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From: **Sarah Walker** <[sarah@secure-democracy.org](mailto:sarah@secure-democracy.org)>

Date: Thu, Oct 28, 2021 at 6:06 PM

Subject: Fwd: FOR ROB, RYAN, SARAH REVIEW: Memo and rollout plan for VRR research

To: <[generalcounsel@newventurefund.org](mailto:generalcounsel@newventurefund.org)>

To Whom It May Concern,

Perhaps this goes without saying, given the the concerns I have brought to your attention over the past few days, but I want to be clear that I am raising these concerns pursuant to my duties and the NVF policy handbook as it related to the whistleblower policy. Specifically I am raising concerns related to accounting controls and procedures, conflicts of interest, EEO and legal compliance. As internal conversations have proceeded in regards to my concerns I have been made aware of more legal compliance and accounting concerns. The below email should make obvious the evident concerns. I was told by Megan that Amanda would be paid 50% of time by SD and 50% by VRL. Amanda then told me that Jay, who reports to her, would be spending 50% of his time with Secure Democracy. I am now informed that despite the fact that both Amanda and Jay spend nearly 90% of their time on matters related to Secure Democracy and Jay has been represented on the Secure Democracy website that they are 100% paid for through NVF and the voting rights lab. I was only made aware of this potential issue when I questioned the equity of giving Amanda access to short and long term benefits through NVF and raised concerns about legal compliance given her work allocations with Megan D, Megan L and now Anthony. I have recommended that both cease working on behalf of Secure Democracy until such a point that the costs are shared between the two entities. This is of particular concern to me because we are actively being targeted by two entities, both of whom are ultimately trying to get access to NVF. These legal compliance failures put me, Secure Democracy and NVF in legal jeopardy. Having Amanda represent Secure Democracy to the media when I have come to learn she was paid 100% through NVF seems fraught with compliance and potential legal ramifications. Jay similarly liaisons with the media on a daily basis and our Republican Comms and lobbyists. Given that I had been raising these issues for the last few weeks and nothing was done to address them I feel compelled to raise them under the whistleblower NVF policy. I would also add that there are multiple other employees who are likely not in compliance based on the way that the two entities are run, from managerial authority, to shared slack, to 100% NVF employees frequently participating in political campaign check-ins to our practices and uses of our legislative counsels.

These new legal, accounting and compliance concerns are in addition to my already shared concerns.

Thank you,

Sarah



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From: **Sarah Walker** <[sarah@secure-democracy.org](mailto:sarah@secure-democracy.org)>

Date: Thu, Oct 28, 2021 at 3:13 PM

Subject: Re: FOR ROB, RYAN, SARAH REVIEW: Memo and rollout plan for VRR research

To: Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)>

Thank you for these responses Anthony.

1. Jay has been referred to as the full-time SD comms person since he was hired. This has been made clear to him, our team and articulated by Amanda repeatedly. He was given an SD email and was put on the website. His work is 90-99% SD and of a political nature (intended to influence legislative action). So, I am concerned that these decisions were made without compliance considerations. Furthermore, I was told he would be 50/50 like all other SD branded employees. I would love to discuss short and long term plans to account for this body of work as we are at a critical moment leading into the legislative session. If we are not in compliance I do not see another option except to cease the work in SD, but I look forward to hearing what you learn from SD / VRL legal counsel on this matter. In the meantime, please understand that this is going to create many challenges related to workload and potentially limit our ability to influence and impact. If this situation is going to continue past next week I would love to discuss how to communicate this to the team and along with a strategy/plan to address the matter.

2. I am looking forward to hearing a response from SD and VRL legal. Both in the short term and the long term this will create immense operational strain on all of the state based work and team and yes, I would very much like to discuss both short-term and long-term impacts and potential remedies.

3. Understood.

4. GSD (get shit done - not my name or my meeting) is run by Amanda/Jay and is the daily 15 min check-in to coordinate and align on campaign deliverables related to political activity like digital ads, paid calls, legislative talking points, SD branded fact sheets and reports, political polls released under SD. etc. The other area of concern is that Jay sits in on all lobbying and communications calls under the SD brand where the purpose of the call is 100% political in nature. If these are a problem, then I would question whether the weekly campaign check-ins are compliant for 100% branded VRL people where the entire purpose of the call is to report on political activities from SD.

5. Obviously we need the support - as you know - on the SD side. The management structure was split with the understanding that Amanda would be 50/50 SD/VRL. So, I defer to you and the legal minds if it is compliant to have a 100% VRL person managing an SD body of work. I think these are the questions that need to be answered i.e. can Amanda and Jay as 100% VRL be involved in the management and oversight of SD work. It would certainly make life easier, but I was always told that it was not compliant.

I will do my best to fill in the gaps myself until these things are resolved. Fortunately, many meetings have been cancelled in anticipation of next week's NCSL meeting.

Sarah

On Thu, Oct 28, 2021 at 1:26 PM Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)> wrote:

Sarah,

Please see the below responses:

Tony Dale

Vice-President of Operations & Chief of Staff

202.317.0858

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**From:** Sarah Walker <[sarah@secure-democracy.org](mailto:sarah@secure-democracy.org)>

**Sent:** Thursday, October 28, 2021 10:53 AM

**To:** Anthony Dale

**Subject:** Re: FOR ROB, RYAN, SARAH REVIEW: Memo and rollout plan for VRR research

Thank you Anthony,

I know you are going to get back to me later today, but a few more follow up questions related to legal compliance.

