

Alumnae Association of Mills College  
Board of Governors Meeting Minutes  
May 11, 2022  
5:30 – 9:30 pm  
In-Person and Teleconference

**I. CALL TO ORDER AND WELCOME**

President Viji Nakka – Cammauf called the meeting to order at 5:30 pm. There were 17 in present in-person or via telephone, with 1 absent.

Those in attendance and constituting a quorum were:

**President:** Viji Nakka – Cammauf

**Vice President:** Open

**Board Members:** Debra Connick, Debby Campbell Dittman, Adrienne Foster (alumna trustee; present by telephone), Gwen Foster, Myila Granberry, Christina Hannan (present by telephone), Alice Hewitt (present by telephone), Ellen Hines, Catherine Ladnier (present by telephone), Courtney Long (present by telephone), Claudia Mercado (initially present by telephone, later in person), Mitra Lohrasb Michnik (present by telephone), Pam Roper (present by telephone), Ariadne Wolf (present by telephone), Deb Wood (alumna trustee, present by telephone), Cherlene Wright (present by telephone).

**Absent:** Linda Goodrich

**Guest:** Rachael Meny (alumna, present by telephone)

**A. KEY MOTIONS AND VOTES**

- A motion to pass the agenda is made, seconded, and passes.
- A motion to pass the minutes, with corrections, from April 10th and 16<sup>th</sup> is made, seconded, and passes.
- A motion to pass the slate made by the Nominating Committee is made, seconded, and passes in a roll call vote with 13 in favor (Debra Connick, Debby Dittman, Adrienne Foster, Gwen Foster, Myila Granberry, Christina Hannan, Ellen Hines, Catherine Ladnier, Courtney Long, Claudia Mercado, Viji Nakka Cammauf, Ari Wolf, Deb Wood), 4 against (Alice Hewitt, Mitra Lohrasb, Pam Roper, Cherlene Wright)
- A motion is made to publish Nominating Committee slate roll call vote results to the AAMC website within 24 hours. The motion is not voted on.
- A motion is made, seconded, and passes for the Board of Governors to reconvene and make adjustments to the budget.
- A motion is made, seconded, and passes to approve Pam Roper as Vice President for the year ending 6/30/2022.
- A motion is made, seconded, and passes to make Cherlene Wright the Chair of the Nominating Committee for the 7/1/2022 – 6/30/2023 term.
- A motion is made, seconded, and passes to create two new committees: the LGBTQ Committee and the Latina Committee

- A motion is made, seconded, and passes to allocate \$7,000 from AAMC's budget to pay for the reception after the Annual Meeting.
- A motion is made, seconded, and passes to extend the meeting another 15 minutes.

**B. Nominating Committee.** Courtney Long reports on the nominations made by the Nominating Committee, and explains that the Committee's previous recommendation for interim vice president has been rescinded.

The rules are very specific regarding the Nominating Committee listed in the Bylaws. Per *Bylaws Article IV, Section 4.B*, Nominating Committee is the only method for which a nomination to Board of Governors can be made, either as a governor or as an officer. There is no method for an applicant to nominate herself. Also, Nominating Committee members are the only members of AAMC who Bylaws require must be directly elected by AAMC members, and no member of the Nominating Committee may be nominated for a term on the Board of Governors as either an officer or governor.

It was explained why the nominating committee did not choose to hold an election for positions with more than one applicant. The following reasons were provided: 1) an election would have had to be held at the Annual Meeting, which was scheduled on 5/14/22, 2) nominations would have had to have been approved by the Board of Governors no fewer than 30-days before the Annual Meeting, and this was not workable given that applications were due 4/11, and the next scheduled Board of Governors meeting was approximately 72 hours before the Annual Meeting, 3) Nominating Committee had no chair until 4/16, several days after the 30-day window closed.

Courtney recommends that applications for Board of Governors be due no later than by 2/20 going forward so that applications could be reviewed, nominations made, and the Board of Governors could approve those nominations 30-days prior to the Annual Meeting and send a 20-day notice to members as required by Bylaws. Currently, the Nominating Committee and the Board of Governors have no ability to hold an election without breaking bylaws.

