

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

St. Louis, Missouri
July 27, 2021

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held via Zoom at 7733 Forsyth Boulevard, Suite 550, on Tuesday, July 27, 2021, at 12:00 p.m. The primary purpose of the meeting was to review and discuss the 2021 budget and 2020 financial statements presented by the Missouri Botanical Garden Subdistrict and the Missouri Botanical Garden (the "Garden").

Robert Eggmann, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. Upon roll call, the following Board Members were present:

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

Jill Nowak was absent. Other persons attending the meeting included Michael A. Chivell from Armstrong Teasdale LLP, the District's legal counsel, Steve Mermelstein, Consultant for RSM, and District employees: J. Patrick Dougherty, Adrienne Mack, and Matthew Pollock.

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

Missouri Botanical Garden Subdistrict and Missouri Botanical Garden Budget Presentation: The Chair welcomed the Missouri Botanical Garden Subdistrict Commissioners, Missouri Botanical Garden Trustees, the Garden's Management Team, and other guests.

David M. Hollo, Chair of the Missouri Botanical Garden Trustees, welcomed and thanked the District Board for allowing the Garden to participate in the meeting. Mr. Hollo discussed the anticipation of the next annual meeting being in person, which will begin with a tour of the new Jack C. Taylor Visitor Center. He highlighted the challenges of COVID-19, the Garden had no layoffs or furloughs, and the initiation of respite for first responders.

Dr. Yemi Susan Akande-Bartsch, Immediate Past-Chair of the Missouri Botanical Garden Subdistrict, complemented the Garden on sound management, humane policy programming, and response to the pandemic. Dr. Akande-Bartsch commended the Garden on their response to the civil unrest in the community. She shared that the responsibility of the Subdistrict's Board is to the taxpayers of St. Louis City and County.

Dr. Peter Wyse Jackson, President and Director of the Missouri Botanical Garden, shared the Garden's Governance structure and showed photos of the Garden's leadership team. Dr. Wyse Jackson continued the presentation by emphasizing the Strategic Plan that guides the Garden in everything it does. Objectives of the Strategic Plan included Cultural Institution, Financial Planning and Continuity, Organizational Capability, and Plant Conservation. He stated that the Strategic Plan was set to run through 2020 or a further period until the pandemic passes and the Jack C. Taylor Visitor Center is completed.

Dr. Wyse Jackson continued by presenting the Garden's 2020 Financials. He reported that the Garden's Balance Sheet remains strong with Total Net Assets nearing \$311 million and the Garden has no debt. Dr. Wyse Jackson stated that the Paycheck Protection Program (PPP) Loan was fully forgiven in late June. He shared a graphic that provided a breakdown of the Garden's Operating Revenues for 2017 through 2021. Dr. Wyse Jackson continued with stating that the Garden's Revenue is diversified and not dependent on visitors alone. It has grown its endowment, admissions, visitor related, and membership revenue. He noted the Garden's appreciation of the support by the City and County taxpayers, however, is looking for other opportunities to grow revenue to fund the Garden's needs without issuing debt or seeking other taxpayer support. The District's support has remained 24%-27% for the last five years, but higher in 2020 due to reduced visitor related revenue caused by COVID-19. Dr. Wyse Jackson highlighted that 60% of Operating Expenses are spent on program services. He provided an overview of the Garden's Bioinformatics, a major program expense, that organizes and manages data on plants for stakeholders, the St. Louis community and around the world.

Dr. Wyse Jackson continued the presentation by discussing the completion of a Compensation Benchmark Study, which was started prior to the pandemic. It resulted in increasing entry-level pay, implemented pay adjustments, and added 2% pay increases to all staff. He shared that the Garden intends to implement a \$15/hour minimum pay rate by 2022.

Next, Dr. Wyse Jackson shared updates on Cyber Security enhancements, which include 24 x 7 monitoring services, training, and two-factor authentication. He gave feedback on the Shared Services opportunities.

Dr. Wyse Jackson continued by highlighting the construction progress of the Jack C. Taylor Visitor Center. Phase 1 was completed Fall 2020 and is the main entrance to the Garden as construction is still in progress. Phase 2 and 3 will be completed in 2022. Also, he discussed the new entry garden spaces, new floral conservatory, new plants grown in the Ortel Family Hardy Plant Nursery, and over 46,000 plants grown for the new landscape.

Dr. Wyse Jackson discussed the Garden being closed for three months causing some revenue challenges due to the cancellation of annual events, but the Garden family remained the #1 priority. He continued that during the closure, innovative methods were established for staff to work remotely, implemented flexible schedules, and created a new social media channel for volunteers to stay connected. Dr. Wyse Jackson shared that the key item implemented for connecting with the community was for BJC employees to connect with the Therapeutic Horticulture Team for the Journey to Well-Being. Dr. Wyse Jackson continued his presentation with Operating updates, 2021 events, and provided an update on Diversity, Inclusion, and Belonging. He then introduced the new Director of Diversity, Inclusion, and Belonging, Amanda Shields, hired in February 2021.

Amanda Shields expressed her appreciation for the opportunity to be a part of the Garden. She discussed the strategy of building on inclusion, both internally and externally. Ms. Shields shared two phases of this strategy: Quick wins and long-term objective measures.