1. If Amanda is 100% VRL who will supervise Jay. **Yes she is, Jay is also 100% VRL. I will ask both of them to stop their work until this is resolved if you are okay with that.**
2. Is Amanda legally compliant to manage SD consultant relationships? **I don't have an answer to the compliance question currently. I'm working to get that answer. In this interim period I have asked that she not manage any relationships. We should discuss how that impact your work and what supports you need.**
3. Should we change her email address? **Until we get an answer to the compliance I want to hold off making any adjustments to e-mails. However, I have ask her to conduct her official work on behalf of VRL using her VRL e-mail account.**
4. Should she be participating in calls that are solely the space that SD occupies like GSD? **Please provide more context on what do you mean by spaces occupied by SD?**

5. What about the new hire we just made? I was told he would be dedicated to SD and working with Jay? How are his benefits and salary structured is he 50/50 or 100 percent VRL? Who will be supervising him?

**Will is slated to start Monday. Currently, is is structured to be 50/50 between VRL and SD. Is that okay with you or should we change that prior to his start date? As you know the management structure has been a split between the two orgs. I can adjust that if you would like me too. Unfortunately, I can not discuss his personal HR information without his consent. I can only say he was offered a competitive benefit package that he accepted.**

Thank you,

Sarah

On Thu, Oct 28, 2021 at 12:33 PM Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)> wrote:

Okay, thank you. I have instructed Amanda to cease and engagement on behalf of SD until everything is sorted out. She will not be coming to Tampa next week.

Thank I will check with legal structure.

Thank you for the quick response in these things.

Tony Dale

Vice-President of Operations & Chief of Staff

202.317.0858

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**From:** Sarah Walker <[sarah@secure-democracy.org](mailto:sarah@secure-democracy.org)>

**Sent:** Thursday, October 28, 2021 10:29:13 AM

**To:** Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)>

**Subject:** Re: FOR ROB, RYAN, SARAH REVIEW: Memo and rollout plan for VRR research

Anthony,

Yes, of course, you can have until the end of the day. However, I am concerned about the timing of important and relevant media representations being made by Amanda. Since you are unable to answer how her time is accounted for at this moment, I would preemptively suggest that she postpone her media representations or contact with SD contractors until such time that the determination is made for these two days and whether or not she will be a full-time VRL/SD employee. The legal, management and reputational concerns are too great to get this wrong. Again, my understanding is that I am responsible for making sure that Secure Democracy is legally compliant and do want to take any unnecessary risks. I trust you will communicate this to Amanda who I do not manage.

In regards to your second question I would suggest reaching out to the Secure Democracy attorney to obtain legal documents of board appointments. In regards to your question about whether or not there was formal communication about my appointment as Executive Director I am unaware of any such document. My understanding, like in most organizations I have run, is that the Executive Director is not an officer of the organization, but rather is an employee under the guidance and reporting to the board. But, again, you will have to discuss that with the Secure Democracy attorney.

Thank you,

Sarah

On Thu, Oct 28, 2021 at 12:15 PM Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)> wrote:

Thank you for the quick response. Please allow me until the end of the day to get these questioned addressed and present any recommendations.

Also, I want to understand the legal structure between SD and VRL to help answer the above questions. One thing I want to confirm was the appointment of officers at SD. Do you have the letter that appointed you as ED and and other officer appointments?

Thank you in advance

Tony Dale  
Vice-President of Operations & Chief of Staff  
202.317.0858

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**From:** Sarah Walker <[sarah@secure-democracy.org](mailto:sarah@secure-democracy.org)>  
**Sent:** Thursday, October 28, 2021 10:00:27 AM  
**To:** Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)>  
**Subject:** Re: FOR ROB, RYAN, SARAH REVIEW: Memo and rollout plan for VRR research

Anthony, Yes, there is an issue. For many months Amanda was operating as a Secure Democracy consultant and not as a full-time VRL/NVF employee. Second, she was then made a temporary employee in which I was told she would be 50/50 SD / VR to remain compliant - I was not a part of those HR processes to hire Amanda so I am not sure if this actually occurred - you will have to ask Megan and Sam. I am legally obligated to ensure we are compliant and to make sure this happens. So, one, was or is she 50/50 NVF and VRL currently (until Nov 1)? If not, we have legal and compliance issues. If she is 100% VRL it creates legal issues for her to manage SD work and represent us in the media and in activities that are considered political activity and lobbying. I am particularly concerned because our Secure Democracy 990s have been requested and will continue to be and Amanda is scheduled to talk to the Media as an SD representative tomorrow on a hit piece about our liberal orientation as a representative of Secure Democracy. In addition, we are being targeted by Americans for Accountability. It seems intuitively that it would be beyond legal and lobbying compliance to have someone full-time at another organization representing Secure Democracy to the media and managing that work as a liason.

In regards to your 2nd question the answer is that all employees who are engaged in SD political and lobbying work currently are compliant and should maintain their SD email accounts. During the Restructure scheduled for Nov 1 - in my role as Senior VP - the associate directors who will be under my management structure - will become legally compliant to represent the work and the process of ensuring lobbying compliance and registration will be completed by the end of this week and then on Nov 1 they will placed on the SD payroll and on the website. My one question is regarding Jay (who I do not manage) and whether he is 100% VRL or 50% VRL and 50% SD. He falls under Amanda's management and those compliance issues should have been vetted through Amanda and MKD and you. Jay is currently on the Secure Democracy website and maintains a secure democracy email. If he is not 50/50 he should immediately be made 50/50.

I hope this answers your questions. Please feel free to reach out with follow up questions.

Sarah

On Thu, Oct 28, 2021 at 11:34 AM Anthony Dale <[anthony@votingrightslab.org](mailto:anthony@votingrightslab.org)> wrote:  
Can I check on this and provide an answer to you before the end of the day?

I have two questions that will help me get the right answers: