AGENDA

I. Call to Order — Board Chair, Phala Kimbrough Mire (4:40 p.m.)
   A. Chair, Phala Kimbrough Mire thanked the board members for making themselves available for the special meeting.
   B. The special arose from Phala attending the library All Staff Day in December to introduce Dr. Morley prior to his initial address to all NOPL staff members. The presentation by John Chrastka (Every Library) was able to give a presentation on how millages work in general and answer questions.

II. Roll Call — Executive Assistant Tammy Hanson (4:41 p.m.)
    Phala Kimbrough Mire, Board Chair - Present
    Vonda Flentroy-Rice, Vice-Chair - Not Present
    Laurance Eustis III, Secretary - Present
    Bernard Charbonnet - Present
    James K. Chassee - Present
    Raquel Dufauchard - Not Present
    Mary Moran - Present
    Andrea Neighbours - Present
    William Settoon - Present

    A quorum was present.

    Staff Present - Tammy Hanson and Michel Thompson

III. Executive Transition — (Phala Kimbrough Mire, Chair 4:53 p.m.)
    A. Speaking to senior staff, there does not appear to be a chain of command outside of the Chief Librarian and the Assistant Librarian, thus, we are without a staff leader. Inquired to Mayor’s office but there is nothing in writing regarding a chain of command. Ms. Mire spoke to Dr. Morley and he is arriving the week of January 10th. Until then, the Board Chair is available for any required executive decisions and/or signatures. Establishing a chain of command beyond the Assistant Librarian position is one a priority. Budget manager, Michel Thompson, will keep the Board advised of any urgent situations.
    B. A question was asked by Ms. Moran regarding if there is anything beyond the day-to-day operations that needs to be addressed and Ms. Mire responded that budget manager, Michel Thompson, will keep the Board advised of any urgent situations.
C. Ms. Thompson responded that the cyber-attack on the city has required that emergency purchases be prioritized to have continuance of operations. She has and will continue to sign documents that require an executive signature for purchasing. A “war room” has been set up at city hall with a defined schedule where departments can process items. The NOPL is not on the list yet, but staff is pulling items that need to be paid so when we are on the list we are prepared. The NOPL is on a different network; however, the budget staff dials into city computers for processing. There are issues with ADP but not payroll payouts. The city is working to get payments out via wires because they cannot process checks at this time. Thus, the NOPL Budget Office may not have financials until the second budget meeting of this year, but if financials are posted beforehand, Ms. Thompson will send that information to the Board members for review.

D. The city cyber-attack and its ramifications are very serious and definitive resolutions are not in sight at this point.

E. Ms. Mire is not authorized to sign off on anything financial but will be available to sign on other items that may come up via collaboration with Dr. Morley prior to making decisions. There is less than two weeks where the NOPL is without an Executive Director.

F. Ms. Moran asked the question if the committee has thought about what the internal transition plan will look like. Ms. Kimbrough Mire responded that the initial transition plan revolved heavily around Ms. Styons and the institutional knowledge that she would be able to provide as the Assistant Librarian. Ms. Styons has not responded to requests for communication with the Board Chair.

G. Ms. Neighbours inquired if there is any way that Ms. Styons would bridge the transitional gap if asked. However, Ms. Styons resignation is complete and her last day was December 27th. Ms. Neighbours also inquired if there is typically a debriefing via HR of someone at the Assistant Librarian level. Ms. Kimbrough Mire responded that any position beyond the City Librarian is hired by the Librarian so that would happen on a staff level and not a Board level. Typically, Board members do not meet with staff upon their exit.

H. Ms. Kimbrough-Mire has spoken to Dr. Morley and he would like to immediately meet with internal staff. His preference is to hire the Assistant Librarian internally and not do an outside search if possible. Dr. Morley will inform the board of what his plans are in proceeding with hiring an Assistant Librarian during the next regular Board meeting.

