



JOHN C. FRAZER
Secretary

May 6, 2019

Ms. Tiffany Johnson
BY ELECTRONIC MAIL

Dear Tiffany:

Thank you for your letter of April 28 regarding issues that were addressed at the recent Annual Meeting of Members. The NRA is grateful for your goodfaith engagement on these topics. Subject to the constraints you acknowledge regarding privilege, I will do my best to address the items you have raised.

I want to be clear up front that I can't speak for the NRA board as a whole, let alone for any of our 76 board members individually, and you may receive responses directly from some of them as well. But I hope my response is helpful to you and to those who added their names to the letter—including many I've known and respected for years as friends, teachers and fellow students.

The situation you describe in your letter, whereby a board must "in effect . . . adjudicate allegations against itself," is one of the classic dilemmas of corporate governance. One solution is the one you propose: that directors who are subject to potential conflicts on a specific issue recuse themselves from deliberations and voting. The NRA adheres to this policy. However, as you and I discussed in Indianapolis, we have also gone a step further, creating multiple standing committees of outside directors to address sensitive issues. After the resolution from the Members' Meeting was referred to the NRA board, the board (at my request in open session, and without objection) jointly referred the resolution to two such committees: the Audit Committee, and the Ethics Committee. Those committees have different responsibilities:

- The Ethics Committee has the authority, among other things, to "[R]eceive, initiate, and screen complaints; cause investigations to be conducted; and make recommendations for appropriate action."
- The Audit Committee oversees multiple aspects of the NRA's internal controls, and is also responsible for vetting "related-party transactions"—*i.e.*, dealings with the NRA in which an officer, director, or other key person has a financial interest. The Audit Committee consists solely of independent directors, who themselves have no significant financial dealings with the Association. When the Audit Committee determines

that a potential conflict of interest exists, it prescribes ongoing procedures to manage the conflict, including recusal requirements and other controls.

None of the members of the Audit Committee or the Ethics Committee have financial relationships with Ackerman McQueen.¹ As of this writing, only two board members have financial relationships with Ackerman: Lt. Col. Oliver North, and Julie Golob.

Although Lt. Col. North is no longer the president of the NRA, he remains on the board of directors (though he isn't a member of the Audit Committee or the Ethics Committee).² The NRA has sued Ackerman McQueen for failing to provide certain contractually required information about its dealings with the NRA, including its relationship with Lt. Col. North; due to that pending litigation, I can't comment in detail on Lt. Col. North's situation. However, at its September 2018 meeting, the Audit Committee passed a resolution requiring that Lt. Col. North "abstain from participating in any deliberations or votes regarding Ackerman McQueen."

The second NRA board member who has a relationship with Ackerman is Julie Golob, who was elected to the board in 2018. Since her election, she has continued her previous work as a host and consultant for NRA video programming, as a subcontractor with Ackerman. That ongoing work was approved by the Audit Committee in September 2018. Ms. Golob has agreed to abstain from any deliberation or voting on issues involving Ackerman. She does not sit on the Audit Committee or Ethics Committee.

I hope this information is helpful. I know that you write (as you make clear in your letter) as a friend and supporter of the Association. We value your work on the Outreach Committee—work that is vitally important to the future of the Second Amendment. We hope that by working together, we can emerge from our current challenges as a stronger organization.

Please let me know if you have any questions, or if I can help you with anything else.

Sincerely,



John C. Frazer
Secretary and General Counsel

cc: NRA Officers
NRA Board of Directors

¹ Financial relationships or other potential conflicts are disclosed via forms filed with my office, or may be brought to the committee's attention by staff or others.

² Having left the presidency, Lt. Col. North is no longer an *ex officio* member of any NRA committees.