

**INDIANAPOLIS-MARION COUNTY PUBLIC LIBRARY  
MINUTES OF THE SPECIAL MEETING  
JANUARY 17, 2023**

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The Indianapolis-Marion County Public Library Board met at the Library Services Center, 2450 North Meridian Street on Tuesday, January 17, 2023, at 12:00 p.m., pursuant to notice given in accordance with the rules of the Board.

**1. Call To Order**

President Tribble presided as Chairman. Secretary Biederman was present.

**2. Roll Call**

Members present: Mr. Biederman, Mr. Bigsbee, Dr. Murtadha, Dr. Payne, Judge Salinas and Ms. Tribble.

The Chairman announced that a quorum was present and that the meeting was duly constituted.

At this time, Ms. Tribble addressed the meeting as follows:

Good afternoon, everybody. Happy New Year to Board Members I haven't seen this year yet. I want to begin today by thanking my fellow Board Members and Trustees for making time for this Special Meeting of the Board. I also want to welcome all members of the community and our library staff who've taken time out of their lives and schedules to be here today. I know that for many of you your presence here is motivated by feelings of anger, hurt or frustration. I also know and appreciate how deeply you care for this Library. In fact, the one thing that every person in attendance today has in common is how deeply we all care for the Indianapolis Public Library.

The people in this room represent a wide variety of opinions on the outcome of last year's CEO Search. Virtually every single one of us believes our own opinion is right and someone else's is wrong. Coming to different conclusions doesn't mean one person cares more or less than another. I hope that disagreeing with each other without disrespecting each other can be our goal here. If, however, there are attendees who cause disruptions that prevent the Board from proceeding through our Agenda in a reasonably efficient manner, I will warn them to cease the disruptive behavior. If they persist in disrupting the meeting, they will be removed from the meeting.

The next regularly scheduled meeting of this Board will be held in six days from now on Monday, January 23, 2023 at 6:30 p.m. The Agenda for that meeting will include time for public comment. As today's meeting is a Special Meeting of the Indianapolis Public Library Board of Trustees, public comment will not be taken. Anyone wishing to share comments or feedback with the Board is invited to do so at the January 23rd meeting, or through the online portal prior to the meeting. I want to thank each of you in advance for being respectful of one another as the Board conducts discussions today.

The purpose of this Special Meeting is to consider a resolution to hire a qualified and neutral interim administrative caretaker for the Library drawn from outside the Library's ranks. The resolution presented today would add Anita J. Harden, the principal of Interim Executives LLC, to the Library's leadership team as an independent contractor as the Chief Administrative Officer for the Library. Before I talk about Ms. Harden, I want to briefly outline why it would be useful to obtain the Interim Executive services for the Indianapolis Public Library at this time. Some of this rationale is also included in the resolution that we will hear and consider today.

Interim Executives are commonly engaged to bridge transitional periods in organizations after the sudden loss of experienced executive leadership. As we are all aware, the Library ran a national search process under the guidance of a professional search firm, but the process did not yield a permanent CEO. While two internal Library employees served in interim status over that time, the Library has been without permanent executive leadership for 16 months now. It is during interim periods such as this one that we are currently experiencing that Interim Executives can provide critical thought leadership and executive direction to navigate organizational transition.

An experienced executive like Ms. Harden will be of great assistance to the continued operation of the Library's services and programs without interruption, including meeting identified outcomes, the needs of the community and expectations of constituents. An external leader like Ms. Harden will focus solely on the improvement of the organization and can bring new talents and skills from which the organization may benefit.

Ms. Harden is a seasoned executive who has provided executive leadership for several organizations and worked through difficult times. In addition, she has served as both interim President and President of Community Hospital East, as well as Community Health Network Foundation. It is my opinion that the role of Ms. Harden will take on for a period not to exceed one year will be of the utmost importance to allow all stakeholders of the Library staff, Board, members and patrons to refocus on the Library's critical mission to our community.

The resolution to come before my fellow Trustees is the Consulting Agreement which is attached and outlines how Ms. Harden will be asked to assist Library leadership in moving through 2023. The resolution provides that the role will report to the Acting CEO so that the Library continues to be in compliance with applicable administrative code and statutory requirements. The job duties included in the agreement have been reviewed and discussed between Ms. Harden and the Acting CEO. They will allow Library leadership to adequately focus on fulfilling the important role this organization serves. The attached draft contract for executive leadership services provides information about the proposed role that Ms. Harden would fulfill at the Indianapolis Public Library.

