SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

STATE BOARD OF ADMINISTRATION OF FLORIDA, on behalf of the FLORIDA RETIREMENT SYSTEM TRUST FUND, and NATIONAL CENTER FOR PUBLIC POLICY RESEARCH, Petitioners, v. THE NEW YORK TIMES COMPANY, Respondent.	Index No. __________ **PETITION PURSUANT TO CPLR ARTICLE 4**

Petitioners State Board of Administration of Florida (the "SBA"), acting on behalf of the Florida Retirement System Trust Fund, and National Center for Public Policy Research ("NCPPR"), by and through their undersigned attorneys, for their Petition against Respondent The New York Times Company (the "Times" or the "Company"), allege as follows upon knowledge as to themselves and their own acts, and otherwise upon information and belief derived from the investigation of counsel, the Company's public filings and statements, published news media, internal Company communications and recordings provided to counsel by a company newsroom employee (as defined below, the "Whistleblower"), and the correspondence exchanged between the parties concerning Petitioners' demands to inspect books and records.

NATURE OF THE ACTION

1. The board of directors (the "Board") of the Company has two discrete and limited jobs with respect to the asset the Company itself describes to investors as its most valuable: its reputation for reliable and independent journalism. *First*, the Board must protect the reputation and economic viability of the "paper of record" by adopting trustworthy internal journalistic

standards and controls. *Second*, the Board must monitor whether the Company's journalists and editors comply with those standards and controls so that they do not risk shareholder value.

2. Petitioners bring this proceeding under Section 624 of the Business Corporation Law ("BCL"), the common law of New York, and Article 4 of the CPLR to compel the Company to honor Petitioners' shareholder demands for the inspection of corporate books and records under BCL § 624 and common law (the "Demands").[1] Petitioners' Demands bear on a narrow question of corporate governance: whether the Board exercises any meaningful oversight of the Company's compliance with its own published editorial standards, source-verification protocols, corrections controls, and other internal controls on which the Company's self-described principal asset depends.

3. As explained below, Petitioners have conducted pre-filing investigations into whether the Board is complying with the two duties described above and have shown far more than necessary to expand that ongoing investigation to include Company books and records.

4. The Company's repeated publication of materially false or baseless factual assertions, many later admitted internally or disproven externally, supports a reasonable inference that the Board has not only failed in its obligation to monitor the Company's internal controls, but it has allowed such flagrantly selective application of the internal controls to support the conclusion that in the absence of any Board-level oversight, journalistic standards have been weaponized within the Company to serve the personal agendas of unchecked editors.

5. That inference is strengthened by what Petitioners' investigation did not find: any Board-level committee, independent oversight function, or other objective third party charged with

[1] While both the SBA and NCPPR served demands on the Company, NCPPR has agreed that the SBA's demand shall be operative for purposes of this proceeding.

assessing whether the Company effectively enforces and complies with its own editorial standards. Put plainly, although the Company adopted certain internal journalistic controls (including controls against biased reporting and misreporting), Petitioners found no indication that the Board established any mechanism for information about compliance with those controls to reach the Board. Making matters worse, numerous instances of gross violations of those controls were brought to the attention of Board members who double as Company executives, yet the Board seemingly refused to take any corrective or protective action.

6. Much of the record on which Petitioners rely was made inside the Company: on tape, in its own systems, and in its own employees' words. Some of the evidence detailed below comes from a Company newsroom employee of a decade's tenure (the "Whistleblower"), who raised concerns about her desk's compliance with the Company's written standards through every channel the Company maintains for that purpose, kept a record of what the Company said and did in response, and would attest to that record if required to do so.

7. Highlighting the deep inversion of journalistic controls within *The New York Times* operations, the response to the Whistleblower from the Human Resources department about the reporting of many instances of anti-Israel bias by fellow journalists was stark: "***If you don't like our values here, maybe you should go find a place whose values align with yours***."

8. Beginning in 2019, and on at least fifteen separate occasions, the Whistleblower used the very channels the Company holds out for reporting standards violations—EthicsPoint, the Standards desk, Employee Relations, and Human Resources—to raise concerns about broken standards. Those channels turned on her rather than address what she reported.

9. The Whistleblower's desk supervisor ordered that future complaints be routed through the exact supervisor her complaints concerned. The Standards desk confirmed the

rerouting in writing and apologized that she had gotten "in trouble of some kind" for escalating. Human Resources then asked her to edit or delete an internal Slack message supporting Jewish colleagues.

10. Yet the staffers who engaged in public advocacy on the war in favor of Palestine, which she reported through the same channels, received, so far as she is aware, no such request to edit or delete their support. Her desk supervisor told her that "it's not your job to be the ombudsman of the New York Times," a position eliminated by the Company in 2017 that was never replaced. She was told that colleagues were "reluctant to work with" her, and she told Human Resources, on tape, that her desk head had instructed her not to escalate concerns about bias beyond her.

11. That record, set out in Section VIII below, establishes three things. *First*, the Company's standards system failed each time it was tested. *Second*, notice of the failures reached two sitting directors: the Chief Executive Officer, who sat in a December 2023 company-wide meeting at which it was reported that complaints about the framing of the Company's war coverage had already come up from a number of desks, and the Chairman, whose written 2019 commitment to antisemitism training remains unkept more than five years later. *Third*, no oversight followed. That record is set out in the Whistleblower's own eyewitness accounts, including recordings, internal complaints, Slack messages, and a twenty-six-slide presentation reflecting Board-level abdication of duty.

12. The public record points the same way, and Petitioners' inspections would be warranted under New York statutory and common-law standards even if they rested on that record alone:

a. On August 20, 2026, a federal jury in Alabama found the Company liable for defamation and awarded $9.25 million, most of it in punitive damages, to a former University of Alabama basketball player, in what the Company itself has described as its first defamation loss at trial in more than fifty years. The trial record shows the reporter and standards editor questioned the article's sourcing yet the Company refused retraction in the face of denials including by the University and the subject of the article. Bill Grueskin, *How the* Times *Lost a Defamation Trial*, Columbia Journalism Review (Sept. 16, 2026), *available at:* https://www.cjr.org/news/how-the-new-york-times-lost-defamation-trial-university-alabama-basketball-shooting-witz-spears.php.

b. A peer-reviewed study has counted ***seventy-two errors*** the Company admitted in its own corrections column, in a single coverage area, in eight months. Eytan Gilboa & Lilac Sigan, *The New York Times Coverage of the Israel-Hamas War: Errors, Omissions, and Poor Editorial Supervision*, 30 Israel Affairs 939 (2024).

c. The Company has repeatedly conceded in writing, after the fact and only after outside pressure, that published work did not meet its own standards: a front-page photograph whose caption the Company revised after its own records were shown to contradict it, an editors' note admitting that its coverage of a hospital explosion "relied too heavily on claims by Hamas," and a columnist's undisclosed financial relationships with the people he quoted.

d. A peer-reviewed study found substantial imbalance in the coverage of the Israel-Hamas events transpiring since October 7, 2023, in favor of Palestinians and Lebanese, concluding that these "imbalances in the reporting of the war . . . could plausibly influence the opinions of readers in a direction that is at odds with reality." Edieal Pinker, *How the New York Times Framed the War Between Israel and Hamas*, STUDIES IN CONFLICT & TERRORISM (2026).

13. The Board can give the Company's journalists and editors extensive leeway to frame the news as they see fit, and Petitioners do not ask the Court to review, second-guess, or override any editorial judgment. Yet in its Annual Report filed with the SEC on Form 10-K, the Company has told its investors that a perception of unreliable or biased reporting would damage the asset on which its business depends. A board that has identified that risk in its own securities filings must take reasonable steps to learn whether the controls the Company maintains against it actually operate as needed. The evidence adduced to date suggests they do not.

