



Exhibit 1

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP

FOUNDED 1888

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NEW YORK, NY 10016

212-545-4600

750 B STREET - SUITE 2770
SAN DIEGO, CA 92101

WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLC
70 WEST MADISON STREET, SUITE 1400
CHICAGO, IL 60602

GLORIA KUI MELWANI
DIRECT DIAL: 212-545-4600
FACSIMILE: 212-686-0114
melwani@whafh.com

January 4, 2019

Via Federal Express

CBS Corporation
Board of Directors
c/o Office of General Counsel
51 West 52nd Street
New York, New York 10019

Re: *Amended Demand for Inspection of Books and Records of CBS Corporation
Pursuant to 8 Del. C. § 220*

To Whom It May Concern:

My firm and Arnold Gershon's firm, Barrack, Rodos and Bacine, represent Karl Graulich, owner of common stock of CBS Corporation ("CBS" or the "Company"), who attests that he has continuously held the stock since 2006. Proof of Mr. Graulich's ownership of the Company's common stock is attached as Exhibit A. Special Power of Attorney authorizing our firms to act on behalf of Mr. Graulich in connection with this investigation is attached as Exhibit B. We hereby demand that CBS make available for inspection and copying its books and records set forth below in accordance with Section 220 of the Delaware General Corporation Law.

According to a 21,666-word draft report (the "Report"), dated November 27, 2018, Leslie Moonves, the former chief executive of CBS Corporation ("CBS"), lied to investigators retained by the CBS Board of Directors (the "Board") to investigate myriad allegations of sexual misconduct committed by Mr. Moonves.¹ According to *The New York Times*, which reviewed the Report, there are at least four new revelations in the Report that supplement the numerous accounts of misconduct previously reported by *The New Yorker* on August 6 and September 8, 2018.² The additional instances of Mr. Moonves' misconduct are deeply disturbing, and we do

¹ See <https://www.nytimes.com/2018/12/04/business/les-moonves-cbs-report-takeaways.html> annexed hereto as Exhibit C.

² See Ronan Farrow, *Les Moonves and CBS Face Allegations of Sexual Misconduct*, THE NEW YORKER, August 6 & 13, 2018, and Ronan Farrow, *As Leslie Moonves Negotiates His Exit From CBS, Six Women Raise New Assault And Harassment Claims*, THE NEW YORKER, Sept. 9, 2018, collectively annexed hereto as Exhibit D.



CBS Corporation
January 4, 2019
Page 2

not want to repeat them here. We, instead, have attached the foregoing *New York Times* and *New Yorker* articles, which we are confident you have read.

This demand for inspection pursuant to Section 220 is not seeking documents concerning Mr. Moonves illicit conduct *per se*. The evidence appears overwhelming that he is a sexual predator. It, instead, seeks materials concerning what and when did members of the CBS Board know about Mr. Moonves' conduct; what, if anything, did the Board do to rectify the situation; and what, if anything, is the Board doing to recoup the \$1 billion which CBS paid Mr. Moonves in light of the Company's determination that Mr. Moonves breached his employment agreement.

There is a good faith basis to believe that the CBS Board and senior management were supine in the face of credible allegations concerning Mr. Moonves. First, as reported by the *New York Times*, a former communications director at CBS drafted a letter of resignation for Mr. Moonves after learning of the most serious allegations related to sexual misconduct. Allegedly, the letter was not sent, and there was no investigation conducted by the Board.

Second, in 1999, Mr. Moonves assaulted Dr. Anne Peters, a close friend of former Board member Arnold Kopelson. Dr. Peters stated she reported the assault to lawyers and that she later told Mr. Kopelson about it in 2007 when Mr. Kopelson was considering joining the CBS Board. Mr. Kopelson reportedly told Dr. Peters it was a "trivial incident." Even after rumors concerning Moonves began to widely circulate, Kopelson – a member of the Board – took no action. Kopelson is now deceased.

Third, numerous published reports indicate that members of the Board were aware of the rumors concerning Moonves' misconduct. Some members went so far as discussing the issues with him but that "they did not need to hear the details directly," according to the Report. Professor Charles M. Elson, a corporate governance expert at the University of Delaware, said that these events were "really troubling" and were "a disaster for CBS shareholders." He also noted that Sumner M. Redstone had a series of mistresses and affairs and was hardly a pillar of sexual propriety. "Redstone fostered this environment," Professor Elson observed.³

Fourth, the Report is said to confirm that a number of CBS employees knew that Mr. Moonves was routinely having sexual relations with other, female CBS employees and that these women were protected from discipline and termination as a result of their inappropriate relationships with Moonves.

Fifth, the Report states that multiple CBS executives, including the communications director, knew that in 2017 a woman filed a complaint with the LAPD alleging that Moonves assaulted her. Other senior executives knew Moonves assaulted a young actress named Bobbie Phillips in 1995 and recently it was reported that Moonves was trying to buy her silence by casting her in television roles.

³ See <https://www.nytimes.com/2018/12/04/business/leslie-moonves-cbs-board.html>, annexed hereto as Exhibit E.



CBS Corporation
January 4, 2019
Page 3

Sixth, *The New York Times* reports that although some members of the CBS board of directors, led by Shari Redstone, thought that Mr. Moonves had to go, Mr. Moonves himself “had been lobbying directors, arguing that the allegations were false or hyped.”⁴ And his support ran deep.” But, as *The Times* reported:

What these directors didn’t learn until nearly two weeks later, according to a CBS director and people close to the board, is that one of Mr. Moonves’s accusers was threatening to go public with her claims. Instead of reporting the situation, Mr. Moonves was in the process of trying to find the woman a job at CBS in order to gain her continued silence.

When the board learned about this, even Mr. Moonves’s staunchest backers were stunned. Their belief in his credibility was shattered given his previous denials of anything untoward, these people said.

In the end, it was the evidence that Mr. Moonves had misled his board – even more than the allegations of abuse from multiple women – that doomed him. On Sunday, the CBS board announced his departure, not even paying lip service to his long career....

This account of the CBS board’s six-week about-face – from vigorous support to unanimous, if belated, outrage – is based on interviews with directors and other people familiar with the board’s deliberations. They declined to be named because of confidentiality agreements, the possibility of litigation and an ongoing internal investigation.

See id. Then on December 17, 2018, CBS issued a press release stating that it had terminated Mr. Moonves “for cause, including his willful and material misfeasance, violation of Company policies and breach of his employment contract, as well as his willful failure to cooperate fully with the Company’s investigation.”⁵ The press release also noted that Mr. Moonves will not receive any severance payment from CBS. The maximum amount of that severance was \$120 million.

Finally, *The New York Times* reported on December 17, 2018, that Mr. Moonves had drawn an annual pay package worth \$69.3 million and that from 2006 to 2017 Mr. Moonves’s

⁴ See <https://www.nytimes.com/2018/09/12/business/cbs-les-moonves-board.html>, annexed hereto as Exhibit F.

⁵ See CBS Form 8-K dated December 17, 2018, attached as Exhibit G.



CBS Corporation
January 4, 2019
Page 4

compensation, according to Equilar, totaled more than \$1 billion.⁶ As noted by Equilar,⁷ Mr. Moonves' compensation:

far outranks the realized compensation of two notable CEOs in CBS' proxy-disclosed peer group: Brian Roberts of Comcast and Bob Iger of Walt Disney. Mr. Roberts' realized pay from 2006 to 2017 is \$495,341,408, while Mr. Iger's realized compensation from 2007 to 2017 was \$546,528,764. Mr. Moonves' realized pay over nearly the same time period is approximately twice that of Mr. Roberts or Mr. Iger. Additionally, amongst CBS' proxy-disclosed peer companies, Mr. Moonves was the highest-compensated CEO during the most recent fiscal year. The second highest-paid CEO in CBS' peer group was Jeffrey Bewkes, who received \$49 million in disclosed compensation, \$19 million less than Mr. Moonves. In a similar fashion, Mr. Moonves has been featured as one of the top 10 highest-compensated CEOs in the annual report of the 200 Highest-Paid CEOs. He has been the 2nd highest-paid CEO three times and the 4th highest-paid CEO three times, including most recently for 2017.

As of the date of this letter, the Company is silent about what, if anything, it plans to do about recovering what it gave to Mr. Moonves under the contract the Company determined that he breached. And because the Board lost belief in Mr. Moonves's credibility, it should have reconsidered the reasons that it remunerated him to the extent that it did. Accordingly, the Board's failure to act has damaged the Company and its shareholders.

Premised on this, we seek to determine the nature and extent of the Board's awareness of the matters set forth above; the extent of the Board's supervision and oversight over Mr. Moonves, his compensation, whether to pursue recovery of his ill-gotten gains; and whether there were any breaches of fiduciary duty or corporate mismanagement in connection with the foregoing.

Accordingly, pursuant to Section 220 of the Delaware General Corporate Law, we hereby demand that CBS make available for inspection and copying, by no later than five business days after your receipt of this letter, the following books and records of the Company:

⁶ See <https://www.nytimes.com/2018/12/17/business/media/les-moonves-cbs-severance.html>, annexed hereto as Exhibit H.

⁷ See <https://www.equilar.com/blogs/403-moonves-earned-over-one-billion-at-cbs.html>, annexed hereto as Exhibit I.

CBS Corporation
January 4, 2019
Page 5

1. Minutes of meetings of the Board and Board committees from January 1, 1995 through present, and any materials presented to members of the Board in connection with such meetings, concerning the following topics:
 - a. Any allegations made against Mr. Moonves concerning sexual harassment, sexual assault, and/or pending or threatened criminal or civil claims for sexual harassment or assault;
 - b. Any settlements or nondisclosure agreements relating to Mr. Moonves concerning sexual harassment, sexual assault, and/or pending or threatened criminal or civil claims for sexual harassment or assault;
 - c. Any discussions concerning Mr. Moonves' entitlement to \$120 million in severance upon his departure from CBS;
 - d. The Employment Agreement dated May 19, 2017 executed by CBS and Mr. Moonves;
 - e. The Employment Agreement dated December 11, 2014 as amended February 24, 2016 and February 26, 2016 executed by CBS and Mr. Moonves,
 - f. The Employment Agreement dated October 15, 2012 executed by CBS and Mr. Moonves;
 - g. The Employment Agreement dated February 23, 2010 executed by CBS and Mr. Moonves;
 - h. The Employment Agreement dated October 15, 2007 as amended December 17, 2008 executed by CBS and Mr. Moonves;
 - i. The Employment Agreement dated July 1, 2004 as amended from time to time executed by CBS and Mr. Moonves;
 - j. All prior employment agreements executed by CBS and Mr. Moonves;
 - k. The Separation and Settlement Agreement and Releases dated September 9, 2018;
 - l. The board's investigation of Leslie Moonves, CBS News, and cultural issues at CBS; and



CBS Corporation
January 4, 2019
Page 6

- m. The board's determination of the compensation paid to Mr. Moonves, that he breached his employment agreement, to terminate him and not to pay him severance, and whether to seek recoupment of remuneration paid to Mr. Moonves in light of his violation of his employment agreement.
2. Communications, including e-mails, text messages and other electronic communications, to and from the Board concerning the matters set forth in ¶ 1(a-m) above.
3. Communications, including e-mails, text messages and other electronic communications, among members of the Board concerning the matters set forth in ¶ 1(a-m) above.
4. A copy of the Report and later versions of it discussed above concerning Mr. Moonves' malfeasance wherein it was reported he lied to investigators in an effort to secure \$120 million in severance.
5. Copies of any other reports, presentations or other materials prepared for the Board concerning allegations that Mr. Moonves sexually harassed and/or assaulted women and about the compensation paid to Mr. Moonves.
6. Copies of documents concerning the value of Mr. Moonves to CBS, the determination of Mr. Moonves' compensation and consideration of whether to seek recoupment of monies paid to Mr. Moonves.

Finally, please provide us with the contact information for any and all other CBS shareholders who have made similar demands so that we may coordinate any further action that may become necessary in connection with the foregoing.

The purposes for the demand inspection are the following:

1. To investigate potential wrongdoing, mismanagement, and breaches of fiduciary duties by the members of the Company's Board of Directors or others in connection with the events, circumstances, and transactions described herein;
2. To assess the ability of the Company's Board of Directors to impartially consider a demand for action (including for permission to file a derivative lawsuit on the Company's behalf) related to the items described in this demand; and
3. To take appropriate action in the event the members of the Company's Board of Directors did not properly discharge their fiduciary duties, including the preparation and filing of a shareholder derivative lawsuit, if appropriate.

CBS Corporation
January 4, 2019
Page 7

Under Delaware law, it is “well established that investigation of mismanagement is a proper purpose for a Section 220 books and records inspection.” *Freund v. Lucent Techs., Inc.*, C.A. No. 18893, 2003 Del. Ch. LEXIS 3, at *9 (Del. Ch. Jan. 9, 2003), quoting *Security First Corp. v. U.S. Die Casting & Dev. Co.*, 687 A.2d 563, 567 (Del. 1997). See also *Thomas & Betts Corp. v. Leviton Mfg. Co.*, 681 A.2d 1026, 1031 (Del. 1996). This is especially the case where, as here, the primary purpose is reasonably related to the demanding party’s interests as a stockholder, and where credible bases exist from which it can be inferred that mismanagement may have occurred. See *Marmon v. Arbinet-Thexchange, Inc.*, C.A. No. 20092, 2004 Del. Ch. LEXIS 44, at *11 (Del. Ch. Apr. 28, 2004), citing *Thomas & Betts*, 681 A.2d at 1026.

Our client is investigating whether the Board breached its fiduciary duties by:

- (i) Knowingly allowing Mr. Moonves to repeatedly engage in sexual misconduct within the Company;
- (ii) failing to properly oversee or implement procedures to detect and prevent such improper and wrongful practices;
- (iii) exposing CBS to liability and substantial costs from regulatory investigations and civil actions; and
- (iv) failing to recover remuneration given to Mr. Moonves.

The documents sought in this demand will be used to determine what the CBS Board knew about these issues, when it knew about it, what, if anything, it did about it, and how it went about deciding when to disclose these issues to investors.

An additional purpose for this demand is to take appropriate action in the event that the Company’s Board did not properly discharge its duties. This purpose relates to a stockholder’s decision about how to act in the event the demanded inspection reveals impropriety or actionable conduct. Possible courses of conduct include making a demand on the Company’s Board of Directors to take action or initiating litigation against or on the Company’s behalf. Both of these possible courses of action are well within a stockholder’s rights under Delaware law, and thus gathering information for this purpose is proper. Both the Supreme Court and the Court of Chancery have urged plaintiffs to use the “tools at hand,” such as books and records requests, to obtain information to support their claims and to avoid dismissal for failure to state a claim. See, e.g., *White v. Panic*, 783 A.2d 543, 549 n.15 (Del. 2001) (citation omitted); *Rales v. Blasband*, 634 A.2d 927, 930 n.10 (Del. 1993)(“[A] stockholder who has met the procedural requirements and has shown a specific proper purpose may use the summary procedure embodied in 8 Del. C. § 220 to investigate the possibility of corporate wrongdoing.”). See also *Louisiana Mun. Police Emps. Ret. Sys. v. Morgan Stanley & Co.*, C.A. No. 5682-VCL, 2011 WL 773316, at *4 (Del. Ch. Mar. 4, 2011).



CBS Corporation

January 4, 2019

Page 8

Our client hereby affirms that the purposes for the demanded inspection as set forth above constitute a true and accurate statement of the reasons that he desires to review the demanded books, records, and documents and that such demand is made in good faith. These purposes are both proper and reasonably related to our client's interest as a stockholder of the Company.

Please contact us immediately to arrange for the review of the demanded books and records.

This demand is made under oath and the statements made herein are affirmed to be true under penalty of perjury under the laws of the United States or all states. Attached as Exhibit "J" is a true and correct copy of the Verification and Affidavit of Karl Graulich. We demand that you respond to this letter within five (5) business days pursuant to Delaware Code Section 220(b)(2)(b). In the event that the Company does not respond to this letter or fails to permit inspection and copying of the demanded documents within five business days from the date of receipt of this demand, we will seek appropriate relief to the fullest extent permitted under the law.

We await your response.

Very truly yours,



Gloria Kui Melwani

**WOLF HALDENSTEIN FREEMAN
ADLER & HERZ LLP**

Enclosures

cc: A. Arnold Gershon (via e-mail)
Daniel Tepper (via-email)

Mary Eaton (via e-mail and FedEx)
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019



EXHIBIT A

Individual Retirement Account Statement

IRA FBO KARL GRAULICH
PERSHING LLC AS CUSTODIAN
10573 REGATTA RIDGE RD
BOYNTON BEACH FL 33473-4984

December 1, 2018 - December 31, 2018
Account Number: NXE-004091

Your Account Executive:
GRAULICH/ROB FORD

Portfolio at a Glance

	This Period	Year-to-Date
BEGINNING ACCOUNT VALUE		
Deposits (Cash & Securities)		
Withdrawals (Cash & Securities)		
Dividends, Interest and Other Income		
Fees		
Net Change in Portfolio¹		
ENDING ACCOUNT VALUE		
Estimated Annual Income		

¹ Net Change in Portfolio is the difference between the ending account value and beginning account value after activity.