In addition to Ms. Harden's efforts assisting the Acting CEO and executive team with accomplishing goals within our Strategic Plan and implementing recommendations of the Climate Improvement Plan, Ms. Harden has expressed the desire to assist Library staff in continuing to build internal leadership capacities, including identifying training and mentorship opportunities to build Library leadership from within. Before we proceed, I would like to ask Acting CEO, Gregory Hill, to share a few remarks related to this resolution with Ms. Harden

Gregory Hill, Acting CEO of the Indianapolis Public Library, then made the following statement:

Good afternoon, Board President and Board Members. As I understand the role of the Chief Administrative Officer, she will work collaboratively with myself as Acting CEO and with the rest of the Library's executive leadership team as we move forward with planning, evaluating and directing operations of the Indianapolis Public Library.

I believe this collaboration will be beneficial for the executive leadership team, particularly as we review the 2022 CEO Search Process and begin planning for a new search in 2023. This collaboration will afford us an opportunity to integrate some best practices used by large organizations in Indianapolis and to build leadership capacity with existing Library personnel.

I'm also looking forward to the leadership the CAO can bring to implementation of the changes recommended in the climate study. Even positive change can be difficult to navigate and is often more easily accomplished by someone from outside an organization than from within. I remain optimistic that the Library can and will come through this period of transition a stronger, healthier organization for the next CEO to lead.

Ms. Tribble then stated:

My desire as Board President is that the presence of Ms. Harden, as a recognized leader in our community, who will not be a candidate for the permanent CEO position, will allow space to collaboratively work as a Board and with all staff and leadership inclusive of our Library Union and Staff Association to execute a search for the next permanent CEO.

Each of you was offered an opportunity to talk with Ms. Harden in advance of today's Special Meeting. I also know that some of you are familiar with her from previous roles within our community. That said, we do have a resolution prepared and provided to the Board to bring her on in the role I've described. I'd entertain a motion regarding that resolution and following such, a second on that motion. I'll open the table for discussion regarding the proposed resolution. Is there a motion concerning Resolution 1 - 2023?

At this time, Mr. Biederman moved for the favorable approval of Resolution 1 – 2023, for the engagement of Interim Executives LLC, headed by Anita Harden, for the temporary role of Chief Administrative Officer. The motion is in the form of a written resolution as follows:

**Resolution 1 - 2023**

**ENGAGEMENT OF CHIEF ADMINISTRATIVE OFFICER**

**January 17, 2023**

**WHEREAS**, the Indianapolis Marion County Public Library (“Library”) has been without a permanent director and chief executive officer since September 1st, 2021; and

**WHEREAS**, following the successful completion of a search process for a permanent CEO, no candidate to whom an offer of employment with the Library was made accepted to offer resulting in Gregory Hill becoming the Acting CEO; and

**WHEREAS**, the Board of Trustees (“Board”) will be considering plans and timeframes for restarting the search process to identify a new permanent CEO (“CEO Search”); and

**WHEREAS**, during the pendency of the CEO's Search, the Board desires to add leadership from outside the library system to assist and support the Board, the Acting CEO, the Library's Executive Committee and staff in refocusing on the mission statement and vision of the Library, as well as the goals necessary to accomplishing the Library's Strategic Plan and to further implementing the results of the Climate Improvement Study; and

**WHEREAS**, the Board believes it's in the best interest of the Library to select from outside of the Library an experienced leader from the community who is recognized for successfully providing short-term leadership assistance and organizational stewardship, to provide coordination with and support to the Acting CEO on identified initiatives that will benefit Library and current and future Library leadership; and

**WHEREAS**, the Board supports the creation of a new temporary contractual role for the position of Chief Administrative Officer ("CAO"), which will be filled on an independent contractor basis; and

**WHEREAS**, the CAO will work under the direction of the Acting CEO and in conjunction with the Board supporting the mission statement and vision of the Library, supporting the organization goals provided in the Library's Strategic Plan, implementing recommendations of the Climate Improvement Study, building leadership capacity in the current Library personnel and other duties as recommended under the direction of the acting CEO and as may be properly delegated to the CAO; and

**WHEREAS**, the CAO will provide assistance to the Acting CEO on identified initiatives and objectives and will not displace or interfere with any duties and obligations of the Acting CEO as required under the laws and regulations of the State of Indiana nor the By-Laws of the Library Board; and

