

**DENVER ZOOLOGICAL FOUNDATION BOARD REORGANIZATION**  
**SUMMARY OF AMENDMENT NEEDED TO COOPERATIVE AGREEMENT**

Overview

In keeping with the recommendations contained in the report of the Denver City Auditor dated January 19, 2017, the Board of Trustees of the Denver Zoological Foundation (DZF) retained the services of a consultant specializing in non-profit board governance to assist with a thorough analysis on the DZF's approach to governance. This six-month process culminated in recent action by the DZF Board to more effectively discharge its responsibilities by restructuring into two entities—a Board of Governors and a Leadership Council.

The Board of Governors will become the fiduciary board and oversee all aspects of Zoo operations. It will consist of approximately 15 members who must adhere to strict attendance requirements. It is expected that this board will be fully engaged, which has not been the case recently for many current board members, some of whom have been involved with the board for many years. The Auditor's report stressed the need for this active engagement.

The Leadership Council will ultimately number approximately 60-70 members, although it may take several years to reach that level. It will start as a volunteer support organization for the DZF, with the expectation of moving towards a separate non-profit corporation over time. Its purpose will be to raise funds to support the mission of the DZF and to act as goodwill ambassadors for the Zoo in the community. Given the substantial capital funding needs facing the Zoo, this Council will allow the DZF to expand its fundraising reach and intensity.

The current DZF board leadership is confident this restructuring will improve both governance effectiveness and fundraising efficiency.

Amendment Needed to the Cooperative Agreement

To achieve the restructuring, a modification is required to the Zoo's Cooperative Agreement with the City & County of Denver (which requires action by City Council) in order to proportionately reduce the number of City representatives.

Timing:

We are hoping to obtain City approval of this small change to the Cooperative Agreement this year, so that we may begin 2018 under the new governance structure.