The Bank Deposits in your account are FDIC insured bank deposits.

FDIC insured bank deposits are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). These bank deposits are covered by the Federal Deposit Insurance Corporation (FDIC), up to allowable limits.

Asset Summary

Percent	Asset Type	Prior Year-End	Last Period	This Period
	Cash, Money Funds, and Bank Deposits			
	Fixed Income			
	Equities			
	Exchange-Traded Products			
	Account Total (Pie Chart)			

Please review your allocation periodically with your Account Executive.
See the Asset Summary Disclosure and Footnotes section for important information regarding your Asset Summary.

Asset Summary Disclosure and Footnotes

Note: Unpriced securities are not included in the Total Account Value.

Required Minimum Distribution Summary

	Calculated Amount
Prior Year-end Fair Market Value ("FMV"):	[REDACTED]
Calculation Factor:	
Participant DOB: [REDACTED] Beneficiary DOB: 00/0000	
Beneficiary Relationship: NON-PERSON	
Amount Required to be Withdrawn for 2018:	
Amount Withdrawn Year to Date:	
The Remaining Amount You Are Required to Withdraw for 2018:	

Disclaimers and Other Important Information Regarding Your Required Minimum Distribution Summary

You appear to have satisfied your annual required minimum distribution (RMD) from your retirement account. Please verify this calculation with your tax professional, as there may be other information that could impact your required minimum distribution.

According to our records, you are required under federal tax law to take an annual minimum distribution from your retirement account. Required minimum distributions (RMDs) usually begin in the year you reach the age of 70 1/2 and is calculated by dividing your year-end fair market value by a factor determined by the Internal Revenue Service (IRS). For the year you turn 70 1/2, the first RMD payment can be delayed until April 1st of the year following the year in which you turn 70 1/2. For all subsequent years, including the year in which the first RMD was paid by April 1st, you must take the RMD by December 31st of the year. Please verify this calculation with your tax professional, as there may be other information that could impact your RMD. If you do not take enough to satisfy the requirement, the IRS may impose a 50% excise tax on the shortfall. To start your distributions, contact your Account Executive.

Client Service Information

Your Account Executive: RN4
GRAULICH/ROB FORD

Contact Information
E-Mail Address: info@maximgrp.com

Client Service Information
Client Service Telephone Number: (212) 895-3500
Web Site: WWW.MAXIMGRP.COM

Your Account Information

INVESTMENT OBJECTIVE

Investment Objective: CAPITAL APPRECIATION
Investment Objective: SPEC/SH TERM TRADING
Risk Exposure: SPECULATION

Please review your investment objective. If you wish to make a change or have any questions please contact your Account Executive.



December 1, 2018 - December 31, 2018
IRA FBO KARL GRAULICH

Your Account Information (continued)

RETIREMENT INFORMATION

Year-End Fair Market Value (12/31/2018): [REDACTED]

The year-end fair market value is furnished to the Internal Revenue Service for Individual Retirement Accounts. Your fair market value may change based on transaction or asset valuation adjustments made after 12/31/2018.

TAX LOT DEFAULT DISPOSITION METHOD

Default Method for Mutual Funds: First In First Out
Default Method for Stocks in a Dividend Reinvestment Plan: First In First Out
Default Method for all Other Securities: First In First Out

BOND AMORTIZATION ELECTIONS

Amortize premium on taxable bonds based on Constant Yield Method: Yes
Accrual market discount method for all other bond types: Constant Yield Method
Include market discount in income annually: No

ELECTRONIC DELIVERY

You are currently enrolled to receive the following account communications via electronic delivery:

Statements and Reports Proxy/Shareholder Communications*
Trade Confirmations
Tax Documents
Notifications

Please log in to your account to make any changes to your electronic delivery preferences.

E-mail notifications are delivered to the following e-mail address(es):

k#####@gmail.com

*k#####@gmail.com is on file for these documents

The above e-mail address is partially masked for your security. Please log into your account to review the full e-mail address.

Portfolio Holdings

Description	Quantity	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield
CASH, MONEY FUNDS, AND BANK DEPOSITS 2.00% of Portfolio						
FDIC Insured Bank Deposits						
INSURED DEPOSIT PROGRAM I	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
DEUTSCHE BANK INS DEPOSIT I	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total FDIC Insured Bank Deposits	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
TOTAL CASH, MONEY FUNDS, AND BANK DEPOSITS	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]



Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
EQUITIES (continued)					
Common Stocks (continued)					
[REDACTED]					
CBS CORP NEW CL B Security Identifier: CBS CUSIP: 124857202 Dividend Option: Cash	1,000,000	43.7200	43,720.00	720.00	1.64%
[REDACTED]					



EXHIBIT B

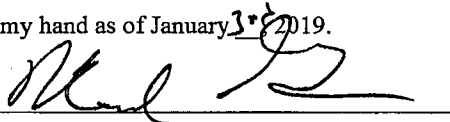
SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that Karl Graulich (the "Shareholder") does hereby make, constitute, and appoint, Gloria Kui Melwani of Wolf Haldenstein Adler Freeman & Herz LLP, 270 Madison Avenue, New York, New York, 10016, and Arnold Gershon of Barrack Rodos & Bacine, Eleven Times Square, 640 8th Avenue, 10th Floor, New York, New York 10036, and any person designated by them, to act as true and lawful attorney-in-fact for the Shareholder, in the Shareholder's name, place, and stead, jointly and severally, in all matters regarding the examination of the books and records of CBS Corporation ("CBS" or the "Company") including, but not limited to: (i) demanding inspection of books and records of CBS on the Shareholder's behalf as a stockholder of the Company as said attorneys deem appropriate, (ii) reviewing and/or copying any documents received in connection with any such books and records demand made on the Shareholder's behalf as a stockholder of CBS, and (iii) giving and granting unto said attorneys full power and authority to perform all and every act and thing whatsoever requisite, necessary, and proper to be done in and without the premises, as fully, to all intents and purposes as they might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that the Shareholder's attorneys or the substitute shall lawfully do or cause to be done.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

The rights, powers, and authority of said attorneys shall remain in full force and effect until the Shareholder tenders a written notice of termination.

IN WITNESS HEREOF, I have hereunto set my hand as of January 3rd 2019.

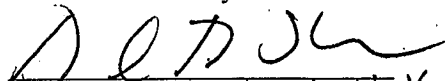


Karl Graulich

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

Then personally appeared before me the above-named Karl Graulich proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and as his respective free act, and that by his signature on the instrument, the person, or the entity upon behalf of which he acted, executed the instrument.

WITNESS my hand and official seal:


Notary Public State of N.Y.
Nassau County
02344732013

My Commission Expires: 6/30/2020

EXHIBIT C

The New York Times

'Transactional' Sex and a Secret Resignation Letter: Takeaways From a Report on Les Moonves

A 59-page draft report produced by lawyers for CBS's board contains new details and allegations about Mr. Moonves, the company's former chief executive.

By [Rachel Abrams](#) and [David Enrich](#)

Dec. 4, 2018

Leslie Moonves, the former chairman and chief executive of CBS, repeatedly lied to investigators about his behavior, according to a draft report by outside lawyers hired by CBS's board to look into sexual misconduct allegations against him.

The 21,666-word draft, dated Nov. 27, is filled with new details about the conduct of Mr. Moonves and others at the company. The lawyers spoke to Mr. Moonves four times during the investigation. A final version of the report is expected to be presented to CBS's board next week.

Here are four new revelations in the report, which was reviewed by The New York Times.

1. Investigators heard that a CBS employee was 'on call' to perform oral sex

The outside lawyers were told by multiple people that CBS had an employee "who was 'on call' to perform oral sex" on Mr. Moonves.

According to the draft report: "A number of employees were aware of this and believed that the woman was protected from discipline or termination as a result of it."

The report didn't identify the employee — and the lawyers didn't interview her — but Mr. Moonves, in one of his multiple interviews with the lawyers, "admitted to receiving oral sex from the woman, his subordinate," although he described it as consensual.

"Mr. Moonves vehemently denies having any non-consensual sexual relations," Andrew J. Levander, Mr. Moonves's lawyer, said on Tuesday. "He never put or kept someone on the payroll for the purpose of sex. He has cooperated extensively and fully with investigators."

2. Moonves received oral sex that appeared 'transactional'

The report found that, in addition to consensual relationships and affairs, “Moonves received oral sex from at least 4 CBS employees under circumstances that sound transactional and improper to the extent that there was no hint of any relationship, romance, or reciprocity.”

The report said that the lawyers weren’t able to speak with any of those women, but that “such a pattern arguably constitutes willful misfeasance and violation of the company’s sexual harassment policy.”

3. A board member knew about an alleged assault

Shortly before he joined CBS’s board in 2007, the Oscar-winning producer Arnold Kopelson was told about an alleged sexual assault by Mr. Moonves.

Dr. Anne Peters told the CBS lawyers that Mr. Moonves assaulted her in 1999. According to the report, she said that she warned Mr. Kopelson not to join the board, citing the alleged assault. “She recalls Kopelson responding that the incident had happened a long time ago and was trivial, and said, in effect, ‘we all did that,’” according to the report.

More on the CBS Report

Les Moonves Obstructed Investigation Into Misconduct Claims, Report Says

Dec. 4, 2018



‘Disaster for CBS Shareholders’: Damning Report on Moonves Reveals Total Failure at Top

Dec. 4, 2018



Mr. Kopelson, who died in October, became one of Mr. Moonves’s staunchest supporters on the board. As the #MeToo movement gained momentum, Dr. Peters and a friend urged Mr. Kopelson to publicly disclose the alleged 1999 assault. The lawyers’ report found that “there is no evidence that Kopelson, whom we were unable to interview before he passed away, told anyone on the CBS Board about the incident, spoke to Moonves about it or otherwise did anything with the information.”

On the board, Mr. Kopelson continued to defend Mr. Moonves. “I don’t care if 30 more women come forward and allege this kind of stuff,” Mr. Kopelson said in a board meeting this summer. “Les is our leader and it wouldn’t change my opinion of him.”

Dr. Peters didn’t respond to requests for comment on Tuesday.

4. A secret resignation letter was drafted for Moonves

Gil Schwartz, the longtime head of communications at CBS, had known since late 2017 about some of the sexual assaults that Mr. Moonves had been accused of committing, according to the report. Mr. Schwartz learned about the episode involving Dr. Peters in August, shortly before it became public in a Vanity Fair article. The report said that after discussing the matter with Mr. Moonves, Mr. Schwartz drafted a resignation letter for the chief executive, but Mr. Moonves didn't sign it. Mr. Schwartz didn't tell the board, the report said.

It wouldn't be until the following month that Mr. Moonves stepped down from CBS. Mr. Schwartz also left the company in September.

Rachel Abrams joined The Times as a business reporter in 2013. She was part of the award-winning teams that covered sexual harassment and misconduct and General Motors' crisis involving fatal ignition switches. She previously worked for Variety. @rachelabramsny

A version of this article appears in print on Dec. 5, 2018, on Page B5 of the New York edition with the headline: 4 Takeaways From Report On Conduct Of Moonves

EXHIBIT D

THE
NEW YORKER

LES MOONVES AND CBS FACE ALLEGATIONS OF SEXUAL MISCONDUCT

Six women accuse the C.E.O. of harassment and intimidation, and dozens more describe abuse at his company.

By Ronan Farrow

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For more than twenty years, Leslie Moonves has been one of the most powerful media executives in America. As the chairman and C.E.O. of CBS Corporation, he oversees shows ranging from “60 Minutes” to “The Big Bang Theory.” His portfolio includes the premium cable channel Showtime, the publishing house Simon & Schuster, and a streaming service, CBS All Access. Moonves, who is sixty-eight, has a reputation for canny hiring and project selection. The *Wall Street Journal* recently called him a “TV programming wizard”; the *Hollywood Reporter* dubbed him a “Wall Street Hero.” In the tumultuous field of network television, he has enjoyed rare longevity as a leader. Last year, according to filings with the Securities and Exchange Commission, he earned nearly seventy million dollars, making him one of the highest-paid corporate executives in the world.

In recent months, Moonves has become a prominent voice in Hollywood’s #MeToo movement. In December, he helped found the Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace, which is chaired by Anita Hill. “It’s a watershed moment,” Moonves said at a conference in November. “I think it’s important that a company’s culture will not allow for this. And that’s the thing that’s far-reaching. There’s a lot we’re learning. There’s a lot we didn’t know.”

But Moonves’s private actions belie his public statements. Six women who had professional dealings with him told me that, between the nineteen-eighties and the late

aughts, Moonves sexually harassed them. Four described forcible touching or kissing during business meetings, in what they said appeared to be a practiced routine. Two told me that Moonves physically intimidated them or threatened to derail their careers. All said that he became cold or hostile after they rejected his advances, and that they believed their careers suffered as a result. “What happened to me was a sexual assault, and then I was fired for not participating,” the actress and writer Illeana Douglas told me. All the women said they still feared that speaking out would lead to retaliation from Moonves, who is known in the industry for his ability to make or break careers. “He has gotten away with it for decades,” the writer Janet Jones, who alleges that she had to shove Moonves off her after he forcibly kissed her at a work meeting, told me. “And it’s just not O.K.”

Thirty current and former employees of CBS told me that such behavior extended from Moonves to important parts of the corporation, including CBS News and “60 Minutes,” one of the network’s most esteemed programs. During Moonves’s tenure, men at CBS News who were accused of sexual misconduct were promoted, even as the company paid settlements to women with complaints. It isn’t clear whether Moonves himself knew of the allegations, but he has a reputation for being closely involved in management decisions across the network. Some of the allegations, such as those against the former anchor Charlie Rose, as reported by the *Washington Post*, have already become public. Other claims are being reported here for the first time. Nineteen current and former employees told me that Jeff Fager, the former chairman of CBS News and the current executive producer of “60 Minutes,” allowed harassment in the division. “It’s top down, this culture of older men who have all this power and you are nothing,” one veteran producer told me. “The company is shielding lots of bad behavior.”

In a statement, Moonves said, “Throughout my time at CBS, we have promoted a culture of respect and opportunity for all employees, and have consistently found success elevating women to top executive positions across our company. I recognize that there were times decades ago when I may have made some women uncomfortable by making advances. Those were mistakes, and I regret them immensely. But I always understood and respected—and abided by the principle—that ‘no’ means ‘no,’ and I have never misused my position to harm or hinder anyone’s career. This is a time when we all are appropriately focused on how we help improve our society, and we at CBS

are committed to being part of the solution.” According to CBS, there have been no misconduct claims and no settlements against Moonves during his twenty-four years at the network. A statement from the company said, “CBS is very mindful of all workplace issues and takes each report of misconduct very seriously. We do not believe, however, that the picture of our company created in *The New Yorker* represents a larger organization that does its best to treat its tens of thousands of employees with dignity and respect. We are seeing vigorous discourse in our country about equality, inclusion, and safety in the workplace, and CBS is committed to being part of the solution to those important issues.”

The allegations are surfacing at a time when CBS is engaged in an increasingly acrimonious fight with its former parent company, Viacom, which acquired CBS in 1999 and spun it off as a separate entity seven years later. A holding company founded by the mogul Sumner Redstone still owns a majority stake in both Viacom and CBS, and Redstone’s daughter and heir, Shari Redstone, has sought to reunite the businesses. Moonves has resisted the move, and in May Redstone’s holding company and CBS filed lawsuits against each other. All of the women making allegations against Moonves began speaking to me before the current lawsuits, in independent interviews carried out during the past eight months. All said that they were not motivated by any allegiance in the corporate battle. But several felt that this was an opportunity to examine a workplace culture that many of the women in this story described as toxic.

I lleana Douglas, who later received an Emmy nomination for her role in HBO’s “Six Feet Under,” was introduced to Moonves in 1996. At the time, she was meeting with networks, looking for a deal to write and perform for television. Moonves, who was then the president of CBS Entertainment, seemed to take a personal interest in her. He told Douglas that he was a fan of her performances in the Martin Scorsese films “Cape Fear” and “Goodfellas,” and urged her to work with CBS. “There was the big sell—he was telling me, ‘You’re gonna get a house with a pool, you’re gonna love it, it’s a great life,’” Douglas recalled. She agreed to sign a holding deal with CBS, which promised to pay her three hundred thousand dollars to appear exclusively in the network’s programs.