**WHEREAS**, the Library will benefit from an experienced external leader working with the Acting CEO to bring new talents and skills to the organization to assist with facilitating a smooth transition to a permanent CEO and to assist with providing stability for the organization, its staff and constituents; and

**WHEREAS**, looking to members of the Indianapolis community with experience in serving in the role of providing short-term outside leadership support for organizations, Anita J. Harden, the owner of Interim Executives LLC, was identified as an individual with significant strategic and operational leadership experience serving a variety of organizations and initiatives, primarily non-profit in nature, including serving in short-term leadership roles for organizations in transition; and

**WHEREAS**, following conversations with leadership of the Board and the Acting CEO, Harden has expressed interest to serve in the capacity role of CAO.

**IT IS THEREFORE RESOLVED**, that the Acting CEO is hereby authorized and empowered to complete negotiations of and enter into the consulting agreement by and between the Library and Harden as the owner of Interim Executives LLC not to exceed twelve (12) months from the date hereof.

**IT IS FURTHER RESOLVED**, that Harden's role as CAO is pursuant to the Consulting Agreement shall include but not be limited to, providing assistance to the Acting CEO in supporting the overall goals and the Library's Strategic Plan, implementing recommendations of the Climate Improvement Study, building a leadership capacity of the current Library personnel.

**IT IS FURTHER RESOLVED**, that Harden's role as CAO shall not include any duties which displace or interfere with any duties and obligations of the Acting CEO as legally required under the laws and regulations of the state or the By-Laws of the Library Board.

**IT IS FURTHER RESOLVED**, that the Consulting Agreement with Interim Executives, LLC for Harden to serve as CAO shall be in general conformance with the terms and conditions of the Agreement attached hereto as "Exhibit A" with such revisions and modifications as approved by the Acting CEO following consultation with the Library's legal counsel and any agreement execution and delivery affected by the Acting CEO be and hereby is confirmed and approved.

At this time there were several individuals in the audience that began shouting out and attempting to ask questions.

Ms. Tribble reminded everyone that this Special Meeting is without public comment. She noted that public comment will be taken at the Board's meeting next Monday.

Ms. Tribble then asked for a second on the motion which had been made by Mr. Biederman to approve Resolution 1 – 2023.

Judge Salinas seconded the motion.

Ms. Tribble advised that the motion had been moved and seconded. Discussion will now begin.

Dr. Payne noted that she wished to make a motion to amend and delay the vote on the resolution until new Board Members are seated. The motion was seconded by Dr. Murtadha.

It was mentioned that it would take four votes of the Board to pass this amendment.

There was then discussion on the proposed amendment.

Dr. Murtadha made the following statement:

There are new Board Members that will be appointed by the Indianapolis Public Schools and by the City-County Council, so we ask the question - Why the rush? Why the rush to hurry up and get someone in? The justifications for leadership tend to be overinflated. We have executive leadership that possesses a significant amount of direction and guidance. I looked up the leadership qualifications of this executive team and our Acting CEO.

Our Acting CEO right now has exhibited significant leadership and understands the significance of bringing together the individuals responsible for Facilities. We just met last week with the Director for our facilities, an excellent leader. I met two weeks ago with the person responsible for HR. We have so many leadership qualifications. I just want to speak to the leadership that already exists within our Library.

Gregory Hill has served as the Chief Public Services Officer for over 16, I believe, 17 months. He has served as an Area Resource Manager from 2012 to 2019. He's been a Regional Branch Manager for Lawrence. He's also served as the Community Branch Manager for Decatur. He's been a Librarian for Central, and an Adult Public Services Librarian and a Library Assistant.

The individuals who are responsible for our finances, for our facilities, for our communications, and other areas have demonstrated enormous leadership.

So, I wonder why the rush? For discussion purposes, why is, according to the resolution, additional leadership needed? Significant leadership is being exhibited by our Union, by our staff, by our branch managers, many of whom have written into us as the Board to express their support for the existing leadership of the Acting CEO, as well as for Nichelle Hayes.

For that amendment, I wonder why the rush? Help us understand why someone who is already our Acting CEO needs to have another person, at a dollar amount still to be determined, when we've already paid for a search firm; we've already paid for consultants to handle our communications; we've already paid for so many aspects of this. We are of the public trust.

