



Middlesex School & Nikole Hannah-Jones: Summary of Findings

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PREPARED BY

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I. INTRODUCTION

On December 29, 2021, the Review Task Force of the Board of Trustees (the “**Board**”) of Middlesex School (“**Middlesex**” or the “**School**”) announced that it had engaged Saul Ewing Arnstein & Lehr (“**Saul Ewing**”) to conduct an independent review of the facts and circumstances related to the School’s decision to extend, and subsequently rescind, a speaking invitation to Nikole Hannah-Jones, a *New York Times Magazine* reporter and author of *The 1619 Project*. The Review Task Force charged Saul Ewing with determining: (1) what happened; (2) who was involved; and (3) why certain decisions were made. This document is a summary of Saul Ewing’s factual findings (the “**Summary**”). All factual findings herein are exclusively the product of Saul Ewing.

To make these findings, Saul Ewing interviewed nearly 30 people (some more than once) and reviewed several thousand documents, including emails, calendar entries, and other related documents to verify facts, determine the sequence of events, identify the actors involved, and explain the context for the participants’ actions and decisions. Because the evidence revealed that Ms. Hannah-Jones did not have any direct communication with the School – rather, her assistant served as the sole point of contact – Saul Ewing did not attempt to interview Ms. Hannah-Jones. This Summary uses anonymous identifiers to protect the privacy of the individuals discussed herein, although identities were shared with the Board.

Section II of this Summary describes Saul Ewing’s application of the preponderance of the evidence standard to resolve questions of fact where certain actors’ descriptions or recollections of key events differed. Saul Ewing’s review revealed that a number of decisions made during the relevant period were driven, at least in part, by the context in which they were made, specifically: (1) Diversity, Equity, and Inclusion (“**DEI**”)-related events at Middlesex and elsewhere, and (2) the Head of School’s annual performance review, led by the Board Chair. Section III of this Summary details that contextual background. Section IV of this Summary is a timeline of the events leading up to and immediately following Ms. Hannah-Jones’ announcement that she had been disinvited from speaking at Middlesex. Finally, in Section V of this Summary, Saul Ewing details its factual findings.

II. PREPONDERANCE OF THE EVIDENCE STANDARD AND CREDIBILITY DETERMINATIONS

In reaching its findings, Saul Ewing applied a preponderance of the evidence standard to determine whether it was *more likely than not* that a particular fact was true, or an event occurred. When making factual findings based on this preponderance of the evidence standard, Saul Ewing relied as much as possible on objective data, including by triangulating different sources of information. This included, for example, corroborating interviewee statements with independent evidence and relying upon email time stamps and dates, calendar entries, and phone records for the sequence and context of events. This Summary does not recount every fact considered in Saul Ewing’s review. Nevertheless, all the evidence collected was considered and weighed in reaching the findings described herein.

Where it was not possible to rely on objective data – such as when one individual’s statement differed from or was denied by another – Saul Ewing also considered whether, by a preponderance of the evidence, one person’s account was more credible than another’s. Credibility determinations, by their nature, sometimes involve subjective components. Thus, in some instances, Saul Ewing’s determination as to which interviewee’s account to credit was influenced by – though not entirely dependent upon – Saul Ewing’s assessments of human behavior and reasonable inferences drawn from those observations. In addition, where possible, Saul Ewing considered whether prior statements of individual interviewees were proven to be objectively truthful – or the opposite. Finally, Saul Ewing notes that its acceptance of one interviewee’s version of events over another’s should not be interpreted to mean that a particular person was deemed to be deceitful or acting in bad faith (as opposed to merely being mistaken, or having an imperfect recollection). Credibility determinations were based upon Saul Ewing’s objective balancing of the total mix of competing evidence.

III. PERTINENT BACKGROUND & CONTEXT: DEI INITIATIVES AND HEAD OF SCHOOL ANNUAL REVIEW

The convergence of two School processes during the summer of 2021 provide important context for the findings detailed in this Summary.

A. DEI at Independent Schools and Middlesex

The spring 2020 murder of George Floyd and other unarmed Black people by police, and the resulting racial reckoning, spawned the “Black@” social media movement that inspired independent schools around the country to acknowledge racial injustice, consider whether and to what extent their institutional practices may have fostered inequity, and commit to providing DEI education and support to their students. As these schools increased their focus on DEI issues, they faced substantial backlash from some parents and alumni who objected to how schools were promoting DEI. These parent and alumni concerns included the fear that students were being “indoctrinated” by schools injecting critical race theory (“CRT”) into the curriculum or otherwise promoting a “woke” culture at the expense of what these individuals perceived as more traditional and rigorous academic pursuits.

