

Alumnae Association of Mills College
Board of Governors Meeting Minutes
July 14, 2022
5:30 PM
Via Zoom

CALL TO ORDER AND WELCOME

President Dittman called the meeting to order at 5:36 PM. There were 14 in attendance, with 4 absent.

Those in attendance and constituting a quorum were:

President: Debby Dittman

Vice President: Pam Roper

Vice President: Kathleen Roskos

Board Members: Debra Connick, Angela DeMoss, Dr. Linda Goodrich, Judy Jones, Alice Hewitt, Catherine Ladnier, Mitra Lohrasb, Kieran Turan, Karilee Wirthlin, Ariadne Wolf, Cherlene Wright

Absent: Christina Hannan, Melissa Berkay, Rachel Cefalu, Ellen Hines

Staff: Pam Herman (Interim Executive Director, AAMC)

Guest: David Shapiro (Parliamentarian)

PROTOCOLS

Vice President Roskos discussed the Protocols (also called “Ground Rules” and “Working Agreements” including Zoom meeting protocol). There was discussion regarding tech issues/bandwidth. Personal concerns regarding cameras being on were expressed. Exceptions were allowed.

MINUTES OF THE PREVIOUS BOG TO FOLLOW

President Dittman clarified that the minutes from the last BOG meeting were not available and that they would be available at the next meeting. Minutes from the AAMC Spring Annual Meeting in May 2022 will be voted on for approval at the next Annual Meeting in 2023. Meeting notes from July 7 were included in the packet emailed to all BOG members in advance.

APPROVAL OF THE AGENDA

Amendment: Move the Committee Chairs item to after the Bylaws item. Motion was made and seconded. Motion passed. Amended agenda approved.

PRESIDENT'S REPORT

The President's Report was included in the board packet. President Dittman added her hopes for the AAMC. The report had been sent to all BOG members (see #2 above)

INTERIM EXECUTIVE DIRECTOR'S REPORT

The Interim Executive Director's Report was included in the board packet. Ms. Herman shared that the treasurer's report was not yet available. She further shared wishes that the AAMC find a way to create a legacy of the experience of a Mills education. She hopes the AAMC would find a way to support the spirit of a Mills education. Ms. Herman noted that she had started working for the AAMC on June 6 and would be with the organization until the end of November.

ROSTER

Per the agenda, officers and governors were asked to read the roster (included as part of the aforementioned packet) and email Interim Executive Director Herman with any questions or changes.

NOMINATIONS AND ELECTIONS OF 2 EXECUTIVE COMMITTEE MEMBERS

Nominations opened for two Executive Committee members. 6 board members were nominated: Rachel Cefalu (nominated by Kieran Turan), Ellen Hines (nominated by Debra Connick), Angela DeMoss (nominated by Alice Hewitt), Linda Goodrich (nominated by Kathy Roskos), Debra Connick (nominated by Kathy Roskos), and Mitra Lohrasb (nominated by Cherlene Wright). Mitra Lohrasb and Angela DeMoss were elected by majority vote.

BYLAWS

Two motions addressed seeking independent legal review of the bylaws as currently written, including review of the nominating committee and election process.

Motion #1: "Authorize the Interim Executive Director to get bids from three qualified law firms that specialize in nonprofit bylaws to review the nominating committee and election process and review the minutes of the meeting where the election was held and to report their recommendations as to the legality of the process in accordance with bylaws. To do this as soon as possible, within one month if at all possible."

Main Motion #2 "Authorize the Interim Executive Director to get bids from three qualified law firms that specialize in nonprofit law to review the bylaws for the purpose of updating them, including review of the nominating committee and election process and the conduct of the recent election, as well as reasonable provisions for amending bylaws in the future. Since the

Mills College and Northeastern University merger, many sections of the bylaws are no longer valid and in need of revision. As of July 1, AAMC is out of compliance with its bylaws and may put at risk its non-profit status if not brought into compliance in a timely fashion. Staff with two additional qualified AAMC members to complete prework on the bylaws (e.g. to identify and highlight problem areas) for the board to review prior to submitting to the attorney for review” President Dittman made Motion #1, which was seconded by Vice President Roper. President Dittman made Motion #2, which was seconded by Governor Wirthlin.

Both Motions #1 and #2 were amended by Governor Wright and Governor Connick respectively to add the words “and California Corporation Law” after the words “Authorize the Interim Executive Director to get bids from three qualified law firms that specialize in nonprofit bylaws.” The amendments passed with a vote of 9 to 2.

Main Motion #2 was clarified as the amended motion by the parliamentarian and was to be considered first. Discussion followed before the vote was taken on the amended Motion #2 . Several BOG members noted that they had been asking for a review of the bylaws, specifically surrounding issues of the election process since April and they expressed concern that Motion #2 would drag out the process and cause further delays. Others held that Motion #2 was more robust and that the BOG has a fiduciary responsibility to use funds wisely. Interim Executive Director Herman recommended that if Motion #2 passed it be recommended to the Governance Committee that reviewing the nomination and election rules in the ByLaws would be the first priority. President Dittman promised that would happen. The vote to substitute the Motion #2 Amendment for Motion #1 passed with a vote of 6 in favor and 4 opposed. The Motion #2 Amendment passed with a vote of 9 in favor and 3 opposed.

