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ELIZABETH PARKER, OPHELIA BASGAL, and  
13 DR. KAREN MAY

14 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
15 **COUNTY OF ALAMEDA**

17 DR. VIJI NAKKA-CAMMAUF, *et al.*,

18 Plaintiffs,

19 v.

20 DR. ELIZABETH HILLMAN, *et al.*,

21 Defendants,

22 -and-

23 MILLS COLLEGE, a California nonprofit  
24 public benefit corporation,

25 Nominal Defendant.

Case No. RG21101875

**DECLARATION OF KATHLEEN  
SANBORN IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO  
PLAINTIFFS' *EX PARTE* APPLICATION  
FOR AFFIRMATIVE RELIEF,  
TEMPORARY RESTRAINING ORDER  
AND ORDER TO SHOW CAUSE RE:  
PRELIMINARY INJUNCTION**

Filed concurrently with Declarations of Dr.  
Elizabeth Hillman, Eric Roberts, Lyn Flanigan,  
and N. Thomas Connally; Memorandum of  
Points and Authorities

The Hon. Stephen M. Pulido

DATE: July 26, 2021

TIME: 2:30 p.m.

DEPT.: 517

Complaint filed: June 7, 2021

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**DECLARATION OF KATHLEEN SANBORN**

I, Kathleen Sanborn, declare and state as follows:

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

2. I submit this declaration in support of Defendants’ Opposition to Plaintiffs’ *Ex Parte* Application for Affirmative Relief, Temporary Restraining Order and Order to Show Cause Re: Preliminary Injunction, and do so in order to protect and preserve the best interests of the College.

3. I graduated from Mills College (the “College”) in 1983 with a Bachelor of Arts in English and obtained my Master of Science in Journalism from Northwestern University in 1995.

4. I am the Director of Editorial Services at OTR Global, a position I have held since 1996. I also hold FINRA Registered Representative (Series 7) and Securities Principal (Series 24) professional licenses.

5. I joined the Board of Trustees (the “Board”) of the College in 2013, and have served as Chair of the Board continuously since 2016. By virtue of my role as Chair, I am an ex officio member of all committees, meaning that I have a vote on all of the Board’s committees. Prior to assuming the role of Chair, I served on the following committees during the fiscal years noted:

- a. Advancement Committee (2013-2015)
- b. Audit Committee (2013-2016; chair 2015-2016)
- c. Committee on Trustees (2016)
- d. Educational Policies Committee (2016)
- e. Enrollment and Financial Aid Committee (2015)
- f. Executive Committee (2016)
- g. Executive Compensation Committee (2015-2016)
- h. Presidential Assessment Committee (2016)

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1           6.       I am a proud College alumna. Since graduating, I have been an active donor to the  
2 College and have been involved with various branches of the Alumnae Association of Mills College  
3 (“AAMC”). I also served on the AAMC Board of Governors in 1994. As a part of my involvement  
4 with the AAMC, I chaired the Charming Cottages Tour from 2010-2014. This event, hosted by the  
5 AAMC’s Palo Alto, California branch, was one of the most successful fundraisers of any branch  
6 of the AAMC.

7           7.       Plaintiff Singh’s tenure as an AAMC-designated Board Trustee ended effective July  
8 1, 2021. She is no longer a Trustee of the College.

9           8.       The Board operates under a consent agenda. In advance of each meeting, an agenda  
10 is circulated to the Board outlining the various topics to be discussed and the motions to be  
11 considered. At the end of a meeting, the Board votes on the motions contained in the agenda as a  
12 package. It is the policy of the Board that any Trustee can, at any time, have any item on the consent  
13 agenda removed. When a consent agenda item is removed through this process, the item is then  
14 voted on independently.

15           9.       During my tenure on the Board, all members have been provided ample access to  
16 the records necessary to effectuate our duties to the College. These documents include such things  
17 as audited financial reports, proposed budgets, actual budgets, enrollment information, and  
18 endowment evaluations. In addition, the Board has held meetings with our investment manager to  
19 review the College’s financial portfolio.

20           10.      Based on my experiences as a Board member, I believe that anyone who has  
21 familiarized themselves with the documents provided to the Trustees would have the relevant and  
22 necessary information to inform their decisions regarding the future of the College. The  
23 information pertaining to the College’s situation was in no way concealed from any member of the  
24 Board. All of the documents available to the Board and its committees, with the exception of the  
25 those documents specific to the Executive Committee, are available to all Trustees on the Board’s  
26 intranet page.

27           11.      In addition, it is my opinion, based on my experiences as a Board member, that any  
28 Trustee attending Board meetings would know the College was in a financial crisis and any Board

1 member who has taken minimal effort to apprise themselves of the information made available to  
2 them would understand this fact.

3 12. At the March 4, 2021 meeting, the Board determined that the College could not  
4 survive as a degree-granting institution and that the financial crisis warranted the official pursuit of  
5 partnerships with outside institutions. To realize a partnership, the Board passed a resolution  
6 authorizing officers of the College, at the direction of President Hillman, to develop for the Board's  
7 consideration proposed plans for the College to operate as a Mills Institute as well as a "Teach Out"  
8 program.