14. New York law has recognized Petitioners' purposes for these inspections for over a century: to investigate possible mismanagement in the Board's oversight of compliance and enforcement of the Company's own internal controls; to assess the condition, value, and safety of Petitioners' investment; and to obtain information in aid of legitimate contemplated litigation, including a shareholder derivative action, if the inspection warrants one.

15. Petitioners are entitled to review the Company's books and records reflecting whether the Board maintains and monitors a functioning system for receiving and acting upon the Company's compliance with its own written standards, its exposure to defamation litigation and reputational risk, and the operation of its internal escalation and corrections controls. Those are settled subjects of shareholder inspection under BCL § 624 and the common law of New York, and they go to the duty of care that BCL § 717 imposes on every director.

16. The Company refused Petitioner SBA's Demand on August 21, 2026, on the asserted ground that the demand was pretextual. Despite the Company's categorical refusal, SBA

voluntarily narrowed the scope of its requested documents and scheduled a meet and confer to see if an amicable resolution was possible. On September 1, 2026, during the parties' meet and confer, the Company's counsel informed Petitioners' counsel unequivocally that the Company would not produce any documents, even in response to the narrowed requests.

17. The First Department has held, in a very similar action, that inspection is warranted. In *McGraw-Hill*, institutional shareholders of a New York corporation whose subsidiary, Standard & Poor's, was alleged to have knowingly issued false credit ratings at the direction of the parent's chairman and chief executive, sought board-level books and records to investigate the board's oversight of that subsidiary. The Supreme Court denied the petition on the ground that the shareholders should have brought a derivative action instead. The First Department reversed, holding that investigating the board's alleged failure of oversight was a proper purpose, and held that "because the common-law right of inspection is broader than the statutory right, petitioners are entitled to inspect books and records beyond the specific materials delineated in Business Corporation Law § 624(b) and (e)." *Retirement Plan for Gen. Empls. of the City of N. Miami Beach v. McGraw-Hill Cos., Inc.*, 120 A.D.3d 1052, 1056 (1st Dep't 2014).

18. Petitioners are like the *McGraw-Hill* petitioners: shareholders of a New York corporation whose principal asset is the credibility of its published reporting, asking whether the board oversees compliance with the standards the company itself publishes. The *McGraw-Hill* petitioners narrowed their demand to documents the board had actually received, prepared, reviewed, or distributed, and the First Department remanded for a hearing on the scope of inspection. The narrowed requests Petitioners describe below are narrower still, and each is framed so that the absence of responsive documents is itself a complete answer. If no reporting channel exists, the Company may say so and produce nothing. If the Board does oversee the Company's

compliance with its own standards, these are the documents that would show it. The Company, offered that resolution twice, produced nothing.

19. BCL § 624(d) commands that on the return day of the order to show cause "the court shall hear the parties summarily, by affidavit or otherwise," and, if the applicant is qualified and entitled to inspection, "the court shall grant an order compelling such inspection and awarding such further relief as to the court may seem just and proper." Petitioners respectfully seek that order, enforcing both their statutory and common law inspection rights.

THE PARTIES

20. Petitioner SBA is a body of Florida state government charged by statute with investing and administering the assets of the Florida Retirement System Trust Fund. The Florida Retirement System is one of the largest public pension systems in the United States, with more than 1.2 million members and beneficiaries, to whom the SBA owes fiduciary obligations. At all relevant times, the Fund has continuously held Class A common stock of the Company, and as of this filing holds 161,375 shares.

21. Petitioner National Center for Public Policy Research ("NCPPR") is a nonprofit organization headquartered in Washington, D.C. NCPPR has been a Company stockholder continuously since 2017 and at all relevant times alleged herein.

22. Respondent The New York Times Company is incorporated under the laws of the State of New York and has its principal place of business at 620 Eighth Avenue, New York, New York. Its Class A common stock trades on the New York Stock Exchange under the symbol "NYT." Its Class B common stock is not publicly traded. The Company publishes *The New York Times* and operates online platforms The Athletic, Cooking, Games, and Wirecutter. The journalism published by The New York Times is produced by two departments, the Newsroom and

the Opinion department, both of which are governed by the Company's written Editorial Standards (defined below). Subscription revenues account for most of the Company's total revenue.

JURISDICTION AND VENUE

23. This Court has subject matter jurisdiction over this special proceeding pursuant to Article VI, § 7 of the New York Constitution and BCL § 624(d), which directs that an application to compel inspection be made to the supreme court in the judicial district where the office of the corporation is located. Article 4 of the CPLR governs the procedure.

24. Venue in New York County is proper under CPLR 503(c) and 506(a), and N.Y. Bus. Corp. Law § 624(d), as claims are asserted against the Company, which has its principal office in New York County and is therefore a resident of New York County.

FACTUAL BACKGROUND

I. THE COMPANY, ITS CONTROLLERS, AND ITS FOUNDING PRINCIPLE

25. The Company's enterprise value rests on a core asset, *The New York Times* newspaper and related publications. The worth of that asset depends on consumers' confidence that the Company's reporting is factually reliable and trustworthy. The Company tells investors as much: the size and engagement of its audience depend on factors that include "public sentiment about independent journalism and our brands and products." 2025 Form 10-K, at 11 (filed Feb. 27, 2026) (the "2025 10-K").

26. Control of the Company does not rest with the holders of its publicly traded stock. The Ochs-Sulzberger Trust (the "Trust"), together with an affiliated family entity, holds approximately 94.6% of the Class B common stock as of March 3, 2026. Under the Company's Certificate of Incorporation, holders of Class A stock elect 30% of the directors and holders of Class B stock elect the remainder. On a thirteen-member Board, the Company's entire public float

elects four directors and the Trust elects nine. The Company accordingly qualifies as a "controlled company" under the rules of the New York Stock Exchange.

27. The Trust is administered by eight Trustees who vote the Trust's shares and nominate directors on behalf of the Trust. A.G. Sulzberger is simultaneously a Trustee, Chairman of the Board, and Publisher of The New York Times. David Perpich is simultaneously a Trustee, Vice Chair of the Board, and a Company employee. The Company's 2026 Proxy Statement (the "2026 Proxy") identifies three of its thirteen directors as not independent: Meredith Kopit Levien, the Company's President and Chief Executive Officer; Mr. Sulzberger; and Mr. Perpich. Four directors—Arthur Golden, Margot Golden, Mr. Perpich, and Mr. Sulzberger—are Trustees of the Trust, and the Board nonetheless classifies the two Golden Trustees as independent. 2026 Proxy, at 2, 9, 18.

28. The Trust's governing purpose is not, in the first instance, commercial. In the Company's own words, "[t]he primary objective of [the Ochs-Sulzberger Trust] is to maintain editorial independence and the integrity of The New York Times and to perpetuate it 'as an independent newspaper, entirely fearless, free of ulterior influence and unselfishly devoted to the public welfare.'" *Id.* at 3.

29. The Board markets that objective to public shareholders as the engine of enterprise value, representing that the Company's dual-class structure and "long-term focus has helped foster the original, independent and high-quality reporting and journalistic excellence that drives our 'essential subscription' business strategy, is critical to the Company's success and value creation for all stockholders, and helps to promote a more friendly and just society." 2026 Proxy, at 3, 24.

30. The Company's commitment to impartial and accurate reporting is not of recent origin. In 1896, upon acquiring the paper, Adolph S. Ochs published a statement of purpose

committing it "to give the news impartially, without fear or favor, regardless of party, sect, or interest involved." That language survives in the Company's current editorial standards, which state the institution's objective as covering the news impartially, "without fear or favor."

31. The Trust's governing objective, quoted above, is drawn from the will of Adolph S. Ochs. 2026 Proxy, at 11.

II. THE COMPANY IDENTIFIES BIASED AND UNRELIABLE REPORTING AS MISSION-CRITICAL RISKS

32. The Company's Annual Report on Form 10-K contains a risk factor captioned "Our brand and reputation are key assets." This risk factor admits that "[n]egative perceptions or publicity could adversely affect our business, financial condition and results of operations." 2025 10-K, at 14.