Courtney describes the timeline of events:

- 3/16/22 – Scheduled Board of Governors meeting, the last scheduled meeting that would have allowed the Board of Governors to approve nominations.
- 4/10/22 – Former Chair Alexa Pagonas resigns in a special Board of Governors meeting. Nominating Committee is left without a Chair and there are no plans in place for an election.
- 4/11/22 – Board of Governors Application due date. The Committee still has no Chair.
- 4/14/22 – the date by which the 30-day nominations window closes.
- 4/16/22 – Scheduled Board of Governors meeting; Courtney Long named Chair.
- 5/9/22 – The date by which President Viji Nakka-Cammauf requests the Nominating Committee to submit nominee names.
- 5/11/22 – the last scheduled Board of Governors meeting for the 2021-2022 fiscal year.
- 5/14/22 – the Annual Meeting.

**C. Update in AAMC Negotiations with Mills College.** Rachael Meny, member of the legal committee, reports that she and President Viji Nakka-Cammauf met with President Beth Hillman and Lyn Flanigan. Two meetings were agreed upon between the College and AAMC to discuss AAMC concerns outside of the lawsuit. The meetings were an informal agreement when negotiations were made to dismiss of the lawsuit. The first meeting was 1/20/22, in which AAMC's questions were presented to Beth. As part of the meeting, Beth said the College had questions for AAMC. The question boiled down to whether AAMC was willing to move past litigation, as well as what relationship AAMC wanted with Northeastern / Mills going forward. Beth said that the College's answers to AAMC's questions would depend on AAMC's answers to the College's questions. Beth had promised to get back to AAMC with answers but later said she didn't want to have another meeting with Viji and Rachael. Rather, she wished to provide answers to the BOG at the March meeting. Beth indicated that the AAMC line of credit would likely be paid in July or August. After the March BOG meeting Viji pushed to have another meeting with Beth, and successfully scheduled a meeting on 4/27/22 with Beth and a woman named Sharice. There was also a call on 4/18/22 about the database with Sharice and Dawn Cunningham. On the 27<sup>th</sup> the purpose was to push the College for more specific answers on the questions raised in the January meeting, primarily on the Reinhardt Alumnae House ("RAH"). Beth was vague and high level. Viji and Rachael pushed hard for a definitive answer, and Beth said she would provide answers in writing, which she did on 5/4/22. Beth reconfirmed that AAMC will have some kind of access to RAH 1-year from the merger date and then would want AAMC and the College to discuss what access will look like later depending on answers AAMC provides to the College's questions about our relationship going forward. Beth said that if the relationship is positive she expects the College will treat AAMC as partners and they will discuss RAH usage with that in mind. When asked about agreements with Northeastern about RAH she said that Northeastern was committed to maintaining campus buildings and could not share further details. When asked if an AAMC representative could be involved in those discussions with Northeastern, she said it may be possible said she wasn't sure because there continues to be a lack of trust between AAMC and college officers. Re/ the database, Beth said the College will only provide information for alumnae who opt-in to the database for AAMC. She believes it could be done before 7/1/22. When asked why it had to be an opt in process Beth claimed that it is because AAMC is a third party but that the College would continue to send communication for AAMC. She also said there could be conditions on sending the data to AAMC. Rachael / Viji said she needed to clarify what those conditions are, and requested an opt-out process instead. Beth also suggested a restorative justice process. Rachael and Viji pushed back saying that there is hurt on both sides, not just Beth's feelings. Beth then suggested as an idea for reconciliation that AAMC could convert its \$2 million loan to the College into a gift. Rachael says that the BOG should document in writing that AAMC should document in writing that AAMC has existing access for the next year, and that we should remember that Beth has repeatedly said she wants to discuss future relations of

AAMC/College. Rachael views that as Beth saying that she wants to renegotiate the MOC.

- D. Financial Report.** Treasurer Claudia Mercado reports makes several recommendations such as renewing focus on fundraising, linking the Wells Fargo account to Quickbooks, hiring a bookkeeping service. Several governors raise concerns that the budget for the Alumnae of Color Committee was reduced without warning, despite it being one of the only committees raising money for AAMC.
- E. Annual Meeting Discussion.** Viji Nakka-Cammauf reports that a Parliamentarian will be at the Annual Meeting. Debby Dittman reports that we are over-budget post-Commencement reception by \$3,000. The total amount is approximately \$12,000. Discussion ensues about fiscal responsibility, and that this was bad practice. The money will need to come from Merchandise sales as well as leftover from Committees. AAMC only agreed to pay \$7,000.
- F. President's report.** President Viji Nakka-Cammauf reports that she has been involved in many meetings with various parties. She also reports that former Mills provost Chinyere Oparah sent a cease-and-desist letter to AAMC regarding the April letter to alumnae that mentioned her name in reference to the faculty no confidence vote against her and President Hillman.

Adjourns (due to phone call cut-off) at 9:30 pm

Submitted by Courtney Long