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

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **COUNTY OF ALAMEDA**

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

13 Plaintiffs,

14 v.

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

19 Defendants

20 -and-

21 MILLS COLLEGE, a California nonprofit public
22 benefit corporation,

23 Nominal Defendant.

CASE NO. RG21101875

[Hon. Stephen Pulido, Dept. 517]

**DECLARATION OF TARA SINGH 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

DECLARATION OF TARA SINGH

I, TARA SINGH, declare and state as follows:

1. I have personal knowledge of the facts set forth below, and if called upon, I could and would testify competently thereto under oath.

2. I graduated from Mills College in 2005 with a bachelor's degree in Political, Legal and Economic Analysis, and obtained my MBA from Mills College in 2007.

3. Until July 1, 2021, when my term ended, I was an Alumnae Trustee, sitting on both the AAMC Board of Governors and the Board of the College as a voting member. I continue to be a member of the AAMC. The events of which I complain here began during my tenure as a trustee of the College.

4. I submit this declaration in support of Plaintiffs' *Ex Parte* Application for Affirmative Relief, Temporary Restraining Order and Order to Show Cause Re: Preliminary Injunction ("Application").

5. I always took my responsibilities as an Alumnae Trustee very seriously and have recently grown exceedingly troubled by decisions and announcements being made regarding the future of the College, as to which the full Board of Trustees have not been given full and adequate information. I am aware of this from my time as a trustee. Based on my own personal knowledge and my own experience, I can attest that decisions are being made for the College without the knowledge of the Board, and while 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 March 2021. The March 17, 2021 announcement by College President Elizabeth Hillman discussed in the complaint and this application came as a complete shock to me, in that it stated publicly (among other drastic measures impacting the very existence of the College) that the College would cease to function as a degree 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 began requesting clarification, information, and documents pertaining to the status of the College and plans for its future. I requested materials both orally

1 and in writing, from College President Hillman, Board Chair Sanborn, Defendant Eric Roberts, in
2 Executive Session with the full Board of Trustees, and in discussions with others. My requests for
3 information focused largely on the financial status of the College, as “economic pressures” was the stated
4 reason for the March 17 closure announcement.

5 8. While some piecemeal information has been provided to me, much is missing. And much
6 of what *has* been provided leads to more questions than answers.

7 9. For example, I have requested, but not been provided with consultant reports, financial
8 assessments and analysis, and further projected cash flows for the College beyond what has been
9 provided, all of which are necessary to understand the financial picture of the College and all of which
10 should be available to the Trustees. This failure to provide information and documentation is, thus,
11 inimical to my role as a Trustee and fiduciary of the College.

12 10. Equally troubling, the information that has been provided, including the year-end audited
13 financial statements provided by Mills College’s auditors in accordance with Generally Accepted
14 Accounting Principles (“GAAP”), reflects that Mills College will be able to perform on its upcoming
15 financial obligations.

16 11. Similarly, the very day before the March 17 announcement, a report from the Resources
17 and Sustainability Committee reported that Mills’ endowment exceeded \$206 million. On further
18 investigation, I realized that the College’s investments in offshore private equity and venture capital funds
19 are reflected at or near their initial contribution values, resulting in an understated (and, likely,
20 dramatically so) current value. In other words, I have not seen evidence of the dire financial picture being
21 portrayed; much to the contrary.

22 12. While it may be of little legal significance, it is telling that faculty and staff took a vote of
23 “No Confidence” in the College administration not long after the March 17 announcement.

24 13. My concerns have continued to compound for other reasons as well. For example, during a
25 May 27, 2021, Board of Trustees meeting, I witnessed Alumnae Trustees (specifically, Dr. Viji Nakka-
26 Cammauf) pose questions and make suggestions regarding the future of the College, during which time
27 College officers and Board President Sanborn appeared not to pay attention and ultimately cut short the
28 discourse.

1 14. I believe that all options for the future of the College are not being considered and that
2 certain Trustees are being kept in the dark so that there can only be one possible outcome at the end of the
3 day, which is that the College will cease to function as a degree-granting institution and be transformed
4 into some as-yet amorphous “institute” with unknown purpose and constituents. Indeed, announcements
5 are being made and information disseminated that would discourage future Mills students from enrolling,
6 further bolstering my belief that only one path forward is being considered by those “in charge.”

