

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

St. Louis, Missouri
February 8, 2022

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, February 8, 2022 at 12:00 p.m.

Darnetta Clinkscale, Vice 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	Thomas Campbell
Thomas Mummert	Kenneth Powell
Michelle Harris	Darnetta Clinkscale

Jill Nowak was absent. Other persons attending the meeting included Michael A. Chivell from Armstrong Teasdale LLP, the District’s legal counsel; Steve Mermelstein from RSM US, LLP and District employees: Matthew L. Pollock and Adrienne Mack.

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

The Vice Chair introduced new Board member, Kenneth Powell, III, managing partner at Powell Law Firm. Kenneth (Kenny) Powell shared that he was born and raised in St. Louis, MO; married to April and they have 3 daughters, and he expressed his gratitude to be able to serve on the ZMD Board.

Election of Officers: Ms. Chadwick moved to nominate Darnetta Clinkscale 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 was approved with all members present voting “Aye”.

Ms. Chadwick moved to nominate Michelle Harris to serve as Vice 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 was approved with all members present voting “Aye”.

Ms. Chadwick 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 was approved with all members present voting “Aye”.

Ms. Chadwick moved to nominate Jill Nowak to serve as Secretary 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 was approved with all members present voting “Aye”.

Ms. Clinkscale, the newly appointed Board Chair recognized Mr. Eggmann’s, leadership as Board Chair and his 6 years of service on the Board. She stated that Mr. Eggmann led with fidelity, was easily accessible and always put the subdistricts and community first. A discussion ensued.

Approval of the Minutes: The Chair called for the approval of the minutes from the Closed Session held on September 28, 2021. Christine Chadwick moved that the minutes be approved. Mr. Campbell seconded

the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Special Board meeting held on November 3, 2021. Christine Chadwick moved that the minutes be approved. Mr. Mummert seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Closed Session held on November 3, 2021. Thomas Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Special Board meeting held on November 8, 2021. Christine Chadwick moved that the minutes be approved. Mr. Campbell seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Closed Session meeting held on November 8, 2021. Thomas Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Special Board meeting held on December 2, 2021. Thomas Campbell moved that the minutes be approved. Mr. Mummert seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Closed Session meeting held on December 2, 2021. Thomas Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the regular Board meeting held on December 14, 2021. Thomas Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

The Chair called for the approval of the minutes from the Closed Session held on December 14, 2021. Thomas Campbell moved that the minutes be approved. Ms. Chadwick seconded the motion. The Chair asked for a discussion; No discussion ensued. The minutes were approved with all members voting “Aye”

Executive Director’s Report: Mr. Pollock presented the District’s internal financial statements for the months of November and December 2021. He discussed the upcoming Audit, March 14-16, 2022, Code of Ethics, and the Missouri Ethics Commission filings that are due. Mr. Pollock gave an operations update on the ZMD’s process changes, obtaining signatures from the Board members, and the proposed change to bank signers.

Personnel Committee Report: Ms. Clinkscale had no report. She did state there would be a Closed Session immediately following this meeting to discuss the new ZMD Staffing model.

Communications Committee Report: Ms. Harris had no report.

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

Diversity, Equity, and Inclusion Committee Report: Ms. Clinkscale had no report.

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

Old Business: Steve Mermelstein answered questions from Board members about the Shared Services report that was shared with the subdistricts.

New Business: Mr. Campbell announced his resignation from the ZMD Board effective February 9, 2022 after dutifully serving for 13 years. A discussion ensued.

Ms. Clinkscale then asked for a motion to go into closed session; pursuant to Section 610.021 (3) and (13) of the Revised Statutes of Missouri, to discuss details related to personnel matters. Ms. Chadwick moved to close the meeting. Mr. Mummert seconded the motion. A vote to approve the motion was taken. The motion passed with all members voting "Aye".

The Board went into closed session at 1:06 p.m.

The closed session of the meeting adjourned, and the regular meeting was reopened to the public at 1:20 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. Harris moved that the meeting be adjourned. Ms. Chadwick seconded the motion which was unanimously approved.

Respectfully submitted,

Jill Nowak

Jill Nowak
Secretary