I. Ms. Thompson reiterated to the Board that vendors can produce and submit documentation to the Budget Office; however, it will not be processed until it is our turn to access fully-operational City Hall computers. The main objective at this point is to pay vendors. The “War Room” at City Hall will consist of 50 computers with representatives from four departments to complete the approval packets to process payments via wire.

J. Ms. Neighbours asked if the Annual Staff Day occurs just once a year. Ms. Kimbrough-Mire responded that it is annually. This was the first she has attended but she plans to attend following Staff Days as they are very informational. Staff participate in a morning meeting with afternoon breakout sessions. Ms. Kimbrough-Mire encourages other Board members to attend.
IV. Millage

A. Speaking to Mr. Chrastka prior to his Staff Day presentation, he acknowledged he was making an announcement about the millage campaign being on the ballot in November 2020. The change from a May 2020 vote to November 2020 was made by the Mayor’s Office. The change occurred because having a May 2020 vote required paperwork to be completed in October 2019. The November millage vote will also occur on the heels of the trial which is scheduled in September 2020. The hearing may or may not be delayed.

B. Mr. Chrastka feels Dr. Morley can sell the millage to residents and is focused on meeting with staff to help them understand details of the millage campaign and will share his presentation with those who would like additional information. Mr. Chrastka has a profound knowledge of the NOPL and its issues and feels extremely confident the millage will pass. After meeting with Ms. Kimbrough-Mire, Mr. Chrastka met with Mayor Cantrell and the NOPLF and with the FNOPL and received positive responses of support, and a commitment from the NOPLF and FNOPL that the needed costs of the millage campaign will be funded.

C. Mr. Chrastka is currently working on a budget and he and Ms. Kimbrough-Mire are scheduled to discuss items of this budget. Up to now, Mr. Chrastka’s work has been Pro Bono. After the budget is complete, a committee will convene. More information will be dispensed at the first regular Board meeting.

D. Ms. Kimbrough-Mire had a conversation with Courtney of FNOPL and the position of the FNOPL is not necessarily what was demonstrated by Dixon at the previous meeting and the FNOPL is still supportive of the Board of Directors and will be in attendance at future meetings.

E. Ms. Neighbours posed the question of the millage not passing and if there would be an opportunity to get a second chance in its passage. Ms. Kimbrough-Mire responded that the expiration date is December 31, 2021 so there will still be an opportunity but the target date is November 2020.

F. Mr. Eustis asked if the exact millage amount and length has been determined. Ms. Kimbrough-Mire responded that as of now it is undetermined. Mr. Chrastka intends to guide us through this process. Details of language that will be on the ballot will be given at a later date.

G. Mr. Charbonnet asked what the current millage amount is and Ms. Thompson responded that it was 3.14 but this was rolled back. Mr. Settoon asked if this was rolled back proportionally. Ms. Thompson said it was not but, it did roll them both back.

H. Mr. Charbonnet stated that in his experience, only the Mayor can set the millage amount and this amount is then voted upon by City Council. The city’s millage is based on the current exposure of the city’s ability to pay off the millage. Someone needs to speak to the Mayor directly about the renewal and get her initial approval then meet with each Council member to seek individual approvals.

I. When Ms. Neighbours spoke to Mr. Chrastka last year, it sounded as though the Board needed to have an immediate course of action. Mr. Charbonnet reminded the members that the Board is not allowed to take a position for or against the millage, only encourage participation by voting and informing the public about what the vote outcome will provoke. Individual council members can be lobbied to participate in offering a millage.
J. Ms. Kimbrough-Mire is adding a Millage Committee to the committee list and expects to have assignments in the near future.

K. Ms. Neighbours inquired if Mr. Chrastka will provide some organizational steps the Millage Committee can follow. Mr. Charbonnet is happy to meet with Mr. Chrastka to define particular due dates and checklists that need to be adhered to.

L. Mr. Chassee asked for clarification regarding to the meeting Mr. Chrastka had with the FNOPL and NOPLF and whether they agreed to pay his fees. Ms. Kimbrough-Mire is not sure what was agreed to but all parties understand the financial agreements.

