

May 21, 2018

Dear Academy Board of Trustees,

I am truly sorry to miss seeing and being with all of you in Maui this year. Over the last 25 years these annual meetings have always been quite meaningful for me. I have been honored to get to know and work with all of you during my years with MusiCares.

The Academy's vision to establish MusiCares almost 30 years ago is an accomplishment that should fill all of you with enormous pride. As a result of your continued annual financial commitment and the growth in fundraising revenue over the years, MusiCares has been able to turn around the lives of so many music people in need. MusiCares is the heart of the music industry, and I am blessed to have been a part of it. Over the years so many people have shared with me how much MusiCares has impacted or saved their lives.

For those of you who do not know, I was terminated by the Academy on April 16, after a painful year of trying to protect MusiCares from being exploited, enduring ongoing instances of workplace abuse and harassment, and at the end, facing a surreal turn of events.

I have chosen to communicate with all of you in writing (since I will be unable to share this with you in person.) I firmly believe that each of you needs to know about the circumstances that led up to my wrongful termination. This is not a parting shot from a former employee. I have spent the last 25 years as part of the MusiCares family, and I have treasured my work and relationships I have built. It has meant the world to me to do everything possible (and often impossible) to help MusiCares' mission to grow its capacity to help more music people in need, to ensure its integrity and to nurture it into an organization we have all been so proud to support.

Over the past year, though, I have been struggling with an unrecognizable working environment — toxic, unsupportive, hostile, and faced with decisions about this year's Person of the Year event that shut me and my team out of the process, at the expense of MusiCares. It has been extraordinarily painful to watch and even more difficult to feel helpless to do much about it.

It is my sincere hope that by sharing this information with all of you it will bring about the sort of changes I feel are desperately needed within the organization. This is a crucial time in MusiCares' and the Academy's evolution and I am hopeful to see both entities back on the path that I always felt so proud to be a part of.

In order to lay out the events of the last year in as much detail as possible, I put together a timeline of events divided into two sections: one focusing on the Person of the Year and the other on the hostile work environment and ongoing abuse and harassment.

#### PERSON OF THE YEAR

Early in 2017, as the NY GRAMMY Week planning began, neither I, nor any member of the MusiCares Board of Directors was included in the negotiations and decisions with respect to MusiCares' fundraising needs and goals. In June 2017, while I was in New York negotiating with Barclays Center to underwrite a significant portion of the Person of the Year costs and provide an event space that would allow us to stay true to our highly successful, prestigious gala dinner and silent auction model, I received a call from Irving Azoff. Neil and the Madison Square Garden Company, Irving informed me, had early on in NY GRAMMY negotiations agreed that the Person of the Year tribute would be held at Radio City Music Hall (RCMH), a Madison Square Garden Company venue. Once again, neither I, nor anyone on the MusiCares staff was ever notified of those discussions or agreement, and as a result, we were forced to walk away from a huge benefit to MusiCares: Barclays' generous financial commitment and their venue, which would have been the right home in NYC for the Person of the Year Tribute. I was also left wondering why I had been sent to NY since my opinion and over 25 years experience of overseeing the event were not solicited.

Later, in October and November, I was still desperately working to try and get RCMH to find ways to cut the Person of the Year expenses or make significant contributions to help offset the out of control costs. Unfortunately, it became very clear that the die was cast. I needed more time to see what I could work out and was told that Madison Square Garden would not sign the telecast contract until MusiCares signed the agreement with Radio City Music Hall. The agreement with Radio City Music Hall was at least twice as expensive as the Barclays Center offer and that does not factor in any additional support we might have been able to secure from Barclays sponsors.....or factor in the impact, which turned out to be significant, turning a one-of-a-kind gala dinner into an auditorium concert!

During this time, I also became aware of an existing agreement that had been crafted by Neil and Oak View Group (Tim Leiweke and Irving Azoff's partnership). Oak View had agreed to sell GRAMMY Week packages that included tickets to the telecast as well as Person of the Year, designed to raise \$1.5 million for MusiCares. However, just before the 2017 Christmas holiday, I discovered in follow-up conversations with Oak View, to determine how many of these packages had been sold, that Neil had subsequently approved dropping MusiCares from the package revenue stream in favor of funding the telecast deficit.