CBS ultimately didn’t proceed with a pilot that Douglas wrote, but the network cast her in a comedy called “Queens,” as an eccentric native of the New York borough. In

March, 1997, shortly before production of the pilot episode began, Moonves called Douglas's manager, Melissa Prophet, and told her that he was concerned about Douglas's attitude during a reading with her co-star, Penelope Ann Miller. Prophet relayed the concern to Douglas, who was surprised and confused: the reading, in front of a group of CBS executives, had elicited uproarious laughter. Moonves, she said, had taken her by the shoulders and congratulated her. Moonves had told Prophet that he wanted to meet with Douglas, alone, to insure that they were creatively aligned. (Prophet told me that she did not recall the conversation or setting up the meeting.) By then, Douglas had worked closely with Moonves for months. "He seemed more than just my boss," she told me. "He was very much like a father figure."

VIDEO FROM THE NEW YORKER

When Douglas met with Moonves at his office, she began to raise concerns about the "Queens" script, but Moonves, she recalled, cut her off. "He interrupts me to ask me am I single," she said. Douglas, whose nearly decade-long relationship with Scorsese was coming to an end, was caught off guard. "I didn't know what to say at that point," she told me. "I was, like, 'I'm single, yes, no, maybe.'" She began talking about the script,

but Moonves interjected, asking to kiss her. According to Douglas, he said that they didn't have to tell her manager: "It'll just be between you and me. Come on, you're not some nubile virgin."

As Douglas attempted to turn the focus back to work, Moonves, she said, grabbed her. "In a millisecond, he's got one arm over me, pinning me," she said. Moonves was "violently kissing" her, holding her down on the couch with her arms above her head. "What it feels like to have someone hold you down—you can't breathe, you can't move," she said. "The physicality of it was horrendous." She recalled lying limp and unresponsive beneath him. "You sort of black out," she told me. "You think, How long is this going to go on? I was just looking at this nice picture of his family and his kids. I couldn't get him off me." She said it was only when Moonves, aroused, pulled up her skirt and began to thrust against her that her fear overcame her paralysis. She told herself that she had to do something to stop him. "At that point, you're a trapped animal," she told me. "Your life is flashing before your eyes." Moonves, in what Douglas assumed was an effort to be seductive, paused and asked, "So, what do you think?" Douglas told me, "My decision was to get out of it by joking my way out, so he feels flattered." Thinking that reminding Moonves that he was her boss might discourage him, she told him, "Yes, for the head of a network you're some good kisser." Moonves frowned and got up. She scrambled to find her briefcase. "Well, this has been great. Thanks," she recalled saying, moving toward the door. "I've got to go now."

Moonves, she said, followed her to the door and blocked her path. He backed her up to the wall, pressing against her, with his face close to hers. "It was physically scary," Douglas told me. "He says, 'We're going to keep this between you and me, right?'" Attempting to put him off with a joke, she replied, "No, sir, we won't tell anyone that you're a good kisser." Moonves released her and, without looking at her, walked away. "It was so invasive," she said of the threatening encounter. "It has stayed with me the rest of my life, that terror."

Outside Moonves's office, she began to cry. "My skirt is all twisted," she recalled. "I'm standing in the hall and I thought of his family." Moonves's assistant, sitting nearby, asked whether her parking needed to be validated. Douglas told me, "I remember thinking, Does she know? Does this happen all the time?"

In her car, Douglas said, “I lost it. I felt sick.” Prophet, her manager, called and, as Douglas worked up the nerve to tell her what had happened, Prophet said that she had just got off the phone with Moonves. He’d said that he and Douglas had a great meeting and “had a lot of fun.” Douglas told me, “I thought, Oh, my God, he’s covered his tracks.” In that moment, she said, “I decided, just bury it.” Later that day, Douglas returned to the house she was renting and told a friend who was staying with her, the actor Craig Chester, about the incident. “She was trying not to cry, but her voice was shaking. I’ve never seen her that emotional before,” Chester recalled. “She said that he got on top of her and held her down and she couldn’t get away. If it was any other situation outside business, I would have said, ‘Let’s go to the cops.’ ” But, Chester said, “there was no talk about going to the police or anything like that, because it was obvious that it would be career suicide.”

The following week, Moonves showed up at the first day of rehearsals for “Queens.” “As soon as I saw him, I thought I was going to collapse. Everything came back to me. I was shaking,” Douglas told me. She felt that Moonves’s demeanor was intended to intimidate her. “He was eyeing me warily,” she said. Her distress was evident to her co-stars. “There was obviously something going on with her emotionally,” Penelope Ann Miller told me. “When she came in to test, everything was on. And then, after, on set, it was like she wasn’t there.” Last year, before the rise of #MeToo, Douglas told Miller what had happened. “Hearing her story, it all made sense,” Miller recalled.

After the second rehearsal, Moonves took Douglas aside. “ ‘What the fuck do you think you’re doing out there? You’re not even trying,’ ” Douglas recalled Moonves saying. She took it as a reference to her failure to comply with his advances and to maintain her composure afterward. Douglas told me that she had “played by all the rules, I didn’t say anything, and now he was berating me.” On set, she struggled to keep her comedic timing, and cried in front of other cast members.

Several days into rehearsals, Moonves called Douglas at home. “It was, you know, ‘You make me fucking sick. You are not funny,’ ” she recalled. Moonves told her that she wouldn’t “get a fucking dime” of the money she was owed, and that she would “never work at this network again.” (In a statement, CBS said that Moonves acknowledges trying to kiss Douglas, but that “he denies any characterization of ‘sexual assault,’

intimidation, or retaliatory action,” including berating her on set and personally firing her from “Queens.”)

Prophet told me that Moonves and CBS Business Affairs called her to say that Douglas would be replaced on the show and that her deal would be cancelled. According to Douglas, Prophet called her and “said I’d burned all my bridges at CBS, that she was firing me.” (Prophet recalled firing Douglas and said that the two had a heated exchange. She said that she didn’t know about Douglas’s allegation, and denied the comment about burning bridges. “There are no bridges at CBS,” she said. “There is just Les Moonves.”) Douglas said that her agent, Patrick Whitesell, who was then at Creative Artists Agency, later called to say that the agency wished her well in future endeavors of her own. “I love the way C.A.A. fired me,” Douglas said. “They never told me I was fired. They just kept wishing me the best of luck.” (Whitesell told me that he had not been aware of Douglas’s allegation and did not recall that her departure from C.A.A. was related to the dissolution of her CBS deal.)

Distraught, Douglas called Scorsese and told him the story, saying that she wanted to hire a lawyer and sue Moonves. Scorsese said that he remembers Douglas calling him about the allegation and being shocked by it. Scorsese urged her to be cautious about taking legal action against such a powerful person, but agreed to refer her to his law firm; there, Douglas began working with an attorney named Bill Sobel. Sobel confirmed that Douglas had described the encounter with Moonves at the time, and his contemporaneous notes back up her account. “I believed Illeana,” he told me. “What happened to her was reprehensible.”

Douglas told me that Sobel warned her that it was a matter of her word against Moonves’s. Sobel, who said that he had a frank conversation with Douglas about the risks of suing, ultimately called CBS to attempt to recoup some of her lost wages. (She had received a fifty-thousand-dollar advance payment for her appearance in the “Queens” pilot, but felt that she was owed the remaining two hundred and fifty thousand.) After a junior staff member at CBS Business Affairs told Sobel that Douglas had been fired because of her poor performance in rehearsals, and that the network intended to withhold her pay, Sobel suggested that he ask Moonves about the meeting he had had alone with Douglas. “My conversation was simply ‘Hey, ask Les

what happened in the room, and he'll probably want you to do the right thing here,' ” Sobel told me. “I felt he knew what I was saying.”

According to communications and contracts reviewed by *The New Yorker*, the head of CBS Business Affairs, rather than the junior staffer, replied to Sobel with a new proposition. “When the head of the whole thing called me back,” Sobel said, “it was very clear to me that they took my comments about what happened in the room very seriously.” CBS proposed that the agreement be “settled out” for a hundred and twenty-five thousand dollars, and then agreed to pay Douglas an additional two hundred and fifty thousand to appear in a new miniseries.

Douglas and Sobel both saw the miniseries as cover for a settlement; she didn't even know what the show was about. “I go from being sexually assaulted, fired for not having sex with Les Moonves, fired by everyone, to ‘We are going to pay you in full and we also want you to be on this miniseries,’ ” Douglas recalled. “My understanding is, this is what they were going to do in exchange for not suing.”

Shortly after the offer came, Douglas received a call from Moonves. “ ‘So, you're gonna do the mini?’ ” she remembered him asking. Although she wanted accountability, she was still frightened, and said that she would do it. She recalled Moonves, sounding upbeat, remarking, “ ‘Tits and guns, baby. Tits and guns.’ ” (Douglas later learned that the miniseries, called “Bella Mafia,” focussed on the women of an Italian crime family and emphasized sex and violence.) Moonves asked Douglas if they were “O.K.,” and Douglas replied, “Yes, sir.”

In its statement, CBS said that the agreement with Douglas about “Bella Mafia” was intended to fulfill her over-all deal with the network, and was unrelated to her meeting with Moonves. “There were no funds added for settlement purposes,” CBS said. “The amount paid was half of what she was owed, which is not what one might do if concerned about a claim such as this.”

Jo An Kincaid, an executive producer on the “Queens” pilot and Penelope Ann Miller's manager at the time, said that she was not consulted about Douglas's dismissal. “One day she was just not there. Gone and replaced,” Kincaid said. “It was very unusual. I was an executive producer. There should have been an explanation.” In an e-mail, Judge Reinhold, one of Douglas's co-stars, wrote, “Ileana was hilariously unique in her

comedy and fun to work with.” He added, “We were all surprised and disappointed that she left.”

Douglas told numerous people about the incident over the years, and even published a lightly fictionalized version of it in a 2006 compilation, “Fired!” She also performed the story before audiences. “I didn’t exactly keep it a secret,” Douglas said. “People used to come up to me afterward and go, ‘I know who it is,’ and just laugh about it.”

Douglas appeared in “Bella Mafia,” and, afterward, C.A.A. resumed representing her. But she believes that the incident “derailed any future career I would have had at CBS.” In two instances, years later, personal connections helped her secure acting roles on shows that aired on the network, and a Web series of hers appeared on a CBS streaming service. But otherwise, in a career that has included extensive work with every other major network, she said, “I never auditioned or ever had any kind of television-show deal at CBS.” Like the other women I spoke to, she said that people around her discouraged her from publicly naming Moonves in this story. She told me that she was doing so because she wanted to protect other women, and that she wished she had been warned before her meeting. “In retrospect, of course, you say, ‘Oh, it’s all a crazy setup,’ ” she told me. “I was, I hate to say it, the perfect victim.”

More than a decade earlier, in the spring of 1985, Janet Jones was attempting to break into the industry as a writer. The producer Mike Marvin liked an idea that Jones had for a screenplay, and helped broker a meeting between her and Moonves, who at the time was a vice-president at Twentieth Century Fox. It was Jones’s first pitch meeting in Hollywood. Moonves’s assistant scheduled a late-afternoon appointment at his office.

When Jones arrived, many employees were leaving for the day, but Moonves’s assistant was there. “I had my briefcase and my pants suit,” Jones recalled. “I was really prepared.” Moonves surprised her by asking if she wanted a glass of wine. She declined, sat down on the couch, and began pitching her screenplay. Suddenly, Jones told me, “he came around the corner of the table and threw himself on top of me. It was very fast.” Moonves, she said, began trying to kiss her. Jones said that she struggled, and then shoved Moonves away hard, yelling, “What do you think you’re doing?” Moonves, appearing startled, got up. “ ‘Well, I was hitting on you. I wanted a kiss,’ ” she recalled

him saying. Jones began to leave. “He said, ‘Oh, come on, it’s nothing,’ ” she said. “ ‘Calm down, don’t be so excited.’ ”

When Jones got to the door, it was locked. She was terrified. “If you don’t open this door,” she told him, “I am going to scream so loud and so long that everyone on the lot is going to come over.” She remembered Moonves walking to his desk or to a nearby bureau to unlock the door, rather than doing so directly. She fled, noticing on her way out that the assistant had left. “That’s when I got really upset,” she told me. “I just thought, Oh, my God. This wasn’t like a little momentary boo-boo. It was this well-thought-out thing.”

Jones drove to the house of a friend, the artist Linda Salzman Sagan. There, Jones told me, “I just completely melted down, just crying and shaking.” Sagan told me that she remembers the visit clearly, and that Jones described the incident in detail at the time. “She was very, very upset,” Sagan recalled. “I had never seen her like that. I was really astounded by what she told me. I knew how powerful he was in terms of a career.” Jones also told her boyfriend at the time, Larry Jackson, who said, “She came home one day scared and in tears because she said Les had jumped her at a business meeting.”

Mike Marvin told me that he remembers introducing Jones to Moonves, and that she was troubled by the meeting. He said that he confronted Moonves about it at a gathering, saying, “Whatever happened, that girl was upset.” Moonves, Marvin said, became furious. “We definitely had a screaming match over this,” Marvin told me.

Not long afterward, Jones received a call from Moonves’s assistant, who said that she had Moonves on the line. “My heart went into my feet,” Jones recalled. Moonves began shouting at her. “ ‘People’s reputations are important. Do you understand?’ ” she remembered him saying. “ ‘I’m warning you. I will ruin your career. You will never get a writing job. No one will hire you. Do you understand what I’m saying to you?’ ” Jones hung up the phone, then threw up. “I was just absolutely mortified. Does this mean he’ll be putting me on a list somewhere and I’ll never get a job?” she recalled thinking. “This person could stop me from doing this passion, this career I had spent my whole life putting together. It’s kind of hard to fathom that one person could do that, but he could.” (CBS said that Moonves has no recollection of the interactions with Jones.)

Jones told me that she found the threats more scarring than the original incident. She said, “The revenge behavior, the ‘I’ll get you for not kissing me, I’ll get you for not doing what the hell I want you to do’—it never quite leaves you.” Years later, she saw him at an industry event and, she said, “I almost fainted. I was still terrified.”

Two other women described Moonves forcibly touching or kissing them during business meetings. The producer Christine Peters was an industry veteran when she first encountered Moonves, in the early aughts. She had worked as a story analyst for the company behind “Rain Man” and “Gorillas in the Mist” before becoming a production head for Robert Evans, who had produced “The Godfather” and “Chinatown.” She became a close friend and confidante of Sumner Redstone, the owner of Viacom, to whom she was at times romantically linked in the press. (Peters, like the other women in this story, said that she had no interest in the battle over the future of Redstone’s empire.) After Viacom acquired CBS, Redstone enlisted Peters to help build a rapport with Moonves, who was the president and C.E.O. of CBS Television at the time. They had a series of dinners with Moonves and his wife in 2003 and 2004.

Peters produced the 2003 romantic comedy “How to Lose a Guy in Ten Days,” which was based on a book she had acquired, and which ultimately grossed more than a hundred and seventy-seven million dollars. “I was proud to be bringing females into the seats and really addressing them,” she told me. In 2006, Moonves, who had become the chairman of CBS, had dinner with Peters and Redstone to discuss his plans to launch a film studio, CBS Films, which was founded the next year. Moonves was considering executives to oversee the endeavor, and Redstone suggested Peters. Moonves seemed excited about the idea.

When Moonves and Peters met at his office to discuss the prospect, Peters told me, she came with a detailed presentation on her business model, which focussed on female audiences. “It was: this is the demographic, here are the underutilized release dates, here’s why female buyers predominate,” she said. “I remember him being very enthusiastic, saying it made a lot of sense.” She was sitting on a couch and, as she continued her pitch, he sat down uncomfortably close. “He said, ‘This is really great,’” she recalled. “Then he just put a hand up my skirt.” Moonves, she said, slid his hand up her thigh and touched her underwear.

“I was in a state of shock,” Peters recalled. Immediately, she worried about how Moonves would react to a rejection. She tried to get out of the situation by gathering her documents and saying, “Oh, wow, oh, my God, it’s late, I have to be at another meeting. Can we finish this tomorrow? I’m so excited! So excited!” Moonves, she recalled, suggested that he walk her to her car. Fearing further advances, Peters said that she had a driver outside. She had come to the meeting with a colleague, who was waiting in the lobby. The colleague told me that Peters emerged earlier than anticipated, appearing shaken, and said that they had to leave quickly. An acquaintance of Peters’s told me that she recounted the story to him several years ago, describing an advance from a top executive and a job that she didn’t get afterward, without naming Moonves. Last year, Peters told him that the executive was Moonves. (CBS said that Moonves categorically denies any alleged touching or inappropriate conduct during the meeting.)