The schools’ challenges were widely publicized and had garnered the attention of the Head of School and Board Chair as Middlesex implemented its own DEI responses. Middlesex’s responses included, but are not limited to, incorporating essays from Ms. Hannah-Jones’ *The 1619 Project* into the history curriculum for 11th graders; establishing a DEI subcommittee of the Board, which oversaw drafting a public statement affirming the Board’s commitment to the School’s DEI initiatives (the “**Board Diversity Statement**”); and endowing an annual Black History Month speaker series, named for the School’s first Black faculty member (the “**Black History Month Speaker Series**”). Like its fellow independent schools, however, Middlesex faced some headwinds in its journey towards full implementation of its DEI initiatives. The Head of School, Board Chair, and certain School staff members received numerous phone and email communications from parents and alumni expressing apprehension that the School’s approach to DEI matters was leading it

towards socialism, CRT, and “wokeness.”

In addition, during the same time period that Ms. Hannah-Jones’ invitation was being considered, the DEI subcommittee was finalizing its work on the Board Diversity Statement, a process that some, including the Head of School, felt had taken too long. (The Board Diversity Statement was released on October 15, 2021 – just three days before Ms. Hannah-Jones’ tweets.) Both the Head of School and Board Chair had insight into community members’ concerns, and a preponderance of the evidence supports a finding that the totality of these DEI-related concerns influenced the decisions they made concerning Ms. Hannah-Jones.

B. The Head of School’s Performance and Compensation Review

From June to September 2021, the Head of School was participating in his annual performance review, a process led by the Board Chair. As part of a weeks-long process, the Head of School had been given initial feedback related to his organizational and decision-making skills, which led to tension between the Head of School and Board Chair during this time. The Head of School gave instructions to disinvite Ms. Hannah-Jones two days before his formal review meeting with the Board Chair.

IV. TIMELINE OF RELEVANT EVENTS

The following timeline is comprised of information obtained from interviews and documents reviewed. Events recalled by one interviewee but not recalled similarly (or at all), or otherwise denied by (an)other(s), are not included in this timeline; however, these competing recollections are discussed in Section V as they relate to the credibility determinations Saul Ewing made in reaching the overall findings. All dates occurred in 2021.

Documentary evidence and interviewee accounts revealed that a small subset of Middlesex senior staff members were, to varying degrees, aware of and involved in the extension of the speaking invitation to Ms. Hannah-Jones, its approval, and its eventual rescission. In Sections IV and V below, this handful of individuals is referred to collectively as “Senior Staff.”

January-April	Senior Staff begin the process of securing Ms. Hannah-Jones as a guest speaker for the School’s 2022 Black History Month program
	After initial attempts to secure Ms. Hannah-Jones as a speaker during Black History Month through her booking agent were unsuccessful, Senior Staff contacted Ms. Hannah-Jones’ assistant. In mid-April 2021, the assistant confirmed Ms. Hannah-Jones’ interest in and availability to speak at Middlesex. On April 16, Senior Staff identified potential dates in February 2022 for Ms. Hannah-Jones’ appearance.

June	Donors endow a fund to create the Black History Month Speaker Series
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July	Senior Staff confirm Ms. Hannah-Jones as the Black History Month Speaker Series speaker
	After a period of inactivity due to School-related activities, Senior Staff reconnect with Ms. Hannah-Jones’ assistant, and a February 5, 2022 date is confirmed.
	On July 12, a draft 2021-2022 events calendar (“ Events Calendar ”) was circulated among certain staff, including the Head of School, listing Ms. Hannah-Jones as a speaker on February 5, 2022.
	On July 22, flight and hotel arrangements were made for Ms. Hannah-Jones.

Latter part of August, prior to August 24	During an unscheduled meeting, several senior staff members engage in a discussion about Middlesex hosting Ms. Hannah-Jones as the 2022 Black History Month Speaker Series speaker
	The senior staff members recalled the conversation as being contentious. They also recalled that Ms. Hannah-Jones was described as controversial and that it was discussed that she might not be well-received by the entire community.