Once again, both the initial agreement and the subsequent removal of MusiCares from this revenue opportunity was withheld from me and my team until I happened to uncover it, at which point there was no time to recover from the lost revenue. As you know, MusiCares' Financial Assistance program counts on the Person of the Year event every year. Since we were forced into costly agreements we had no control over, MusiCares will likely net no more than \$1 million from the 2018 Person of the Year. Last year's net was \$5 million. The significantly less amount raised is, in my opinion tragic, totally unacceptable, and it did not have to happen. If MusiCares had not been used as a bargaining chip by the Academy, we would have had another successful Person of the Year event. The MusiCares team was left to fend for ourselves while we incurred unprecedented (and avoidable, if we'd been able to negotiate for ourselves) expenses for our most important fundraising event of the year.

After the fallout from NY GRAMMY Week and not too long before I was terminated, I called Neil to let him know the net revenue estimates for the Person of the Year, with the qualification that the expense estimates could be on the high side since we were waiting for additional invoices from two major vendors. I let him know that several Board members, including the Chair, had been urging me to get a call scheduled to share these estimates as soon as possible. All along, I felt duty bound to share the figures with the Board promptly, particularly since they were not anywhere near the numbers from the past 10 years. However, my hands were tied -- Neil had made it clear that he wanted to be on the call with the Board and yet he couldn't commit to a date and time. At one point, we did have a date set and then he cancelled it.

So as the days wore on, I felt compelled to schedule a call with the Board on my own. Once again, I spoke with Neil and let him know that both members of the Board and I were eager to have this call and that we should do it without him since his schedule was full. In response, Neil told me that the call should not take place without him and for the remainder of my employment, it never happened.

I also told Neil when I was informed that the Business Affairs department had asked MusiCares' Health and Human Services staff to reduce the amount of financial support for our clients in need, in order to offset the revenue loss from the NY Person of the Year event. I was very clear with Neil that I did not think this was a good idea, especially since MusiCares still had \$5 million from the 20th anniversary campaign which was specifically earmarked for financial assistance. In addition, the MusiCares Board of Directors had not approved reducing our grant funds to people in need. Reduction in the amount of financial assistance could not be made unilaterally by staff. It needed board approval. Neil agreed and told me that he would speak with Judy Wong in Business Affairs about these decisions.

Finally, I told Neil I was in discussion with Dolly Parton's team to confirm and announce her as the 2019 Person of the Year. I was planning to do this so that we could begin raising money immediately through advance ticket sales and sponsor packages before the end of this fiscal year. Early fundraising for 2019 tribute would help diminish this year's tribute revenue loss. I was never able to consummate this deal because I was terminated and not allowed to take the meeting.

#### HOSTILE WORK ENVIRONMENT, ABUSE AND HARASSMENT

In May/June of 2017, Dorit went to Judy Wong in the Business Affairs department with complaints from three female members of the MusiCares fundraising team, and had an extensive conversation with her concerning the behavior of a temporary part-time employee named Todd Thorson. Judy told Dorit that she would give some thought to the collective complaints and come back with recommendations on how best to handle the process moving forward. Judy never did anything about the complaints or offered us a solution to the existing process of working with him. Not only was there no adjustment in the amount of interaction my female colleagues were required to have with him, his behavior grew even worse.

This lack of support or changes led to another set of complaints earlier this year about Todd's rude, disrespectful, demeaning and abusive behavior. Dorit spoke to Shonda Grant in HR and brought this to her attention. While I

remained an employee, nothing was ever communicated to my female colleagues about any action that would be taken.

The code of ethical conduct for Human Resources is clear: it is to protect the confidentiality of every employee and ensure a safe working environment free from discrimination and harassment.

Nevertheless, over the years, I have heard a number of complaints from employees about the Chief Human Resources Officer, Gaetano Frizzi. In particular, they reported, how he would share criticisms (including untruths) about employees with other employees. While I was disturbed by the reports of this behavior, I had never witnessed it until it was directed at me. Only a few weeks before Dorit and I were terminated, Dorit shared with me that in a phone conversation with Gaetano, concerning a leadership opportunity for which I had nominated her (and which she was awarded), he told her in a fit of anger that I had trouble listening, reading, comprehending, understanding, paying attention and following directions and that it was really unfortunate that I was unable to manage these simple tasks.

My belief is his outburst stemmed from his frustration over my asking him to solve a benign conflict surrounding this leadership opportunity award. Gaetano had secured the award from American Express, and so I looked to him to determine how best to handle the simple conflict that arose over awarding the opportunity appropriately. According to Dorit, Gaetano told her that my doing so had put him in a terrible position, which is odd because he did not address that with me directly and seemed to solve the conflict without complaint.

In the end, Dorit was so disturbed by Gaetano's comments and anger towards me that she told me (1) Gaetano was so viciously biased towards me that I should be careful in my interactions with him and 2) She no longer felt safe speaking to him or being in his company.