Peters told me, “I remember sitting in the car and just crying. I worked my whole life to be here and I just lost my opportunity.” Because of her long tenure in the industry, Peters said, “I expected to be taken seriously. I never in a million years saw that coming.” She said that she was surprised in part because she thought her relationship with Redstone would have put Moonves on guard. “I couldn’t understand why he would do that in light of the situation with Sumner,” she told me. In the end, she decided not to tell Redstone, because she worried about what the fallout might be. Like Jones, Peters told me that Moonves “was smart enough to not have anyone there. It was a setup.” (Twice in later years, Peters participated in group meetings that involved Moonves.)

A prominent actress who played a police officer on a long-running CBS program, who was too frightened of reprisals to use her name, said that she also attended a business meeting with Moonves that ended in unwanted advances. The actress had known Moonves for years. In the late eighties, at the height of her show’s popularity, Moonves, who was then at a production company called Lorimar, requested a lunch meeting at a restaurant. There, Moonves told the actress that he had long had a crush on her but had not said anything to her because she had been in a relationship with a mutual friend. She declined his advance but thanked him for lunch. “It wasn’t offensive,” she recalled. In 1995, when Moonves became president of CBS Entertainment, the actress

called to congratulate him. “He said, ‘You should have fucked me when I asked you to,’ and I said, ‘No shit!’ ” the actress told me. They laughed.

Soon afterward, CBS Business Affairs informed the actress that her series deal with CBS was being terminated. She called Moonves and expressed shock. He requested a lunch meeting in his private dining room at the office. She told me, “I went in, I thought, to make a deal.” At the lunch, Moonves told her that he intended to focus on younger talent, and that she was too old. “Then he again said, ‘I’ve always been so attracted to you,’ ” she told me. “I was so upset. I said, ‘Jesus, Leslie, I’m gonna go.’ ” Moonves asked her to sit down. She did so, pushing food around her plate until she had to leave. Then, she told me, “I walked over and leaned to give him a kiss on the cheek.” Moonves, she said, grabbed her and forcibly kissed her: “He shoved his tongue down my throat. I mean *shoved*.”

Appalled, she pushed him away. “He had approached me to go to bed with him twice, but he did it politely,” she said. “But this time he just stuck his tongue down my throat.” As she left, she began to cry. “No one had ever done that to me before,” she said. “I found it sickening.”

Like Douglas, the actress said that she never worked for CBS again. Almost two decades later, an executive at CBS contacted her about coming back to the network. It turned out that the executive wanted her to sign a book deal with Simon & Schuster, which is owned by CBS. (CBS said that Moonves has no recollection of making unwelcome advances toward the actress, and that he made no efforts to block future business between her and CBS.)

The actress thought that the consequences would be too great if she told CBS about the incident. “I never reported it,” she told me. “I just thought, Gee, there goes my career.” At an event not long afterward, she encountered a showrunner who has overseen multiple programs at CBS, and told her the story. The showrunner, who had also worked with Moonves, recalled that the actress was still hurt by the incident and told me that she was “not surprised” by the story. “I had already had to deal with misogynist bullying from him myself,” she told me.

Two women told me that they rebuffed unwanted advances from Moonves in professional settings, and that they believed career opportunities disappeared as a

result. Dinah Kirgo, who won an Emmy as a writer for “The Tracey Ullman Show,” first encountered Moonves in the early eighties, when he was the vice-president of development at Saul Ilson Productions, a partnership with Columbia Pictures Television. She and her sister and producing partner, Julie Kirgo, met with Moonves and others about a television deal. “We left the meeting very confident we had an overall deal with Leslie,” Kirgo told me. The sisters told their agent to expect an offer from Moonves.

Instead, shortly after Kirgo got home, Moonves called her directly. “He said, ‘That was a great meeting, now we have to go out to dinner,’ ” she recalled. Kirgo replied that she and Julie would be happy to have dinner with him. “He said, ‘No, just you and me.’ He said, ‘You’re very expensive, and I need to know you’re worth it,’ ” Kirgo told me. “I was sort of in shock and I said, ‘Well, Leslie, I don’t think your wife would appreciate us having that kind of dinner.’ ” Moonves coldly ended the conversation. (CBS said that Moonves has no recollection of the meeting or the phone call.)

Kirgo and her sister never heard from Moonves again. Afterward, Kirgo’s agents told her they had received reports that she had a reputation for being difficult to work with. Kirgo told me that she had never heard complaints before, and that she believed saying no to Moonves had hurt her career. “It’s very insidious, what he did,” she said.

Julie Kirgo confirmed the details of her sister’s story and said that Dinah had told her about the call at the time. “It’s just kind of awful to feel that you have energy and talent and that’s being appreciated, and then suddenly to find out that that’s not where somebody’s interests lie at all. You feel betrayed,” she said. “It pisses me off to this day.”

In 1992, a former child star who asked to be identified only by her first name, Kimberly, was introduced to Moonves by a friend, who was a member of Moonves’s staff and told her that Moonves could help her get back into television. At a dinner meeting that the three attended, Moonves began by asking questions about Kimberly’s acting career. But when the friend went to the bathroom Moonves turned to Kimberly and said, in a perfunctory way, “Let’s go. Let’s just get a hotel room. Let’s just do this.” She was shocked. “I said, ‘What are you talking about?’ ” When she explained that she had a husband and a child, Moonves became angry and left. (The friend recalled making the introduction to Moonves, and said that her only motivation in doing so

was to help Kimberly's career. CBS said that Moonves has no memory or record of the meeting.)

"The power differential was so great," Kimberly told me. "I was really scared, because I thought I was burning some sort of a bridge that was going to be great for me." As a child star, she said, "I'd been taught that powerful people can hurt you, they can ruin you, they can ruin your career." She said that the turn from business meeting to sexual overture seemed to be well practiced. "It was set up to be that way," she said. "I thought, Wow, is this the way the world works and I just don't get it?"

CBS is a multibillion-dollar corporation, with dozens of divisions, and Moonves is only indirectly involved with many of them. However, experts on sexual harassment told me that misconduct by a chief executive can reverberate across aspects of even the largest companies. "If you have a company with an abuser on the top, they typically surround themselves with people like them, who engage in similar behavior," Debra Katz, a lawyer specializing in sexual harassment, told me. "It can put a set of enablers in place, who protect powerful people when they get challenged for misconduct, and who work to discredit and manage out women who come forward with allegations."

Thirty current and former CBS employees described harassment, gender discrimination, or retaliation at the network. Many said that men accused of misconduct were promoted, even after the company was made aware of those allegations. Their stories match several that have already emerged in public reports. Earlier this year, Leslie Isaacs, a vice-president at Pop, the cable channel jointly operated by CBS and the film studio Lionsgate, filed a lawsuit alleging that CBS was aware of a hostile workplace at the channel. Her complaint described harassment and discrimination by male colleagues, including a vice-president who allegedly instructed female employees to "show your clients your tits." Isaacs told me, "It wouldn't be happening at Pop if it wasn't covered up at CBS, and if CBS wasn't complicit. They know, and it's been tolerated." (Isaacs has entered into a private mediation process with CBS. A Pop spokesperson said, "Pop engaged an independent investigator who conducted a complete investigation and found nothing to corroborate this alleged statement." CBS said that it flatly denies any efforts to cover this up.)

In December, CBS confirmed that Brad Kern, the showrunner and executive producer of “NCIS: New Orleans,” had been the subject of sexual-harassment and gender-discrimination allegations. He had retained his position for more than a year after the company was made aware of the claims. (This season, Kern stepped down from his position as showrunner, but he remains a consulting producer. Last month, the company said that it was launching a new investigation—its third—into Kern’s behavior. CBS said that the allegations were investigated and resulted in disciplinary action but that the matter “merits further inquiry.”)

Other allegations have centered on CBS News. Last summer, Erin Gee, who worked at CBS for more than fifteen years, filed a lawsuit alleging that an executive director at “CBS Evening News” urged her to have sex with a co-worker with whom she was having difficulties in order to “break the ice,” and that she was demoted after complaining about gender discrimination. In May, a magistrate judge in New York criticized CBS for failing to save e-mails from the time of Gee’s allegation. “I find the conduct of CBS here to be shocking,” the judge, Sarah Netburn, reportedly said during a hearing. “It is hard to draw any other conclusion than that they were trying to avoid producing and saving those e-mails.” (The network has since reached a settlement with Gee, and her attorney declined to comment. CBS said that “the matter has been resolved.”) In 2015, a CBS reporter, Kenneth Lombardi, alleged in a lawsuit that a CBS News supervisor texted him links to pornography, and that a senior producer had grabbed his crotch. Lombardi claimed that when he complained to a manager she replied, “Never bring up gender discrimination again!” (An attorney for Lombardi said that he was not at liberty to discuss the suit. CBS said that the matter has been resolved.)

In November, Charlie Rose was suspended after the *Washington Post* reported that eight women had accused him of sexual harassment, including groping. According to the *Post*, Rose has now been accused of sexual harassment by at least thirty-five women, and managers at the network were made aware of the allegations on at least three occasions. (Rose apologized in response to the initial allegations, but called the paper’s subsequent reporting on additional complaints “unfair and inaccurate.”)

“60 Minutes,” the news division’s flagship program, for which Rose was a contributing correspondent, has been a focal point of allegations. Some of those allegations involve

Jeff Fager, who is currently the executive producer of “60 Minutes,” and whom Moonves appointed chairman of CBS News in 2011, a position he held until 2015. Six former employees told me that Fager, while inebriated at company parties, would touch employees in ways that made them uncomfortable. One former “60 Minutes” producer told me, “It was always ‘Let’s go say hello to Jeff, ’cause you have to pay homage to him, but let’s do it early in the evening, before he starts getting really handsy.’ ” In one incident, at which several employees were present, Fager allegedly made drunken advances to an associate producer, commenting on her breasts and becoming belligerent when she rebuffed him. (Fager denied the allegations, saying that “they never happened.”)

Others said that Fager protected men accused of misconduct, including men who reported to him. According to several people who were told about the incident at the time, a senior producer named Vicki Gordon alleged that another senior producer, Michael Radutzky, threatened to throw furniture at her and twisted her arm behind her back, causing her to scream. (Radutzky categorically denied the allegations, saying that they were fabricated.) The sources told me that Fager said he would address the matter with Radutzky directly, and instructed Gordon not to inform the CBS office of human resources. Later, Fager asked her to apologize to Radutzky, to mitigate conflict in the office. (Fager said, “I have never discouraged anyone from going to H.R.”) Radutzky, who left the network earlier this year, remained in his job for several years after the alleged incident. “It was common knowledge at ‘60 Minutes’ that Michael Radutzky was an out-of-control guy, especially but not exclusively toward women. We all saw it, almost on a daily basis,” David Gelber, a former producer, told me. “And yet Fager not only tolerated him—he elevated him to a position of leadership, even after Fager knew perfectly well how abusive he was.” (Radutzky strongly denied Gelber’s characterization of his behavior.) Sophie Gayter, a “60 Minutes” employee who alleged to the *Post* that Charlie Rose had groped her, told me that Fager “enabled the other men on the floor to do whatever the heck they wanted.” Fager, one network executive said, “would let people know he communicated with Les directly,” adding that “people took that to mean Les supported him completely.”

CBS, one former associate producer said, “is an old network. Everything in there feels old: the people, the furniture, the culture, the mores.” Many of the women described the atmosphere at CBS News specifically as a “frat house.” One former employee said,

“I had several producers and editors over the age of sixty who would greet me by kissing me on the mouth. I had people touch my butt a couple times.” She added, “Fager seemed to encourage that climate. It wasn’t even that he turned a blind eye toward it.” Katie Couric, who was an anchor at the network and a contributing correspondent for “60 Minutes” from 2006 to 2011, when Fager helped force her out, told me that it “felt like a boys’ club, where a number of talented women seemed to be marginalized and undervalued.”

In a statement, Fager said, “It is wrong that our culture can be falsely defined by a few people with an axe to grind who are using an important movement as a weapon to get even, and not by the hundreds of women and men that have thrived, both personally and professionally, at ‘60 Minutes.’ ” He added, “A majority of our senior staff are women. All of them worked their way up the ranks and are now managers of our broadcast. Half of our producers and a majority of our associate producers are women. It is a challenging place to do well and promotions are earned on merit and are not based on gender.” Lesley Stahl, who has been a “60 Minutes” correspondent since 1991, told me, “This notion that ‘60 Minutes’ is an unpleasant, unwelcoming place for women isn’t true.” She said, “In my own experience, Jeff is supportive of women and decent to women.” Anderson Cooper, who has been a correspondent for the show since 2006, told me, “I work there part time, but in all the years I’ve been there I’ve never seen Jeff engage in any inappropriate behavior.”

Gayter and another junior female employee told me that their bosses asked them to complete the company’s mandatory online sexual-harassment training programs for them. “Many assistants did it for their bosses,” Gayter said. “We’d book their travel, do their expenses, and then do their sexual-harassment training.” Former employees told me that there were few avenues for them to register confidential complaints about discrimination and misconduct. “People say, ‘You could call H.R.’ Honestly, I’ve never met a single person from H.R.,” one producer said. “There’s no oversight.” Some said that they had witnessed retaliation against those who did attempt to speak out. At CBS News, “there was no one to turn to,” one former producer told me, saying that she had reported Charlie Rose’s behavior, and that the complaint resulted in no repercussions for Rose. “If it’s just behavior from the top, tolerated at the top, and there’s no one to talk to, what do you do?” she said.

A former journalist at “60 Minutes” named Habiba Nosheen told me that she had complained to management that Ira Rosen, a producer on the program, had subjected her to numerous sexual comments and suggested that she flirt with sources. Two other women told me that they had experienced similar conduct from Rosen. (In a statement, Rosen said that “CBS extensively investigated these complaints and found them to be false, misleading, and unsubstantiated.” He said, “I have always and continue to deny these allegations.”)

When Nosheen filed a written complaint and met with Fager about the allegations against Rosen, she said, he told her not to worry about the possibility that other women might be harassed by Rosen. She told me that Fager is “an enabler of this ‘Mad Men’ culture at ‘60 Minutes.’ ” Afterward, there appeared to be no repercussions for Rosen, and she was frozen out of assignments. Days after she made her complaint to Fager, he and two of his deputies called Nosheen into a meeting to go over criticisms of her work performance which she found specious. One involved a tense exchange with a co-worker that had happened a year earlier. The format of the meeting, she said, was highly unusual. “It was so obvious to me that they began to implement a strategy of retaliation,” she told me.

In June, 2016, Nosheen filed a complaint with the Equal Employment Opportunity Commission. She resigned a month later. “As an investigative journalist, every day I try to hold people in power accountable. I look people in the eye and ask them why they turned their backs when they witnessed something unethical happening,” she told me. “I knew I couldn’t look myself in the mirror and hold others accountable if I wasn’t brave enough to do the same in my own place of work.” An e-mail from a CBS lawyer shows that, after Nosheen left the network, CBS threatened to enforce a non-compete clause in her contract, which would prevent her from seeking employment elsewhere, unless she withdrew her E.E.O.C. complaint and signed a nondisclosure agreement. The E.E.O.C. ultimately issued a Notice of Dismissal and Right to Sue letter, saying that it was unable to conclude whether or not a violation of federal law had occurred and that it would be up to Nosheen to pursue the matter in civil court.

Another woman told me that she had spoken to CBS’s legal department about Rosen’s and Fager’s behavior. “I was shocked by the lack of seriousness and regard that CBS legal showed my story,” she told me. (In a statement, CBS’s chief compliance officer

said, “It is the policy and practice of CBS to investigate all complaints and to promptly remediate any problems that are identified,” adding that “the policies against discrimination and harassment include anti-retaliation provisions, and anyone raising a complaint is assured that he or she will be protected from retaliation.”) The woman told me that she eventually left the network because of the atmosphere. “A lot of my memories of ‘60 Minutes’ are of other women coming into my office, closing the door, and just breaking down because of working as a woman at CBS,” she said. “Toward the end of my time there, I thought, God, I love the stories, I love the work, but this has to be easier somewhere else.”

The producer who talked about Fager’s behavior at parties told me that she, too, left the show because of “a very toxic culture toward women.” She said, “What makes me really upset was this was something I really loved doing, and I was good at, and won a lot of awards for. And I basically had to leave the business, because where else am I going to go? There were other places, but nothing of that stature.”

The New Yorker reviewed three six-figure settlements with “60 Minutes” employees who have filed complaints of sexual harassment or discrimination. The women who received those payments were required to sign nondisclosure agreements that prevented them from speaking about their experiences, with penalties for any breach. Several other women who have made allegations against CBS News declined to speak with me on the record, citing nondisclosure agreements. (The CBS chief compliance officer said, “On occasion, the resolution of allegations in the workplace has involved financial settlements,” adding that “settlements do not amount to admissions of guilt.”)