The last point I want to make in addition to this is our conflicts of interest. Library Board Members, according to our By-Laws, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity, and honor. Library Board Members shall promote a high level of service while observing ethical standards. Library Board Members shall avoid situations in which personal interests are served or financial benefits gained at the expense of Library users, colleagues, or the institution. Library Board Members will not use the Library or their position with the Library for personal advantage or the personal advantage of friends or relatives. Any Library Board Member should disqualify himself or herself immediately whenever the appearance of a conflict of interest exists. Library Board Members shall conduct themselves in accordance with the conflicts of interest principles set forth in the By-Laws and with the established Code of Ethics for IMCPL, Board of Trustees and employees, as may be amended from time to time. I read these and I kept trying to understand, why the rush?

To the last point, I wanted to also point out, which to me is a really important one, I have declined phone calls and text messages asking me to attend to a particular issue. Like, oh, here's a text message, "What committee do you want to serve on?" Here's a phone call, "I'd like for you to talk to me about this." When we, as a collective body, should be in these discussions even when disagreements occur. Instead, individuals have called me or texted me or sent a message and I thought, no, this is not the way a public trust should be handled.

So, we will move forward with this kind of movement before the appointees that you have amended this resolution for are made, individuals who are really looking at conflicts of interest when it comes down to procedural justice and due process. Which requires us to meet, discuss, and confirm the kinds of things that we will believe in. I will not just take phone calls from individuals saying, "I want to meet with you." No, we are a Board of Trustees with the public trust handling over \$70 million. We will just continue to say, dole it out to individuals.

Thank you, Ms. Payne, for the amendment. I hope that our Board Members, even though they've already had discussions, as I found out just a little while ago, said they will continue to move forward on a Chief Administrative Officer outside of the established leadership that our internal individuals, like Gregory Hill, like Lolita Campbell, like the individuals who are already providing leadership for this Library. We'll continue to do so until we appoint the CEO.

Ms. Tribble then announced that we would take a vote on the proposed amendment that had been moved and seconded but she pointed out that we talked about getting started with the process of a new CEO search.

She agreed that it's a testament to the team that is already in place that things have gone well but there's a CEO for a reason. We are looking to bring someone in to start to bridge that gap and to help and support the organization in this interim. Sixteen months is a long time. We probably have at least six to nine more months to go based on the plan that we're planning to pursue. So, time is of the essence and we want to move forward.

Dr. Payne then mentioned that she failed to see how bringing in another person is going to bridge any gaps, particularly when we already had Nichelle Hayes. She stated that she is so much not in favor of this idea of bringing in a Chief Administrative Officer.

Dr. Murtadha then asked how much the Chief Administrative Officer would be paid.

Ms. Tribble advised that it was an amount not to exceed \$190,000.

Dr. Murtadha commented that this is another aspect. She said as we look at the total expenditures for the searches, for those individuals who are consulting with us, for our legal fees that we're paying to Clark Quinn and how much of this work goes forward. She keeps asking herself about due process and the collective deliberations of this Board that allow for these kinds of contracts.

Dr. Murtadha then asked Dr. Payne, as Chair of the Library Board's Finance Committee, if she had been consulted with regard to the cost of this contract.

Dr. Payne responded that she had not been consulted.

Dr. Murtadha commented that she, as a Board Committee representative to this body for deliberative purposes, goes back to this whole idea of the By-Laws for the powers and governing body. And under powers it says, "The Board shall govern and set policy for all the affairs of the Indianapolis-Marion County Public Library. It may make rules for the discharge of its responsibilities and it may manage and ensure all real and personal property belonging to the Indianapolis-Marion County Public Library." The way that we have discharged was to set up committees, and each of the Board Members were to be responsible on those committees. That was the procedural approach. Which has not been done according to what you're saying, Dr. Payne. Is that correct?

Dr. Payne confirmed that she had not been consulted.

Dr. Murtadha then asked Mr. Bigsbee, the Chair of the Facilities Committee, about sending out information pertaining to the Committee ahead of time.

Mr. Bigsbee responded that he does send things out ahead of time if possible but there are times we get things right at Board Meetings.

Ms. Tribble advised that if there was no more discussion on the amendment, we would take a vote.