V. NOPLF Update — (Phala Kimbrough Mire, Chair 5:35 p.m.)

A. There was a letter sent to City Attorney’s Office asking for an opinion but no response has been received. Two other inquiries have been sent to the Mayor’s office specifically service on the NOPL Board of Directors in terms of eligibility due to Mr. Charbonnet’s term ending. Ms. Neighbours posed the question of the Board’s latitude for selecting Board replacements and if the Board has any input on demographics that may be missing. Ms. Kimbrough-Mire responded that providing the Mayor with enough information to make an informed decision for resignation replacements is important.

B. Mr. Eustis’ understanding of a previous conversation is that Barbara of NOPLF was going to submit additional documentation to Ms. Sexton, the City Attorney, to get input/opinion if the January 2014 Articles that are being used by the Foundation at this point are valid.

C. Ms. Kimbrough-Mire was not privy to the City Attorney’s conversation but it is her understanding that the last document submitted is the most valid document for the Foundation at this point. Barbara’s intention, as reported at the last meeting, was to get back to the original Articles.

D. Ms. Neighbours stated that she consulted with outside attorneys who advised her that the Foundation is an impostor group due to the Articles not being properly amended in 2014, thus the defacto Articles, from 1991 stand. This means that all Board members as well as the City Librarian and the FNOPL Chair, and community members would serve as the Foundation. Mr. Neighbours finds it flawed that Barbara Waiters, current Foundation Chair, wants to steer the group to the 1991 Articles because she does not have the official authority to do so. Based on Ms. Neighbours’ conversations, the Articles serve as legal documents under contract law and dictates behavior in the organization that Mayfield breached when he took over. Ms. Neighbours spoke to all Board members who served during 2014 who were supposedly in attendance when the vote on Articles amendment was taken and seven stated that there was no such vote to change the Articles of Incorporation. The current Foundation Board members should want a definite answer. Ms. Neighbours would like the Board of Directors, as Foundation Board members, call a meeting to vote and take the steps to ask for a judicial opinion and, perhaps, documents and assets.

E. Mr. Settoon also feels that the Board should be operating under the 1991 Articles because the adoption of the 2014 amendments were illegal, which makes Ms. Vonda-Rice Chair of the Foundation.

F. Mr. Chassee posed the question of whether Ms. Waiters provided the appropriate documentation the Board asked for to prove the amendment was done properly.
Ms. Kimbrough-Mire responded that Ms. Waiters is going to come to the next regular board meeting with an update.

G. Mr. Charbonnet in his perspective feels there is much exposure due to correcting the Articles to return to 1991. There may be public questioning regarding what the Board of Directors have done in their Foundation roles since that time and if there is any personal exposure concerning the actions of previous Foundation members. Mr. Charbonnet would like the opinion of the City Attorney regarding this since as a public entity, he is our counsel. Perhaps even invite the City Attorney to the next Board meeting to provide an opinion and/or advice. If the City Attorney provided an official declaration, it would protect all current Board members.

H. Mr. Eustis posed a question regarding the City Attorney’s role because the valid Articles state that the Foundation is comprised of duly appointed members.

I. Mr. Charbonnet reminded Board members of the years of corrupted business that was conducted by Foundation members that the NOPL Board of Directors want to distance themselves from.

J. The Board continued conversation regarding the desired outcomes of the City Attorney and Foundation Board issues.

K. Ms. Kimbrough-Mire would like this issues solved in the near future so the Board can move forward in their duties of providing guidance to the NOPL system.

L. A chronological summary statement will be included with the letter to the City Attorney.

VI. Adjournment: The Board Chair Phala Kimbrough Mire requested a motion to adjourn the meeting. The motion was made by Laurance Eustis III and seconded by James Chassee. The motion was carried by a unanimous voice vote. The December 30, 2019 meeting adjourned at 6:22 p.m.

APPROVED: [Signature]  DATE: /10/2019

Secretary, Laurance Eustis III