“The N.D.A.s are a silencer and a bully tactic,” Mo Cashin, who worked in several roles for CBS News, including as a broadcast manager, told me. “It’s unfortunate and hypocritical, particularly in the media, where it appears executives have more interest in protecting and oftentimes rewarding fellow senior employees who have a documented history of bad behavior than protecting their victims.”

Fager has tried to keep the allegations about the treatment of women at “60 Minutes” from surfacing publicly. According to the *Times*, in 2015 Fager took over the writing of a book about “60 Minutes” after the original author, Richard Zoglin, began asking people about the subject. In April, as two *Washington Post* reporters, Irin Carmon and Amy Brittain, were reporting an article about the allegations of harassment at CBS

News, including complaints about Fager and Rosen, lawyers retained by Fager threatened to sue the *Post*, and presented testimonials about Fager's good character. "There was this ham-handed effort to make women at the show say Jeff was a wonderful person," one producer said. "It was so obvious we were doing it with a gun to our heads." Fager's lawyers also attacked the professionalism of the two reporters. In the end, the paper published a story that included complaints of harassment against Charlie Rose from dozens of women, but not allegations about Fager or Rosen. In a statement, the *Post* said, "The reporting throughout was vigorous and sustained and fully supported by *Post* editors. Nothing that met our longstanding standards for publication was left out. Nor did outside pressures, legal or otherwise, determine what was published." CBS employees told me that they were alarmed by the attempts to kill the reporting. "The hypocrisy of an investigative news program shutting down an investigative print story is incredible," one told me.

Fager said, "There's a reason these awful allegations have not been published before—despite the efforts of a few former employees who did not succeed at '60 Minutes.' It is because they are false, anonymous, and do not hold up to editorial scrutiny."

The CBS chief compliance officer said, "CBS previously retained attorney Betsy Plevan of Proskauer Rose to conduct an independent investigation of alleged misconduct at CBS News. Ms. Plevan's work is ongoing, and includes investigating allegations in this story. CBS has taken the allegations reported in the press seriously, and respects the role of the press in pursuing the truth, which is a role that is central to the mission of CBS News."

In June, Carmon, in a speech accepting a Mirror Award for the *Post's* reporting on Charlie Rose, warned that stories of abuse by powerful men in the news industry were still being suppressed. "The stories that we have been doing are actually about a system. The system has lawyers and a good reputation. It has publicists," she said. "Indeed, the system is sitting in this room. Some more than others. The system is still powerful men getting stories killed that I believe will someday see the light of day." Fager was seated in the audience, and later in the ceremony accepted an award on behalf of "60 Minutes."

Habiba Nosheen, the employee who filed the E.E.O.C. complaint, said that she decided to report the harassment to the network after an e-mail appeared in her

work in-box in March of 2016. It was a message to all CBS employees, from Moonves. “Simply put,” Moonves wrote, “CBS has a zero-tolerance policy towards discrimination or sexual harassment in our company or related businesses.” Nosheen told me, “I know it sounds ridiculous, but for a second I believed it.”

CBS is not the only network to face complaints of sexual harassment in recent years. In November, Matt Lauer, a co-host of “Today,” on NBC, was fired after being accused of sexual misconduct. Roger Ailes, the chairman and C.E.O. of Fox News, and the Fox anchor Bill O’Reilly both resigned after allegations were made against them. The actions of Ailes and O’Reilly have resulted in at least sixty-five million dollars in sexual-harassment settlements.

Experts told me that addressing patterns of harassment at a company as large as CBS generally depends on reform at the highest levels. “This sort of conduct is tied to overall climate and oftentimes to how women are seen or valued within an entire organization,” Fatima Goss Graves, the president and C.E.O. of the National Women’s Law Center, said. “And there’s no question that the head of the organization sets the tone for the entire organization.”

For the women who have made claims against Les Moonves, his public stance as a supporter of the #MeToo movement and his role in the Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace have been unnerving. Janet Jones told me that, when she heard that he was on the commission, “I thought, Oh, for God’s sake, he has no shame.” The commission is made up of, and funded by, industry leaders, and its members are not vetted. Illeana Douglas knew people who were associated with the commission, and considered telling them her story, until she saw that Moonves was also a member. “I don’t think that the fox should be guarding the henhouse,” she said. ♦

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Ronan Farrow is a contributing writer to The New Yorker and a television anchor and investigative reporter whose work also appears on HBO. He is the author of the book “War on Peace: The End of Diplomacy and the Decline of American Influence.” [Read more »](#)

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AS LESLIE MOONVES NEGOTIATES HIS EXIT FROM CBS, SIX WOMEN RAISE NEW ASSAULT AND HARASSMENT CLAIMS

By Ronan Farrow September 9, 2018

Update: Three hours after the publication of this story, CNN reported that Moonves would step down from his position at CBS. Later the same day, CBS announced that Moonves had left the company and would not receive any of his exit compensation, pending the results of the independent investigation into the allegations. The company named six new members of its board of directors and said it would donate twenty million dollars to organizations that support the #MeToo movement and workplace equality for women. The donation will be deducted from any severance payments that may be due to Moonves.

Members of the board of the CBS Corporation are negotiating with the company's chairman and C.E.O., Leslie Moonves, about his departure. Sources familiar with the board's activities said the discussions about Moonves stepping down began several weeks ago, after an article published in the *The New Yorker* detailed allegations by six women that the media executive had sexually harassed them, and revealed complaints by dozens of others that the culture in some parts of the company tolerated sexual misconduct. Since then, the board has selected outside counsel to lead an investigation into the claims.

As the negotiations continue and shareholders and advocacy groups accuse the board of failing to hold Moonves accountable, new allegations are emerging. Six additional women are now accusing Moonves of sexual harassment or assault in incidents that took place between the nineteen-eighties and the early two-thousands. They include claims that Moonves forced them to perform oral sex on him, that he exposed himself to them without their consent, and that he used physical violence and intimidation against them. A number of the women also said that Moonves retaliated after they rebuffed him, damaging their careers. Similar frustrations about perceived inaction have prompted

another woman to raise a claim of misconduct against Jeff Fager, the executive producer of “60 Minutes,” who previously reported to Moonves as the chairman of CBS News.

One of the women with allegations against Moonves, a veteran television executive named Phyllis Golden-Gottlieb, told me that she filed a criminal complaint late last year with the Los Angeles Police Department, accusing Moonves of physically restraining her and forcing her to perform oral sex on him, and of exposing himself to her and violently throwing her against a wall in later incidents. The two worked together in the late nineteen-eighties. Law-enforcement sources told me that they found Golden-Gottlieb’s allegations credible and consistent but prosecutors declined to pursue charges because the statutes of limitations for the crimes had expired. Early this year, Moonves informed a portion of the CBS board about the criminal investigation.

The terms of Moonves’s potential departure have yet to be settled. Last week, news reports had circulated that he might leave with an exit package of nearly a hundred million dollars. Several of the women expressed outrage that Moonves might be enriched by his departure from the company. Jessica Pallington, a writer, alleges that Moonves coerced her into performing oral sex on him when she worked as his temporary assistant, in the nineties, and that, after she repelled subsequent sexual advances, he became hostile, at one point calling her a “cunt.” “It’s completely disgusting,” she said of the reports of Moonves’s potential exit package. “He should take all that money and give it to an organization that helps survivors of sexual abuse.”

In a statement, Moonves acknowledged three of the encounters, but said that they were consensual: “The appalling accusations in this article are untrue. What is true is that I had consensual relations with three of the women some 25 years ago before I came to CBS. And I have never used my position to hinder the advancement or careers of women. In my 40 years of work, I have never before heard of such disturbing accusations. I can only surmise they are surfacing now for the first time, decades later, as part of a concerted effort by others to destroy my name, my reputation, and my career. Anyone who knows me knows that the person described in this article is not me.” Moonves declined to specify which three encounters he considered consensual.

In separate statements, the CBS board of directors said that it “is committed to a thorough and independent investigation of the allegations, and that investigation is

actively underway,” and the CBS Corporation said it “takes these allegations very seriously,” and called the board’s investigation “thorough” and “ongoing.”

Golden-Gottlieb worked with Moonves at the television production company Lorimar-Telepictures in the nineteen-eighties. She was already an industry veteran who had held senior positions at NBC, MGM, and Disney. Golden-Gottlieb, who is now in her early eighties and retired, told me that the first incident in which Moonves assaulted her occurred in 1986, when he was in charge of movies and miniseries at Lorimar and she was the head of comedy development there. Moonves, she recalled, came into her office in the middle of a workday and suggested the two of them go out for lunch. Instead of taking her to a nearby restaurant, she said, Moonves drove her to a secluded area. When Golden-Gottlieb began to ask if he was having trouble finding a parking space, she said that Moonves “grabbed my head and he took it all the way down onto his penis, and pushed his penis into my mouth.” She said he held her head in place forcibly. “He came very quickly,” she recalled. “You sort of just go numb. You don’t know what to do.” Distraught, Golden-Gottlieb demanded that Moonves take her back to the office. When she got there, she said, she vomited. “It was just sick,” she told me. She didn’t report the incident at the time because she was a single mother supporting two children and feared for her career. “I realized he was the new golden boy,” she told me. “I just kept quiet.” But the incident, she said, “never left me.”

VIDEO FROM THE NEW YORKER

How the Midterms Will Shape the Next Two Years

Golden-Gottlieb continued to work with Moonves, who was later promoted to more senior positions within Lorimar. She said that she had avoided being alone with Moonves whenever possible in the period after the first assault. In early 1988, she told me, she entered Moonves's office to discuss a work matter, and he said that he was going to get a glass of wine. He left briefly and, when he returned, she said, he was not wearing pants, and was aroused. She turned away, embarrassed, and ran out of the room. The following day, Moonves approached her in her office and berated her for not sending a memo to another executive. When she told Moonves that she didn't typically share her memos with that executive, he became enraged, she recalled. "He reaches over and pulls me up and throws me, I mean hard, against the wall," she told me. Afterward, she said, she collapsed and "couldn't get up." She recalled "lying on the floor, just crying."

After she rebuffed Moonves, Golden-Gottlieb said that Moonves retaliated against her professionally, moving her into ever smaller offices. "Every two days, he'd find a darker space, or a place downstairs, or something," she recalled. She told me that her career in the entertainment industry suffered, which she attributed to his influence at Lorimar and, later, CBS. "He absolutely ruined my career," she said. "He was the head of CBS. No one was going to take me."

Golden-Gottlieb told several acquaintances about the incidents with Moonves. One, a veteran showrunner, recalled feeling stunned when Golden-Gottlieb, in a social setting about a decade ago, recounted her claim that Moonves had exposed himself to her. “This is the head of a network,” he said. Golden-Gottlieb struck him as “a professional person. She didn’t seem like the type of person to make things up.” Golden-Gottlieb said that, even years later, she is still frightened of Moonves. But she said that her determination to pursue criminal charges was galvanized by the women speaking about sexual harassment and assault as part of the #MeToo movement. “They gave me courage,” she said. “I saw everyone coming out; I had to.”

Sources familiar with the CBS board’s activities said that Moonves was informed of Golden-Gottlieb’s complaint to the Los Angeles police in the fall. He did not disclose the existence of the criminal investigation to a number of CBS board members until several months later. The full board was not informed, and Moonves was allowed to continue running the company. “They don’t care about me. I can’t do anything for them,” Golden-Gottlieb told me. “The whole world is only about money, nothing else.”

Jessica Pallington had worked for several years as an assistant to various Warner Bros. executives, first employed directly by the company and then through an outside contractor, when she was assigned to assist Moonves for several days, in the spring of 1994. A description of the assignment noted that Moonves, then the president of Warner Bros. Television, would work out of his hotel room. Pallington, who was thirty-four at the time, had studied writing at Oberlin College and hoped to break into the industry. She considered working for Moonves a significant opportunity, so she accepted the assignment.

On her first day of work, Pallington arrived at Moonves’s suite at the Regency Hotel about ten minutes before her appointed start time of 10 A.M. Moonves, she recalled, came to the door in a bathrobe and then departed and returned fully clothed. He sat in a large chair at one end of the suite’s living room while she took another opposite him. Moonves began asking about her career ambitions, and she told him about her writing. “He was very charming,” she recalled. Moonves began asking personal questions, including questions about whether she was single and her sexual orientation. He offered her wine, which Pallington accepted, and poured himself a glass, which he drank quickly. “I was at work, and I didn’t want to be drunk,” she recalled, “but at the same time I wanted to behave and do what was expected of me.” Then Moonves asked her for a

massage. Pallington crossed the room, and Moonves placed her hands on his neck and shoulders, briefly instructing her on how to do it before telling her to sit back down. “I guess I was terrible, because he said, ‘Never mind,’” she recalled. “He was really frustrated. He said, ‘Haven’t you ever given a massage to your boyfriends?’” Moonves, appearing irritated, began asking more sexual questions. She recalled him asking if she was afraid of men, and then if she liked powerful men. Frightened and beginning to shake, she said that she did, and Moonves told her to come to him. Pallington told me that “it was uncomfortable, but I was trying to act like I was tough and cool, like I could handle it all.” She remembers Moonves saying, “I could help you with your writing. I could help you, and if you do something nice for me I could do something nice for you.”

Moonves, she said, then kissed her, shoving his tongue down her throat “like he was trying to reach my stomach.” Then “he said, ‘I want you to suck my cock.’” She recalled mumbling “O.K.,” and Moonves grabbing her head and forcing it onto his penis. “He kept his clothes on. He had Calvin Klein underpants. He pushed my head down, hard,” she said. “It was very violent, very aggressive. There was real hostility in it.” Eventually, she said, he told her to lie down on the couch. “I was really scared and nervous,” she said. “I started getting a panic attack.” She tried to leave the room, and he told her to sit down. “I remember sitting in the chair shaking and really messed up,” she said. Moonves began groping her breasts and, she said, “kept saying, ‘C’mon, let’s fuck.’” Pallington, who has a history of anxiety and panic attacks, said that her shaking intensified so much that it became clearly visible to Moonves. “I said, ‘I can’t do this,’” she told me. “He said, ‘O.K.’ He didn’t try to push it.” She collected herself and, after her panic attack subsided, Moonves departed for a meeting. Before leaving, she said, “He took my hand and shook it and said, ‘You did a great job.’”

Pallington spent several more days working as Moonves’s assistant, during which, she said, he “was a little gropey, but not much,” occasionally rubbing her shoulders, making her uncomfortable. The following spring, however, after she was assigned to work with Moonves again when he made a similar trip to New York, he immediately offered her wine and began groping her breasts. “His hands were on my neck, and then he started reaching down my bra,” she said. Panicked, Pallington lied and said that she’d gotten engaged. “I figured it was a way to get him to stop,” she said. Moonves, sounding skeptical, asked whom she was marrying, and she gave a false name. “By this time I was just a little tougher,” she told me. “And that pissed him off.” Moonves grew “cold as ice, hostile, nasty,” she recalled, “because I turned him down.” During the remainder of their

time working together, she said, Moonves would bark orders at her, sometimes using obscenities. At one point, he threw a pillow at her to get her attention. On another occasion, he had loud phone sex in front of her. “It was, like, ‘I’m gonna do this, I’m gonna fuck you.’ And I’m just sitting there listening, trying to act like I was all cool.”

The following year, she said, Moonves, then at CBS, was hostile toward Pallingston, when he called the executive she was working for at Warner Bros. As she connected the phone call, she recalled, Moonves ordered her to get the executive on the line, addressing her as “you cunt.” Pallingston told me that her experiences with Moonves worsened a decades-long struggle with anxiety, depression, and controlling her anger. Her career in television “sort of fell apart.” She continued to pursue writing, eventually publishing several books, but abandoned her ambitions of working full-time in television. “It played a number on my head, especially in terms of self-worth, professionally,” she said, of Moonves’s behavior.

Pallingston said that, for many years, her feelings of shame led her to minimize the story when she recounted it to friends and colleagues. “I wouldn’t tell people the whole story, or I’d make it sound like we were having an affair,” she told me. “It was way too embarrassing to be honest about it, because I believed anyone who put themselves in that situation was an idiot, or weak.” A former colleague, who worked with Pallingston at Warner Bros. in New York and asked not to be named, said that she remembered being troubled when Pallingston told her, at the time of the first incident, about Moonves’s offer to help her career in exchange for sexual favors. She said that Pallingston stopped short of disclosing whether she complied. Another friend, Deborah Perron, said that shortly after she and Pallingston met, in the fall of 2016, Pallingston told her about Moonves’s proposition over wine and aggressive kissing, but was reluctant to say more. “It was disturbing,” Perron recalled. “This is within an hour, and he was her boss, and she was scared.” Last year, with the rise of the #MeToo movement, Pallingston recounted the story to Perron in full. “I said, ‘Wait a second,’” Pallingston told me. “I don’t have to be embarrassed.”

