

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

St. Louis, Missouri  
May 8, 2014

A regular meeting of the Board of Directors was held at the Saint Louis Art Museum, St. Louis, Missouri at 12:00 p.m. on Thursday May 8, 2014. The primary purpose of the meeting was to review and discuss the 2014 budget and 2013 financial statements presented by the St. Louis Art Museum Subdistrict (the "Museum").

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. He welcomed the following individuals:

- Barbara Taylor, President, Museum Board of Commissioners;
- John Musgrave, Vice President, Museum Board of Commissioners;
- Freida Wheaton, Secretary, Museum Board of Commissioners;
- Mark Weil, Commissioner, Museum Board of Commissioners;
- Vicki Hill, President, Museum Friends Board;
- David A. Linenbroker, of Husch, Blackwell, Sanders LLP, Museum Legal Counsel;
- Matt Hathaway, Communications Department, Saint Louis Art Museum;
- Deborah Zumwalt, Special Projects Manager, Director's Office, Saint Louis Art Museum;
- Jason Stockman, Information Technology Director; Saint Louis Art Museum;
- Brent Benjamin, Director of the Museum; Saint Louis Art Museum;
- Carolyn Schmidt, Assistant Director for Finance and Administration/Controller of the Museum;
- Sable Campbell-Jones, Deputy Chief of staff to Mayor Slay;
- Barbara Boyle, Vice President and CFO, St. Louis Science Center;
- Nancy Fowler, St. Louis Public Radio; and
- Eric Miller, DVM, Vice President, Zoo Operations.

Upon roll call, the following Board members were present:

Thelma V. Cook	Gloria Wessels
Ben Uchitelle	Thomas J. Campbell
Charles E. Valier	

Robert Powell and Robert G. Lowery, Sr. were absent. Other persons attending the meeting included: District legal counsel Mike Chivell Armstrong Teasdale LLP; Rick Gratza, CPA from Kerber, Eck & Braeckel LLP, the District's accounting firm; and District employees Sharon Wilcutt, LaQuana Dilworth and J. Patrick Dougherty.

Thelma Cook called for brief public comments from citizens in attendance.

Thelma Cook welcomed St. Louis Art Museum Commissioners, Trustees and Staff.

Brent Benjamin began his presentation with an overview of the expansion and a discussion of an addition of twenty-six new staff positions created upon the expansion's completion. A discussion of collections and three major exhibitions: *Impressionist France: Visions of Nation from LeGray to Monet*; *The Book of King*; *the Sumptuous Bible of Louis IX*; and *Atua: Sacred Gods of Polynesia*. The discussion continued with an overview of the Education and Community Programs including the Summer Teen Docent program. Diversity was addressed along with the introduction of the current recipient of the Romare Bearden Minority Fellowship, Kimberly Jacobs.

Brent Benjamin addressed the food service operation that comprises the restaurant, café and the catering service. The business plan has always been to subsidize the restaurant with income from the catering service. Changes made include: organizational structure, a new chef, a new manager, and a new menu.

Carolyn Schmidt then presented the 2014 operating budget. The operating budget does not recognize funds for art purchases, large capital expenditures or gain/losses on the endowment. The largest source of support comes from the tax revenue at 69%, the bi-annual gala is budgeted to net over \$1 million in 2014. Information on grants, contributions, and bequests was presented. In addition, an increase in the 2014 budget included consultants' for a compensation study, pension review and a revised employee handbook. A discussion of the unfunded liability with regards to the City Pension plan participation was addressed. A discussion ensued.

Comments were made by Board members concerning the pension liability; cost of operating the garage; salary increases given in 2014; cost of exhibits; minority volunteers and employee update; attendance; contributions; and the endowment. Further discussion ensued concerning these topics.

Thelma Cook thanked the presenters for their participation. Upon completion of the Art Museum's budget presentation, the meeting recessed. Within a few minutes, Thelma Cook called the meeting to order.

