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VIA EMAIL

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Joel h. Siegal, Esq
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Natasha Baker, Esq
Email: [REDACTED]

Re: Phone conversation with Natasha Baker on March 15, 2024

Dear Dr. Nanda, Dr. Silk, Dr. Patel, Dr. Ochoa-Rea, Dr. Sordillo, Mr. Turner, and Dr. Oberstein:

Thank you all for participating in the phone conversation with Natasha Baker and me on March 15, 2024. I appreciate Natasha's comments that we all need to do some soul searching to confirm that everything that we do is solely for the benefit of The College and in compliance with California Non-Profit Codes and excellent Board Governance Procedures.

Natasha's warnings that there is "disfunction" between the Board and Management, at the College, is troubling. As both Natasha and Cathy Trower confirm, a lack of communication between the Board and Management, and an inability to work as one entity for the benefit of the college is often the reason for both liability to individual Board Members, and failure of the college. Clearly this is what needs to be avoided and addressed.

I – MY ROLE – GENERAL COUNSEL

I attach here as **Exhibit One** a copy of a March 20, 2024, email from Natasha Baker to me:

Since Natasha indicates that a vital part of the Board's role is working with Management, I respectfully request that you immediately forward to me, all emails, text, WhatsApp, or other electronic communications or any other communication from any Board personnel to any other personnel, regarding any college relating events, activities, or projects. We cannot have open communication if the Board is not sharing those communications with General Counsel (me).

Obviously, none of Natasha's admonitions about communication with management accrued even after the telephone conversation with her. It seems obvious that the board is taking action in contradiction to California law. The only solution at this point should be a resignation of board members who fail to comply with the legal advice that they are given by college attorneys.

IV (A) CANCEL BOARD MEETING IN SPAIN

Following the meeting with Natasha, I have researched with other attorneys and consulted with governance experts. I can find no expert, nor any legal case or statute, which stands for the proposition that a Board of Directors of a 501 C 3 Educational Institution based in Hayward California should have a single-day or multi-day board meeting outside the country in Spain or anywhere else that may produce the same results at a location closer to the college or the majority of Board Members. While having a Board Retreat is appropriate, Meeting in Spain, as currently proposed, presents the appearance of impropriety. Please note there is no legal basis for having a board meeting in Spain and spending federal dollars to do so not only out the college at risk, but each board member as well. By legal standards and proper governance standards, the meeting in Spain needs to be cancelled immediately, and if flight have been purchased, they should be canceled immediately.

IV (B) THE HIRING OF A FULL TIME CONTRACTOR

I have consulted with governance experts and researched cases and California Statutes. In my legal opinion, the hiring of Cameron Hastings to work as a consultant on property in Arizona for a sum of \$150,000.00 per year plus expenses is a violation of both the Board's fiduciary duties to the College, and a breach of the non- self-serving duty of board members. Mr. Hastings, as a former Board Member with personal relations to multiple board members, was not an appropriate choice to hire as a consultant. Further, Mr. Hastings as a non-resident of Arizona, and a non-lawyer, demonstrates no unique skill set for this project. His hire may be seen by regulating officials as a violation of duties owed to the College, compounded by the fact the college has the bandwidth to do the work Mr. Hastings has been hired to perform. The Contract with Cameron Hastings must be terminated now, of course giving him the requisite notice indicated in his contract.

VI - FINANCE COMMITTEE IS RESPONSIBLE FOR EVERYTHING REGARDING MONEY

Governance officials, statutes, and previous cases indicate no basis for having decisions about the College's finances made by the governance committee instead of the finance committee. The finance committee needs to be consulted and needs to chair decisions when any college board finance is involved. In regard to the Governance Committee, the main responsibility lies in setting policy and procedures for the Board to follow. Financial matters have no bearing on policy and procedures.

X. OTHER ITEMS

- a. Payable Board Expenses: I have asked the CFO to temporarily withhold the sending of any reimbursable expenses submitted by the board until they have been vetted by the CFO and those who submitted them, as well as myself being legal counsel for the college.
- b. Title IX Complaint: On a recent call with the board chair, he said he called about a Title IX complaint yet would not tell me any information about it. Being hired to protect the college, and having vast knowledge in Title IX cases, it is imperative that I receive the complaint, and assess the legal threat to the college, as well as the handling of the case to date. If I do not receive the written complaint, as well as any board thoughts around the situation, I will pursue acquiring a copy of the complaint myself to review and take action on, whether it be employees of the college, or board members.
- c. As a reminder, any and all Board Meetings, whether committee or full board meetings, will include myself and the President, with the understanding that it is everyone's commitment to function as a unit for the betterment of Life Chiropractic College West.
- d. If there are any communications that any board member feel violates the fiduciary responsibility of the board, please send them to me at your discretion. Unless an egregious breach of duty has been made, these communications will be held in strict confidence. The main reason for the asking of these communications is to help the board understand what is right, wrong, legally defensible, and to allow the board to see proper governance actions. There may be some on the board who see nothing wrong with current and previous board actions, as well as some that feel things are not right, while others may be questioning right and wrong. My hope is that these communications will help clear up any confusion so we can all operate with the utmost of integrity and set the example for all chiropractic colleges and the profession.

In closing, it is everyone's responsibility to act prudently as board members, and to act responsibly and reasonably when it comes to spending college funds. We must all look through the lens of the attorney general regarding board operations, and with proper governance training we can all do our duties as board members and allow the college to do its work without incumbrance or micromanagement.

Attached are articles and court papers showing what occurs if board members are not compliant with the Law. I trust that you will arrange for a meeting with myself whereby all these issues will be addressed.

Thank you, and I look forward to hearing the notification of the next meeting.

Sincerely,

Joel H. Siegal
Attorney at Law