Other women described experiencing various forms of unwanted kissing or touching by Moonves. Deborah Green was a freelance makeup artist regularly working for CBS in the early aughts when she says an encounter with Moonves reduced her work at the network. She was assigned to apply Moonves’s makeup and style his hair ahead of a promotional video shoot. Green had worked with Moonves once before without incident.

When she returned with Moonves to his office to remove his makeup, he pointed to his shoulders and asked for a massage. Moonves had complimented a ring on her finger, and she had mentioned that it was a gift from her boyfriend. Green told me that she assumed she had made clear to Moonves that she was not interested in any sort of overture. She was further assured, she said, when Moonves began asking about her boyfriend.

Then, catching her off guard, he stood up, turned around, and forcefully grabbed her, kissing her hard. “He stuck his tongue down my throat,” she told me. “It was like a forceful hold.” Green recalled shoving Moonves back, shocked. He appeared dismayed and abruptly turned and left, shutting himself in an adjoining bathroom. Shortly afterward, he opened the door and flatly instructed her to “pack your bags and leave.” Green said she held back tears as she left the building, then cried as she drove from the CBS offices to her home. For several days, Green said, she struggled with whether to report the incident. “I didn’t want my livelihood to be jeopardized,” she said. Shortly after, she spoke to her father, who confirmed to me that the two discussed the incident and the risks of filing a complaint. Green decided to remain silent. “Knowing that Les is powerful is why I didn’t speak out at the time,” she recalled. “I was a makeup artist who had no voice.”

Two weeks later, Green said, she called the CBS employee who usually assigned her work for the company. “I called and left a message and didn’t get a return call,” she said. She did continue to work for CBS television programs, including its soap operas, but was never hired again by the print-and-publicity department to work with the company’s executives.

In the late nineteen-eighties, Deborah Morris was a junior executive working at Lorimar. One evening, she told me, Moonves asked her to come to his office to discuss several projects. The two spoke about work matters briefly before Moonves asked, “What do you want?” Confused, Morris asked what he meant. Moonves, as she recalled the conversation, said, “You know, where do you live? What kind of stuff do you want?” He mentioned televisions and cars as examples. “I didn’t take it seriously. I didn’t think anybody could be that corrupt,” she said. “It was something you saw in the movies or on TV. And later I realized this absolutely does exist.”

Moonves offered her a glass of wine. She declined but he insisted. “It’s just a little glass of wine. Come on,” she recalled him saying. As Moonves began to drink, Morris, growing

nervous, excused herself to get a cigarette from her office. Walking back, she noticed a security guard and thought she could call for help if necessary. "I went back to his office. What a fool," she told me. She sat on Moonves's couch and, "all of a sudden, he was next to me," she told me. "He said, 'How about a kiss?' I said no. And he said, 'No, come on, how about a kiss? It's nothing. How about a little kiss?'" Moonves drew closer to Morris and, she said, "although he's not a big person, there was something looming in his actions. He knew how to win people over. And then that would turn very quickly to, if you didn't give him what he wanted, this threatening feeling from him." Morris said she then "bolted."

Morris, along with three friends and relatives she confided in at the time, said that Moonves continued his advances over the following months. One night, Morris said, Moonves offered to drive her to her car as they walked out of the office after dark. The two were in his Porsche, with Morris in the passenger seat, when, she said, "all of a sudden he stops the car and grabs me." Holding Morris by both shoulders, Moonves pulled her toward him in what she took to be an attempt to force a kiss. "My left arm swung and hit him across the chest," she said. "It was just instinct." Moonves stopped, appearing momentarily shocked. Morris scrambled out of the car and ran. Immediately after the incident, Morris told her best friend at the time, her sister, and her sister's husband, what had happened. All three confirmed her account.

After that encounter, Morris said, Moonves refused to speak to her, and she was frozen out of meetings at Lorimar. "I was hung out to dry," she said. "And that was pretty much the end of my career. I wasn't going to get a reference." Morris discussed the possibility of filing a formal complaint against Moonves with acquaintances in the company's legal and human resources departments without naming her harasser. Both discouraged her. "Who's going to believe you? You're no one," she recalled her contact in the legal department saying. Morris added, "And these were both women." Morris left the entertainment industry and moved to the Bay Area, later taking jobs in technology and health care. Morris said that Moonves's response to last month's allegations of sexual abuse, proclaiming his commitment to the principle of "no means no," had frustrated her. She had told Moonves no numerous times, but said he continued his advances. "His statement was incredible. Absolutely incredible. It made me sick," she told me. "He's cunning. He's calculating. And he's a predator."

In 1990, the writer Linda Silverthorn arrived for a business meeting with Moonves at Warner Bros. at nine in the morning. Silverthorn had recently secured a feature screenwriting credit, for “Beverly Hills Brats,” a comedy starring Martin Sheen, and was looking for a development deal for further writing projects. Six years earlier, when she was an assistant, and he was a vice-president at Twentieth Century Fox, Moonves had propositioned her, offering to help her career, and the two had consensual sexual encounters in his office over the course of about a month. After he discussed his wife and children during one liaison, Silverthorn said, she stopped the encounters. The two had friendly interactions at industry events in the intervening years, and Silverthorn believed that she could turn to Moonves as a professional contact. She told me that she had made it clear to Moonves that she was inquiring about professional opportunities.

Silverthorn told me that Moonves shut the door, took several swigs of coffee, grabbed her, and pulled her up from the chair where she was seated. Before making conversation, “he kissed me while we were standing up. Coffee was on his breath,” she recalled. “And then he just pulled his penis out” and moved it towards her hand. Silverthorn, who was in a long-term, committed relationship at the time, said she was in shock. She said that she “manually manipulated him, and just got it over with.” Afterward, she said, Moonves told her the studio didn’t have any opportunities for her. She departed the meeting and never contacted Moonves again. “It was unwelcome, it was unwanted,” she said. Their encounters, six years earlier, she told me, didn’t “allow him to just grab me and pull his penis out on me when I’m there for a legitimate business meeting at nine o’clock.”

Silverthorn said that she had struggled with whether to report the incident in order to protect others from what she thought was a practiced routine. She told several people over the years and discussed with her daughter the possibility of speaking publicly. “She was disturbed by what went down,” her daughter, Persephanie, a clinical psychologist, told me. “She was active in screenwriting at the time. It was a completely professional meeting, and that was completely unprofessional behavior.”

Other new allegations against Moonves relate to women who worked with him as massage therapists. Two former senior members of the staff at the Four Seasons Hotel in Washington, D.C., told me that, in the late nineties and early aughts, massage therapists at its spa repeatedly complained of sexual misconduct by Moonves. “I just remember he always had to have a female; it always had to be in his suite,” Debra Williams, the spa director at the time, told me. “And it was quite a few times that those

women would come back and say, ‘I’m never going up there again.’” The massage therapists, who worked as contractors, told Williams that Moonves would remove his towel, expose himself, and proposition them. “They would come to me in my office just kind of shaken,” she recalled. She said that she struggled with what to do, given Moonves’s position and prominence in the entertainment industry. “I was, like, ‘Damn, this guy runs CBS. This is a big deal,’” she told me. Eventually, Williams said, she reported Moonves to the hotel’s rooms director at the time, who asked to remain anonymous but confirmed that Moonves had been the subject of the complaints. (His wife also recalled him mentioning the matter at the time.) The rooms director said that he contacted Moonves and warned him that, if the behavior didn’t stop, “We’re not gonna be able to offer you services anymore.”

Deborah Kitay, who formerly worked as a massage therapist in Los Angeles, told me that Moonves harassed her when she gave him massages at his office and home in the late nineties. “Bottom line is, every time I went in there for about a year and a half to two years, he would ask me to work higher up his leg in a way that was clearly sexual,” she told me. On one occasion, she said, as she drew closer to his penis, he asked her to “touch it.” On another, Moonves threw off the sheet covering him and exposed himself to her. She said she repeatedly told Moonves that she didn’t “do that kind of work,” and brought up his wife in the hope that it would discourage him. She said that Moonves continued to proposition her, until she told him that she was attracted to women. “I’m actually bisexual,” she said, “but I thought if I told him that, he’d leave me alone. And it worked.” She called the experience “very stressful,” but said that she always stopped short of terminating their sessions, fearing that the fallout from embarrassing Moonves might harm her career. Kitay told her romantic partner at the time, Jael Greenleaf, who remembered Kitay raising the issue repeatedly over the course of several months. “She was upset by it, and sort of flabbergasted.” Kitay also called her brother David, a film composer, about the situation. Moonves “did all kinds of things that made her feel very uncomfortable,” David recalled. “It was offensive and disgusting and sad.”

Kitay told me that her experience with Moonves caused her to decline further work on male clients, and ultimately contributed to her decision to leave massage therapy. Years later, she was convicted of a count of wire fraud for participating in a deceptive real-estate scheme. Knowing that her criminal history might be publicized, Kitay only stepped forward when she heard about Moonves’s statements regarding consent. “It was a weekly thing,” she said of Moonves’s alleged sexual advances. “And I said no every time.”

In the weeks since the disclosure of earlier allegations against Moonves and complaints about a broader culture of harassment at CBS, a tense atmosphere has emerged in parts of the company, employees told me. At CBS News, the situation has been particularly fraught, with employees being asked to speak to law-firm investigators as their superiors, accused of misconduct, continue to work at the company.

Last month, six former employees said that Jeff Fager, the “60 Minutes” executive producer and former CBS News chairman, had touched employees at company parties in ways that made them feel uncomfortable. Others said that Fager protected men accused of misconduct, including men who reported to him. CBS announced that Fager would remain in his current position until an investigation by an outside law firm was completed. In a speech to staff last month after returning from vacation, Fager addressed the allegations. In a statement for this story, Fager said, “I have encouraged everyone at 60 Minutes to speak to the lawyers reviewing our culture with the hope that our entire staff would have a voice, and the truth would come out about our workplace. It was at the center of my talk to the staff when we returned from vacation because I believe that a fair and open investigation will determine 60 Minutes is a good place where talented women and men thrive and produce some of the finest broadcast journalism in America.”

In a new allegation against Fager, Sarah Johansen, a producer who was an intern at CBS in the late aughts, said that he groped her at a work party. Johansen told me that she felt compelled to speak because she simply “can’t believe he’s back there.” Johansen told me that, when she was growing up, outside a small town in Denmark, “I had really idolized ‘60 Minutes’ since I was young. I can’t possibly overstate how much it meant to me, even just to be an intern.” She said that, upon arriving at the program, she was thrilled by the work but troubled by the culture. Like several others, she used the term “boy’s club” to describe the atmosphere. “I really felt like this was one of the most sexist places I’ve ever worked,” she said.

Johansen said that she had contact with Fager on only two occasions. The first, she said, was at a work party at a bar near the CBS News offices in Manhattan. She was in a group of co-workers when, “all of a sudden, I felt a hand on my ass,” she said. “The hand belonged to an arm which belonged to Jeff Fager.” Another producer told her it was colloquially referred to by women on the team as “the Fager arm,” which several said they were mindful to avoid at parties. “I was shocked,” Johansen said. “His hand should not be anywhere near his intern’s ass.” She said the contact was “more like a stroke. It wasn’t just

a ‘Hey, what’s up?’” She didn’t think Fager was propositioning her, and interpreted the move as “a power trip.” She told me, “When he grabbed my ass, it was just, like, ‘Welcome to “60 Minutes.” You’re one of us now.’” She recalled making eye contact with Fager, laughing and walking away quickly. But she was troubled enough by the incident that, shortly afterward, she told a male producer, who corroborated her story. On the one other occasion when Johansen interacted with Fager directly, she and a fellow-intern invited him to lunch. She was excited that he accepted. “What does that say about me that he does that and then I still say, Ohh, I want to have lunch with the big boss?” she asked. “I hate myself for that. But I just wanted to be a producer.” Fager declined to comment on the allegation.

The initial allegations also included claims by nineteen current and former employees that Fager had tolerated harassment in the division. A number described the environment at “60 Minutes” under Fager’s leadership as “a frat house.” One producer, Habiba Nosheen, said that the program had a “Mad Men” culture. She and several others said that senior male members of the “60 Minutes” team asked about their sex lives and suggested they flirt with sources. One former employee said older male producers at the show greeted her by kissing her on the mouth and touching her rear end, and told me that Fager “seemed to encourage” the climate.

With Fager back at work, “people are now worried about reprisals, since the articles didn’t do much, it seems,” one “60 Minutes” producer told me, referring to the story in the *New Yorker* and a subsequent article in the *Washington Post* accusing Fager of tolerating abusive behavior by other male producers. “Until the networks change the power structure at the top, I won’t feel safe speaking out,” another producer told me.

In several recent high-profile cases, media companies have quickly fired figures accused of sexual harassment “for cause,” and withheld severance packages otherwise guaranteed by their contracts. At NBC, Matt Lauer, the former anchor of the “Today” show, was fired for cause hours before harassment allegations against him were disclosed by *Variety*. CBS fired Charlie Rose the day after the *Washington Post* published claims against him. But Moonves, who many on Wall Street laud for boosting CBS’s profits, occupies an unusual position of power. His current employment contract, which was reviewed by *The New Yorker*, lays out a number of grounds for firing him, including violating the company’s sexual-harassment policies. But the contract also allows him to depart of his own volition, with generous compensation, for a range of reasons, including

any diminishment of his responsibilities, or, if, at any time, a majority of the CBS board members change. That proviso has given Moonves sway over the makeup of the board—the group now responsible for investigating him. The vast majority of board members are allied with Moonves in an ongoing legal battle between Shari Redstone, the president of the holding company that controls Viacom and CBS, who has sought to merge the companies, and Moonves, who has resisted that effort. (None of the women who made allegations about Moonves in this story were familiar with, or linked to, the corporate battles at CBS.)

The board appointed two law firms, Covington & Burling and Debevoise & Plimpton, to investigate the allegations against Moonves. A number of individuals whom the firms have asked to interview said that they were concerned about the independence of the two firms, given the large amount of legal work they do for CBS. “If you knew how much money these firms were making from the mergers and acquisitions and the business side of CBS, there’s no way you’d think they’re impartial,” one former executive who occupied senior positions on the CBS and Viacom legal teams told me. (Representatives for both law firms declined to comment.)

The sources familiar with the board’s current discussions said that one point of contention was the portion of Moonves’s exit package that could be “clawed back” if investigators find that he committed misconduct. They said that, at most, half of Moonves’s pay could be withdrawn. Golden-Gottlieb, one of several women in this story who has volunteered to speak to investigators, said that she had little faith that Moonves would face meaningful consequences. “He’s going to get away with it,” she told me. “But I want to be there. I’m not going to be a shadow anymore.”



Ronan Farrow is a contributing writer to The New Yorker and a television anchor and investigative reporter whose work also appears on HBO. He is the author of the book “War on Peace: The End of Diplomacy and the Decline of American Influence.” [Read more »](#)

Video

Ronan Farrow's Unlikely Path to Public Service

The Pulitzer Prize-winning journalist on growing up in a show-business family, his early experience in international relations, and pursuing the Harvey Weinstein story.

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EXHIBIT E

The New York Times

COMMON SENSE

'Disaster for CBS Shareholders': Damning Report on Moonves Reveals Total Failure at Top

By James B. Stewart

Dec. 4, 2018

As a draft report prepared by CBS's outside lawyers now makes clear, many of the company's employees, including high-ranking executives and even members of its board, were aware of the former chief executive Leslie Moonves's alleged sexual misconduct and subsequent efforts to conceal it.

Yet no one acted to stop him — and the repercussions for that failure are likely to reverberate at CBS for years.

"A culture where this behavior could have gone unchecked for so long with so much knowledge is really troubling," said Charles M. Elson, an expert on corporate governance at the University of Delaware. "This is a disaster for CBS shareholders. There's been no other #MeToo incident with this kind of negative impact" on a major American company.

One longtime CBS executive — the former communications director Gil Schwartz — drafted a letter of resignation for Mr. Moonves after becoming privy to one of the most serious allegations against him, according to the draft report, which was reviewed by The New York Times. Yet the letter was never sent, and Mr. Schwartz said nothing about it to board members.

Members of corporate boards, senior executives and even rank-and-file employees have a duty of loyalty — to the company, not its chief executive. They're required by corporate law, company policy and in many cases their employment contracts to report misconduct to the board.

[Read more about the CBS lawyers' report on Mr. Moonves.]

When it comes to sexual harassment, "if you see it and don't report it, you're in the same boat as the person engaging in the behavior," said David F. Larcker, director of the Corporate Governance Research Initiative at Stanford's business school. "That's a violation of your duty as an officer of the corporation."

