



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CIVIL RIGHTS BUREAU

September 25, 2020

Anjan Sahni
Brendan R. McGuire
WilmerHale
7 World Trade Center
250 Greenwich Street
New York, NY 10007

Dear Mr. Sahni and Mr. McGuire:

The purpose of this letter agreement is to resolve the investigation of the Civil Rights Bureau of the New York Office of the Attorney General (“Civil Rights Bureau” or “the Bureau”) into CBS Corporation (“CBS”)¹ based on allegations of workplace sexual harassment and gender-based discrimination, and to memorialize the affirmative steps CBS has agreed to take to prevent such harassment and discrimination. The term of this agreement shall be three years. This agreement does not constitute an admission or acknowledgement of liability by CBS, and we recognize that CBS does not accept or agree to the allegations outlined herein.

As you know, in 2018, multiple women, including female employees at CBS, publicly accused CBS CEO Leslie Moonves, on-air personality Charlie Rose, and 60 Minutes Executive Producer Jeffrey Fager of sexual harassment. Some employees also claimed that lewd comments were made; that certain executives protected each other against complaints; that harassers were promoted after complaints were made; that women who refused to sleep with Mr. Moonves or other executives lost career opportunities; and that employees who complained about sexual harassment were retaliated against.

In response to these disturbing reports, and based on interviews with several current and former CBS employees, the Civil Rights Bureau opened an investigation into the company’s compliance with New York State Human Rights Law, N.Y. Exec. L. § 296 *et seq.*, and New York City Human Rights Law, N.Y.C. Admin. Code § 8-107. In the course of that investigation,

¹ Since our investigation began, CBS Corporation has merged with Viacom Inc. to become ViacomCBS Inc. Our investigation and the terms of this letter apply only to the legacy CBS businesses within ViacomCBS Inc.

we received and reviewed over 5,000 pages of relevant documents that you produced and interviewed approximately a dozen witnesses.

Our investigation revealed systemic problems with CBS's then-existing Human Resources ("HR") structure and its responses to allegations of sexual harassment. On several occasions, supervisors and managers failed to immediately report or act on sexual harassment complaints. Further, in several cases, CBS relied on mere warnings or executive coaching for those accused of sexual harassment, even where the accusations were found by CBS to be credible. As a result, numerous employees reported that they continued to experience harassment and retaliation by the colleagues and/or supervisors about whom they filed complaints. Federal, state, and city law clearly prohibit both sexual harassment in the workplace and retaliation for filing such complaints. 42 U.S.C. § 2000e; N.Y.C. Admin. Code § 8-107, N.Y. Exec. L. § 296 et seq.

In August 2018, the CBS Board of Directors retained two law firms to conduct an internal investigation into certain allegations that had arisen regarding the conduct of Mr. Moonves, the corporate culture of CBS with respect to sexual misconduct, harassment, and similar matters, including the reporting and handling of complaints regarding the same, and certain matters related to CBS News. Since our investigation began, CBS has taken steps to ensure future compliance with the law. Among other things, it terminated Mr. Moonves, Mr. Fager and others against whom high-profile allegations were made. It made numerous changes to its HR function, including revising its EEO policy; hiring a Chief People Officer; appointing a Chief Business Ethics and Compliance Officer (now Chief Compliance Officer and Chief Audit Executive); and creating an "employee relations" team to assist HR with harassment complaints. Additionally, it retained a vendor to create a climate survey for employees, a third-party complaint hotline, and a centralized database to track sexual misconduct allegations. It has also begun to develop new trainings and templates for use in HR investigations.

In light of these developments, the Civil Rights Bureau finds that a resolution of its investigation is appropriate. To that end, we require that CBS take the following steps to provide us with oversight of CBS's reforms, in order to ensure future compliance with the law.

First, unless requested by a counterparty, CBS will not include a non-disclosure provision in any settlement agreement relating to sexual harassment or gender-based discrimination claims for New York-based employees during the term of this agreement. Similarly, CBS will not include mandatory arbitration clauses in employment contracts with respect to sexual harassment or gender-based discrimination claims for New York-based employees during the term of this agreement.

CBS will provide to the Civil Rights Bureau within 30 days its current Global Business Practices Statement; EEO Policy; trainings related to sexual harassment, gender-based discrimination, or related retaliation; and protocols for HR investigations, including guidance on when and how the Employee Relations team will be deployed, for our review and approval. . During the term of this agreement, CBS will provide to the Bureau any proposed material updates to its Global Business Practices Statement; EEO Policy; trainings related to sexual harassment, gender-based discrimination, or related retaliation; and protocols for HR

investigations, including guidance on when and how the Employee Relations team will be deployed, for our review and approval. The Bureau will provide comments or objections, if any, within two weeks of receipt, and our approval will not be unreasonably withheld. CBS will also provide our contact information to all complainants, should they wish to file gender-based discrimination complaints directly with the Civil Rights Bureau, by including this information on all complaint forms and anti-discrimination trainings for New York-based employees. CBS will conduct its new sexual harassment training annually of all staff.

CBS will also conduct a climate survey of its employees annually for the next three years, and it will include the results in its reports to the Bureau, described below. Additionally, CBS will conduct an analysis of the findings from the surveys, as well as a review of its database of complaints related to sexual harassment and gender-based discrimination, both on a company-wide and department-specific level, and propose solutions for any problems identified. Within 90 days of execution of this letter agreement, CBS will set several metrics to evaluate the advancement of women at the company and send the Bureau a status report and detailed plans to meet its goals in this area. In addition, CBS will develop a plan to conduct affirmative outreach to hire, train, and promote women in management, for our review and approval. The Bureau will provide comments or objections, if any, within two weeks of receipt, and our approval will not be unreasonably withheld.

Next, CBS will make bi-annual reports for the next three years, beginning from the date of this letter agreement, about any complaints related to sexual harassment and gender-based discrimination and the status of the resulting investigations. Those reports will include the following:

- any sexual harassment, gender-based discrimination, or related retaliation complaints and the status of the investigations;
- the results of climate surveys (on an annual basis), a list of steps planned to address issues identified in that survey each year; and, in subsequent years, reporting on the status of those issues;
- the extent of its affirmative outreach to hire, train, and promote women in management;
- the latest metrics regarding the advancement of women at the company (on an annual basis); and
- the results of its database analyses and any steps taken or proposed to address problems that were identified.

Finally, CBS will make a financial commitment of \$2 million per year for the next three years to fund various HR reforms, including but not limited to trainings, surveys, funding for affinity groups, membership and participation in organizations dedicated to promoting the advancement of women, and other related expenditures.

If the Civil Rights Bureau determines that there has been a violation of the terms of this agreement, we will notify you by e-mail, and provide CBS with a reasonable opportunity to cure the violation. By executing this agreement, the Civil Rights Bureau releases any civil claims that we could assert against CBS under New York Executive Law § 296 *et seq.* or New York City

Human Rights Law, N.Y.C. Admin. Code § 8-107, pursuant to Executive Law 63(12), to the extent such conduct occurred before the date of this agreement.

The Civil Rights Bureau is committed to ensuring equal opportunity for women in the workplace, which includes eradicating gender discrimination and sexual harassment. We appreciate CBS's shared commitment to these goals, the reforms it has already begun to implement, and its agreement to provide the Bureau with the oversight necessary to assure us of future compliance with the law.

Sincerely,

/s/ Sandra Pullman

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Agreed to by:

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