

- 1) The APA President stated to Council that “Dr. Bonny Forrest and Division 19” have provided “clear evidence” that Hoffman “may have misinterpreted, left out or distorted” certain matters in the report.
- 2) The Board had already signed a contract with Hoffman to reinvestigate the matter. The Council took a straw vote (they didn't want to embarrass the Board) of no-confidence as they phrased it (60/40) after a lengthy discussion (a lot of shouting) concluding that the Board was not to ask Hoffman to reinvestigate. Some members of Council stated the document was biased and Hoffman couldn't be trusted to investigate his own work; several members also stated that the head of the Special Committee told them not to get their own attorney when they inquired as to whether they needed an attorney, and that Hoffman cut them off when they tried to offer information that did not fit into his narrative.
- 3) Jeannie Rhee from WilmerHale was in attendance for the first part of this discussion until a member of Council interrupted her, telling her that they didn't want to hear from her and that they believed she was part of the problem. She sat down and did not come back for later sessions. In-house counsel was present for the remainder of the sessions (Springer and Rabin)
- 4) The Board agreed to go back and reconsider the issue. **When asked by a Council Member why they needed to do anything, Rabin stated that they had a fiduciary obligation to fix things if they became aware that something was wrong. Rhee had stated that Hoffman would not do anything without being paid.**
- 5) The Board had apparently planned to approach Hoffman with three questions. It isn't clear to me if these were actually sent, but it appears that he stated he wouldn't answer them without a new contract, and that it was the Board's seeking of approval for that contract, which they had already signed, that precipitated this entire exchange with Council.

*“Council members,*

*Below are the questions that the Board presented to Mr. Hoffman and Sidley Austin to review and provide their independent conclusions:*

- 1. In the course of conducting the Independent Review, did Mr. Hoffman and his team consider the specific DoD policies identified by Dr. Bonny Forrest and Division 19?*
- 2. To what extent are those Department of Defense policies relevant to the issues, findings and/or conclusions addressed and reflected in the Independent Review?*
- 3. Are any modifications of the presentation of the factual history, the findings and/or conclusions, warranted in light of the policies or related information?”*

- 6) The Board President and the CFO stated there was no threatened or potential litigation that they were aware of at this time.