Shortly after that, I was summoned to Gaetano's office. When I arrived, both he and Shonda Grant were there, and Gaetano was aggressive from the start. He told me that an "external audit" conducted by Deloitte & Touche had found that I had approved an invoice for an independent contractor for the 2018 Person of the Year auction (it's important to note that this independent contractor has worked on the Person of the Year auction for the last 20 years).

Since the "auditors" believed that she was a full-time employee of our auction coordinator (based on the fact that she was listed on their website as a member of their team) and the auction coordinator had submitted their own invoice, which I had paid and the "auditors" determined that I had misappropriated MusiCares funds by approving this additional invoice for this vendor.

I explained to Gaetano that this person is not and has never been an employee of the auction coordinator but rather an independent contractor (and a key member of their team) who has always been paid separately. Also if there had been an external audit by Deloitte & Touche, I would have known about it. Doug Halley of Deloitte & Touche could have easily asked me about this concern and I could have easily addressed it, and why was Doug not present with us in this meeting?

As a result of my questions and clear answers, Gaetano grew more annoyed, and so I explained to him that this conversation felt like a set up and that I was feeling very unsafe in this environment. I also told him that I would speak with Doug Halley of Deloitte & Touche directly. Gaetano replied that I had a "listening problem" and that it was "my problem" if I did not accept that there was an external audit.

Before I left, he also said that this very same "external audit" had revealed that I had used an unsold auction item from the 2017 Person of the Year for a hotel stay in Lisbon. He let me know that he had copies of my emails to prove it. I confirmed that yes I had pledged \$2500 to purchase the item in support of MusiCares in keeping with the last 25 year's procedure on how some unsold auction items are handled after our events.

Gaetano demanded to know how the \$2,500 figure was determined. I explained to him that the procedure over the last 25 years for unsold hotel auction certificate items (which are the largest number of items to unload after the event) have been offered at 30% of their original minimum bid. I let him know that over the years other senior staff members have come down to see what was left over from the POTY auction. They wanted to support MusiCares if possible. I had never personally offered to purchase a left over item until this year. The item I was looking at had a minimum bid of \$7,000 and based on past practice and procedure 30% of that is \$2,100. However, instead of pledging that amount, I added \$400 to it, for a total pledge of \$2,500. Gaetano asked if I had actually paid the pledge. I told him that I thought I had paid, but honestly wasn't sure.

Nevertheless, I said I signed a pledge form for the item and if for some reason it didn't get processed during an extraordinarily stressful time, I would make sure that my inadvertent mistake would be corrected immediately. He told me to provide proof of payment. While I obviously had no issue with making sure a pledge was processed and paid (which so obviously goes without saying, I shouldn't have to mention it), the nature of his questioning and his tone, both of which struck me as highly adversarial, gave me a very bad feeling, as though an effort was underway to discredit me. In my 50+ year career, I had never been spoken to or made to feel this way at any point in my professional life!

When I returned to my office, I immediately checked to see if my pledge had been paid, and realized it had not. And so I immediately began searching for my completed pledge form – throughout my office, at home that night, and then once again in my office the following morning, when I finally found it in the back of my 2018 Person of the Year binder. I immediately brought it up to Gaetano. To my complete shock, he wasn't relieved or satisfied. Instead, he was angry and incredulous. He demanded, "let me see that!" At this point, there was no doubt in my mind that something very wrong was going on.

Later that day, I placed a call to Doug Halley from Deloitte and asked him about this "external audit" that Gaetano said they had conducted, I wanted to find out why I never knew about it, since auction audits have always been directed to me. He did not offer an explanation, and then he asked me about the procedure for unsold auction items. I filled him in on the overall process, as I had with Gaetano.

At this same time, and on the same day I was summoned to Gaetano's office, Dorit was summoned to appear there as well. I had told Gaetano, when he asked about the details of the unsold auction disposition protocol, that nothing had been changed for the last 26 years and that Dorit could provide him with additional information on the auction resale process. Dorit told me she was so disturbed by how unsafe she felt in her meeting with Gaetano that she met with Shonda afterwards and told her that she was not comfortable meeting with Gaetano again, based on his biased feelings towards me. Shonda acknowledged that she was aware of the conversation Dorit had with Gaetano when he revealed his intense anger and derogatory comments about me.

A few days later, Dorit and I were told that we needed to separately meet with a CPA and an attorney from Proskauer Rose about the "unsold auction item process." When I arrived, I immediately noticed their folders marked "INVESTIGATION" and realized that Human Resources had misrepresented to us the purpose of the meeting. This wasn't an information gathering meeting about a process; this was an interrogation. It proved to be a treacherously unsafe environment from which we should have been protected by having our own legal representatives with us. The attorneys asked me why I didn't pay the pledge in the beginning, and I told them that I wasn't sure I could actually use the auction item because of its strict blackout dates and expiration date. I also told them that regardless, ALL SALES ARE FINAL and I knew that in pledging the \$2,500 to MusiCares meant that if I wasn't able to use this item, the pledge was still outstanding.