In CBS's case, one of the most egregious violations appears to have been committed by Arnold Kopelson, a longstanding board member and a friend of Dr. Anne Peters, who has accused Mr. Moonves of misconduct. Dr. Peters told the CBS lawyers that in 1999 Mr. Moonves grabbed her,

grinded against her with an erect penis and had a look on his face that she described as that of a "monster." After she pushed him away, Mr. Moonves went to the corner of the room and masturbated, then left without saying anything, Dr. Peters told the lawyers, according to their report. (Mr. Moonves told investigators that he'd only made a pass at Dr. Peters, which was rejected, and denied being aggressive or masturbating.)

Dr. Peters told the lawyers that she gave Mr. Kopelson a detailed account of the episode in 2007, when Mr. Kopelson was thinking about joining the CBS board. Mr. Kopelson responded that it was a trivial incident, adding that "we all did that."

Mr. Kopelson joined CBS's board and remained a staunch supporter of Mr. Moonves. Furthermore, he never disclosed the episode, even after rumors swirled about Mr. Moonves early this year, or after the board was made aware of multiple other instances of alleged sexual harassment by Mr. Moonves.

CBS's lawyers were unable to interview Mr. Kopelson, who died in October, the month after Mr. Moonves was forced out of the company.

Mr. Kopelson "clearly had a duty to disclose the incident to the full board," Mr. Elson said. "It's horrible that he didn't. This is exactly the kind of behavior that makes employees afraid to come forward because they know people in authority won't care and they'll get fired."

Mr. Elson noted that Mr. Kopelson was a longtime friend of Sumner M. Redstone, the entertainment mogul who controlled CBS before ceding control to his daughter, Shari Redstone. Mr. Redstone, who had a series of mistresses and affairs, was hardly a pillar of sexual propriety. "Redstone fostered this environment," Mr. Elson asserted.

Andrew J. Levander, Mr. Moonves's lawyer, said that his client "vehemently denies having any non-consensual sexual relations."

The lawyers' report said that two board members, Charles Gifford and Bruce Gordon, spoke with Mr. Moonves about rumors of #MeToo problems and the fact that an outside law firm, Weil, Gotshal & Manges, would be looking into the matter. But they said "they did not need to hear the details directly," according to the report. (Mr. Gifford and Mr. Gordon didn't respond to requests for comment on Tuesday.)

Mr. Larcker said that's not unusual. "There's a saying in corporate governance: Be careful what you ask for. If you ask and get the information and don't act on it, you're worse off than not asking in the first place. That's unfortunate."

That's even more true of lower-ranking employees. "These situations put people in a very tough position," Mr. Larcker said. "They may have a duty to disclose, but they're understandably afraid of losing their jobs. The history of whistle-blowers is not very encouraging."

The CBS lawyers reported that “a number of employees” knew that Mr. Moonves was routinely receiving oral sex from a CBS employee and “believed that the woman was protected from discipline or termination as a result.” (Mr. Moonves acknowledged to the lawyers that he received oral sex from the employee, who was his subordinate, but said it was consensual.)

Mr. Levander, the lawyer for Mr. Moonves, said on Tuesday that his client “never put or kept someone on the payroll for the purpose of sex.”

The report said that multiple CBS executives, including Mr. Schwartz, the communications director, were aware by late 2017 that a woman had filed a complaint about Mr. Moonves with the Los Angeles Police Department, and also knew of allegations regarding Bobbie Phillips, an actress whose claims that Mr. Moonves assaulted her in 1995 were reported by The Times last week. None of these executives brought these matters to the attention of any board members, the report said.

“The people who kept quiet got rewarded,” Mr. Elson said. “That sends a powerful message. No amount of ethics or sexual harassment training is going to change that.”

A version of this article appears in print on Dec. 5, 2018, on Page B1 of the New York edition with the headline: CBS Report On Moonves Cites Failure Of Oversight

EXHIBIT F

The New York Times

Threats and Deception: Why CBS's Board Turned Against Leslie Moonves

By James B. Stewart

Sept. 12, 2018

On a Monday in late July, CBS's board of directors convened a conference call to determine the fate of its chairman and chief executive, Leslie Moonves, who had been publicly accused of sexual harassment and assault.

Some directors, led by CBS's controlling shareholder, Shari Redstone, thought that Mr. Moonves had to go. But the network's longstanding hitmaker had been lobbying directors, arguing that the allegations were false or hyped. And his support ran deep.

"We are going to stay in this meeting until midnight if we need to until we get an agreement that we stand 100 percent behind our C.E.O., and there will be no change in his status," said one board member, William Cohen, a former congressman and senator who was defense secretary under President Bill Clinton, according to directors who heard the remarks and other people who were briefed on them.

Another director, Arnold Kopelson, an 83-year-old producer who won a Best Picture Oscar for "Platoon," was even stronger in his defense of Mr. Moonves, the directors and others said. "I don't care if 30 more women come forward and allege this kind of stuff," Mr. Kopelson said in a meeting soon after the conference call. "Les is our leader and it wouldn't change my opinion of him."

What these directors didn't learn until nearly two weeks later, according to a CBS director and people close to the board, is that one of Mr. Moonves's accusers was threatening to go public with her claims. Instead of reporting the situation, Mr. Moonves was in the process of trying to find the woman a job at CBS in order to gain her continued silence.

When the board learned about this, even Mr. Moonves's staunchest backers were stunned. Their belief in his credibility was shattered given his previous denials of anything untoward, these people said.

In the end, it was the evidence that Mr. Moonves had misled his board — even more than the allegations of abuse from multiple women — that doomed him. On Sunday, the CBS board announced his departure, not even paying lip service to his long career. And on Wednesday, CBS ousted Jeff Fager, the longtime head of "60 Minutes," for sending a threatening text message to a CBS News reporter who was looking into allegations that Mr. Fager had fostered a culture of harassment at "60 Minutes."

This account of the CBS board's six-week about-face — from vigorous support to unanimous, if belated, outrage — is based on interviews with directors and other people familiar with the board's deliberations. They declined to be named because of confidentiality agreements, the possibility of litigation and an ongoing internal investigation.

[The Times's standards editor explains our rules for using anonymous sources.]

Mr. Moonves has continued to assert his innocence, though he acknowledged having had “consensual relationships” with three women who accused him of misconduct in an article published by *The New Yorker* on Sunday. It was the second article in three months from the magazine to allege a pattern of sexual harassment and assault by Mr. Moonves. “Untrue allegations from decades ago are now being made against me that are not consistent with who I am,” he said. Through a spokesman, Mr. Moonves declined further comment, including on whether he sought to find a job for one of his accusers.

Mr. Cohen declined to comment. Mr. Kopelson said in an email that his point was that the board should wait for outside investigations to be complete and not remove Mr. Moonves based “on magazine reports which are hearsay to begin with.”

That it took so long for the CBS board to act reflects in part an attempt by the directors to be fair and thorough. But it is also a testament to the staying power of chief executives whose fates are weighed by handpicked board members.

At the time of the deliberations, Mr. Moonves was at the height of his power, both at CBS and within the entertainment industry. Many board members admired him and wanted to believe in his innocence, even after *The New Yorker* published its first damning article in July. Some major investors urged them to give Mr. Moonves the benefit of the doubt, according to the directors.

Mr. Moonves's eventual unraveling started in January, when Ms. Redstone repeatedly told two independent directors, Bruce Gordon and Martha Minow, a Harvard Law School professor, that she had heard that journalists — including *The New Yorker's* Ronan Farrow — were working on stories about sexual harassment allegations against him.



Mr. Moonves with his wife, Julie Chen, at the funeral of Senator John McCain on Sept. 1. By late August, terms of Mr. Moonves's departure were close to being finalized.
Drew Angerer/Getty Images

Mr. Gordon, the former head of the National Association for the Advancement of Colored People, and Ms. Minow enlisted Michael J. Aiello, a partner at Weil, Gotshal & Manges, to look into the matter. Mr. Aiello questioned Mr. Moonves by phone in late January, with other Weil Gotshal lawyers listening to the call.

Mr. Aiello reported back to the two directors that Mr. Moonves had told him that while there might have been a few incidents before he came to CBS, there was no cause for concern now.

On Feb. 16, The New Yorker published an article by Mr. Farrow, but it was about Donald Trump and his dealings with a Playboy model. Directors figured the media investigations into Mr. Moonves must have fallen through.

At the time, the board was contending with a brewing battle over the future of CBS.

In May, the board made a momentous decision to file a lawsuit seeking to dilute Ms. Redstone's voting power and block a proposed merger of CBS and Viacom. Some board members were reassured by Mr. Moonves's willingness to file the suit. Surely, they reasoned, he wouldn't do so if there were skeletons in his closet about to be bared.

It is a maneuver that directors concede they probably would have delayed — or dropped altogether — had they known Mr. Moonves was in imminent danger.

The suit caused the board to split into two warring camps, with Ms. Redstone and her two allies on one side, and the rest of the board on the other. Some pro-Moonves directors suspected that Ms. Redstone had fomented the media investigations, despite her vehement denials.

So divided was the board that it hired two law firms to conduct the investigation — neither side trusted the choice of the other.

By July, CBS directors realized that Mr. Moonves was, in fact, the subject of an upcoming exposé in *The New Yorker*. The magazine's fact-checkers told the company details about what Mr. Farrow planned to report. The article was published on Friday, July 27.

Two days later, on a Sunday, Mr. Moonves was summoned to address some of his fellow directors. So mistrusted were Ms. Redstone and her allies that they were excluded from the gathering.

Knowing his job was on the line, Mr. Moonves used all his persuasive charm to reassure shocked directors that, while there may have been a few episodes with women in his distant past, others mentioned in the article were “grossly overstated” or simply false, according to people at the meeting. Afterward, the independent directors issued a statement saying that Mr. Moonves had their “full support.”

The next day, the full board — including Ms. Redstone and her allies — convened by phone for a regularly scheduled meeting. Ms. Redstone and some other directors felt Mr. Moonves should at least take a leave of absence. They believed that as long as he remained chief executive, others at CBS would not feel comfortable coming forward and cooperating with the investigation.

But the meeting's mood was set at the outset by Mr. Cohen's full-throated defense of Mr. Moonves.

Directors sought guidance from their outside lawyers about whether they should suspend Mr. Moonves. The lawyers were equivocal, saying it depended on the circumstances. Directors said that Mr. Gordon, among others, was opposed, arguing that in the midst of a media frenzy, suspending Mr. Moonves was tantamount to finding him guilty, especially because of the independent directors' statement.

Not wanting to worsen a divisive situation, Ms. Redstone decided not to push the issue.

But almost immediately after that meeting, the confidence of Mr. Moonves's supporters began to erode.

On Aug. 2, *The Los Angeles Times* reported that an unnamed woman, later identified by *The New Yorker* as Phyllis Golden-Gottlieb, had filed a complaint against Mr. Moonves with the Los Angeles police in late 2017, just weeks before Mr. Aiello had questioned Mr. Moonves on the board's behalf. The woman said Mr. Moonves had exposed himself, forced her to perform oral sex, and thrown her against a wall while they worked at a television production company in the 1980s.

Shari Redstone, CBS's controlling shareholder, believed that as long as Mr. Moonves remained chief executive, others at CBS wouldn't feel comfortable coming forward and cooperating with an investigation. Drew Angerer/Getty Images

Mr. Moonves was aware of that complaint at the time of Mr. Aiello's interview, but it wasn't mentioned in his report to Mr. Gordon and Ms. Minow.

In February, the Los Angeles police dropped the matter because the statute of limitations had expired. But directors said that, had they known at any point that law enforcement officials were involved, they would have been tougher in their questioning of Mr. Moonves and would have begun an investigation sooner. And they were especially troubled that Mr. Moonves allowed the Redstone lawsuit to proceed without having mentioned the police complaint directly to them.

Pressed by directors for an explanation after the Los Angeles Times story, Mr. Moonves insisted he'd told Mr. Aiello about the matter in January. And in any event, he argued that the incident was so old that he viewed it as a "personal matter" that had no bearing on his tenure at CBS.

Worse was to come.

A few days later, as part of the company's investigation, the newly hired lawyers asked to interview Mr. Moonves. He initially resisted, but relented after CBS warned that he was contractually obligated to cooperate fully in any investigation. If he didn't, he could be fired for "cause" and would forfeit any severance payment.

With his own lawyers also present, Mr. Moonves discussed the Los Angeles police complaint, which he'd known about since November. And he revealed that one of his accusers was threatening to go public. He admitted that he was trying to secure the woman's silence by finding her work at CBS, according to a director and two others familiar with what Mr. Moonves said. One person said that the woman didn't explicitly condition her continued silence on a job, although the implication seemed clear.

Mr. Moonves told the board's lawyers that he had informed Mr. Aiello about both matters when questioned in January. But Mr. Aiello flatly denied that to the board, and when the Weill Gotshal lawyers who had listened in on the Moonves interview reviewed their notes, they found no reference to any threats from a woman.

In a series of emails among directors in mid-August, it became clear that the board's discussion had shifted from how to keep Mr. Moonves to how to remove him. One director, Joseph A. Califano Jr., a former cabinet secretary under President Jimmy Carter, was especially vocal, insisting that Mr. Moonves be suspended or terminated immediately for cause.

A resolution was delayed by the need to simultaneously settle the lawsuit with Ms. Redstone. There was no point in pursuing the litigation if Mr. Moonves was leaving, since the aim of the lawsuit was to defend Mr. Moonves's turf from Ms. Redstone's perceived encroachment.

By late August, terms of Mr. Moonves's departure were close to being finalized; a news release was being drafted.

Yet even though directors were unhappy with Mr. Moonves, they tentatively agreed to let him receive about half of the more than \$180 million CBS owed him if he were terminated without cause. The rest would be held back pending the outcome of CBS's investigation into his conduct.

But then the board received new incriminating details from its lawyers. And fact-checkers from The New Yorker again contacted CBS with new allegations uncovered by Mr. Farrow, including on-the-record claims from six previously unnamed victims, who were outraged by reports that Mr. Moonves might walk away with a huge payout.

Directors at this point recognized that paying Mr. Moonves anything, let alone \$90 million or more, was untenable. Given Mr. Moonves's lack of candor, board members concluded that he could be terminated for cause, although they agreed to delay a decision on any severance until the investigation was complete.

Some CBS directors had hoped to announce Mr. Moonves's departure before the latest New Yorker article appeared, but the board missed that opportunity. Hours after the story appeared Sunday, the company said it would pay \$20 million of anything owed to Mr. Moonves to "organizations that support the #MeToo movement and equality for women in the workplace."

Whatever the outcome of CBS's continuing investigations, board members said that it's all but certain that the company will pay Mr. Moonves nothing.

1/4/2019

Threats and Deception: Why CBS's Board Turned Against Leslie Moonves - The New York Times

A version of this article appears in print on Sept. 13, 2018, on Page A1 of the New York edition with the headline: Revelation of Moonves's Deceit Was Last Straw for CBS Board

[READ 136 COMMENTS](#)

EXHIBIT G

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 17, 2018

CBS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-09553
(Commission
File Number)

04-2949533
(IRS Employer
Identification Number)

51 West 52nd Street, New York, New York
(Address of principal executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code: (212) 975-4321

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On December 17, 2018, CBS Corporation (the "Company") issued the press release that is filed herewith as Exhibit 99 and is incorporated by reference herein in its entirety.

Cautionary Statement Concerning Forward-Looking Statements

The press release contains statements that are, or may be deemed to be, forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. These forward-looking statements are not based on historical facts, but rather reflect the Company's current expectations concerning future results and events. Similarly, statements that describe the Company's objectives, plans or goals are or may be forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause the actual results to be different from those expected by the Company. These risks, uncertainties and other factors are described in the Company's filings with the U.S. Securities and Exchange Commission including, but not limited to, the Company's most recent Form 10-K, Forms 10-Q and Forms 8-K. The forward-looking statements included in the press release are made only as of the date of the press release and the Company does not undertake any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following document is filed herewith as an exhibit to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99	<u>Press release dated December 17, 2018</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

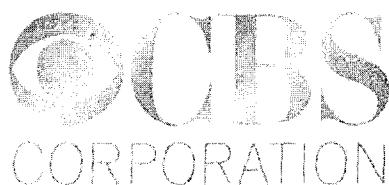
CBS CORPORATION
(Registrant)

By: /s/ Lawrence P. Tu

Name: Lawrence P. Tu

Title: Senior Executive Vice President
and Chief Legal Officer

Date: December 18, 2018



Dec. 17, 2018

STATEMENT FROM CBS BOARD OF DIRECTORS

The Board of Directors of CBS has completed its investigation of former Chairman and CEO Leslie Moonves, CBS News, and cultural issues at CBS.