Dr. Wyse Jackson concluded with sharing a video on the Worldwide Research Program, and the purpose, goals, and membership of the Board Level Community Relations Advisory Group.

At the conclusion of the presentation, the Chair opened the meeting for questions and/or comments from the District Board Members. Discussions followed. The Chair thanked and complimented the Garden's management for their presentation.

Approval of Minutes: The Chair called for the approval of the minutes from the June 29, 2021, regular Board meeting. Mr. Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for discussion; no discussion ensued. The minutes were approved with all present members voting "Aye".

Review of the Budget Presentation: The Chair called for comments and discussion regarding the information presented by the Garden's management. The discussion included the following comments from Board Members:

- Board Members complimented the Garden on its programs – online and virtual.
- Board Members praised the Garden's cyber security update and the attention to detail in addressing the findings from the BDO report.
- Board Members were impressed with the Garden's endowment growth and no debt.
- Board Members would like updates on Diversity, Inclusion, and Belonging strategy and plans on diversifying the leadership team.
- Board Members appreciated the implementation of questions in the presentation and being efficient/concise with the deliverance of the presentation.
- Board Members would like to know more about the Garden's involvement in climate change research.

Executive Director's Report: Mr. Dougherty discussed the June 2021 internal financial reports.

Communications Committee Report: Ms. Harris had nothing to report.

Audit Committee Report: Mr. Mummert had nothing to report.

Diversity, Equity, Inclusion Committee Report: Ms. Clinkscale shared the proposed values statement. Wording revisions were discussed.

Ms. Chadwick moved that the values statement be approved. The Chair asked for discussion; no discussion ensued. The values statement was approved with the members present voting "Aye".

Report of Legal Counsel: Mr. Chivell reviewed and discussed the Resolution of the Zoo Museum District Board Confirming Adoption of Ethics Policy.

Mr. Campbell moved to adopt the resolution. Ms. Chadwick seconded. The Resolution of the Zoo Museum District Board Confirming Adoption of Ethics Policy was approved with members present voting "Aye"

Old Business: Steve Mermelstein, RSM Consultant, provided an update on the Shared Services and Joint Purchasing engagement.

New Business: The Chair discussed the need to be thinking about restarting Subdistrict agreed upon procedures for 2022. He also mentioned he will be out of the country August 31 and Ms. Clinkscale will chair the next meeting. Ms. Clinkscale reminded the Board members about a potential reception for the District's 50th anniversary. A discussion ensued.

There being no further business of the Board, Ms. Clinkscale moved to adjourn the meeting. Mr. Campbell seconded the motion, which was unanimously approved.

Respectfully submitted,

Michelle Harris

Michelle Harris
Secretary

SIGNATURE CERTIFICATE




REFERENCE NUMBER

394D693E-CC71-4C28-B25E-9FC0FDD6FED1

TRANSACTION DETAILS	DOCUMENT DETAILS
<p>Reference Number 394D693E-CC71-4C28-B25E-9FC0FDD6FED1</p> <p>Transaction Type Signature Request</p> <p>Sent At 01/05/2022 13:00 EST</p> <p>Executed At 01/05/2022 15:15 EST</p> <p>Identity Method email</p> <p>Distribution Method email</p> <p>Signed Checksum 0d50cf0057e7d97cc8cb3391854beefdde5cdf00ccf1d93f41468091442b83</p> <p>Signer Sequencing Disabled</p> <p>Document Passcode Disabled</p>	<p>Document Name 2021 Minutes July 27 2021</p> <p>Filename 2021_minutes_july_27_2021.pdf</p> <p>Pages 4 pages</p> <p>Content Type application/pdf</p> <p>File Size 115 KB</p> <p>Original Checksum 41bf0177482eb81c322e0642e6132752391e6336b079f962ec58dbc6945562b8</p>

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
<p>Name Michelle Harris</p> <p>Email m9harris@gmail.com</p> <p>Components 1</p>	<p>Status signed</p> <p>Multi-factor Digital Fingerprint Checksum 2bb4bcac1affab1189d6511f773f2963d4c406ac1c1e8b77f68a172d41d229d</p> <p>IP Address 75.132.115.47</p> <p>Device Safari via Mac</p> <p>Typed Signature </p> <p>Signature Reference ID F6033A9A</p>	<p>Viewed At 01/05/2022 15:15 EST</p> <p>Identity Authenticated At 01/05/2022 15:15 EST</p> <p>Signed At 01/05/2022 15:15 EST</p>

AUDITS

TIMESTAMP	AUDIT
01/05/2022 13:00 EST	Adrienne Mack (amack@zmdstl.org) created document '2021_minutes_july_27_2021.pdf' on Chrome via Windows from 99.178.155.178.
01/05/2022 13:00 EST	Michelle Harris (m9harris@gmail.com) was emailed a link to sign.
01/05/2022 15:15 EST	Michelle Harris (m9harris@gmail.com) viewed the document on Safari via Mac from 75.132.115.47.
01/05/2022 15:15 EST	Michelle Harris (m9harris@gmail.com) authenticated via email on Safari via Mac from 75.132.115.47.
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