When they asked me why the pledge remained unpaid through the end of the year, I explained that I had not redeemed the certificate until September and that the latter part of 2017 was one of the most painful periods of my life and it just got passed me. In addition to my work of trying to save MusiCares biggest fundraising event of the year from failure due to forces entirely out of my control, unfortunately I simply lost track of processing the form. At this point, they asked me to tell them what exactly was so painful in my life during this time. Needless to say, I didn't think it appropriate nor did I feel comfortable sharing with them that my son-in-law had died by suicide, my mother-in-law had passed away, I was suffering from bacterial pneumonia and my partner and I were facing the reality of having to move from the home we shared for the last 25 years because it was part of his family's trust. To say the least, I was in a very dark place in my life. My mind was spinning and I was desperately trying to regain my balance.

After the interview with the Proskauer attorneys, I found out that Todd Thorson, the temporary part-time employee against whom the MusiCares staff had filed harassment complaints, had actually contacted auction donors. He had misrepresented himself as an auditor for MusiCares and asked the donor to supply him with the names of the people who used their donation. I have a copy of an email from one of these donors describing Todd's aggressive tactics in attempting to secure this private information. So, was it indeed an outside audit preformed by Deloitte or an internal one orchestrated by Todd who was on a possible witch hunt in retribution to those who had filed complaints him?

A week later on March 29, 2018, Dorit and I received calls from Gaetano and Shonda informing us that we were suspended and we were not allowed entrance to the building and prohibited from having any contact with staff at the Academy or anyone related to our work at the MusiCares. The locks on our office doors were changed, and staff was

told that they could have no contact with us or give out our contact information to anyone who needed to reach us. Two weeks later on April 16, 2018 we were terminated, and MusiCares staff was told, once again, that they were prohibited from having contact with me and if someone called to speak to me that they were to say that I no longer worked there. Also, tragically there are staff members who are still working at the company that have not revealed the truth to save their jobs. What a tragic environment reality.

There is no doubt in my mind that all of you know who I am as a person and my fierce sense of protection for MusiCares over 25 years. It is true – this \$2,500 pledge fell off my radar while I worked so hard to save MusiCares from losing millions from forces that were initially kept from me and were so entrenched there was nothing I could do about them. At the same time, my family suffered some of life's most terrifying and tragic personal losses, and I could feel myself fighting to maintain stability and resilience. This pledge did not fall off my radar in the shameful and dishonest way that the Academy's attorneys are alleging and may well be presented to you as a justification for my termination.

There are people sitting around the trustees table today who have had to be reminded to pay their pledges, some over 2 years late. Others have tried to walk away from an auction purchase because they changed their mind and didn't want to pay for it. This violates our auction procedure that ALL AUCTION SALES ARE FINAL! These are not examples of people trying to avoid paying for their pledge or items. They are human beings with great support for MusiCares. But...should they be asked to leave the board because they had to be reminded about their obligations?

What's even more troubling is that after I found my pledge form and promptly handed it with my credit card information over to Roger Tang in Business Affairs, the payment has still not ever been processed. So, if I am being accused of not living up to my commitment, why is it that the pledge has not been processed?

There is a lot to digest in this letter, I know. I have taken the time to write it and share it with you so I can begin to digest a sequence of events that are so surreal, damaging and beyond reason. As a result, I am considering legal options and this is not a full recitation of all relevant facts. My name and reputation are paramount to the honorable person I am and how I have always lived my life. I am implementing the same intensity in which I have defended the good name of MusiCares over the years and applying it to defending my own good name and reputation. Not that I should have to!

I am looking for some way for both me and the Academy to recover from this. How can two of your most highly respected senior organizational women be discarded like trash? We have spent 45 years collectively taking MusiCares to great heights and raising over \$100 million for an organization that was so dear to us...it was part of our family. How did we get here and what has happened?

Thank you for taking the time to read this. The Academy needs bold changes. The smoke-filled back room deals, in which MusiCares can be thrown under the bus, can never be tolerated again. The internal corporate power struggles and undermining within the staff is rampant, and it is tearing the walls down. A number of women are worried about losing their jobs, and that is not the sort of environment that any employee should work under.

The mission of the organization is worth the effort to face truths and make change. If you have any questions, please call me at 310-867-4341.

Dana Tomarken

Sent from my iPhone