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Attorneys for Plaintiffs
Dr. Viji Nakka-Cammauf and Tara Singh, individually, in their
capacities as trustees of Mills College

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF ALAMEDA

DR. VIJI NAKKA-CAMMAUF, an individual, and
TARA SINGH, an individual,

Plaintiffs,

v.

DR. ELIZABETH HILLMAN, an individual,
KATIE SANBORN, an individual, MARIA
CAMMARATA, an individual, RENEE
JADUSHLEVER, an individual, ERIC ROBERTS,
an individual, DR. MARILYN SCHUSTER, an
individual, ELIZABETH PARKER, an individual,
OPHELIA BASGAL, DR. KAREN MAY, an
individual, and DOES 1 through 20, inclusive,

Defendants

-and-

MILLS COLLEGE, a California nonprofit public
benefit corporation,

Nominal Defendant.

CASE NO. RG21101875

[Hon. Stephen Pulido, Dept. 517]

**DECLARATION OF DR. VIJI NAKKA-
CAMMAUF IN SUPPORT OF PLAINTIFFS'
EX PARTE APPLICATION FOR
AFFIRMATIVE RELIEF, TEMPORARY
RESTRAINING ORDER AND ORDER TO
SHOW CAUSE RE: PRELIMINARY
INJUNCTION**

Date: July 26, 2021
Time: 2:30 p.m.
Department: 517

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I, DR. VIJI NAKKA-CAMMAUF, declare and state as follows:

1. The facts set forth herein are true of my own personal knowledge and, if called upon to
thereto, I could and would competently do so.

2. I graduated from Mills College in 1982 with a Masters' degree in English with an emphasis in American Literature, obtained my Masters in Divinity from American Baptist College of the West in 1986 and my PhD in Theology and the Arts from the Graduate Theological Union in 2003.

3. I am currently the President of the Alumnae Association of Mills College (“AAMC”) of Governors and, by virtue of that position, am a voting member of the Board of Trustees of the

4. I submit this declaration in support of Plaintiffs' *Ex Parte* Application for Affirmative Temporary Restraining Order and Order to Show Cause Re: Preliminary Injunction (Application"), and do so in the best interests of both the College and its alumnae.

5. I take my responsibilities as an Alumnae Trustee very seriously and have recently grown increasingly troubled by decisions and announcements being made regarding the future of the College, as the full Board of Trustees have not been given full and adequate information. Based on my own knowledge and my own experience, I can attest that decisions are being made for the College at the knowledge of the full Board, and while certain Board members are being deprived of information to which they are most certainly entitled under the College Bylaws.

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

7. Shortly after the announcement, I along with the three alumnae trustees, Tara Singh, ne Foster, and Deborah Wood, called for a meeting with President Elizabeth Hillman and Board

1 Chair Katie Sanborn to express our deep concerns and raise a number of questions to which we did not
2 receive any satisfactory answers. We began requesting clarification, information, and documents
3 pertaining to the status of the College and plans for its future.

4 8. While some piecemeal information has been provided to me, much is missing. And much
5 of what *has* been provided leads to more questions than answers. In fact, the website for Trustees has been
6 edited to not include meeting minutes and other items. The minutes of meetings held in May are not being
7 passed and therefore are not available. The failure and refusal to provide information and documents is
8 plainly deliberate.

9 9. My concerns have continued to compound for other reasons. For example, during a May
10 27, 2021, Board of Trustees meeting, I posed questions and made suggestions regarding the future of the
11 College, during which time College officers and Board President Sanborn were not paying attention nor
12 willing to enter into substantive discussion and ultimately cut short the discourse.