33. The Company also explains that its brand "might be damaged by incidents that erode consumer trust (such as negative publicity), a perception that our journalism is ***unreliable or biased***, or the decline in the perceived value of independent journalism and general trust in the media," and that "[t]o the extent our brand and reputation are damaged, our ability to attract and retain audience, subscribers, advertisers and/or employees could be adversely affected, which could in turn have an adverse impact on our business, revenues and operating results." *Id.* (emphasis added).

34. A perception of biased or unreliable reporting thus bears directly on the subscription revenue that drives the Company's business.

35. The Company separately identifies litigation arising from its reporting as a discrete risk. It states that "[f]rom time to time, we are party to litigation, including matters relating to alleged defamation"; that public figures who are the subjects of news reporting "have in certain instances become more active pursuing defamation and/or libel lawsuits against media outlets";

and that "regardless of merit or outcome, such proceedings can have an adverse impact as a result of legal costs, diversion of the attention of management and other personnel, harm to our reputation, and other factors." *Id.* at 17.

36. Each of these statements is the Company's own, made to its shareholders in filings with the Securities and Exchange Commission. The Company has told its investors that a perception of unreliable or biased reporting could damage the asset on which its business depends, and that litigation arising from its reporting is a risk to the business in its own right. Those are risks the Company itself has identified as material to its business.

III. THE COMPANY'S INTERNAL EDITORIAL CONTROLS DO NOT REFERENCE ANY BOARD-LEVEL OVERSIGHT

37. To mitigate these risks, the Company maintains and publishes written editorial standards. Its handbook, *Ethical Journalism: A Handbook of Values and Practices for the News and Opinion Departments* (the "Editorial Standards"), applies by its terms to all members of the news and opinion departments whose work directly affects the content of Times journalism. It commits the Company to checking facts, verifying the exactness of quotations, preserving the integrity of photographs, disclosing relationships with persons covered to the standards editor, and correcting errors "as soon as we become aware of them." *Id.* at Ch. 2.

38. The Editorial Standards assign enforcement and review authority below the Board. At the highest level, the handbook places responsibility with "department heads and ranking editors," including "the standards editor and . . . the opinion editor and opinion managing editor." *Id.* at Ch. 1. The Standards do not mention the Board. The Standards do not identify any director, committee, or obligation to report to either.

39. The handbook also provides for no scheduled or routine assessment of the Company's compliance with the Editorial Standards, or of the effectiveness of the Standards

themselves. As a result, responsibility for enforcing and assessing the Standards remains within the same editorial chain whose work the Standards govern, with no independent function confirming that the chain is following them.

40. The Company's written rules also govern employee conduct, including on social media, and they name who enforces them. In June 2020, the Standards desk instructed the newsroom that "newsroom staffers should avoid participating in hashtag advocacy or profile-picture campaigns, just as we avoid joining the protests themselves," and advised staff "not to donate to or volunteer for advocacy groups, funds or other organizations involved in news events or controversies that we are covering."

41. On November 2, 2023, Standards leadership reiterated to all newsroom staff: "We should not sign petitions or join organized protests related to the [Israel-Gaza] conflict. These guidelines cover all our journalists, not just those involved in the coverage." In June 2024, the Company issued revised company-wide Social Media Guidelines warning that "[i]f our journalists are perceived as biased or if they engage in editorializing on social media, that can undercut the credibility of the entire newsroom," directing that "[d]epartment heads will be responsible for ensuring that these guidelines are followed by all staff members in their departments," and providing that "[v]iolations will be noted on performance reviews."

42. A written standard, publicly held out, with named enforcement owners and stated consequences, is an internal control. Like the Editorial Standards, these rules place enforcement with department heads and the Standards desk, below the Board, and provide no route by which their enforcement, or absence of enforcement, is reported upward.[2]

[2] Section VIII below describes how these controls performed each time an employee invoked them.

43. Critically, no document identified to date connects reporting, oversight, or enforcement of the Editorial Standards to the Board. The Audit Committee is the only Board committee with a general risk-oversight mandate, yet its charter, as amended on June 12, 2026, does not address compliance with the Editorial Standards, journalistic accuracy, source verification, corrections, or defamation exposure. This is so despite the Company publicly identifying biased and unreliable reporting as material risks.

44. The reporting channel fares no better. A journalist (or other employee) at the Company who believes the Editorial Standards are not being followed has no chartered channel to the Board. Paragraph 18 of the Audit Committee charter limits the Committee's confidential employee complaint procedure to "accounting, internal accounting controls or auditing matters." Paragraph 16 conditions the Chief Legal Officer's reporting to the Committee on matters "that may have a material impact on the financial statements." The result is a structure in which a systematic violation of the Editorial Standards has no chartered path to the Board, which is ultimately responsible. That responsibility does not depend on the charters.

45. The 2026 Proxy exposes a further gap in oversight. That document states that the Company's enterprise risk management program assesses "reputational risk." The same Proxy then allocates risk oversight among the Company's four standing Board committees without assigning reputational risk to any of them. 2026 Proxy, at 26, 33–34.

46. The public record therefore discloses no charter provision, reporting line, standing agenda item, or complaint channel by which the Board positioned itself to learn whether the Editorial Standards are being followed or otherwise monitors the identified risk of biased and unreliable reporting. If the full Board has retained oversight of that risk without delegating it to a

committee, the documents that would show it are the agendas, calendars, and reporting lines that Petitioners have asked for, and the Company has refused to produce them.

IV. FOLLOWING A REPORTING SCANDAL, THE COMPANY CREATED AND LATER ELIMINATED ITS ONLY INDEPENDENT OVERSIGHT MECHANISM

47. The Company has direct experience with the harm that follows when its editorial controls fail.

48. By way of background, in May 2003, the Company published a front-page account of systematic journalistic misconduct by one of its reporters, Jayson Blair, who had plagiarized from other newspapers, fabricated quotations and scenes, and filed stories from places he had never been.

49. The Times publicly described the episode as "a profound betrayal of trust and a low point in the 152-year history of the newspaper." A team of five reporters, three editors, and two researchers reviewed Blair's work product, uncovering and admitting dozens of errors; the corrections for a six-month period alone ran nearly two full newspaper pages. The Company's executive editor and managing editor resigned.

50. The Company's own account attributed the episode to a failure of its controls rather than to an isolated error. It described "a startling breakdown in communication among Times editors" concerning Blair's documented history of inaccuracy. In April 2002, a metro editor had written to Company management: "We have to stop Jayson from writing for the Times. Right now." Nothing in the Company's account indicates that the warning reached the Board, and Blair continued to write for the Times for another year.

51. The Company responded by creating an independent monitor. It convened an internal committee chaired by Allan M. Siegal, which recommended the appointment of a masthead-level standards editor and the creation of a public editor to serve as the readers'

representative. The Company adopted both. The Company later described the public editor as having been created "in the aftermath of a grave journalistic scandal."

52. The public editor was designed to sit outside the chain of command that produced the Company's journalism. Unlike every other element of the Company's standards architecture, the public editor did not report to the executive editor; the office reported to the publisher. It independently assessed the Company's adherence to its own published standards, put questions to the editors who had made decisions, and published its assessments in the paper. Six individuals held the office between 2003 and 2017.

53. On May 31, 2017, the Company eliminated the position. In a memorandum to the newsroom, the Company's then-publisher, Arthur Sulzberger Jr., wrote that "our followers on social media and our readers across the internet have come together to collectively serve as a modern watchdog," and that the responsibility the office had carried "has outgrown that one office." The publisher thus eliminated structured, independent oversight and replaced it with a mechanism that can identify a problem only after it has occurred. Whether the Board considered that decision is among the questions the records demanded will answer.

54. The office the Company eliminated was the only function within the enterprise that could require an explanation from the editors who made a decision and publish what it learned. The position has never been restored, and no board-level substitute has been adopted in its place.