7 15. Most recently, I have learned that those “in charge” had decided at some point to pursue a
8 partnership between Mills and Northeastern University, and that discussions and in-person meetings have
9 been going on for months. Attached hereto as Exhibit 1 is an article I read regarding the partnership and
10 stating that the discussions, of which I had not been made aware as trustee, had been going on for quite
11 some time.

12 16. Indeed, I was not made aware of the Northeastern potential partnership until shortly before
13 a June 10, 2021 board meeting, at which the Board was presented with a resolution to support continued
14 pursuit of the partnership with Northeastern. I voted against the resolution for the reasons stated here –
15 because I have not seen evidence to support the financial death knell that is being rung and, in any event, I
16 do not have adequate information and documents at this time to meaningfully evaluate a partnership with
17 Northeastern University.

18 17. On this last point, following a June 17, 2021 board meeting and following the College’s
19 announcement that it would be pursuing a partnership with Northeastern University, Viji Nakka-Cammauf
20 on behalf of herself and me (and others at the time) requested a meeting and the specific documents and
21 information we need as trustees to evaluate the plans under consideration. Attached hereto as Exhibit 2 is
22 a true and correct copy of that written request, which I reviewed and authorized.

23 18. To date, there has been no satisfactory response to the request.

24 19. The manner in which Board meetings have been conducted as of late, prior to the end of y
25 term, and topics of discussion, further my concerns. Action items that should naturally be considered to
26 promote the viability and success of the College are not even being discussed. These action items would
27 include things like revisiting and bolstering the College’s admissions strategy, reversing a prior tuition
28

1 reduction of nearly 36%, and fundraising more broadly. For a College with a passionate and dedicated
2 student and alumnae base, the failure to do or even consider these things is incomprehensible.

3 20. I believe that the Trustees are not being provided accurate and complete information
4 regarding the College's financial picture, and am certain we were not during my tenure being provided
5 complete information regarding contemplated plans for the future of the College, including regarding the
6 contemplated partnership with Northeastern University. Different stakeholders are being given different
7 information. The Board is being told "we cannot survive a year," while, at the same time the auditors are
8 rating the College's financial health 2.9 out of a maximum 3. Equally perplexing, expected multi-million-
9 dollar COVID-19-related insurance payouts are not being reflected on the books.

10 21. I ask this Court to enforce the transparency that the College Bylaws require, for the benefit
11 of all Trustees and the College itself. I believe I was stymied in my role as a trustee and am pursuing this
12 action, and continuing to pursue this action, on behalf of the College, which is a nonprofit public benefit
13 corporation. Among the other items requested, the Trustees are entitled to information and documentation
14 reflecting on conflicts of interest, if any, on the part of those charged with steering the future of the
15 College – its Board Members and Officers, which may or may not reflect on the decisions that are being
16 made. Whether a conflict exists or does not exist, the Trustees (and, candidly, the larger College
17 community) are entitled to know this information.

18 22. Instead of this information being willingly provided, my understanding from sitting on the
19 Board (a limited role for the reasons described herein) is that all such considerations, and
20 information/documentation regarding the contemplated future of the College are being handled by the
21 "Resources and Sustainability" committee and newly formed sub-committees of the Board into which
22 other Trustees (myself included) do not have visibility, including a subcommittee on "Negotiations."

23 23. I have authorized the filing of the Complaint and application, and submit this declaration as
24 a former trustee with first-hand knowledge of what is stated herein, and I do so in the best interests of the
25 College and its constituents, and to determine what additional steps may be necessary in the best interests
26 of the College.

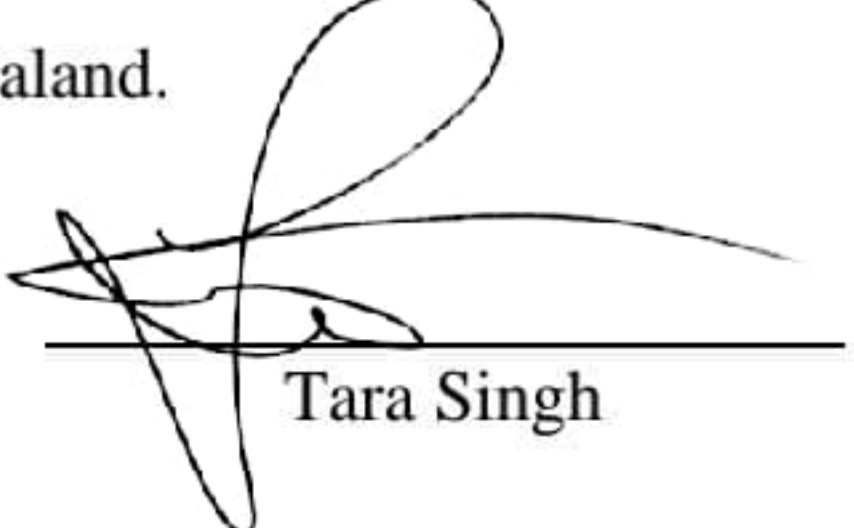
27 24. I, therefore, ask the Court to enter an order confirming that the Trustees, including my co-
28 plaintiff Viji Nakka-Cammauf, are entitled to review the "books, records, [and] documents of every kind"