13 10. I believe that the way enrollment has been handled by the College is at the heart of the
14 problem here. Enrollment was only managed by a part-time consultant for several years, with a full-time
15 Vice President who showed very little initiative in engaging alumnae or faculty in recruitment. The Vice
16 President was overwhelmed and not up to the task, and instead of replacing her, the College waited until
17 she resigned, thus wasting precious time in recruitment efforts. In further disregard for the well-being of
18 the College as a whole, the College asked a full-time Provost and Dean of Faculty, who already had a full
19 portfolio of work, to add admissions work to her responsibilities. Therefore, while the College is placing
20 total responsibility for the recent decisions on an alleged financial shortfall, I believe that enrollment
21 issues are at the heart of the College's problem.

22 11. I believe that all options for the future of the College are not being considered and that
23 certain Trustees are being kept in the dark so that there can only be one possible outcome at the end of the
24 day, which most recently appears to be a partnership with Northeastern University. As a Trustee, I had
25 not heard anything about a potential partnership with Northeastern University until less than 24 hours
26 before a June 10, 2021 meeting, even though I now understand discussions had been going on for months.
27 Instead, I and others continued to be under the impression that the College was contemplating conversion
28 to an institute or some other undefined partnership with UC Berkeley.

1 12. Even though the situation has obviously been evolving, since March, announcements have
2 been made and information disseminated that would discourage future Mills students from enrolling,
3 further bolstering my belief that only one path forward is being considered by those “in charge.”
4 Whether with Northeastern University, UC Berkeley or another potential partner, the objective appears to
5 be that Mills College not continue.

6 13. The manner in which Board meetings have been conducted as of late, and topics of
7 discussion, provide further evidence of this. Action items that should naturally be considered to promote
8 the viability and success of the College are not even being discussed. These action items would include
9 things like revisiting and bolstering the College’s admissions strategy, reversing a prior tuition reduction
10 of nearly 36%, and fundraising more broadly. For a College with a passionate and dedicated student and
11 alumnae base, the failure to do or even consider these things is incomprehensible.

12 14. I believe that the full Board of Trustees are not being provided accurate and complete
13 information regarding the College’s financial picture, and am certain we are not being provided complete
14 information regarding contemplated plans for the future of the College. Different stakeholders are being
15 given different information. The Board is being told “we cannot survive a year,” while, at the same time
16 the auditors are rating the College’s financial health as 2.9 out of a maximum 3.

17 15. While it may be of little legal significance, it is telling that faculty and staff took a vote of
18 “No Confidence” in the College administration.

19 16. I ask this Court to enforce the transparency that the College Bylaws require. I believe I am
20 unable to fulfill my role as a Trustee due to the refusal and failure of Defendants to provide the
21 information and documents to which Trustees are entitled.

22 17. Among other things, I have requested from Defendants financial data regarding the College
23 (including cash flow statements), term sheets regarding any future plans or partnerships being
24 contemplated for the College, reports from the College’s consultants, other materials pertaining to the
25 contemplated “Institute,” and other information regarding the facts underlying the March 17, 2021,
26 announcement and the announced upcoming changes to the College. Those documents have not been
27 provided.

18. We, as Trustees, also are entitled to information and documentation reflecting on conflicts of interest, if any, on the part of those charged with steering the future of the College – its Board Members and Officers, which may or may not reflect on the decisions that are being made. Whether a conflict exists or does not exist, we are entitled by the College Bylaws to know this information.

19. As discussed herein, June 10, 2021, was the first time I learned about the Northeastern University proposal while other select trustees knew in advance and met or talked on Zoom with the President and staff of Northeastern University. Most recently, I was informed that the Board of Trustees will be asked to further vote on a partnership with Northeastern University by the middle of August 2021. I do not have the information that I need to vote on such a proposal. I believe that other trustees, who don't know what they don't know and whether or not they choose to take action, also lack information necessary to vote on such a proposal.

20. I have authorized the filing of the Complaint and Application, and submit this declaration so that I can fulfill my duties as a Trustee, in the best interests of the College and its constituents, and therefore ask the Court to enter an order confirming that, as a Trustee, I am entitled to review the “books, records, [and] documents of every kind” of the College, including but limited to those requested here.

