

Governance Report

To: Alumnae

From: Alexa Pagonas, Co-Chair of Governance Committee

Date: Annual Meeting - May 14, 2022

Committee Members:

Alice Hewett, Co-Chair/ Governor

Alexa Pagonas, Co-Chair (JD)

Claudia Mercado, Governor

Deb Wood, Governor (JD)

Jeannie Vance (JD)

Speech delivered at Annual Meeting in Lisser Hall:

This has been an extraordinary and painful year. I would like to start by thanking Viji for leading us thru extraordinary times.

The Governance committee, which is made up of five members, three of whom have their law degrees, one of which has specialized in corporate compliance reviewed the bylaws regarding the election of governors. We recommended an election be held.

The Nom Com did not want to have an election. They have said, “this is how we have always done it” and “no one remembers ever having an election.” There is some truth in this statement. There are people who remember an election but that isn’t the point. The point is actions are relative to the times.

Let me give an example. When I drive around Mills College campus I never go faster than 30 miles an hour. I doubt in my 30 years of driving on campus I have ever gone faster than 30mph. That is how it is always done. But when I leave campus and get on 580 I drive much faster – because conditions have changed. When there is a question as to what speed one can drive under what conditions one only need look at far as the DMV handbook because it provides context. We have a handbook to provide us guidance too – it is called the bylaws.

Historically, we had very few applications for Governor. We often had less than the openings. We always had many for Trustee. This is important because it is where and how things got sideways in terms of “this is how we have always done it”. The Nom Com would cull the applicants for ALUMNAE TRUSTEE (AT) because only three could run. If there were more people who applied for AT (and there often was) the number would be pared down to three and that slate would run against each other via an election with ballots in The Quarterly. But rarely were there enough applicants to be Governors to fill the open slots. Sometimes Nom Com never even had to do much more than vet applicants and approve them. There were simply not enough or barely enough to fill the slots open. So in both cases a slate was often put forth.

But this has not been a typical year in any way. And this year a large number of alums submitted application. Organizations often go thru stable periods where finding volunteers is difficult. Then something happens and people want to get involved. This happened after the 1990 Strike too. The bylaws specifically address this situation. It is to have an election. It is why elections were put into place precisely so that a small number of alumnae could not have control over the organization but rather a more democratic process would be followed.

In the past few weeks I have been contacted by many alums and many discussions were had about exploring legal options. I, and 20 other alums – some of whom are current governors, including recently appointed, some are applicants that were not asked to join the board, others are just alums – hired an attorney to review the bylaws. That attorney sent a letter to the Board of Governors urging them to have an independent review. Viji has claimed there was not enough time to seek a review – but she has told other alums privately she did have it reviewed. She told the Governors at the last meeting she had a letter from an attorney with a review but had not read it yet. And here we are a couple days, nay weeks later, and still no review and no justice. It is truly disheartening that Governors have chosen to ignore best practices.

But what to do now? Should we sue? I won't. I want to be clear on that. I cannot and do not speak for all 20 that have contemplated legal action. But I urge them and all my friends and fellow alums to also restrain from filing any lawsuits. We can hope the Governors do a review – it would still be in the best interest of the organization and all of us. It doesn't do any good to our beloved organization to go after each other. The enemy isn't the Board of Governors. The enemy are the people that sold Mills. We should use our efforts to fight that.

It has been an honor to serve you for the past, nearly, six years as a Governor. Thank you.