V. SINCE THE REMOVAL OF THE INDEPENDENT MONITOR, THE COMPANY'S INTERNAL CONTROLS HAVE SYSTEMATICALLY FAILED

55. The Company publishes an enormous volume of journalism, and some error is unavoidable. That is why an enterprise maintains controls. Petitioners do not seek inspection because the Company errs. Petitioners seek inspection because the Company has repeatedly conceded, in its own words, that published work did not meet its own standards; because those

concessions came only after outside pressure; because the errors run in one direction across a single coverage area; because, as the Whistleblower's record described in Section VIII below shows, the Company's internal channels detected violations and corrected nothing, and because, as will be described below, at least some of these "errors" appear to have been deliberately made with the knowledge that nothing would be done to enforce any standards.

56. While the Company corrected or retracted each of the failures described below, each time the violation was identified from outside the Company rather than by the Company's controls. Each example therefore supports the inference that a control failed and that nothing in the public record shows the Board reviewed the failure.

57. In December 2020, following the arrest by Canadian authorities of the central source for a Company-sponsored podcast named "Caliphate," the Company published the results of an internal examination. The podcast's central figure, a Canadian man named Shehroze Chaudhry, had claimed on the series to have joined the Islamic State in Syria and to have taken part in executions there; Canadian authorities charged him with perpetrating a terrorism hoax.

58. The Company's examination concluded that Mr. Chaudhry's account had been fabricated, that the series "should not have been produced with [him] as a central narrative character," that the Company had been "too credulous about the verification steps" it took, and that the work "did not meet our standards for accuracy." The Company returned the Peabody Award the series had received, and, at the Company's request, the Pulitzer Board withdrew the series' standing as a finalist. Questions concerning Mr. Chaudhry's credibility arose during the reporting; an episode of the podcast itself was devoted to discrepancies in his account, yet the Company published the podcast notwithstanding these concerns.

59. On January 8, 2021, the Company reported that Capitol Police Officer Brian Sicknick had died after being struck with a fire extinguisher by rioters at the Capitol on January 6, an account sourced to two unnamed law enforcement officials and not independently verified. The account was cited in a filing submitted to Congress. On February 12, 2021, the Company appended a note stating that "new information has emerged," and the District of Columbia medical examiner subsequently determined that the officer had died of natural causes.

60. In October 2021, a single article on pediatric vaccination required correction of three separate factual errors. The article reported that approximately 900,000 children had been hospitalized with COVID-19 in the United States; the corrected figure was "more than 63,000." The same article inaccurately described actions taken by regulators in Sweden and Denmark and misstated the timing of a federal regulatory meeting.

61. Each time the Company's concession that it had reported false information came only after contradicting information arose from outside the Company. Nothing in the public record indicates that any of these concessions was reported to the Board, considered by any committee, or prompted any review of the controls that failed.

62. The same pattern held, at scale, in the Company's coverage of the war in Gaza that began with Hamas' attack on Israel on October 7, 2023, during which at least 1200 people were murdered and 251 taken captive. A peer-reviewed study published in 2024 found that between October 7, 2023, and June 7, 2024, the Company "admitted 72 errors in its coverage of the war, 48 of them about Israel," that the errors were identified by outside critics rather than by the Company itself, and that the "[c]orrections were late, vague and sometimes evasive." Eytan Gilboa & Lilac Sigan, *The New York Times Coverage of the Israel-Hamas War: Errors, Omissions, and Poor Editorial Supervision*, 30 Israel Affairs 939 (2024).

63. The study's specific findings show the same sequence as the 2020 and 2021 episodes: publication first, outside challenge second, concession last.

a. The October 17, 2023 lead headline falsely attributing the Al-Ahli Hospital explosion to an Israeli airstrike contained, by the study's count, five errors; the Company's first correction addressed only a mischaracterized video, and the editors' note conceding that early coverage "relied too heavily on claims by Hamas" and "left readers with an incorrect impression about what was known and how credible the account was" came six days after the fact, after the President and U.S. intelligence publicly attributed the blast to a Palestinian rocket.

b. An October 30, 2023 opinion essay built on a manipulated quotation of Israel's defense minister was corrected on January 22, 2024, only after an outside publication documented the misquotation, and a second essay repeating it was corrected two days after that.

c. A November 25, 2023 claim that the rate of civilian killing in Gaza was nearly unprecedented in this century was resolved, per the study, by "erasing the paragraph" from the website "without disclosing the error or the correction."

d. A flagrantly false December 22, 2023 headline announcing that Gaza deaths surpassed "Any Arab Loss in Wars in Past 40 Years" stood for six days before correction.

e. A January 5, 2024 column's mistranslated quotation of the Israeli prime minister drew a correction conceding the quotation "had been taken out of context."

f. And a January 7, 2024 article describing two men later identified by the Israeli military as Hamas and Islamic Jihad operatives as journalists was never corrected; the false description was repeated "in three other articles."

64. The study's authors worked entirely from the outside, from published corrections and public reporting, and had no access to the internal record described in Section VIII below.

65. Their closing observation highlights the Board's failure: "a Public Editor could have helped to preserve high professional standards, but the Times cancelled this position in 2017. Perhaps, it is time to restore it."

66. Several of the study's seventy-two errors also appear in the Whistleblower's record from the inside, discussed in Section VIII, including the Al-Ahli editors' note and the January 25, 2024 editing-record entry narrowing a draft claim that Israeli soldiers' social-media videos documented "potential war crimes." The internal record likewise discloses no indication that the Board was told of the account or asked what produced it.

VI. SULZBERGER IDENTIFIES PROCESS AS THE SAFEGUARD AGAINST BIASED AND UNRELIABLE REPORTING

67. On May 15, 2023, A.G. Sulzberger, the Chairman of the Company's Board, its Publisher, and a Trustee of the Trust that controls it, published a signed essay in the Columbia Journalism Review addressing the Company's journalistic method, and on July 18, 2023, he elaborated on it in an interview with the public radio program On the Media. *See* A.G. Sulzberger, *Journalism's Essential Value*, COLUMBIA JOURNALISM REVIEW (May 15, 2023); On the Media Podcast, *A.G. Sulzberger on bias and Objectivity at The New York Times*, NPR (July 18, 2023), *available at*: https://www.npr.org/podcasts/452538775/on-the-media.

68. The essay does not claim that the Company's journalists are free of bias. It states the opposite. Mr. Sulzberger acknowledges that "[p]ersonal biases and agendas can still distort

the work reporters and editors produce," and in his On the Media interview described the Company's newsroom as demographically unrepresentative, observing that its staff will "under-index in gun ownership, under-index in church attendance."

69. Sulzberger places the safeguard not in the absence of bias but in the Company's process. In the same interview he stated: "Objectivity as was originally formulated wasn't about the person's innate characteristics. It was about the process that helped address the inherent bias that all of us carry." He states that "process matters, and execution matters."

70. He identifies in his essay the components of that process by name: publishing only what the Company knows is truthful ("we would rather miss a story than get one wrong"), confirmation through multiple sources, putting questions to the subjects of coverage, and review for fairness. Those are the same controls the Editorial Standards describe.

71. Sulzberger also named occasions on which the control process was not followed and the Company's journalism failed as a result. He writes in the essay: "Despite our best efforts, it will not be hard to find examples where the Times has fallen painfully short of the independent ideal I defend here, from our early coverage of the Soviet Union to the run-up to the Iraq War." Discussing an opinion essay published in 2020, during his own tenure as Publisher, he stated in the On the Media interview that the piece had been "rushed in" and that it should have been put "through the wringer to make sure that you got everything just nailed down." Each of the examples Sulzberger names is, on his own account, a failure of the process he describes as the safeguard, and he concedes that such examples are not hard to find.