August 24	Documentary evidence and interviewee statements revealed that (i) one participant in the discussion above notifies a booking agent for DEI speakers that the School may be “com[ing] back around” to identify a speaker for Black History Month, “depending on what happens with [the] HOS and board,” and, unrelatedly, (ii) another participant in the discussion informs the Board Chair about the potential for Ms. Hannah-Jones to speak at Middlesex
	During a scheduled meeting, the Board Chair is told that Senior Staff were considering having Ms. Hannah-Jones as a speaker at the School. The Board Chair did not know whether the Head of School was aware of the potential invitation. During this meeting, the Board Chair and Senior Staff discussed how the Middlesex community, including alumni and donors who had voiced their

	concerns about the School’s DEI initiatives via emails and phone calls to Senior Staff and the Head of School, might react to a speaking event featuring Ms. Hannah-Jones.
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Likely August 25	The Head of School is informed by Senior Staff that a speaking invitation has been extended to Ms. Hannah-Jones
	Although there is disagreement as to the date of this conversation, the participants agree on the substance of the conversation. The participants recalled that, during a meeting to discuss a different matter, the Head of School was asked, unprompted, if he was fine with the Events Calendar. He responded, “What do you mean?” and was told, “Nikole Hannah-Jones.” The participants told Saul Ewing that the Head of School said something to the effect of, “You should have told me sooner,” and that the Head of School needed to think about how best to announce the event to the larger community.

August 25 or 27	The Head of School and Board Chair meet, but neither mentions Ms. Hannah-Jones
	During a regularly scheduled meeting, the Board Chair warned the Head of School to be alert to potential “surprises” at the School. The Board Chair told Saul Ewing that he intended to convey that Senior Staff were considering inviting Ms. Hannah-Jones – but without mentioning Ms. Hannah-Jones by name or disclosing his August 24 conversation with Senior Staff.

August 27	The Head of School anticipates that the Board Chair will react negatively to the news of Ms. Hannah-Jones’ invitation and consults two close advisors
	After (i) his conversation with Senior Staff and (ii) the Board Chair’s warning about “surprises,” the Head of School emailed the School’s outside consultant, who acted in an advisory role to the Head of School. The Head of School wrote that Senior Staff invited a speaker “who my board chair will not abide,” predicting how he believed the Board Chair would respond to the news. The Head of School also called Board Member A, a long-time confidant, seeking additional counsel. Board Member A told the Head of School that, if the invitation had already been made, it should not be rescinded because the

	blowback would become a media story.
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September 1	During their weekly meeting, the Head of School tells the Board Chair that he has learned that Ms. Hannah-Jones has been invited to speak at Middlesex
	The Head of School referenced the Board Chair’s previous warning about “surprises,” telling the Board Chair that his instincts were correct: Senior Staff had invited Ms. Hannah-Jones to speak. Both recalled that the Board Chair visibly expressed frustration and that he instructed the Head of School to find out if it was a “real” invitation.

September 1-3	The Head of School discusses the status of the invitation with Senior Staff
	The Head of School asked if Ms. Hannah-Jones’ speaking engagement had been publicized to the larger Middlesex community, and was advised that no announcement had been made. In response, the Head of School asked that the event not be publicized.

September 3	After confirming that no announcement had been made, the Head of School emails the Board Chair that “there is room” vis-à-vis Ms. Hannah-Jones’ planned appearance
	<p>The Head of School closed his email to the Board Chair by writing, “I will work the problem, and get back to you early next week. I know this issue is of major concern for you, as it is for me.” The Board Chair responded, stating, “Very good.”</p> <p>After the Head of School (i) learned that the event had not been publicized and (ii) emailed the Board Chair as described above, he asked Senior Staff whether there was “room to maneuver” so as to gracefully withdraw Ms. Hannah-Jones’ invitation. The Head of School was told that the invitation had been made and accepted, and, unless the Head of School said otherwise and provided a list of acceptable speakers, Ms. Hannah-Jones would be the Black History Month Speaker Series speaker.</p>

September 7	During their weekly meeting, the Head of School and the Board Chair discuss whether Ms. Hannah-Jones should speak at Middlesex
	Email data reveals that, later that evening, the Head of School began to research alternative Black History Month Speaker Series speakers.

September 11	The Head of School tells Senior Staff to disinvite Ms. Hannah-Jones
	On or around that same day, the Head of School also instructed Senior Staff to remove Ms. Hannah-Jones' name from the Events Calendar.

