

AAMC Town Hall

February 8, 2022

Summary of AAMC vs Mills College Litigation

Mission of the AAMC

- The AAMC is an independent, inclusive community actively promoting the interests of its constituency with information, participation, and life-long connections and learning. The AAMC encourages the growth of Mills as an undergraduate college for women and a graduate institution for women and men at the forefront of higher education.

In 2017 Beth Hillman told the BOG:

“The College has the ability to survive for 25 years”

There is “no thought of going co-ed.”

For more information: www.aamc-mills.org

March 17, 2021

- Mills College would stop granting degrees in 2023
- Would begin a “Teach-Out” program
- Would transition into an Institute

Alumnae Trustees 2020-2021 term

- Viji Nakka-Cammauf, Pres of the AAMC
- Dr. Adrienne Foster
- Deborah Wood, Esq.
- Tara Singh

Except from an Alumna Trustee's declaration:

13 5. I take my responsibilities as an Alumnae Trustee very seriously and have recently grown
14 exceedingly troubled by decisions and announcements being made regarding the future of the College, as
15 to which the full Board of Trustees have not been given full and adequate information. Based on my own
16 personal knowledge and my own experience, I can attest that decisions are being made for the College
17 without the knowledge of the Board, and while Board members are being deprived of information to
18 which they are most certainly entitled under the College Bylaws.

19 6. The situation at hand began escalating to a crisis point, at least from my perspective, in
20 March 2021. The March 17, 2021 announcement by College President Elizabeth Hillman discussed in the
21 complaint and this application came as a complete shock to me, in that it stated publicly (among other
22 drastic measures impacting the very existence of the College) that the College would cease to function as
23 a degree granting institution. Having participated in a March 4, 2021 Board of Trustees' meeting via
24 Zoom, which preceded the announcement, I was not asked to make such a decision, nor was such a
25 decision presented to the Board at large.

APRIL 2021

- Greenberg Traurig was hired
- Ad Hoc Committee formed:
 - The Four Alumnae Trustees
 - Viji Nakka Cammauf, Adrienne Foster, Debi Wood, Tara, Singh
 - Alexa Pagonas, '91 VP of BOG
 - Rachael Meny, Esq. '93
 - Susan Ardisson, Esq. '77 / Former Alumnae Trustee

Survey of AAMC was Conducted

AAMC Demand Letter Presented

MAY 2021

Alumnae Trustees Lacked Information they needed!

Faculty vote **NO CONFIDENCE** in Beth Hillman and the BOT Exec Comm

SaveMills and UCMills Present!

Complaint (aka Lawsuit) Filed

- In simplest terms, the complaint gives the court a brief history of the college, its governance, and a summary of recent events, including the troubling March announcement. The complaint points out that the trustees are not being given full and complete information with which to evaluate the decisions ...including full and complete financial information, potential conflicts of interest, and terms being considered with potential partners.

June 2021

Katie Sanborn, Chair of the Trustees met with the BOG

- No feasibility studies performed
- No comparisons to other Colleges
- No independent accountant, consultant or other person asked to review need to stop granting degrees

Temporary Restraining Order – to produce:

- A copy of materials provided to and correspondence with each of the potential Mills partners, including but limited to UC Berkeley and Northeastern
- A timeline of interactions and communications with Northeastern and any other potential partners
- Any assessments/reports pertaining to the recommendation to close/Teach Out
- Weekly or monthly cashflow projections for Fiscal Years 2022, 2023, and 2024, adjusted for 7% endowment payout and endowment loan
- Bank statements for the last 3 years
- Recent communications with First Republic Bank
- Comprehensive list of Mills assets and valuations.

