## Melia Family Calls for the Resignation of Anthony K. Odierno, Chairman, Board of Directors, Wounded Warrior Project

As founders of the Wounded Warrior Project (WWP), the Melia family calls for the immediate resignation of Anthony K. Odierno, Chairman, WWP Board of Directors (the Board.) . A nonprofit must have the trust of its donors. The failure of the Board, led by Odierno, to adequately oversee the financial matters of WWP, has resulted in the widespread loss of donor trust. This loss, along with the Board's failure to respond quickly and decisively to the resulting public relations disaster, has, in our opinion, disqualified Mr. Odierno from future service on this Board.

The Board of any nonprofit is charged with the fiduciary duty to maintain oversight of the nonprofit's finances. Boards are charged with setting salaries of executives, approving budgets, and ensuring that the nonprofit remains accountable to its donors and to the general public. In our opinion, this Board has failed to execute any of these fiduciary duties in a manner inspiring trust with both donors and the wounded veteran community.

Mr. Odierno has been a member of this Board since 2009. He was named Chairman of the Board in 2014. Mr. Odierno is a West Point graduate and has a Master's Degree in Business Administration from New York University. He is fully aware of his responsibilities as outlined in WWP's bylaws. The Board has been aware of serious issues in regard to excessive salaries and other irregularities within WWP since 2011 and has failed to act, eroding the public's trust in the WWP. These issues include but are not limited to:

- The explosive growth of former CEO Steven Nardizzi's salary, from \$199,171 in 2010, to \$473,015 in 2014.
- The explosive growth of former COO Albion Giordano's salary, from \$181,271 in 2010, to \$369,030 in 2014.
- The funding of an additional \$1.84 million dollars in salary for the next nine highest paid employees of WWP, for an average executive salary exceeding \$200,000 per year.
- The approval of salaries in excess of \$100,000 per year for a total of 26 employees of WWP.
- The 2013 hiring of the Constellations Group, LLC, a fundraising group headed by Bill White. In 2010, Mr. White entered into an agreement with the State of New York, whereby he paid \$1,000,000 to settle a claim regarding fundraising irregularities.
- The 2014 grant of \$150,000 to the Charity Defense Council (CDC,) a nonprofit group whose primary purpose is lobbying for increased overhead allowances

(including increased executive salaries) for nonprofits. In 2014, the donation from the WWP accounted for 85% of CDC's revenue. This donation essentially allowed the WWP to create a lobbying arm with a mission to promote increased executive salaries and overhead.

- The 2014 addition of Mr. Robert Nardelli to the WWP Board of Directors. Mr. Nardelli is a divisive figure in the business world and has been named by numerous publications as one of the "Worst American CEOs of All Time."
- During the period in which Mr. Odierno has been on the Board, the Board has decreased in size from 14 members to 6 members. Nonprofit experts have opined that a Board with fiduciary responsibility for an organization of WWP's size should have at least 18 members.

On March 10, 2016, following the removal of two top executives from WWP, Mr. Odierno, was appointed to lead the newly created Office of the CEO. Mr. Odierno has failed to execute the duties of this position. Mr. Odierno is not physically present at WWP headquarters in Jacksonville, Florida, and continues to be employed at his fulltime job in New York. A member of the WWP executive team in Jacksonville has informed us that "No one is in charge" at WWP. In recent conversations with members of the Board, we have become aware of discord amongst the Board. We are aware that Mr. Odierno only agreed to fire the two top executives when another member of the Board threatened to resign. The Board is not unified in its strategy and cannot even agree on a timeline to appoint a new CEO.

Mr. Odierno's public relations strategy in regard this crisis has been hamhanded at best. Public relations experts have gone on the record, including in the Wall Street Journal on March 21, 2016, to criticize the handling of this crisis. Jennifer Jason stated, "The WWP's reaction to the current crisis could be a case study in what not to do.....there hasn't even been the hint of an apology."

We believe that Mr. Odierno was completely and inexcusably deficient in executing his duties and that he should have absolutely no role in choosing the new executive team at the Wounded Warrior Project. Allowing, Mr. Odierno, who failed to execute his appointed fiduciary duties, to choose the new executive team would be ludicrous. Mr. Odierno should immediately resign from the Board of Directors for the good of the WWP and for the wounded veterans it serves.

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