September 17	The Head of School includes “Speaker for the Black History Month Speaker Series” as an agenda item for the October 1 Board Executive and Risk Management Committee (“<u>EC</u>”) Meeting. The Board Chair requests that the reference to the Black History Month lecture be removed, and an existing DEI-related agenda item be edited to read, “DEI Communications, and Year Ahead,” instead of “DEI Communications”
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September 23	Senior Staff attempt to salvage Ms. Hannah-Jones' visit by seeking alternate forums/audiences
	The Head of School was asked if Ms. Hannah-Jones could speak to “MxFam” alumni (the School’s Black and Latinx alumni) since the Head of School had vetoed a student presentation. He told Senior Staff that he would have to think about it and consult the Board.

October 1	The EC Meeting
	The EC met the morning of October 1, at the start of the October 1-2 Board weekend. All EC members recalled that the Head of School informed them that he had decided not to have Ms. Hannah-Jones speak during Black History Month in February 2022 because it was not the right time for the School. The decision was presented as a <i>fait accompli</i> , and they were not consulted. The

	<p>majority of EC members recalled that there was little to no discussion of the Head of School’s decision.</p> <p>EC members had different recollections, however, as to how the Head of School characterized the invitation itself. Some EC members recalled that the Head of School stated that Ms. Hannah-Jones had been formally invited (some also recalled that he stated that she was invited without his knowledge). Others recalled that the Head of School stated that the School had only been considering whether to have her speak.</p>
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October 1-2	Board Meetings
	Ms. Hannah-Jones’ potential visit was not an agenda item, nor otherwise discussed, during the remainder of the Board weekend meetings.

October 7	The Head of School tells Senior Staff that it is not the right time for Ms. Hannah-Jones to speak to MxFam alumni
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October 11	Ms. Hannah-Jones’ assistant is notified of the School’s decision
	Ms. Hannah-Jones’ assistant was informed, via email, that the “head of school and board” were “not comfortable having Nikole as the BHM speaker” because “the noise associated with having Nikole...would take away from the overall experience,” and that, in response to the subsequent request to have Ms. Hannah-Jones speak to MxFam alumni, it was “not the right thing for our community.” Portions of this email were incorporated into Ms. Hannah-Jones’ October 18 Twitter thread.

October 15	The Board’s public statement describing its commitment to DEI (the Board Diversity Statement) is released
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October 18	Ms. Hannah-Jones tweets about the disinvitation
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October 18-19	The School issues a public statement that is subsequently published in a Boston Globe article about Ms. Hannah-Jones and Middlesex
	<p>The Head of School issued a statement that identified, as a reason for his decision to rescind the invitation, his concern “that individuals from outside [the Middlesex] community might inadvertently distract from the insights and perspective that [Ms. Hannah-Jones] intended to share.”</p> <p>The Head of School told Saul Ewing that there had been “background rumbles” about the potential for Ms. Hannah-Jones’ appearance to draw outsiders to Middlesex, but that this was not a “forefront concern” among a “constellation of things” he was trying to balance at the time of the statement’s release.</p>

V. SAUL EWING’S FINDINGS

Based on a preponderance of the evidence reviewed, including interviews and relevant documents, Saul Ewing makes the following findings related to the events leading up to Ms. Hannah-Jones’ Twitter statements about her disinvitation from Middlesex. Where individuals’ recollections of events differed, the preponderance of the evidence included credibility determinations supported by corroborating objective evidence such as emails, calendar entries, phone records, and reasonable inferences drawn from human behavior.

A. Ms. Hannah-Jones’ invitation was extended and approved in a manner consistent with the School’s customary practices for school-year guest speakers

Saul Ewing finds that Ms. Hannah-Jones was invited to Middlesex in accordance with existing practice at the School. At the time, Middlesex had no formal rules or procedures in place for inviting or approving speakers that administrators or faculty were expected to follow. In practice, if certain staff had the proper authority and budget they would simply invite speakers and confirm scheduling with the School’s Calendar Committee. Once speakers were scheduled on the Events Calendar, the events were considered confirmed and *de facto* approved. As early as April 2021, possible dates on the Events Calendar were being considered for Ms. Hannah-Jones as the School’s 2022 Black History Month speaker.

The evidence shows that the Head of School and others were emailed the Events Calendar on July 12, 2021, advising each recipient to concentrate on the pre-2022 calendar entries. The Head of School stated that he would not necessarily have reviewed the full 2021-2022 Events Calendar because of the high “level of competence” of the staff members on the Calendar Committee. He added, “People give me lots of things to review. If it was presented to me, it escaped me.”