The 2nd Temporary Restraining Order

12 for documents be produced forthwith to Trustee Nakka-Cammauf. Instead of complying, Defendants did
13 nothing more than provide a piecemeal production, which is wholly incomplete in at least 11 of these
14 categories and omits basic, relevant information altogether. *Entire categories of information were excluded*
15 *from production, including (among others) complete term sheets provided to/negotiated with*
16 *Northeastern, current/updated financials for the College, confirmed and publicly-disclosed recent asset*
17 *sales (e.g. the Shakespeare First Folio discussed herein) current conflict of interest disclosures, and*
18 *meeting minutes.*

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What the Judge said:

THE COURT: All right. I really want to hear from the other side about that particular issue. I cannot see, quite frankly, the board right now voting on the draft agreement that I have seen. I don't know how you vote on a draft agreement that has got all kinds of blanks in it. I would never vote on that;

however, as stated in one of the declarations, maybe there is more that is coming.

If the meeting is tomorrow morning, number one, I can't imagine how the board of trustees can vote unless they have the complete final agreement, and it certainly would be concerning to me if the board of trustees is meeting their obligations if that agreement can then be changed without any vote from

a period or a comma, but I'm concerned about that. So

THE COURT: Well, I'm going to interrupt. Are you saying that it's your belief or your understanding that the board of trustees is going to vote on a draft merger agreement without it being finalized?

MS. MCCURDY: Yes. That is in fact --

THE COURT: They are then going to give up their responsibilities and allow staff to fill that in or attorneys or whoever?

THE COURT: I'll wait to hear what their

response to that is because that would be somewhat concerning, but go ahead.

BOG votes to dismiss lawsuit:

A motion for the Board of Governors to dismiss the lawsuit and allow the attorneys to decide in their negotiations whether it is with or without prejudice is made, seconded, and passes.

Changes

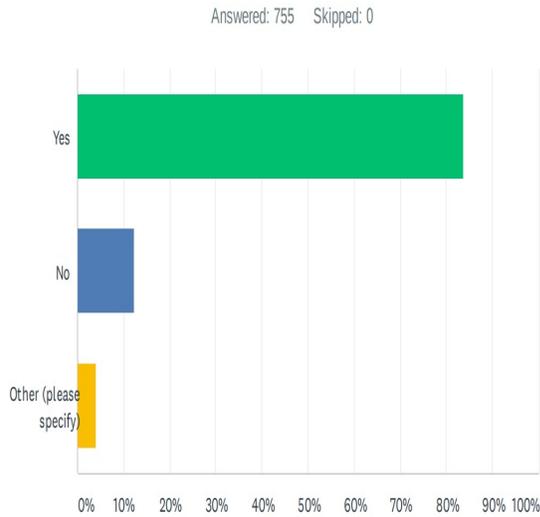
- No more "Alumnae Trustee" – all members of the BOT are simply Trustees.

**"Mills College"
will no longer be on degrees
after May 2022**

After July 1, 2022 degrees will say:
Northeastern University.

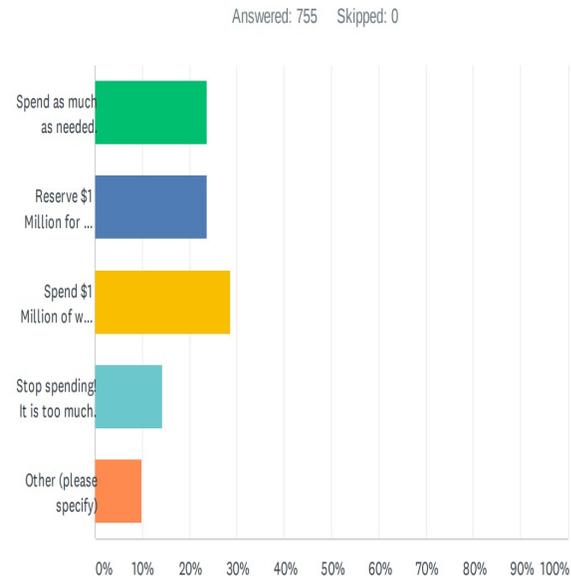
Survey Results

Q1 Do you think the AAMC should continue to pursue legal options to ensure the Trustees receive the information and documentation necessary to make an informed decision as to the financial health of the College and the future of the College?



