

Alumnae Association of Mills College
Board of Governors Meeting Minutes
October 20, 2021
5:00 – 8:00 pm
Teleconference

I. CALL TO ORDER AND WELCOME

President Viji Nakka – Cammauf called the meeting to order at 5:00 pm. There were 17 members in attendance via Zoom, with 3 absent.

Those in attendance and constituting a quorum were:

President: Viji Nakka – Cammauf

Vice President: Alexa Pagonas

Interim Treasurer: Annick Ma

Board Members: Debra Connick, Debby Campbell Dittman, Gwen Foster, Linda Goodrich, Myila Granberry, Christina Hannan, Alice Hewitt, Catherine Ladnier, Courtney Long, Pam Roper, Ari Wolf, Cherlene Wright

Alumna Trustees: Adrienne Foster, Deborah M. Wood

Parliamentarian: Deborah Dittman

Absent: Ellen Hines (excused absence), Lucy Seereiter (Treasurer, excused absence), Ferhiz Dinshaw, Jacki Brown (alumna trustee)

Guests: Rachael Meny (alumna)

A. KEY MOTIONS AND VOTES

President Nakka-Cammauf makes a motion to approve the agenda is made, seconded, and passes unanimously.

A motion to approve the minutes from October 12th is made and seconded with amendments (remove the plural vice president, for Ellen Hines and Lucy Seereiter to note they are on excused absences).

A motion to recall \$1 million of the AAMC loan to Mills College is made, seconded, and fails by a vote of 8 yeses and 9 nos.

A motion is made to dissolve the legal committee / ad hoc informal group, form a newly constituted one consisting of governors who will be transparent with the Board of Governors legal strategy and legal invoices, and to recall \$1 million of the AAMC loan to Mills College. It is seconded and fails with 2 in favor, 1 abstention, and 12 against.

The vote counter states she miscounted the original vote to recall \$1 million, and that it was a tie of 8-8. Deborah Wood states that her count was 7 yes and 9 no. One

governor had already left and there is concern that this motion is being made again; it is determined that the governor who left may make a proxy vote. A motion is then made again to recall \$1 million of the AAMC loan to Mills College, seconded, and fails again with a tie of 8-8.

A motion is made to explore entering negotiations with the College in hopes of both sides dropping the lawsuit. The motion is seconded. The motion passes with 14 yeses and 1 no.

A motion is made that President Nakka-Cammauf will speak to Greenberg Traurig attorneys, let them know that we have agreed to negotiate, and ask the attorneys to craft an announcement regarding next steps and negotiations, to be announced by the College and AAMC simultaneously. The motion passes unanimously.

A motion is made to establish a standing Personnel Committee, whose immediate priority is to look at personnel needs and make recommendations; this exempts the two positions already in place (i.e. Communications and Business / Development Coordinator roles). The motion is seconded and passes.

A motion is made and seconded a third time to recall \$1 million of the AAMC loan. It is pointed out that Robert's Rules of Order states that the same motion cannot be made unless it is made by someone from the prevailing side during the same meeting. The motion is then revised by someone from the failing side to recall \$990,000 of the AAMC loan in order to pay bills. Motion is seconded and passes.

B. ACTION ITEMS:

President Nakka-Cammauf announces that the executive Committee is to work on language to describe leaves of absence or sabbatical.

Alexa asks that a list be made of what we want so that we know how to best respond to the College within the next week.

A communication will be sent by AAMC to all members regarding the most recent petition about lawsuit concerns. This is how the previous petition to recall alumnae trustees was handled.

Jacki Brown will send Viji her resignation statement, which Viji will then read to the Board.

C. TREASURER'S REPORT FOR JULY-SEPTEMBER:

\$125k in revenue. Expenses were \$49k (our operating expenses were in line with budget though there were additional costs related to the purchase of a CRM, expenses from Reunion, and \$6,500 spent on consultant Tracie Stafford). We had

\$76k in net income. However, we have a deficit due to over \$433k in legal and forensic accountant fees.

D. LEGAL UPDATE

Rachel Meny of the Legal Committee provides a “high level” update on the status of litigation and that this is not a privileged conversation. She notes that she is only providing public information, and information available at a high level. Nothing has happened with respect to the AAMC and the plaintiff’s demur against the College’s complaint or the Anti-SLAPP motion. These are on calendar to be heard in January. With respect to the College’s demur against the plaintiff’s complaint, the judge issued a tentative ruling (a ruling where the judge says “this is the way I am inclined to rule”). This basically gives the parties time to see if they disagree with the ruling. If the parties agree with the ruling, they can take it off calendar. The judge did something that was a little unusual in that he’s dropping the College’s demur against the plaintiff’s complaint for a couple of different reasons: it appeared he thought the College’s demur was based on some facts that were outside of the pleadings and that is improper for purposes of a demur, and believed that the meet and confer process was not proper and not completed. He said in the ruling that he’s dropping the demur but would give the College and AAMC time to re-do the meet and confer. The college may then refile the demur by November 19th; it would likely be set for hearing in February or March of 2022. She gives descriptions of how AAMC may respond to the College’s letter and gives examples for standard practice.

President Viji Nakka-Cammauf announces that she would like for us to secure Reinhardt Alumnae House, our alumnae database, and our endowed scholarships (DACA, Oakland Promise, AOCC, Donna Hunt, Alumnae Scholarship). Alexa Pagonas asks that a list be made of what we want so that we know how to best respond to the College.

E. PETITION TO RECALL ALUMNAE TRUSTEES IS WITHDRAWN.

The petition to recall the Alumna Trustees has been withdrawn in the spirit of compromise. Jacki Brown has resigned, and the petitioners believe they will secure representation on the Board of Trustees.

F. BYLAWS CHANGES:

Due to the changes to the College bylaws, the College could potentially refuse to accept any new alumna trustee to the Board of Trustees regardless of how many candidates are put forward. Additionally, alumna trustees will no longer have any power and will no longer have standing to see documentation. The President of AAMC previously had the privilege of having ex-officio status on the Board of Trustees meaning that the President of AAMC could not be removed. The President of AAMC no longer has ex-officio status. These bylaws will only be in place until June; after that point there will no longer be a Board of Trustees of Mills College.

G. STAFFING

We are looking for an Executive Director, Administrative Assistant, Business and Development Coordinator, Communications Coordinator, and Mediator. The Communications and Business / Development Coordinator roles were recently vacated; the other roles are new. Discussion about what these roles would be and how much they would cost.

Adjourns at 7:50pm

Submitted by Courtney Long
November 9, 2021