21. Relatedly, I ask this Court to enter an order enjoining Defendants from taking further action, or causing/requesting that further action be taken, concerning the future of the College until such time as I have been provided the information and documents to which I am entitled and with meaningful opportunity to review the same. Without this relief, my role as a Trustee is of no consequence and merely pro forma.

22. Attached hereto as Exhibit 1 is a true and correct copy of the information that I requested most recently from the College after learning, belatedly, about the Northeastern proposed partnership.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on July 21st, 2021, at Los Angeles, California.

Viji Nakka-Cammauf
Dr. Viji Nakka-Cammauf

EXHIBIT 1

From: **Viji Nakka-Cammauf** <vijinakka@mills.edu>

Date: Thu, Jun 17, 2021 at 7:43 PM

Subject: Meeting

To: Carrie Hall <cmilliga@mills.edu>

Dear Carrie:

We accept the invitation for, and hereby request, a meeting with President Hillman, Katie Sanborn, myself, and Alumnae Trustees Debi Wood, Adrienne Foster and Tara Singh.

We would like to request the meeting in order to discuss various concerns we have regarding the future of Mills and the items we are being asked to consider as trustees and fiduciaries of the College. **We would like to schedule this meeting to take place as soon as possible, on either Friday, June 25, or Monday, June 28.** In advance of the meeting, we also request that we be provided with the following information and documentation that we in good faith need in order to exercise our fiduciary duties to act in the best interest of Mills and evaluate the matters being presented to us for consideration and vote:

1. A copy of materials provided to each of the potential Mills partners, including but limited to UC Berkeley and Northeastern;
2. A copy of all correspondence sent to each of the potential Mills partners;
3. A timeline of interactions and communications with Northeastern and any other potential partners;
4. A list of all institutions/entities contacted regarding potential future partnership with the College and all materials provided to any of them;
5. Relatedly, a list of other potential partners who have come forward since the March 2021 announcement;
6. Any assessments/reports pertaining to the recommendation to close/Teach Out;
7. Weekly or monthly cashflow projections for Fiscal Years 2022, 2023, and 2024, adjusted for 7% endowment payout and \$15 million endowment loan;
8. Bank statements for the last 3 years;
9. Recent communications with First Republic Bank;
10. detailed projections of insurance monies due, HEERF draw down, and other assistance either already granted to available to the College;
11. Comprehensive list of Mills assets and valuations, including catalog of assets and insured items of Mills College Art Museum; and catalog of assets and insured items of Center for Contemporary Music;
12. any correspondence with Christie's in relation to estimating a financial value of Mills' assets, such as Diego Rivera Mother and Child, 2 Matisse Paintings, Moholy-Nagy, and Ruffino Tamayo;
13. any Correspondence with Governor Gavin Newsom, Lieutenant Governor Eleni Kounalakis, Attorney General Rob Bonta, or Congresswoman Barbara Lee related to the teach out or future of the College;
14. any correspondence with WSCUC since the March 4, 2021 Board Meeting;
15. details of marketing and advertising efforts since June 2020 for enrollment;
16. conflict of interest statements from all board members;
17. details of Mills College Portfolio (MICL) Public and Private Equity positions, marked to market;

18. details of all transactions within Mills Portfolio Accounts since Hall Capital took over in 2010 and details of what Hall Capital has done since being granted Power of Attorney;
19. minutes, board packets, and other notes from the Subcommittee on Negotiations;
20. minutes and board packets of the following Mills-UCB Committees: Mills-UCB Joint Steering Committee, Adjunct Faculty Working Group, Mills Transition and Accreditation Team, and Student Transition Team;
21. details of business continuity or other related insurance policies that pay out in the event of unexpected circumstances; detailed cost estimates for ADA Compliance Phase 3, for seismic compliance; and for sewer tunnel maintenance.

Please let us know, no later than Monday, June 21, whether the meeting will take place and whether the College will provide us with the information we have requested here.

Thanks.

Warmly.

Viji Nakka-Cammauf

Debi Wood

Adrienne Foster

Tara Singh