Approval of Minutes – The Chair called for the approval of the Minutes from the April 21, 2014 regular Board meeting. Tom Campbell moved that the minutes be approved and Ben Uchitelle seconded the motion. A discussion ensued.

Charlie Valier requested a transcript of the portion of the meeting concerning Pat Whitaker's statements to the Board.

Thelma Cook instructed the District office to provide Charlie Valier with a transcript recording of the portion of the April 21, 2014 meeting in question.

Gloria Wessels requested that comments and questions be reported following the History Museums presentation.

Tom Campbell withdrew the motion to approve the minutes.

Charlie Valier moved to table the approval the minutes of the April 21, 2014 meeting. The motion to table the approval was approved with all members voting 'aye'.

Executive Director's Report: Patrick Dougherty informed the Board that the balances in the bank accounts controlled by the District totaled approximately \$2.4 million as of May 7, 2014, and included:

<u>Account for the benefit of:</u>	<u>Account balance:</u>
Zoological Park Subdistrict	\$ 467,688.76
Art Museum Subdistrict	\$ 11,087,013.99
St. Louis Science Center Subdistrict	\$ 580,423.98
Botanical Garden Subdistrict	\$ 5,245,917.29
Missouri History Museum Subdistrict	\$ 5,420,200.89
District Operating Fund – First National Bank	\$ 4,656,934.52

Patrick Dougherty informed the Board that a deposit of \$6 million was received overnight from St. Louis County representing protested taxes. The deposit will be reflected in the clearing account at the end of the business day on May 8, 2014.

Patrick Dougherty then presented the District's internal financial statement for the month of March 2014. There were no questions concerning the statement.

Thelma Cook asked for a brief review of the Art Museum's budget presentation.

Ben Uchitelle commented that the presentation was a favorable follow up to the January 29, 2014 meeting reviewing the Agreed-upon procedure report conducted at the Art Museum.

Charles Valier requested a copy of the report concerning the City Pension Plan. He further stated that the District should review the standing of the pension plans for all five Subdistricts. A discussion ensued concerning this matter.

Thelma Cook presented a draft of a letter addressed to Alderwoman Lyda Krewson. The letter updates the Committee on the status of the ZMD Board's response to the recommendations contained within the Parks and Environment Committee. She further recommended that a time and date be set for the next Board work session for continued development of the issues.

Tom Campbell moved that the letter as drafted be sent to the Parks and Environmental Committee. Ben Uchitelle seconded the motion. The motion to sign and send the letter address to Alderwoman Lyda Krewson was approved with all members voting 'aye'.

Old Business: Thelma Cook asked for an update from the Code of Ethics Committee.

Tom Campbell stated that Code of Ethics Committee will meet on Monday May 12, 2014 at noon at the District office. The meeting is open to all Board members; the purpose will be to begin the process of revising the existing Code of Ethics for the District. A discussion ensued.

Report of Legal Counsel: Mike Chivell explained to the Board issues involved in attempting to hold a public meeting via email and comply with the current Sunshine Law.

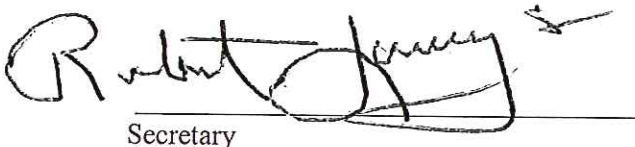
Ben Uchitelle informed the Board that additional concerns and questions referencing the April 21, 2014 meeting at the History museum should be directed to the Executive Director. A draft letter commenting on the History Museum's presentation will be presented for review by the full Board.

Tom Campbell left the meeting.

There being no further business, Ben Uchitelle moved that the meeting be adjourned. Gloria Wessels seconded the motion; the motion passed unanimously with all members voting 'aye'.

The meeting adjourned at 2:35 p.m.

Respectfully submitted,

  
Secretary