VII. CONTINUING FAILURES AND INCONSISTENT OFFICER STATEMENTS SUPPORT THE DEMAND

72. On May 11, 2026, the Company published a column by Nicholas Kristof through its Opinion department, titled "The Silence That Meets the Rape of Palestinians." The column

was purportedly built on news reporting. Its author wrote that Palestinians had "recounted to me a pattern of widespread Israeli sexual violence against men, women and even children," that his reporting was "based on conversations with 14 men and women who said they had been sexually assaulted by Israeli settlers or members of the security forces," and that he had also spoken to family members, investigators, and officials.

73. The accounts included that of an unnamed Gaza journalist who said a handler had set a dog on him and that the dog had penetrated him. The column supposedly drew as well on reports and surveys by United Nations bodies, human rights organizations, and aid groups. It stated that "[t]here is no evidence that Israeli leaders order rapes" and that it was "impossible to know how common" such assaults are, and it closed in the author's own voice: "The horrific abuse inflicted on Israeli women on Oct. 7 now happens to Palestinians day after day. It persists because of silence, indifference and the failure of American and Israeli officials alike."

74. Whether the accounts were verified, whether the sources were what they were represented to be, and whether the people quoted by name were quoted fairly are questions about the Company's source-verification and fact-checking controls, and they are the same questions whether a piece runs on the news pages or the opinion pages. The Company's own Editorial Standards govern both.

75. The column was immediately called into question, including by one of its own named sources, and its sourcing and verification were publicly challenged. Many aspects of the story, including quotes and sources were criticized and shown to be exaggerated, manipulated, and unsupported.

76. The Company did not defend the column as opinion, but as reporting. A Company spokesperson defended the author and stated the following day that "[d]etails were extensively fact-checked." By the Company's own characterization, the work was reported and verified fact.

77. The first verification failure was reported by one of the column's own sources. The column quoted former Israeli Prime Minister Ehud Olmert by name, writing that Olmert "told me he didn't know much about sexual violence against Palestinians but was not surprised by the accounts I had heard," and then quoting him: "'Do I believe it happens?' he asked. 'Definitely.'"

78. Two days after publication, Olmert stated publicly that the column made claims of extraordinary gravity about state-directed rape and the use of dogs, that "I did not validate these claims," that "I have no knowledge supporting these claims as I said to Mr. Kristof," and that "the positioning of my quote after pages of such allegations misrepresents my views."

79. Nothing in the public record indicates that anyone above the Opinion department has sought to resolve the critical discrepancy between this purported "on the record" quotation and the source's public repudiation of the way it was used.

80. On May 21, 2026, the Company published answers by its Opinion editor and the columnist to readers' questions about the controversial column. The Opinion editor wrote that before publication the column was vetted by Opinion's fact-checking department "to ensure that every testimony and anecdote he personally reported was supported by independent sources," that the Company's standards and legal teams "also reviewed the column and offered feedback," and that after reviewing the factual challenges raised by readers and others, "Editors found no errors."

81. The column said that some of the fourteen victims' stories could not be corroborated even in part. The May 21 piece said that every person quoted and every testimony personally

reported was independently supported. The two statements do not add up and, again, no one above the Opinion department has seemingly sought to independently monitor and clarify the record.

82. Just nine days earlier, on May 12, 2026, responding to reports that retraction was under internal discussion, a Company spokesperson had stated: "There is no truth to this at all."

83. On May 21, 2026, the Company's Opinion editor wrote that "[t]he distinction between Times newsroom articles and Opinion pieces is not a distinction of reporting or rigor. It is a distinction of form and purpose."

84. On July 8, 2026, the Company's executive editor stated in an interview on the podcast Channels with Peter Kafka, released that day, that the column "was edited by our opinion section" and "wasn't edited by our newsroom," that the two are "distinct, but it's not a categorical difference," and, asked whether the news pages would have published it, answered that "[i]t's impossible to say whether we would have done the identical piece," that "we probably wouldn't have," and that "[w]e wouldn't have done that exact piece." Channels with Peter Kafka, *"We're in a Race Against Time," Joe Kahn on Running the New York Times in the Age of AI Slop* (July 8, 2026), *available at*: https://podcasts.apple.com/us/podcast/were-in-a-race-against-time-joe-kahn-on-running-the/id1080467174?i=1000775950830.

85. The Company's two most senior editors thus described the same column differently, eight weeks apart. The Opinion editor told readers that the distinction between the two departments "is not a distinction of reporting or rigor." The executive editor called the editing of the column "distinct," said the newsroom would not have done "that exact piece," and distanced the newsroom from a column the Company's own spokesperson had defended as "extensively fact-checked." His qualifier, that the difference is "not a categorical" one, is a concession that a

difference exists. The Editorial Standards do not draw the distinction the executive editor drew: one written standard governs both departments.

86. Reconciling the public statements of the Company's two most senior editors concerning the operation of a Company-wide control is the function of the Board, and, again, nothing in the public record shows that the Board asked.

87. The Company's own journalists recognized the same inconsistency. After the Kristof column was published, the news site Ynetnews, relaying a report by the media newsletter Puck, reported that an internal rift had developed between the newsroom and the Opinion section. Ynetnews, *Civil war brewing at New York Times following publication of column alleging rape of Palestinians* (May 18, 2026), *available at:* https://www.ynetnews.com/article/skxrslk1fg. According to that report, Company journalists questioned whether the column's central assertions would have survived the newsroom's editorial standards; one journalist was quoted as saying, "I am sick of being embarrassed by the Opinion section." Whether a single written standard was applied to both departments was a live question inside the Company itself.

88. In June 2026, in the face of reporting by the news organization Semafor, the Company conceded a separate failure of the Editorial Standards by Mr. Kristof. A spokesperson acknowledged that Mr. Kristof had quoted former donors to his own 2021 political campaign for Governor of Oregon in at least a dozen columns published between 2022 and 2025 without disclosing the donations, stating that they "should have been made more clear to readers" and that the Company was "reviewing these articles to determine further clarifications for readers." Semafor, *New York Times' Kristof quoted former campaign donors in columns* (June 15, 2026), *available at:* https://www.semafor.com/article/06/14/2026/new-york-times-kristof-quoted-former-campaign-donors-in-columns.

89. The Editorial Standards require staff to disclose relationships with persons they cover to the standards editor. No editorial judgment is implicated. The Company conceded that, yet again, a written and binding Standard had not been followed.

90. On June 12, 2026, after the May 11 Kristof column, after the public statements described above, and after the June disclosure concession, the Audit Committee charter was amended. But the amended charter added no reference to editorial standards, journalistic accuracy, source verification, corrections, or defamation exposure. The governing document was open for amendment, and the gap remained.

91. Nothing in the public record indicates that the Board considered any of these events, that any committee reviewed the controls they concern, or that any director was informed of them.

VIII. THE WHISTLEBLOWER'S RECORD: WHAT WAS REPORTED, TO WHOM, AND WHAT THE COMPANY DID

A. The Whistleblower and the Record She Assembled

92. Petitioners have obtained the disclosures of the Whistleblower, a Company newsroom employee who worked for the Company for roughly a decade, from 2016 to 2026. During her time at the Company, the Whistleblower compiled a record of what she reported, to whom, and what the Company did in response: dozens of hours of recorded conversations with senior Company supervisors, and Human Resources; EthicsPoint complaints; Slack messages; a twenty-six-slide presentation delivered to the Company's Deputy Standards Editor Mike Abrams; and internal Company communications and records. The Whistleblower has attested to the reliability of these records, Petitioners' counsel has reviewed these records, and the recordings and documents described herein are available to the Court.

93. That record raises serious concerns that the Company's newsroom repeatedly published work that violated the Company's own written standards, that the Company's internal

channels received reports of the violations and corrected nothing, and that the Board chose not to look.

B. 2019 to Early 2023: The First Reports and the Chairman's Written Commitment

94. In April 2019, the Company published a cartoon depicting the Prime Minister of Israel as a guide dog wearing a Star of David collar, leading the President of the United States, who was drawn wearing a kippah. Following external blowback, the Company acknowledged that the image "included anti-Semitic tropes," and its own editorial board called the cartoon "appalling."

