

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

St. Louis, Missouri
June 28, 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, June 28, 2022, at 12:00 p.m. The primary purpose of the meeting was to review and discuss the 2022 budget and 2021 financial statements presented by the Missouri Botanical Garden Subdistrict and the Missouri Botanical Garden (the “Garden”).

Darnetta Clinkscale, Chair of the Metropolitan Zoological Park and Museum District (“District”), called the meeting to order. Upon roll call, the following Board Members were present:

Jill Nowak	Kenneth Powell
Christine A. Chadwick	Darnetta Clinkscale
Thomas C. Mummert	Michelle Harris

Other persons attending the meeting included Michael A. Chivell from Armstrong Teasdale LLP, the District’s legal counsel, and District employees: Adrienne Mack and Matthew Pollock.

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.

Dr. Michael Stern, Chair of the Missouri Botanical Garden Trustees, welcomed and thanked the District Board for allowing the Garden to participate in the meeting. Dr. Stern complemented the flexibility of the Garden staff and programs over the past few years during COVID-19. He discussed the anticipation of the opening of the new Jack C. Taylor Visitor Center, which is on time, on budget, and built entirely with private donations. Dr. Stern spoke of the role of the Missouri Botanical Garden as an example of a leader in education, sustainability, science, and conservation. He shared the Garden’s focus on inclusion, equity, and diversity and the importance of 160 years of investing in the St. Louis region.

Lydia Padilla, Chair, Botanical Garden Subdistrict Board of Commissioners, spoke of the importance of holding the Botanical Garden accountable to the St. Louis City and St. Louis County taxpayers. Ms. Padilla indicated that the Board of Commissioners participates in many aspects of the Botanical Garden’s planning committees, mission counsels, and community relationship advisory groups. She concluded with the Garden’s service to the community during the Pandemic and has risen to meet the new challenges.

Dr. Peter Wyse Jackson, President Missouri Botanical Garden, thanked those in attendance for joining the meeting. He opened with remarks about the Gateway to the Garden project, the Jack C. Taylor Visitor Center

Dr. Wyse Jackson continued by presenting the Garden’s 2021 Financials. He reported that the Garden’s Balance Sheet continues to grow with Total Net Assets over \$362 million, no long-term debt, the intent to take on a \$25 million capital line of credit to finance outstanding pledges for current capital campaign, and the \$51 million change in net assets was due to endowment growth. Dr. Wyse Jackson stated that the change in liabilities reflects forgiveness of the Paycheck Protection Program (PPP) Loan received in 2020. He

shared a graphic that provided a breakdown of the Garden's Operating Revenues for 2018 through 2022. 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 and visitor related, membership, and grant revenue. He noted the Garden is looking for other opportunities to grow revenue to fund the Garden's needs without issuing debt or seeking other taxpayer support. ZMD support has remained 20%-30% for the last five years and has increased with the exception of 2021 with the intentional utilization of Employee Retention Credits to cover salary related expenses for January through September. Dr. Wyse Jackson highlighted that 62% of Operating Expenses for FY 2022 are for program services and two-thirds of every dollar spent is an investment in the people. He shared a graphic that provided a breakdown of the Garden's Endowment growth for 2013 through 2022. Dr. Jackson paused for questions on the Garden's financials. A discussion ensued.

Dr. Wyse Jackson continued the presentation with updates on Cyber Security enhancements, which include alerting system, integrated ticketing, fundraising and membership systems, added two-factor authentication and 24x7 monitoring was effective. He shared an update to the Strategic Plan, developed by Trustees and Garden's leadership in 2015. The term of the plan was originally 2016-2020, but the Trustees extended the Plan due to the Pandemic and construction of the Jack C. Taylor Visitor Center.

Dr. Wyse Jackson continued by highlighting Gateway to the Garden project, the Jack C. Taylor Visitor Center, as the largest infrastructure taken in the Garden's history. He announced the opening date of August 27, 2022, which is phase 2 of the project. Phase 3 of the project will be the completion of the Bayer Event Center in the winter. Dr Jackson shared a video of an oversight to the construction of the visitor center.

Dr. Wyse Jackson discussed the primary goal of the Gateway to the Garden project is to provide new opportunities for people to connect with plants and provide biophilic design elements, natural lights, custom video walls, and a southern wall of glass. He discussed the Linnean House and Shoenberg Temperate House renovations, new entrance to the Bakewell Ottoman Garden, 46,000 plants to the landscape, LEED Gold for sustainability, universal design for accessibility, diversity, equity, and inclusion

Michelle Martin Bonner, Director, Diversity, Equity, Inclusion expressed her appreciation for the opportunity to be a part of the Garden. She discussed the delay of some of the initiatives due to leadership transition. She discussed the assessment of the Garden by participation in a listening tour, engagement survey, and working groups. Ms. Martin Bonner shared strategies, such as, recruit/retention, education and training, community engagement and work/life flexibility. She concluded with measuring effectiveness by developing metrics to determine progress. Ms. Martin Bonner paused for questions. A discussion ensued.

Dr. Wyse Jackson provided requested updates consisting of 2021 attendance, memberships, and 2022 events. He concluded with sharing a video of the "St. Louis Proud" segment on KMOV of the Garden's water lilies.

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.

Public Comments: The Chair asked for public comments from those in attendance. Gina Williams, a St. Louis City resident, stated the importance of reflecting the diversity in the City of St. Louis, an equitable lens, and additional efforts made by the DEI team.

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 management of ZMD funds while having COVID relief support in 2021.
- Board Members questioned how the community benefited from the new center and the economic pressure on the endowment.
- Board Members would like updates on Diversity, Inclusion, and Belonging survey results, metrics, LGBTQ+, and the STEM grant.
- Board Members appreciated the implementation of questions in the presentation and being efficient/concise with the deliverance of the presentation.

Approval of Minutes: The Chair called for the approval of the minutes from the May 24, 2022, regular Board meeting. Ms. Nowak 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".

Executive Director's Report: Mr. Pollock discussed the April 2022 and May 2022 internal financial reports.

Personnel Committee Report: Ms. Clinkscale had nothing to report.

Communications Committee Report: Ms. Harris gave an update on next steps for the 50th Anniversary. Mr. Pollock shared the next meeting date with representatives from the subdistricts would be July 12, 2022.

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

Diversity, Equity, Inclusion Committee Report: Ms. Clinkscale discussed the scheduling of a meeting in August for an annual review of the policy. Ms. Harris asked if the 50th anniversary would be an opportunity to showcase the DEI efforts.

Report of Legal Counsel: Mr. Chivell had nothing to report.

Old Business: Ms. Harris raised a question regarding the procedure of public comments during the Board Meetings. A discussion ensued.

New Business: No new business.

The Chair asked for a motion to go into a Closed Session; pursuant to Section 610.021 (3) and (13) of the Revised Statutes of Missouri to discuss personnel matters Ms. Nowak moved to close the meeting. Mr. Mummert seconded the motion. The Chair asked for discussion; no discussion ensued.

The Board went into closed session at 1:22 pm.

The closed session of the meeting adjourned, and the regular meeting was reopened to the public at 1:33p.m., and immediately adjourned upon motion by Ms. Nowak and seconded by Ms. Chadwick. Minutes from the Closed Session of the meeting will be prepared by Ms. Mack and filed at the office of Armstrong Teasdale LLP.

Respectfully submitted,

Jill Nowak

Jill Nowak
Secretary