

**Minutes of the Audit Committee of the  
Metropolitan Zoological Park and Museum District  
June 5, 2013**

Gloria Wessels, Audit Committee Chair, called the meeting to order. In attendance were Committee members Thomas Campbell, Robert Powell and Gloria Wessels. Also in attendance were Jerome Glick, Metropolitan Zoological Park and Museum District Board member; Mary Ellen Ponder, a representative from the office of the Mayor of the City of St. Louis; and J. Patrick Dougherty, Executive Director of the Metropolitan Zoological Park and Museum District.

Mrs. Wessels began by stating that the meeting was called to allow committee members the opportunity to interact with four individuals who expressed interest in providing board training services to the Zoo Museum District. The planned training involves both the District Board and the Commissions, Trustee Boards and other groups associated with the Subdistrict cultural institutions. Gretta Forrester, Barry Rosenberg, Odester Saunders and Dan Sise made presentations to the Committee. Summaries of the presentations follow:

Presentation by Gretta Forrester - Ms. Forrester stated that she hoped to accomplish the following objectives through her board training program: (1.) the identification of the board's responsibilities and duties; (2.) the recognition of the responsibilities of individual board members; (3.) the appreciation of practices that allow a board to fulfill these responsibilities; and (4.) the identification of areas that need further development. Ms. Forrester's program emphasizes the best practices for nonprofit boards and assists board members in recognizing potential conflicts of interest. Ms. Forrester stated that she preferred working with small groups since the format allows each attendee to actively participate in the training. Although she prefers the dynamics associated with small groups, Ms. Forrester stated that her program's format was flexible. The projected fee for the board training program was \$125 per hour. The fee applies to time spent preparing for and conducting the training session.

Presentation by Barry Rosenberg - Mr. Rosenberg stated that he prefers a training program format that involves a group of 12 to 15 individuals per session. He said that although there are several options for the training program's final design, it should emphasize institutional sustainability, legal and ethical compliance and support of the institution's mission. The training program will emphasize each institution's unique history, culture and needs. The proposed fee is \$500 per training session plus the costs associated with the program's development.

Presentation by Odester Saunders - Mrs. Saunders stated that her proposed board training program utilizes the expertise of a number of individuals from various disciplines. Each of the individuals will participate in the presentation. Individuals with backgrounds in management, human resources, communications and organizational studies will lead various training segments. The cost of the proposed board training could approach \$40,000.

Presentation by Dan Sise - Mr. Sise is an attorney who is an Instructor and Community Engagement Manager in the Nonprofit Management & Leadership Program at the University of

Missouri St. Louis. The program proposed by Mr. Sise emphasizes the duties and responsibilities of nonprofit boards and their board members. The training program centers around the legal and fiduciary obligations of the board and its members, the board's responsibility to ensure that the organization is well run, the duty to develop financial resources for the organization and the obligation to provide the organization with representative constituencies and viewpoints. Mr. Sise expects the cost of the board training program to be \$500 per session.

After the final presentation was completed, Committee members evaluated each proposal. Following a discussion, the Committee members agreed to invite Mr. Rosenberg and Mr. Sise to discuss their training proposals with the entire ZMD Board. The ZMD Board members will then have the opportunity to select the District's board training services provider.

Approval of Minutes –Mrs. Wessels called for the approval of the minutes from the Audit Committee meeting held on April 5, 2013. Mr. Campbell moved that the minutes be approved; Mr. Powell seconded the motion. The motion to approve the minutes from the April 5, 2013 Audit Committee meeting was approved unanimously.

There being no further business, Mr. Powell moved that the meeting be adjourned. Mr. Campbell seconded the motion. The motion for adjournment was unanimously passed. The meeting adjourned at 12:30 p.m.

Respectfully submitted,



J. Patrick Dougherty  
Acting Secretary