95. In May 2019, Publisher A.G. Sulzberger, who now chairs the Board, committed to the entire Company in writing: "We are updating our unconscious bias training to ensure it includes a direct focus on anti-Semitism." So far as the record shows, the training was never implemented.

96. In 2019, four years before the current war between Israel and Gaza began, the Whistleblower raised her concerns of anti-Israel bias in her desk's coverage with her then-supervisor and with lead Standards editor Phil Corbett. The Whistleblower also recounted raising these concerns in a recorded October 30, 2024 interview with the Company's employee-relations lead. In February 2023, she met with Deputy Standards Editor Mike Abrams to raise the same concerns again.

C. October and November 2023: Standards Guidance Issued, and Set Aside on the Desk

97. On October 7, 2023, Hamas attacked Israel, and the Company's coverage of the war that followed fell under heavy scrutiny.

98. On October 17, 2023, the Company's lead headline attributed an explosion at the Al-Ahli Hospital in Gaza to an Israeli airstrike based on claims made by Hamas. But the Company

later conceded in an editors' note that its coverage "relied too heavily on claims by Hamas." The New York Times, *Editors' Note: Gaza Hospital Coverage* (Oct. 23, 2023), *available at:* https://www.nytimes.com/2023/10/23/podcasts/headlines-gaza-hospital-coverage.html.

99. On October 18, 2023, Standards issued guidance on how casualty claims from Gaza were to be attributed: "The Palestinian Health Ministry is the Gaza health ministry, or the health ministry run by Hamas." But when a video journalist on the Whistleblower's desk was instructed to conform a story to that guidance, other staff objected that the guidance applied only "going forward," and the published material stayed as it was: the story ran attributing the casualty count to "Health officials" rather than clarifying those officials were Hamas officials.

100. On November 7, 2023, the Whistleblower showed the exchange, together with several other staffers' messages supporting the decision to disregard the guidance, to a deputy Standards editor, who called it "a display of group think on the video desk." Petitioners' counsel has seen nothing indicating that the guidance was then enforced or the story revised.

101. On October 19, 2023, after Israel was found not to have been responsible for an alleged strike, a staffer asked whether footage of protests against Israel over it should still be used. The footage was retained, on the stated rationale that it "is still powerful and shows how people reacted."

102. In the Company's October 25, 2023 recounting of the Hamas attack on Ofakim (a southern Israeli city attacked on October 7), staff twice changed the accurate description of "terrorists" to the neutral "men." The Standards note in the same editing record had "asked that we just scale back the use of 'terrorists' for repetition sake," and the substitution that note yielded elsewhere in the same article was "assailants." The word "men" was the desk's choice, not Standards.'

103. Beginning around October 2023, staffers at the Whistleblower's desk spent weeks seeking evidence that the tunnels beneath Al-Shifa Hospital (the largest medical complex in the Gaza strip) were used solely for civilian rather than military, Hamas purposes. One reporter asked the Whistleblower to search an Israeli architectural archive for the hospital's original plans. The effort to whitewash Hamas' use of hospitals even continued after the Israeli military published footage of the tunnels in November 2023 which included weapons and ammunition.

104. On February 12, 2024, the Company published its own analysis, which concluded that Hamas had used the hospital for cover, stored weapons inside it, and maintained a tunnel beneath the complex. The desk's internal project database nonetheless described the evidence as showing that Hamas used the facilities but that "the scale of their operations were overhyped by the IDF," and on November 20, 2023, after the Israeli military had begun publishing footage of the tunnels, the head of the video department referred to them in the desk's morning meeting as "alleged tunnels."

D. November 2023: The Whistleblower Escalates in Writing, and the Channel Is Rerouted

105. The escalation channel soon failed. The Whistleblower used the Company's written reporting channel; within two weeks, the channel was effectively closed to her, and the Standards desk acknowledged that fact in writing. On November 2, 2023, the same day Standards leadership reminded all newsroom staff in writing not to sign petitions or join protests related to the conflict (Section III above), the Whistleblower wrote to the Standards desk: "I feel that I'm on a desk that is particularly biased against Israel . . . I can't tell if the Masthead does not see that our desk is biased, does not see it as a problem to be resolved, or just hasn't figured out how to get a handle on it."

106. On November 7, 2023, exactly one month after the October 7 Hamas terrorist attacks and mere weeks after Israel began its efforts to recover over 400 of its citizens being held hostage by Hamas, the Whistleblower presented a twenty-six-slide deck to the Company's Deputy Standards Editor Mike Abrams.

107. The deck named names and quoted the room: under the heading "Thoughts in Meetings," it recorded the "rejection of a footage source that is pro-Israel," the pitching of "several projects on injustices by Israel," "calls to use 'Genocide,'" and the description of a rehired freelancer's praise of Hitler as "just some jokes."

108. On November 16, 2023, the Whistleblower presented her concerns to senior editor Monica Drake, who responded by suggesting that the group hold "more open-forum discussions" at the team level. The Whistleblower's concerns and the slide deck itself were about what happened at an open-forum team discussion.

109. Within two weeks, the Whistleblower's desk supervisor, Solana Pyne, ordered that she route her complaints to Pyne directly, *i.e.*, the supervisor the complaints concerned. The Whistleblower reported the rerouting to Standards in writing on November 20, 2023: Pyne "was not happy that I had flagged this story to Standards to review before it had gone through 'our full editorial process,'" and "instructed me to speak to her or to the producer directly," adding, "So you should be hearing from me a lot less going forward."

110. In response, the Standards deputy apologized that the Whistleblower had gotten "in trouble of some kind" because of raising her concerns. But nothing changed.

E. December 2023: The Company's Leadership Hears About Anti-Israel Bias at Company-Wide Meetings

111. Notice of the paper's double standard on Jewish issues once again reached the top of the Company's officer ranks. In early December 2023, at a Company all-hands meeting, Chief

Executive Officer Meredith Kopit Levien, a sitting Board director, and Managing Editor Carolyn Ryan were told that complaints about the framing of the Company's war coverage had already "come up" in meetings between Ryan and a number of desks.

112. At a December 12, 2023 newsroom all-hands meeting, the meeting's host acknowledged that staff were hearing "of some assumption of institutional bias or incompetence," and a moderator read aloud, before the assembled newsroom, a written question from a newsroom colleague asking in substance why the Company was perceived as anti-Israel, which Executive Editor Joe Kahn answered.

113. At that all-company meeting, the Whistleblower submitted a written question asking about the antisemitism training the Publisher had personally promised way back in 2019. That question was not read aloud. When she followed up, the Whistleblower was told the question would be forwarded to the team. She knows of no investigation and no corrective process that followed either meeting.

F. March to October 2024: Anti-Semitism Reports Sent Through Every Channel the Company Maintains, and The Board Remains Blind and Deaf

114. In March 2024, the Whistleblower filed an EthicsPoint complaint citing bias concerns about Matthew Cassel, a freelancer hired to cover the conflict who, in his own words, is a "critic of Zionism," "supports the Palestinian struggle against occupation," and had contributed to the publication Electronic Intifada. Public activism of that kind is a direct violation of the conduct rules quoted in Section III above.

115. The EthicsPoint complaint was closed two days later, on March 13, 2024, with a one-sentence form response and no substantive follow-up. Cassel continued working with the Company through December 2025.

116. The same month, the Whistleblower raised with a manager, and then with the Human Resources representative, the public social-media posts of two staffers, Haley Willis and Aric Toler, as openly partisan on the war and in violation of the conduct rules quoted in Section III above. This was not the Whistleblower's first conversation with that HR representative. During a previous phone call, when the Whistleblower complained of the widespread culture of anti-Israel bias, the representative responded, "If you don't like our values here, maybe you should go find a place whose values align with yours."

