board of Trustees Chair, welcomed Board members, reviewed 2018 highlights for the Museum, and also congratulated Dr. Levine on her 5 years of service. 2018 was a very successful year, according to Mr. Cox, despite the failure of the Museum's freight elevator. The freight elevator impacted the Museum's exhibit schedule as well as the sponsorship donors.

Judy Abrams, Missouri History Museum Subdistrict Chair, welcomed the Board and expressed her appreciation for the partnership, with the Metropolitan Zoological Park and Museum District, in funding and overseeing the tremendous work at the History Museum. The Commission is proud of its responsibility to provide oversight and partnership in the policy setting and management of the Museum.

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
Pat Coleman	Robert Eggmann
Michelle Harris	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 Missouri History Museum Subdistrict Commissioners, the Missouri Historical Society Trustees and the administrative staff and thanked the staff for the special behind the scenes tour of *Pulitzer Prize Photographs – In Focus: "St. Louis Post-Dispatch Photographs"*.

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

History Museum Budget Presentation: Dr. Frances Levine, President, congratulated and thanked Karen Goering, Managing Director of Administration and Operations, for her leadership during the renovation of Soldiers Memorial. Dr. Levine also reported on the benefits that resulted from the Historical Society's rebranding. She, later, discussed the Museum's 2018 operations and strategic plan.

Christina Renz, CFO, highlighted the major elements within the Historical Society's 2019 budget and explained that year-to-date expenditures are below budget.

Ms. Coleman dismissed herself from the meeting at 12:55 pm.

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 July 16, 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 History Museum Management: The Chair called for comments and discussion regarding the information presented by the Historical Society's management. The discussion included the following comments from Board members:

- ZMD Board members congratulate the Missouri Historical Society's management on the 2018 completion of the multi-million dollar renovation of Soldiers Memorial, a St. Louis landmark that has been transformed into a state-of-the-art museum honoring military service, veterans, and their families. Board members also applaud MHS management for its various community programs and collaborations with both local and international organizations. The resulting lectures, films, theater projects, and other special events encourage individuals with varied perspectives to discuss and review the past.
- Board members agree that the Missouri Historical Society's projected facility and physical plant investment (through 2022) indicates that management understands the organization's capital structure and is deliberate about setting and reaching realistic long-term financial goals.
- In a United Nations report on development and environment, it was noted that sustainable development meets the needs of the present without compromising the well-being of future generations. The ZMD Board believes the Missouri Historical Society's receipt of the LEED Gold and True Zero-Waste Certifications for the Soldiers Memorial renovation along with being recognized as the top-ranked 2018 St. Louis Green Business Challenge's Award of Merit winner (Champion Division) are concrete examples of the Society's ability to both meet its current needs and protect the environment for future generations. The Board was also impressed by management's achievements in the area of accessibility. The accessibility initiatives undertaken by the Missouri Historical Society will promote a welcoming, respectful environment for all employees, visitors, and volunteers at each of the three Missouri Historical Society facilities.
- Board members are seeking clarification regarding the funding for operations at Soldiers Memorial. The members are aware that an endowment, created by private donors, is expected to generate \$1.125 million annually for "base level" operations at Soldiers Memorial and that no tax funds will be used. In years during which the Soldiers Memorial operating expenses exceed the private endowment "draw", what source(s) of supplementary funding is/are available to cover the additional operating expenses? Board members request that MHS management share updates with the ZMD regarding future programing at Soldiers Memorial and the development of 2020s Vision.

Executive Director's Report: Mr. Dougherty gave an update on the IT assessment engagement. All reports have been completed and shared with the institutions. BDO presented a draft letter detailing the manner in which each institution was presented its individual IT assessment report.

Mr. Dougherty also reported that Newberry Group has completed mission control over the District's IT systems. The Deputy Executive Director position interviews will be held on August 9, 2019 beginning at 1:00 pm. Three candidates are scheduled to be interviewed.

Communications Committee: Ms. Harris reported that all articles, for the annual report, have been received and forwarded to St. Louis Magazine. Several possible covers have been prepared for review and the report's statistics and introductory letter will be completed within the next two weeks.

Audit Committee: Mr. Eggmann had no report.

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

Old Business: No old business.

New Business: Mr. Chivell reported that the District's Code of Ethics must re-adopted and submitted to the Missouri Ethics Commission by September 18, 2019. This process allows Board Members to use the short form to submit their individual Financial Disclosures. The Code of Ethics' Article IV – Avoidance of Conflicts of Interest was discussed. The discussion centered on the use of the same professional service provider by the District and a Subdistrict. It was suggested that Article IV be amended and that the professional service provider provision be removed. Further discussion regarding this matter was tabled. There was consensus, however, that the IT assessment and shared services engagements do not violate the ZMD's Code of Ethics.

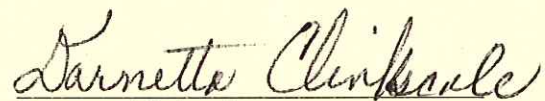
The Chair called for a motion to approve the Resolution of the Metropolitan Zoological Park and Museum District Board Confirming Adoption of Ethics Policy. Mr. Mummert moved to approve the resolution. Mr. Campbell seconded the motion. The motion was approved with all members voting "Aye".

Mr. Eggmann dismissed himself from the meeting at 1:53 pm.

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

The Chair then called for a motion to adjourn the meeting. Mr. Campbell moved to close the meeting. Ms. Harris seconded the motion. The motion was approved with all members voting "Aye". The meeting was adjourned at 1:56 pm.

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