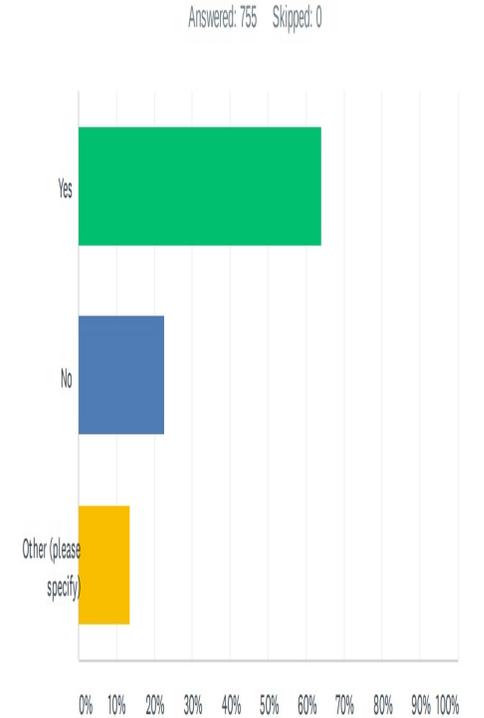
ANSWER CHOICES	RESPONSES
Yes	83.71% 632
No	12.32% 93
Other (please specify)	3.97% 30
Total Respondents: 755	

Q2 If the lawsuit continues to trial, the total cost could be quite high - more than the AAMC currently has in its endowment. The Board of Governors has approved \$350K thus far on this lawsuit. They need to know your opinion about going forward. The AAMC has approximately \$1 million readily available and \$2 million in the form of a line-of-credit granted to the College. The AAMC will be launching a fundraising campaign, "For Generations Still," to help offset legal costs, improve the AAMC's infrastructure so we are less dependent on the college's systems, and augment staff. The AAMC / Board of Governors should (pick one of the following):



ANSWER CHOICES	RESPONSES
Spend as much as needed.	23.71% 179
Reserve \$1 Million for the future of the AAMC, but spend as much as needed after that.	23.58% 178
Spend \$1 Million of what we have and fundraise the rest.	28.61% 216
Stop spending! It is too much.	14.17% 107
Other (please specify)	9.93% 75
Total Respondents: 755	

Q3 Will you donate to "For Generations Still" campaign knowing that some of the money may be used for legal action?



ANSWER CHOICES	RESPONSES
Yes	63.97% 483
No	22.52% 170
Other (please specify)	13.51% 102
Total Respondents: 755	

Websites for more information:

www.aamc-mills.org

www.savemills.org

www.mills.edu

www.All4Mills.com

www.northeastern.edu

\$ 625,428 raised between 3/17/21-1/31/22

Campaign Co-Chairs: Julia Almanzan '92 (juliaalmanzan@hotmail.com)
Alice Hewitt '15 (alice.hewitt15@gmail.com)

Steering Committee: Lori Bass '92 (loribass.fgs@gmail.com)
Sarah McClure '81 (smcclure525@msn.com)
Judy Rapp Smith '60 (smith_judy@sbcglobal.net)
Stacy Varner '93 (stacyvarner@mac.com)
Karilee Wirthlin '92 (kl@klconsulting.com)
Cherlene Wright '92 (cherlene@cherlenewright.com)

Committee Chairs

Alumnae Businesses: Cherlene Wright '92 (cherlene@cherlenewright.com)

Auction Co-Chairs: Sissy Cutchen '81 (auction@aamc-mills.org)
Ann Kasper '81 (auction@aamc-mills.org)

Branches/Clubs/Classes: Julia Almanzan '92 (juliaalmanzan@hotmail.com)

Major Giving Co-Chairs: Sara McClure '81 (smcclure525@msn.com)
Judy Rapp Smith '60 (smith_judy@sbcglobal.net)

Major Giving Committee: Jill Kunishima '03 (jmkunishima@gmail.com)
Cherlene Wright '92 (cherlene@cherlenewright.com)