117. In June 2024, the Whistleblower *and other staffers* filed EthicsPoint reports about a Company editor, Umi Syam, who had publicly posted on May 26, 2024: "Rafah Holocaust - Will you join the global resistance?" The Company's revised Social Media Guidelines, issued that same month, warned that journalists who are "perceived as biased" or who "engage in editorializing on social media" undercut "the credibility of the entire newsroom," and made department heads responsible for enforcement. The Whistleblower is not aware of any action taken in response to these reports.

118. Employee Relations, approached separately in April 2024, acknowledged the Whistleblower's series of reports and deferred them back to Pyne, the desk head the reports concerned, and to the Human Resources representative who had already handled them. Human Resources concluded that the reports had been "looked into by the appropriate stakeholders." Put simply, because no control provides for informing the Board of violations, the Company left resolution of complaints about internal-control violations to the supervisors whose conduct those complaints concerned.

119. On August 1, 2024, in a meeting attended by Human Resources, Pyne told the Whistleblower that "it's not your job to be the ombudsman of the New York Times," and people

were now "reluctant to work with" her, a comment the Whistleblower was told was tied to her "point of view."

120. In 2024 she also raised, for the fifth or sixth time, the antisemitism training the Publisher had promised in May 2019, and was told only that the matter had been "escalated." More than five years after that written commitment, no such training has been offered to the Whistleblower or, to her knowledge, to anyone else.

121. The Whistleblower's flags on the coverage of the war in Gaza itself during the same period yielded the same results. A December 16, 2023 article on the Israeli withdrawal from the area around the Kamal Adwan Hospital described the Israeli military as "Israeli occupation forces"; the Company's internal editing record shows the word "occupation" struck by an editor the following morning, but the record contains no published correction.

122. In January 2024, the summary text of a video describing the Israeli hostages as "the roughly 130 people believed to be held hostage in Gaza," phrasing that made their captivity sound contested, was changed only after the Whistleblower asked, "Do we need 'believed to be'?"

123. Her flag that a February 2024 video reciting journalist casualty figures from the Committee to Protect Journalists did not disclose how many of the dead were identified combatants was passed over although the accurate information answering that question was readily available. Senior editor Hanaan Sarhan ran the piece with the reported numbers of journalist casualties unchanged and with no reference to known information showing how many were terrorists.

G. The Rehiring of Soliman Hijjy, as the Company Described It to the Whistleblower

124. One instance of bias and lack of controls, running from October 2023 to August 2024, stands apart because the Company's own personnel described on tape how a standards decision was made: who approved it, at what level, and what was done afterward.

125. In 2018, the Company engaged Soliman Hijjy as a freelance video journalist but, according to the Whistleblower, stopped using him in 2022 after his social media posts praising Adolf Hitler came to light.

126. Within days of October 7, 2023, the Company rehired Hijjy. His byline appeared on Company coverage of Gaza by October 16, 2023. By the count of the study described in Section V above, he contributed to thirteen articles about the war, including the Company's initial Al-Ahli Hospital report. On or about October 21, 2023, an outside media-monitoring organization reported the rehiring publicly. The Company responded that it had "reviewed problematic social media posts by Mr. Hijjy when they first came to light in 2022 and took a variety of actions to ensure he understood our concerns," and that he "has maintained high journalistic standards." His byline then disappeared from the Company's coverage; according to the Whistleblower, he continued to report for the Company without being credited on those pieces. The Company's readers were never told of his background.

127. When the Whistleblower raised Hijjy's rehiring with her desk supervisor Solana Pyne, Pyne explained the posts by reference to the absence of Holocaust education in Gaza, conceded on the same recording that the posts "don't in any way meet our standards," and acknowledged that the Company tolerates known violations: "There have been other cases . . . multiple other cases of reporters at this paper who have violated our standards . . . we will consider them in the context and in some cases we have continued to employ these people." The Company rehired Hijjy, Pyne said, and it "wanted to recognize that in Gaza, there is no . . . education about the Holocaust," and because "we have had to be very careful to prioritize his safety regardless of the things that he has said." Another manager described Hijjy on tape as "the guy that we hired who posted the pro-Hitler stuff."

128. In a recorded August 13, 2024 conversation with a third Company manager, the Whistleblower recounted the fullest version of what she had been told: that the rehiring had been "vetted . . . up the hierarchy of the New York Times and . . . the top brass were okay with hiring him," and that the Company had enrolled Hijjy in training on the Holocaust and instructed the Whistleblower not to disclose it. The Whistleblower responded that "this is an adult who praised Hitler . . . I get it that you're okay with it, but I'm not okay with it." Her November 2023 presentations to Standards and to Drake had already recorded that, in a private meeting with team leadership, Hijjy's praise of Hitler was referred to as "just some jokes," and that the several employees who met privately with leadership about the rehiring "were always told to keep it confidential."

129. Three facts in that account came from the Company's own personnel. The Company's hierarchy approved a hire that the responsible supervisor conceded did not meet the Company's standards. The approval was represented to have been "vetted . . . up the hierarchy." And the remedial step the Company took was to be kept from the newsroom. Whether any of it was reported to the Board is a question the records demanded will answer.

H. 2025: The Front-Page Photograph

130. The pattern continued into 2025, after the Whistleblower had exhausted the Company's channels, and in one instance the Company's own photo captions carried information that its front page did not.

131. On July 21, 2025, a photographer for the Turkish state news agency Anadolu photographed a Gaza toddler, Mohammed Zakaria al-Mutawaq, and on July 22, 2025, Getty Images distributed those photographs under the child's name with a caption reporting that doctors at the hospital treating him had diagnosed "moderate malnutrition in addition to pre-existing

congenital health issues, including brain complications and muscle atrophy," and quoting the hospital's clinical nutrition specialist that "[t]he medical issues he had weren't significantly affecting his weight." (Getty Images Editorial No. 2225506182). The caption was thus available on one of the largest photographic wire services in the world two days before the Company published its own photographs of him.

132. On July 23, 2025, at 8:13 a.m., a freelance photographer working for the Company uploaded his own frames of the same child to the Company's internal photo system. The photographer's caption, preserved in the system's keywords field, describes the child as suffering from severe malnutrition, according to his mother, citing a medical diagnosis at two named hospitals, and says nothing of any other condition. At 3:54 p.m. that day, a Company photo editor recorded in the article's editing system that a named Standards editor and two Photo managers "have all OKd the photo edit," and at 4:02 p.m. a second editor recorded that the Standards editor "has also given it a Standards read."

133. The article, "Gazans Are Dying of Starvation," was published online on the morning of July 24, 2025, without the child. Its text quoted a Gaza physician that "[m]any of the children he sees have no pre-existing medical conditions." At 9:36 a.m., the photo editor responsible for the photographs wrote in the Company's internal messaging system that the desk was "re-editing" the story; a colleague asked whether "the portraits of the [sic] Mohammed are for another story?"; the editor replied, "Sending a DM." Thus, internally, Times employees were themselves in real-time calling into question the relevance of Mohammad's photo to a story on starvation.

134. Between 10:53 a.m. and 12:51 p.m., the Company inserted the child's photographs and accompanying text into the live article, reporting that "Mohammed, she said, was born a

healthy child." The published attribution for the child's health history was his mother; the Getty caption distributed two days earlier had quoted the hospital's clinical nutrition specialist. On July 25, 2025, the photograph ran on the Company's front page, captioned that the child "was born healthy but was recently diagnosed with severe malnutrition." The Company's internal photo system, as captured by the Whistleblower on July 31, 2025, shows that the description field for the same frames had been edited to add that the child "has a pre-existing health condition," beneath a photo editor's annotation, "NB. updated caption to include pre-existing condition," and a manager's instruction, "Do not publish without explicit ok from a manager." The system does not display when that edit was made

135. Between 10:53 a.m. and 12:51 p.m., the Company inserted the child's photographs and accompanying text into the live article, reporting that "Mohammed, she said, was born a healthy child." The published attribution for the child's health history was his mother; the Getty caption distributed two days earlier had quoted the hospital's clinical nutrition specialist. On July 25, 2025, the photograph ran on the Company's front page, captioned that the child "was born healthy but was recently diagnosed with severe malnutrition."