With regard to Mr. Moonves, we have determined that there are grounds to terminate for cause, including his willful and material misfeasance, violation of Company policies and breach of his employment contract, as well as his willful failure to cooperate fully with the Company's investigation. Mr. Moonves will not receive any severance payment from the Company.

As a result of their work, the investigators also concluded that harassment and retaliation are not pervasive at CBS. However, the investigators learned of past incidents of improper and unprofessional conduct, and concluded that the Company's historical policies, practices and structures have not reflected a high institutional priority on preventing harassment and retaliation. The investigation determined that the resources devoted to the Company's Human Resources function, to training and development, and to diversity and inclusion initiatives have been inadequate, given the size and complexity of CBS' businesses. Employees also cited past incidents in which HR and the Company did not hold high performers accountable for their conduct and protect employees from retaliation.

The Board, which includes six new members, and the Company's new management have already begun to take robust steps to improve the working environment for all employees. Among other things, the Company appointed a new Chief People Officer, is actively engaged in ways to enhance and reimagine the Human Resources function, and has retained outside expert advisors to develop other initiatives for promoting a workplace culture of dignity, transparency, respect and inclusion. These efforts will continue to be a high priority for the Board and the Company's management, and we will continue to work together to communicate with our workforce in that regard.

We would like to thank everyone who cooperated with the investigation and applaud CBS' employees for remaining focused on their jobs during this very difficult time. We look forward to the people of CBS returning their full attention to the outstanding work that they do every single day.

(More)

CBS Corporation ...2

About CBS Corporation:

CBS Corporation (NYSE: CBS.A and CBS) is a mass media company that creates and distributes industry-leading content across a variety of platforms to audiences around the world. The Company has businesses with origins that date back to the dawn of the broadcasting age as well as new ventures that operate on the leading edge of media. CBS owns the most-watched television network in the U.S. and one of the world's largest libraries of entertainment content, making its brand — "the Eye" — one of the most-recognized in business. The Company's operations span virtually every field of media and entertainment, including cable, publishing, local TV, film, and interactive and socially responsible media. CBS' businesses include CBS Television Network, The CW (a joint venture between CBS Corporation and Warner Bros. Entertainment), Network 10 Australia, CBS Television Studios, CBS Studios International, CBS Television Distribution, CBS Consumer Products, CBS Home Entertainment, CBS Interactive, CBS Films, Showtime Networks, CBS Sports Network, Pop (a joint venture between CBS Corporation and Lionsgate), Smithsonian Networks, Simon & Schuster, CBS Television Stations, CBS EcoMedia, and CBS Experiences. For more information, go to www.cbscorporation.com.

* * *

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EXHIBIT H

The New York Times

CBS Says Les Moonves Will Not Receive \$120 Million Severance

By **Edmund Lee** and **Rachel Abrams**

Dec. 17, 2018

The CBS Corporation, battered by scandal and facing a leadership vacuum, said its former chief executive, Leslie Moonves, misled the company about multiple allegations of sexual misconduct and tried to hide evidence as he made a frenzied attempt to save his legacy and reap a lucrative severance. As a result, the company said Mr. Moonves would not receive his \$120 million exit payout.

“We have determined that there are grounds to terminate for cause, including his willful and material misfeasance, violation of company policies and breach of his employment contract, as well as his willful failure to cooperate fully with the company’s investigation,” the CBS board said in a statement on Monday.

The board, which met over several days last week, decided on Monday afternoon after reviewing information gathered by lawyers hired by the company to investigate claims against Mr. Moonves, who was forced out in September, as well as the broader workplace culture at the network.

Mr. Moonves “engaged in multiple acts of serious nonconsensual sexual misconduct in and outside of the workplace, both before and after he came to CBS in 1995,” according to a late November draft of the investigators’ report reviewed by The New York Times.

The lawyers had gathered ample evidence showing Mr. Moonves had violated CBS policies, including lying to investigators and deleting texts that revealed his attempts to silence an accuser. Mr. Moonves has denied all the allegations and said any sexual acts he engaged in were consensual.

[Read more about how Les Moonves tried to silence an accuser.]

The investigators had spoken with Mr. Moonves four times and found him to be “evasive and untruthful at times and to have deliberately lied about and minimized the extent of his sexual misconduct,” according to the draft report.

Mr. Moonves could still contest the board’s ruling and fight for his severance through arbitration. He could argue the company violated the confidentiality terms of his exit agreement when the internal investigation became public.

“The conclusions of the CBS board were foreordained and are without merit,” Andrew Levander, a lawyer for Mr. Moonves, said in a statement. “Consistent with the pattern of leaks that have permeated this ‘process,’ the press was informed of these baseless conclusions before Mr. Moonves, further damaging his name, reputation, career and legacy.”

Mr. Moonves, 69, was a titan in Hollywood, a swaggering executive who led largely on instinct and managed talent through a combination of charisma and manipulation. He shaped the television landscape for more than 30 years with shows across several networks. As a producer, he developed hit after hit, including “Full House” in the 1980s and “ER” and “Friends” in the 1990s. At CBS, he turned a last-place network into the most-watched channel on television with mass-market fare like the police procedural “C.S.I.” and the ratings machine “Big Bang Theory.”

But by September, Mr. Moonves’s career came to a sordid end when he negotiated his exit shortly after 12 women told *The New Yorker* that he had sexually harassed or assaulted them. Since then, the possibility that he could still receive his lucrative exit package has infuriated many people.

“If it voluntarily paid Moonves, it would have been attacked with pitchforks for rewarding the misbehavior alleged by multiple women,” Erik Gordon, a professor at the University of Michigan’s Ross School of Business, said. “It would have faced a revolt of many of its most talented people, an advertiser boycott, and would have battered CBS’s image more than the Moonves allegations have battered it.”

[The year of sexual harassment allegations at CBS and attempts to cover them up.]

CBS’s board hired two law firms, Debevoise & Plimpton and Covington & Burling, to conduct an independent investigation to determine, in part, if Mr. Moonves had violated the terms of his employment agreement, which would allow the company to withhold his severance.

As part of their investigation, the lawyers interviewed at least 11 of the 17 women who they knew had accused Mr. Moonves of misconduct or harassment and found their accounts to be credible, according to the report. Most of the alleged episodes occurred many years ago.

“I’m sure we all agree that it’s good to have the investigation behind us,” the acting chief executive, Joseph Ianniello, wrote in a companywide email Monday evening. “At the same time, this does not mean that our work is done, or that we don’t have significant improvements that will continue to be made.”

Mr. Ianniello, who is a candidate to succeed Mr. Moonves permanently, included contact information for his office and that of more than a dozen other executives if any employees wanted to register any complaints.

The lawyers who investigated Mr. Moonves wrote in their report that CBS’s anti-harassment and other personnel policies were not as robust as others they had seen at other companies.

“In our view, they have a ‘check-the-box’ quality in wording, managing and enforcement,” the lawyers wrote.

They also called one particular provision of the company’s harassment policies — which explained that employees who complain about discrimination or harassment might experience “negative employment action” that would not be considered retaliation — “tone-deaf” and “highly unusual.”

“It detracts from any message that the company affirmatively encourages employees to raise questions and concerns,” the report said. “It is also likely to exacerbate fears about retaliation, which, based on our interviews, seems to be a particularly acute problem at CBS.”

The report also found that Mr. Moonves and about 30 other senior leaders were typically allowed to sidestep anti-harassment training. Some senior people in the news division historically had their assistants complete the training for them, the lawyers wrote.

In the past 13 months, CBS has undergone a companywide reckoning in the wake of the #MeToo movement. In addition to Mr. Moonves, Jeff Fager, the executive producer of “60 Minutes,” and Charlie Rose, one of the anchors of the network’s morning show, lost their jobs because of allegations about their conduct with CBS employees. Last week, The New York Times reported that the network paid a \$9.5 million settlement to the actress Eliza Dushku in January. She claimed she had been written off the series “Bull” because she confronted Michael Weatherly, the show’s star, about harassing her on set.

The CBS board has dealt with its own upheaval. The group was reconstituted in September after the departure of Mr. Moonves, but before that it had become intensely factionalized. In May, several directors, along with Mr. Moonves, sued Shari Redstone, the controlling shareholder of the company, claiming she had breached her fiduciary duty by pushing for a merger with the cable network conglomerate Viacom, which she also controls.

The lawsuit exposed deep rifts within the board, with one group loyal to Ms. Redstone, another to Mr. Moonves and others debating which direction the company should take.

Then in July, The New Yorker published an investigation into Mr. Moonves in which six women accused him of sexual harassment. The board fractured on how to address the issue. Some directors, including Ms. Redstone, thought he had to go. But others continued to support him, based on their longstanding friendship and the fact that Mr. Moonves had been a proven hitmaker, having turned CBS into the most-watched network for over a decade.

In September, after The New Yorker published a second article in which six more women detailed claims against Mr. Moonves, his career was over. The board negotiated a settlement for his departure, which included dissolving the lawsuit against Ms. Redstone. Six new directors were added to the board, which then waited to determine whether Mr. Moonves would get his severance.

Part of Mr. Moonves's exit package included a \$20 million donation to organizations that support equality for women in the workplace. CBS announced last week it has pledged those funds to 18 different organizations.

Mr. Moonves has drawn an annual pay package worth \$69.3 million. From 2006 to 2017, Mr. Moonves's total compensation, including salary and stock awards, totaled more than \$1 billion, according to Equilar, a research firm that gathers data on executive pay.

Correction: December 17, 2018

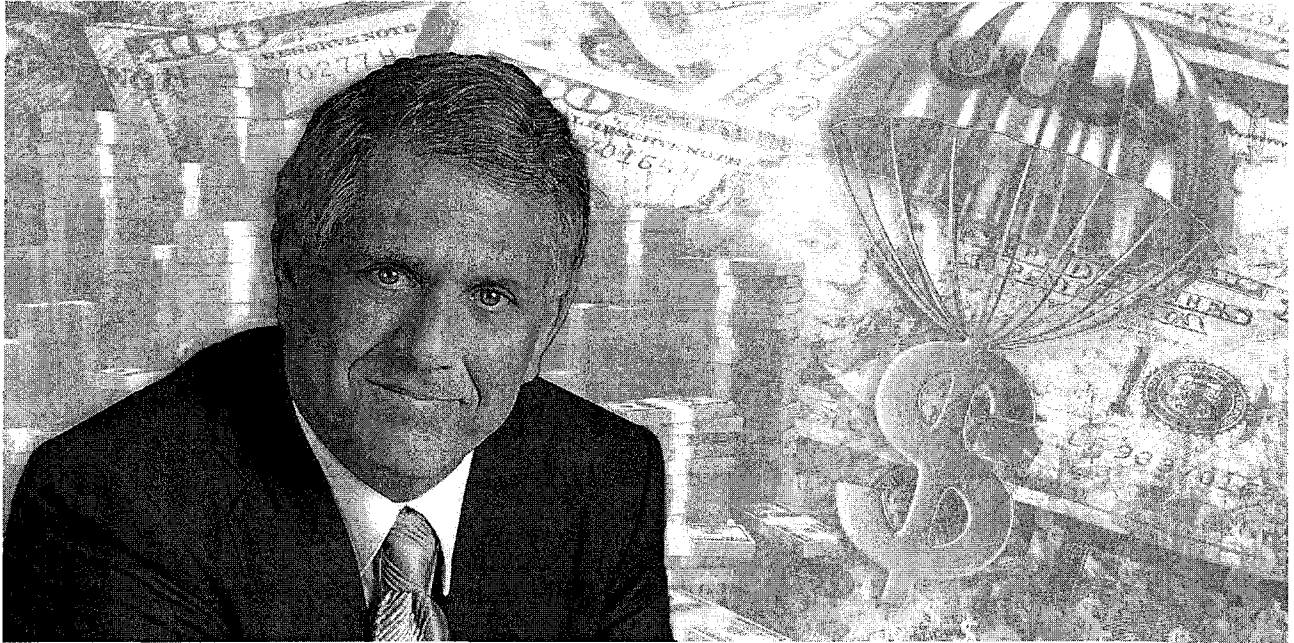
An earlier version of this article misstated the given name of a lawyer for Leslie Moonves. He is Andrew Levander, not Alexander.

A version of this article appears in print on Dec. 18, 2018, on Page B1 of the New York edition with the headline: CBS Blocks \$120 Million Exit Payout For Moonves

READ 379 COMMENTS

EXHIBIT I

Moonves Earned Over \$1 Billion at CBS Since 2006



October 1, 2018

CBS recently announced that Leslie Moonves would be stepping down as Chief Executive Officer and as a director of the company effective immediately.

According to the Separation and Severance Agreement with CBS, Mr. Moonves will not receive the exit compensation listed in his employment agreement. Instead CBS has established a trust of \$120 million, the release of which will be subject to the decision of the board following the conclusion of the internal investigation. If the board determines Mr. Moonves' termination was not for cause, then the assets held in the trust will be distributed to Mr. Moonves, taking the place of his forfeited severance payment. However, if the board determines that Mr. Moonves' termination was for cause, the assets held in the trust will be released back to CBS. Additionally, due to the context of Mr. Moonves' departure, the separation agreement states CBS will donate \$20 million to charitable organizations who stand in support of the #MeToo movement.

For the year following his termination, Mr. Moonves has agreed to provide his services, without compensation, as an advisor to the current COO, Joseph Ianniello, who has stepped in as President and acting CEO. However, if Mr. Moonves' termination is determined to be for cause, his service in an advisory capacity will cease.

According to Equilar BoardEdge, Mr. Moonves has been with CBS in executive positions since 1995. He has served as CEO since January 2006 and also currently sits on the board of ZeniMax Media.

Throughout Mr. Moonves' tenure as CEO of CBS, he received \$654,759,164, with his highest annual compensation coming in 2016 at just above \$68.5 million. While \$655 million is no small amount, Mr. Moonves' realized pay—what he's received since 2006—topped \$1 billion (\$1,023,459,129) over his tenure. The discrepancy between these two values comes from the fact that CBS' stock has risen considerably over the last 11 years, from \$19.77 in January 2006 to \$52.85 in August 2018. The options Mr. Moonves received early in his tenure more than tripled in value from the grant date to the date on which he chose to exercise. The chart below shows Mr. Moonves' pay mix over his entire tenure:

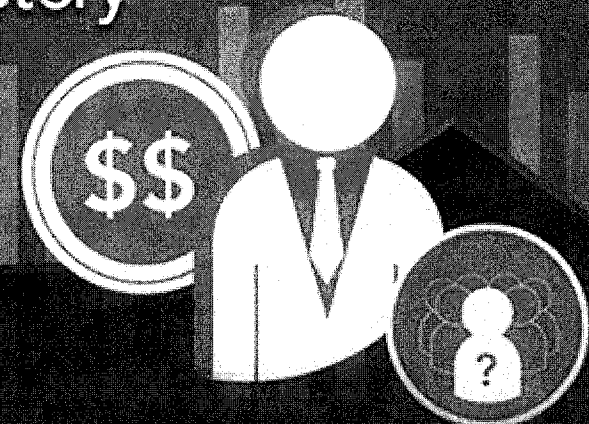
Mr. Moonves' options comprised the lion's share of his realized compensation, which far outranks the realized compensation of two notable CEOs in CBS' proxy-disclosed peer group: Brian Roberts of Comcast and Bob Iger of Walt Disney. Mr. Roberts' realized pay from 2006 to 2017 is \$495,341,408, while Mr. Iger's realized compensation from 2007 to 2017 was \$546,528,764. Mr. Moonves' realized pay over nearly the same time period is approximately twice that of Mr. Roberts or Mr. Iger. Additionally, amongst CBS' proxy-disclosed peer companies, Mr. Moonves was the highest-compensated CEO during the most recent fiscal year. The second highest-paid CEO in CBS' peer group was Jeffrey Bewkes, who received \$49 million in disclosed compensation, \$19 million less than Mr. Moonves. In a similar fashion, Mr. Moonves has been featured as one of the top 10 highest-compensated CEOs in the annual report of the 200 Highest-Paid CEOs. He has been the 2nd highest-paid CEO three times and the 4th highest-paid CEO three times, including most recently for 2017.

While it remains to be seen how Mr. Moonves' compensation will be affected by the results of CBS' internal investigation, it is clear that CBS has rewarded his leadership capacities over his 12-year tenure. The fact that his realized pay has far exceeded that of his peer group CEOs indicates the substantial investment the company made in him. The stipulations of the separation and severance agreement established by CBS reveals that shareholders of the media conglomerate are ready to part ways with him, but will compensate him with a large severance payment should the investigation turn out in his favor.

CEO Pay Ratio Modeler

Data to Tell Your Story

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65  Median CEO Pay Ratio as of December 2018

EXHIBIT J