PROPOSED COMMITTEE CHAIRS

Motion: That the election of Proposed Committee Chairs be postponed until the next scheduled meeting on August 20, 2022. 1st Governor DeMoss, 2nd Vice President Roper. Motion passed with 8 in favor and 2 opposed.

PROPOSED MEETING DATES/LOCATION & PROTOCOL

Motion: To encourage the Board of Governors to meet in person and when that was not possible for those to meet via hybrid video conferencing. Motion was made and seconded.

Discussion followed. Some governors said they would support a hybrid format once a platform was purchased and well supported. Concerns were raised that there was no technology plan in place and that in-person vs. virtual was inequitable. Issues were raised about what “hybrid” would mean and what technology would be used. There was also concern expressed about use of terms such as accessibility and equity, that the language was not being used correctly. It was decided that this motion would be postponed to the August 20th orientation meeting. President Dittman will collect names of those who wish to work on researching this issue and

will form a committee of 3-5 people. The names of the committee members will be announced within a week. Without objection, the motion was referred to committee with instructions to report at the next meeting.

Motion To have BOG meetings on the 2nd Tuesday of the month failed. Motion to have BOG meetings on the 2nd Wednesday of the month passed.

Motion to hold Six meetings a year in September, October, December, February, April and May (annual meeting) was entered, 1st President Dittman, 2nd Vice President Roskos.

An amendment to hold Monthly meetings beginning in September was entered. 1st Governor Wright, 2nd Governor Hewitt

Discussion- Proponents suggested it is easier to have more frequent scheduled meetings and cancel if necessary rather than to have to plan unscheduled last minute meetings. It was suggested if there was no new business, a decision to cancel the following meeting could be made at the end of the current meeting. It was also mentioned that shorter, more frequent meetings might be preferable. Others commented that those who had signed up to serve on the BOG had not agreed to monthly meetings. The amended motion passed by a majority vote..

Motion #4 The board will not record Zoom Board of Governors meetings, special meetings, executive committee meetings, or committee meetings. 1st President Dittman, 2nd Vice President Roskos.

Discussion- It was noted that 100% buy-in is needed to record the meeting and if someone objected, that individual would have to leave or the meeting could not proceed. The question of equity was addressed. It was countered that the term equity was not being used correctly and that it needs to be considered within its historical context, meaning, "creating structures and situations that promote just outcomes by actively dismantling historical oppression." In addition, it was mentioned that we have no social media policy and that everything said in meetings could end up on social media. A motion was made to postpone a vote on Motion #4 (motion was made and seconded) and to refer it to a small group to study, particularly those with a legal background. Governor Turan agreed to take names of people interested in serving on this committee and to come back with options and a list of pros and cons about recording meetings. Without objection, the matter was referred to committee.

REPORT FROM THE JULY 7 MEETING

Vice President Pam Roper read the summary. A number of governors felt that August 20th was too late to wait to decide issues like meeting times and avoiding going over time because that had been an issue in the past. In the discussion about how to meet (hybrid or Zoom), the 7/7 meeting attendees decided Zoom was best. Governor Hewitt conducted a poll, which revealed that only 50% of governors could attend meetings in person. The bylaws were also discussed, particularly concerns about the Nominating Committee's decision to not hold an election when there were more applicants than available positions. There was a strong feeling we needed a lawyer who was not involved with Mills to review the bylaws. President Dittman noted that tonight's meeting was an outcropping of the July 7th meeting.

MOTION: COMMUNICATIONS COMMITTEE

Governor Connick provided the background on this issue. The College is willing to give the AAMC a once-a-month communication to be sent out to all 20,000 or so Alums in the database. She noted that the 4-6 surveys sent out last year “caused heartburn.” The AAMC currently has 5,400 emails. The College has an “opt in” process for Alums to decide whether or not they want their contact information given to AAMC.. If we have a survey, we can send it out through iModules. The Communications Committee meets next week. Should they develop a plan to survey members about who we consider to be members of the AAMC. Governor Connick requested that any questions be sent to her to take to the Communications Committee

Motion: To have the Communications Committee develop possible criteria for AAMC membership, which may lead to creation of the AAMC mission statement. President Dittman 1st, Governor Lohrasb 2nd. Motion passed by majority vote.

NEW BUSINESS FOR NEXT BOG MEETING

It was noted that the Opt-In process for the new AAMC database closes July 22nd. President Dittman suggested we ask everyone we know if they have registered. Currently, we have about 1,100 registered. Other items:

- Possible update about the Mills students who are suing the College. It was stated, “Alums are waiting to hear from us.”
- AAMC Ownership of the Strong Proud Woman statue and its current legal status.
- Questions about the future of the \$120,000 Los Angeles County Mills Alumnae Association scholarship.

NEXT MEETING

The BOG Orientation will be on August 20, 2022, from 10:00 AM to 3:00 PM. at Reinhardt Alumnae House. President Dittman noted that we are a board going forward in unchartered waters, and that she hopes this effort signals the start of an outstanding term.

President Dittman adjourned the meeting at 8:32 PM.

Notes Respectfully submitted by Angela DeMoss, July 19, 2022