

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

St. Louis, Missouri
January 28, 2020

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held at 120 South Central Avenue, Suite 1800, on Tuesday, January 28, 2020 at 12:00 p.m.

Christine 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 Chadwick
Pat Coleman
Jill Nowak

Thomas Campbell (by phone)
Robert Eggmann

Darnetta Clinkscale and Michell Harris both joined, in person, later. Thomas Mummert was absent. Others attending the meeting included: J. Patrick Dougherty, Matthew L. Pollock and LaQuana S. Dilworth, District employees; Rick Gratz and Brian Wuertz from Kerber Eck & Braeckel (KEB); and Michael A. Chivell from Armstrong Teasdale LLP, the District's legal counsel.

Public Comments: The Chair asked for public comments from those in attendance; no comments resulted.

Approval of the Minutes: The Chair called for the approval of the minutes from the regular Board meeting and the closed session held on December 10, 2019. Mr. Eggmann moved that the minutes be approved. Ms. Nowak seconded the motion. The Chair asked for a discussion; none resulted. The minutes were approved with Mr. Campbell, Ms. Chadwick, Ms. Clinkscale, Ms. Coleman, Mr. Eggmann and Ms. Nowak voting "Aye".

Election of Officers: Ms. Coleman moved to nominate Robert Eggmann to serve as Chair of the District for a two-year term. Mr. Campbell seconded the motion. A roll call vote to approve the motion was taken. The motion passed with Mr. Campbell, Ms. Chadwick, Ms. Clinkscale, Ms. Coleman, Mr. Eggmann and Ms. Nowak voting "Aye".

Ms. Coleman moved to nominate Darnetta Clinkscale to serve as Vice Chair of the District for a two-year term. Mr. Eggmann seconded the motion. A roll call vote to approve the motion was taken. The motion passed with Mr. Campbell, Ms. Chadwick, Ms. Clinkscale, Ms. Coleman, Mr. Eggmann and Ms. Nowak voting "Aye".

Ms. Coleman moved to nominate Thomas Mummert to serve as Treasurer of the District for a two-year term. Mr. Campbell seconded the motion. A roll call vote to approve the motion was taken. The motion passed with Mr. Campbell, Ms. Chadwick, Ms. Clinkscale, Ms. Coleman, Mr. Eggmann and Ms. Nowak voting "Aye".

Ms. Coleman moved to nominate Michelle Harris to serve as Secretary of the District for a two-year term. Ms. Clinkscale seconded the motion. A roll call vote to approve the motion was taken. The motion

passed with Mr. Campbell, Ms. Chadwick, Ms. Clinkscale, Ms. Coleman, Mr. Eggmann and Ms. Nowak voting "Aye".

Ms. Chadwick thanked the Board, for their dedication and stewardship, as well as the District's counsel and staff. With great admiration, Ms. Chadwick passed the gavel to Mr. Eggmann.

Mr. Eggmann, the newly appointed Board Chair, conducted the remainder of the meeting. He recognized Ms. Chadwick's leadership as Board Chair. Her accomplishments include completing a ZMD sponsored IT assessment involving each cultural institution and the ZMD office; hiring an independent consulting firm to launch a shared services analysis; completing timely annual performance reviews for staff; and recruiting and hiring a full time Deputy Executive Director. Mr. Eggmann reported that a tribute brick to recognize Ms. Chadwick's service as District Chair will be purchased at the Subdistrict institution of her choosing.

Executive Director's Report: Mr. Dougherty presented the District's internal financial statements for the month of December 2019. No discussion resulted.

Brian Wuertz provided the Board with an overview of the procedures to be conducted during the upcoming audit of the District's December 31, 2019 financial statements. The audit fieldwork is scheduled to be conducted during the week of March 9, 2020. The audit report will be completed by the end of March in order to meet the requirement that the report be delivered to the City Mayor and County Executive on or before April 13, 2020.

Mr. Dougherty reminded Board members of the certifications and financial disclosures coming due.

Mr. Pollock reported an update regarding the status of the RSM Shared Services engagement. RSM has received all data requests and began analyzing that data. They are running on schedule and the first deliverable can be expected around mid-February. A discussion ensued.

Finance/Audit Committee Report: Mr. Eggmann had no report.

Communications Committee Report: Ms. Harris had no report.

Report of Legal Counsel: Mr. Chivell reported that the Board certifications are due at the end of the month and are required by the Code of Ethics.

Old Business: No old business.

New Business: No new business.

Public Comments: The Chair asked for public comments from those in attendance; no comments resulted.

Mr. Eggmann then asked for a motion to go into closed session; pursuant to Section 610.021 (15) of the Revised Statutes of Missouri, in order to discuss details related to the negotiation of a contract. Ms. Clinkscale moved to close the meeting. Ms. Coleman seconded the motion. A roll call vote to approve the motion was taken. The motion passed with all members voting "Aye".

The Board went into closed session at 12:24 p.m.

The closed session of the meeting adjourned, and the regular meeting was reopened to the public at 12:43 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, Ms. Clinkscale moved that the meeting be adjourned. Ms. Chadwick seconded the motion which was unanimously approved.

Respectfully submitted,



Michelle Harris
Secretary