9 13. On March 17, 2021, President Hillman announced the "Teach Out" program,  
10 describing what was expected to be the end of the College as a degree granting institution.

11 14. While Plaintiffs claim they were "shocked" by President Elizabeth Hillman's March  
12 17, 2021 announcement, this information and proposed resolution regarding such were available in  
13 the consent agenda provided to Trustees in advance of the March 4, 2021 meeting of the Board.  
14 Neither Plaintiffs, nor any other Trustee, requested that the proposed resolution be removed from  
15 the consent agenda.

16 15. Following President Hillman's public announcement, various potential partners  
17 reached out to the College. On April 27, 2021, at the direction of the Board, the Executive  
18 Committee formed a Subcommittee on Negotiations to analyze potential partnerships for the  
19 College. These partnerships were presented to the Board with a multifaceted rubric explaining the  
20 details of each plan.

21 16. With this information, I, together with an overwhelming majority of the Board,  
22 voted to pursue a partnership with Northeastern University on June 17, 2021. The language of the  
23 June Resolution clearly and explicitly described the financial situation contributing to the  
24 partnership and the need to develop a partnership to sustain the legacy of the College. I have  
25 attached this resolution as **Exhibit 28** to my declaration.

26 17. Before the vote on June 17, Plaintiffs did not make any requests for additional  
27 information, and all of the information needed to make a decision at the June 17 meeting was made  
28 available to the Trustees. After filing this lawsuit, Plaintiff Nakka-Cammauf continued to

1 participate in Board communications and meetings without disclosing the fact that on June 7 she  
2 had sued her colleagues and the College and its officers for monetary damages.

3 18. After the announcement, I personally assisted with outreach efforts to the AAMC.  
4 As a part of my efforts, I attended a meeting with the AAMC at the request of Plaintiff Nakka-  
5 Cammauf where I answered questions regarding the potential partnership with Northeastern  
6 University. At the end of this meeting, Plaintiff Nakka-Cammauf asked if I would be willing to  
7 attend another meeting with the AAMC in the future and I indicated my willingness to do so—in  
8 line with the Board’s efforts to be as transparent as possible.

9 19. After I received notice of this lawsuit, I personally reached out to Dr. Nakka-  
10 Cammauf, Tara Singh, Adrienne Foster, and Deborah Wood. At the time of my outreach, all four  
11 were named Plaintiffs in this matter. Ms. Foster and Ms. Wood have since withdrawn, stating their  
12 “discomfort with the aggressive tone and actions surrounding this lawsuit” and further highlighting  
13 that “[t]his discomfort adds another dimension of discord and divisiveness between the AAMC and  
14 Mills College, which only serves to exacerbate the fundamental problems of the College’s crisis.”  
15 Attached as **Exhibit 29** is a letter from former Plaintiffs Adrienne Foster and Deborah Wood to me  
16 and President Hillman discussing their withdrawal from this lawsuit.

17 20. During a telephone conversation with Ms. Wood, she expressed to me that this  
18 lawsuit is the result of pressure from outside forces. This sentiment was also echoed by Ms. Foster  
19 who said she was being “manipulated” by an outside group while balancing the devastating loss of  
20 her husband. Ms. Wood also explained her difficulty in determining the boundary of her fiduciary  
21 duties to the Board and the College. She confided in me that she had already disclosed confidential  
22 information (the identity of institutions with whom the College engaged in confidential discussions,  
23 subject to nondisclosure agreements) to the AAMC. From these conversations, I believe that  
24 Plaintiffs are being pressured to obstruct the potential partnership with Northeastern University by  
25 outside groups that are not working in the best interests of the College.

26 21. While Plaintiff Nakka-Cammauf has supposedly agreed to maintain confidentiality  
27 of the College’s records, I am concerned that she will not honor this agreement in light of (a) the  
28 past breaches of confidentiality involving the AAMC that have already occurred in this matter,

1 (b) the stated intent of the AAMC to obtain and use the requested information and records, and  
2 (c) the fact that the AAMC is funding this litigation.

3 22. I have reviewed the Plaintiffs' request for documents. While many of the  
4 documents that Plaintiffs seek have already been provided to them in their role as Trustees, some  
5 of the documents the Plaintiffs seek are not the types of materials a normal Trustee would review.  
6 For example, a Trustee does not normally review any item that falls under the day-to-day  
7 operations of the college, like checking account records.

8 23. Were I to review the documents that fall outside of the Board's normal course, I  
9 would not change my vote on pursuit of the Northeastern University partnership. This is because  
10 the College faces a dire situation due to decreasing enrollment, a deepening financial deficit, and  
11 challenging annual giving trends—all of which will only be further exacerbated by the expected  
12 decline in the college-going population over the coming years that is well known in the industry.

13 24. The Northeastern University partnership is a beneficial and collaborative solution  
14 that will allow the College to sustain both literally and ideologically. Together with the majority  
15 of the Board, I believe that Northeastern University and the College will realize a shared goal of  
16 increasing access to higher education.

17 I declare under the penalty of perjury under the laws of the State of California that the  
18 foregoing is true and correct. Executed on July 25, 2021 at El Granada, California.

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