After full discussion and careful consideration of the proposed Amendment to delay the vote on Resolution 1 – 2023 until new Board Members are seated, it is noted that the Amendment failed on the following roll call vote:

Mr. Biederman – Nay  
 Mr. Bigsbee – Nay  
 Dr. Murtadha – Aye

Dr. Payne – Aye  
 Judge Salinas – Nay  
 Ms. Tribble – Nay

Ms. Tribble confirmed that the Amendment did fail on a vote of four to two and discussion would now continue on Resolution 1 – 2023.

Dr. Murtadha then made several points as to the motion. She noted that she had received the resolution for review yesterday, which was a national holiday, at 4:48 pm. This is inappropriate for due process for this Board to move forward on a resolution not giving us any time for deliberation as a collective body. And to receive phone calls or individuals to contact us individually, and not speak to us as a collective group involved in this kind of work.

She was concerned because, over the weekend, she received message after message after message speaking to the Board, and but there was no conversation about that. No conversation about the many comments that have been made about the prior resolution at all. Dr. Murtadha noted that she and Dr. Payne had not been asked to participate when Gregory Hill was appointed as an Acting CEO. They were not consulted at all.

Dr. Murtadha went on to discuss the letters that have come through to the Board from a concerned tax paying citizen in Marion County, “I am concerned about your leadership after viewing a post on social media concerning your refusal to hire Nichelle Hayes as a CEO. I must share my opinion as a college educator for...” These messages go on and on and on. And we act as if nothing has come in for us to discuss as a collective body with due process. We just say, let's go ahead and vote. Let's move these resolutions forward. We have been called dysfunctional. We have been called these names. So, Mr. Hill and the executive team have stepped up, convened and said they will be going to the different branches to meet and to talk.

At this time, Mr. Hill confirmed that was the case.

Dr. Murtadha then referenced talking about and planning next steps. These are the things that require deliberation. They don't require us just to go ahead, pass another resolution and tell someone who is a highly qualified person to handle many issues out in the community. But the Library requires Library leadership. This is for discussion purposes.

She went on to apologize saying that she didn't want to fuel vitriolic responses. She wants the Board to be a thoughtful, deliberative body. She noted that the whole time that she has been advised by legal counsel, she has asked again and again, let us know what these deliberations are about but this has not been the case.

Dr. Payne agreed that it had not been the case.

Dr. Murtadha then thanked everyone who had spoken both for and against Nichelle Hayes and for those that decided that this is the direction to go.

Lastly, she spoke about the costs. Searches, consultants and communication experts are costing the public dollars. Those on the Board persist that it's okay to hire another person who does not have library experience.



We have the public trust to respond to. She wanted to know how the Board can react as if this does not affect the public trust dollars that the Board is responsible for.

She continued by saying that being first is not easy. Nichelle Hayes stepped up to the plate to be the first person that's within the Library system to take on the role of CEO. It was not easy. She was straightforward. She talked about what she needed to do to be even a better CEO. She worked with the existing executive team, some of whom said all kinds of concerns and good things about her leadership, and we ignored it without further deliberation. In fact, the Board received resolutions turned over upside down and expected us to turn them over and then go ahead and sign. Thankfully, the legal team at least sent us something last night, yesterday evening at 4:48 p.m. for us to look at. This is not the way.

There was a question about the definition of democracy in this process.

Dr. Murtadha responded that the democratic process here means that the minority of votes does not count. That's why the amendment that was offered before where we get additional opportunities for new people to come and think with us as a Board is critical. She commented that the By-Laws speak to the ethics of this work. It repeats it again and again in terms of the conflicts of interest. There are many things that are legal, but unethical.

3. **Resolution 1 – 2023** (Engagement of Chief Administrative Officer)

After full discussion and careful consideration of Resolution 1 – 2023, the resolution was adopted on the motion of Mr. Biederman and seconded by Mr. Bigsbee, to approve Resolution 1 – 2023, the Engagement of Chief Administrative Officer. Resolution 1 – 2023 was approved on the following roll call vote:

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|---------------------|---------------------|
| Mr. Biederman – Aye | Dr. Payne – Nay     |
| Mr. Bigsbee – Aye   | Judge Salinas – Aye |
| Dr. Murtadha – Nay  | Ms. Tribble – Aye   |

The resolution is appended to, and made a part of, these minutes.

4. **Other Business**

None.

5. **Adjournment**

The Secretary announced that there was no further business to come before the Board.

The Chairman declared the Special Meeting adjourned at 12:40 p.m.

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Raymond Biederman, Secretary to the Board