1 of the College, including but limited to those requested on June 17, 2021. As a Trustee up until July 1,
2 2021, I also am entitled to review the materials as requested prior to the end of my term.

3 25. Relatedly, I ask this Court to enter an order enjoining Defendants from taking further
4 action, or causing/requesting that further action be taken, concerning the future of the College until such
5 time as the information and documents requested hereby have been provided the information the Trustees
6 afforded a meaningful opportunity to review the same. Without this relief, the role of trustee is of no
7 consequence and merely pro forma.

8 I declare under penalty of perjury under the laws of the State of California that the foregoing is
9 true and correct. Executed on July 19th, 2021, at Auckland, New Zealand.

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Tara Singh

EXHIBIT 1

Mills College students learn about opportunities for community engagement through academic programs, student-run clubs, and local organizations at the University of California Community Action Fair, held on Holmgren Meadow in the center of the Mills campus in Oakland, California. Photo by Greer Rivera.

Media Inquiries

NORTHEASTERN UNIVERSITY AND MILLS COLLEGE TO PURSUE HISTORIC PARTNERSHIP

by News@Northeastern June 17, 2021



A Message from President Joseph E. Aoun

To all members of the Northeastern community:

I am writing to share with you exciting news about a transformational opportunity that has the potential to shape our community for generations to come. Earlier today, the Board of Trustees of **Mills College** in Oakland, California voted to explore a first-of-its-kind strategic partnership with Northeastern. This new alliance would bring Mills College and its powerful mission into Northeastern's global network.

Together with our colleagues at Mills, we are seeking to create something truly unique in higher education. Several factors make the promise of this partnership compelling:

Alignment: Renowned for its preeminence in women's leadership, access, equity, and social justice, Mills College has been a pillar of educational opportunity for more than a century. Founded in 1852, Mills is home to a community of students, faculty, staff, and alumnae who have a deep passion for impactful social change through learning and innovation. Northeastern's history and enduring focus on inclusion and empowering people from all backgrounds to realize educational and lifelong success is in perfect congruence with Mills and its ideals.

A Once-in-a-Generation Opportunity: In March, the leadership of **Mills announced that they would no longer enroll students for future graduating classes**. It soon became clear to many of us that a strategic partnership would open up exciting new possibilities that would strengthen both Mills and Northeastern. Not only are our missions aligned, but by

combining our signature strengths we can create new and distinctive opportunities that extend and enhance our collective priorities.

Mills College and the Mills Institute: We recognize and share a mutual commitment to maintaining the excellence Mills has achieved in its educational programs. Through our proposed alliance, we will sustain the granting of degrees on the Mills campus under the name Mills College at Northeastern University. All students currently enrolled at Mills College will have the option to continue and graduate from Mills, or apply to transfer to Northeastern at no additional cost. All existing financial aid commitments made to current Mills' students will be honored by Northeastern. We will also establish together the Mills Institute, a hub for research and advocacy that will advance women's leadership, equity, inclusion, and social justice.

In a **message sent this afternoon to the Mills community, President Beth Hillman wrote:** *"The College is pursuing negotiations with Northeastern because its leaders understand and support the vital contributions Mills offers, and because we share a vision of what education can and must be in the coming decades. The missions of Mills and Northeastern are aligned through our shared commitment to access, social justice, and urban engagement."*

In the weeks ahead, we will work together to shape a shared vision that will elevate our academic communities and ultimately society as a whole. I look forward to sharing updates with you as we make progress on this exciting collaboration.

Sincerely,

Joseph E. Aoun
President

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EXHIBIT 2

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