B. Senior Staff told the Head of School about Ms. Hannah-Jones' invitation on or about August 25, 2021

As stated above, the Events Calendar, which included an entry for Ms. Hannah-Jones, was emailed to the Head of School on July 12, 2021. Saul Ewing was unable to determine whether the Head of School was otherwise notified directly by any staff members about Ms. Hannah-Jones on or around the time the Events Calendar was distributed. Nevertheless, Saul Ewing finds that on or about August 25, 2021, Senior Staff and the Head of School first directly discussed Ms. Hannah-Jones as the Black History Month Speaker Series speaker.

C. The Head of School was influenced by the Board Chair's opposition and directed Senior Staff to rescind Ms. Hannah-Jones' invitation

Saul Ewing finds that the Head of School's decision to rescind the invitation to Ms. Hannah-Jones was influenced by the Board Chair's opposition and other considerations. Saul Ewing further finds that the Board Chair advised the Head of School that, if the Head of School allowed the visit to happen, the Board Chair would inform the full Board that the Head of School had acted on his own, without the Board Chair's support. This finding is based upon (i) objective evidence that includes emails, calendar entries, and phone records; (ii) Saul Ewing's determination that the Head of School's recollection of certain events is better supported by such evidence and, as such, is more credible than the Board Chair's; and (iii) inferences Saul Ewing drew from actions taken by the Head of School and other senior staff members in response to key events.

Examples of such inferences include the following: Shortly after the September 1 meeting in which the Head of School told the Board Chair about Ms. Hannah-Jones' invitation, the Head of School first asked a senior staff member whether the February 2022 event had been publicized and, upon learning that it had not been, directed the senior staff member to refrain from doing so. The Head of School next asked another senior staff member whether there was a way to "gracefully withdraw" the invitation. Saul Ewing found that it is reasonable to infer that the Head of School would follow up with senior staff members as he did because the Board Chair clearly conveyed his disapproval on September 1. Similarly, on September 7, the Head of School recalled that he attempted to argue with the Board Chair in favor of the event, but the Board Chair responded that, were the event to proceed, he would tell the Board that the Head of School had acted of his own accord, without the Board Chair's support. Email evidence shows that, later that evening, the Head of School began researching alternate Black History Month speakers. It is reasonable to infer that the Head of School would undertake this research after the Board Chair expressed opposition earlier that day.

In sum, Saul Ewing finds that the Head of School, when making a decision on a potentially controversial DEI issue – in the midst of a performance review in which his decision-making skills were criticized – would act as he thought his Board Chair would want, particularly if he thought the Board Chair might report the Head of School's unwillingness to do so to the full Board. Saul Ewing finds that, within this context, the Head of School decided to rescind the invitation to Ms. Hannah-Jones and directed his senior staff to do so.

D. The full Board was not informed of Ms. Hannah-Jones' invitation, consulted before the invitation was rescinded, nor informed that the invitation had been rescinded (prior to Ms. Hannah-Jones' tweets)

Saul Ewing finds that the full Board was not aware at the time of the October 1-2 Board meeting that (i) a speaking invitation had been extended to Ms. Hannah-Jones, (ii) the Head of School had decided to rescind the invitation, and (iii) he had instructed Senior Staff to do so. As described in the timeline in Section IV, prior to the EC meeting on October 1, 2021, the Head of School had informed only the Board Chair and Board Member A that a speaking invitation had been extended to Ms. Hannah-Jones, and the Head of School confirmed that he consulted only these two Board members on whether to rescind the invitation, as well.

By the time the Head of School addressed the issue with the EC on October 1, 2021, his decision to disinvite Ms. Hannah-Jones had been made and communicated to Senior Staff (though Ms. Hannah-Jones' assistant had not yet been informed). Saul Ewing finds that the Head of School informed the EC that he had considered having Ms. Hannah-Jones speak at the School but ultimately decided against it because it was not the right time for the School. Saul Ewing further finds that there was no consultation by the Head of School or Board Chair with the EC about the decision, nor did any EC member voice any concerns about the Head of School's statement. The information shared about Ms. Hannah-Jones at the EC meeting was not shared with the full Board during the remaining October 1-2 Board meetings.

END OF SUMMARY OF FINDINGS