136. The article stood unchanged, with no reference to any pre-existing condition, through the morning of July 29, 2025. After outside critics identified the discrepancy, the Company revised the article to state that the child, "according to his doctor, had pre-existing health problems affecting his brain and his muscle development," language that tracks the Getty caption of July 22, and appended an editors' note stating that "[a]fter publication of the article, The Times learned from his doctor that Mohammed also had pre-existing health problems."

137. The Company's statement that it learned of the child's condition "after publication" is troubling for two related reasons. *First*, the Editorial Standards require verification, and the

professional medical information was already available on a major wire service under the child's name. Getty had published a photograph of the same child two days earlier with a caption identifying his pre-existing condition and quoting a hospital nutrition specialist. The Times, by contrast, appears to have relied on a lay account for its statement that the child was "born healthy," while ignoring the professional medical information already available in the Getty Images caption.

138. *Second*, the Company's internal communications call into question what Times employees knew before publication. Whether the Company's statement that it learned of the child's condition "after publication" is accurate is answered by a record in the Company's possession: the modification history of the description field on the child's frames. If that field was edited before the child's photograph was published, three controls the Company holds out to the public, fact-checking, photographic integrity, and Standards review, had the information and published its opposite. If it was edited afterward, the Company's own systems carried the correction for as long as five days while the front-page caption stood and readers were told nothing. On either account, a source-verification control that searched the child's name on July 23 or July 24 would have found his condition disclosed on a major wire service; none did. Petitioners do not ask the Court to decide which account is true. They ask for the records that will.

139. Three controls the Company holds out to the public—fact-checking, photographic integrity, and Standards review—had the information and ignored it. The record above suggests that the factual misrepresentation in the Company's reporting stems from a blatant violation of the Company's Editorial Standards. When basic violations occur with prior knowledge, the risk to the Company's brand and reputation becomes magnified, and therefore calls for Board oversight, assessment, and intervention to mitigate known risks to a mission critical area of concern.

I. The Notice Chain and the Disposition

140. The Whistleblower's account identifies at least ten senior editors and executives, by name, who received her reports about violations of the Company's internal controls or learned of those reports: Monica Drake, Charlotte Behrendt, Susan Wessling, Mike Abrams, Phil Corbett, Joanna Helferich, Carolyn Ryan, Solana Pyne, Patrick Kingsley, and Mark Scheffler. Two sitting directors were on notice of the underlying concern: the Chief Executive Officer, who was present when the framing complaints from a number of desks were reported at the December 2023 all-hands meeting, and the Chairman, whose May 2019 written commitment to antisemitism training remains unfulfilled.

141. The Whistleblower's record repeats one sequence at each level of the Company's oversight structure: a report of a standards violation went in, the Company acknowledged it, and, so far as the record shows, nothing changed. That sequence holds at the desk, at Standards, at Human Resources, at Employee Relations, and at the masthead. Since 2017, when the Company eliminated the public editor, these channels have been the only accuracy and integrity controls the Company holds out as existing. The Whistleblower used each of them as designed.

142. The evidence above raises substantial questions about whether the Company's internal reporting controls function, and whether any channel exists by which editorial-standards complaints reach the Board. The Whistleblower's reports were referred back to the desk head whose conduct they concerned; she was instructed not to escalate beyond that supervisor; and she was told that it was not her job "to be the ombudsman of the New York Times" and that continued reporting was harming workplace culture and morale. Complaints handled that way do not reach the Board, and the Board cannot oversee compliance with standards it is not told are being violated. Indeed, the Company's public disclosures identify no channel by which editorial-standards

complaints are reported to the Board or to any committee of it. The unfortunate episodes described above suggest reporting controls are being weaponized in retaliatory fashion to the detriment of the Company and its stockholders.[3]

IX. PETITIONERS SERVED A DEMAND AND THE COMPANY WRONGLY REFUSED INSPECTION

143. On May 29, 2026, NCPPR served a written demand upon the Company's Corporate Secretary under BCL § 624 and the common law of New York seeking inspection of books and records. On June 5, 2026, the Company refused to produce documents, asserting that the demand was "pretextual."

144. On August 10, 2026, Petitioner SBA served a written demand upon the Company's Corporate Secretary under BCL § 624 and the common law of New York (the "Demand," which NCPPR has agreed shall be the operative demand for purposes of this proceeding), seeking inspection of books and records for the period January 1, 2020 through the date of production (the "Relevant Period"). The Demand included the affidavit described in BCL § 624(c), by documentary evidence of SBA's ownership of Class A common stock, and by a power of attorney authorizing counsel to act on SBA's behalf. The Demand sought, among other categories, the following:

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[3] The Whistleblower's complaints and concerns are not limited to her desk. The same imbalance runs through the Company's coverage at large. For instance, a peer-reviewed study read all 1,559 Company news articles published between October 7, 2023 and June 7, 2024, that mentioned both Israel and Gaza. The study found that roughly 70% of the articles that described the war followed a "dominant narrative," which recounted the October 7 attack and mounting Palestinian casualties while omitting Israeli deaths after October 7 and the deaths of Hamas fighters. Among the articles closest to the fighting, only 11% mentioned Israeli military casualties after October 7; more than 36% told the story of a Gazan who was suffering, and fewer than 4% told the story of an Israeli suffering after October 7. Israeli soldiers were killed on 128 days during that period. The Company mentioned an Israeli death on 74. The study documents these "imbalances in the reporting of the war . . . could plausibly influence the opinions of a reader in a direction that is at odds with reality." Edieal Pinker, *How the New York Times Framed the War Between Israel and Hamas,* Studies in Conflict & Terrorism (2026).

a. Board and committee materials concerning the design, operation, adequacy, testing, or failure of the Company's pre-publication review programs, and concerning compliance or non-compliance with the Editorial Standards;

b. Board and committee materials concerning defamation and related litigation exposure, and concerning reputational risk as an element of enterprise risk;

c. Officer-level materials concerning compliance with the Editorial Standards, including any audit, review, metric, or assessment measuring whether they are in fact followed, and the intake and disposition of internal complaints alleging that published material did not meet them;

d. Documents sufficient to identify any reporting channel by which editorial standards compliance, journalistic accuracy, source verification, corrections practice, or defamation exposure reaches the Board or any committee, and whether any of those subjects has ever appeared as an agenda item;

e. All versions of the Audit Committee Charter and of the Editorial Standards, with documents sufficient to show who approved each version and whether any version was presented to the Board; and

f. Documents bearing on the independence and disinterestedness of the directors, including the role of the Trust's trustees in their nomination.

145. The Demand stated the purposes for which inspection was sought:

a. to investigate potential mismanagement in the Board's oversight of the Company's compliance with its own editorial standards;

b. to assess the condition, value, and safety of Petitioners' investment;

c. to obtain information in aid of legitimate contemplated litigation;

d. to assess the ability of the Board to consider impartially a demand under BCL § 626(c); and

e. to communicate with the Board and to propose reforms to the Company's governance practices.

146. The Demand advised the Company that, absent inspection or a written commitment to a concrete production schedule within fourteen days, Petitioners would commence a special proceeding under Article 4 of the CPLR.

147. On August 21, 2026, counsel for the Company refused the Demand in its entirety. The Company asserted that the Demand "does not serve a proper purpose and violates the First

Amendment"; that Petitioners' stated concerns are "transparently pretextual and made in bad faith"; that the Demand's requests "are improper on their face because they seek records of the day-to-day business and editorial judgments of The Times"; and that the Demand constitutes "coordinated harassment."

148. The Company produced no documents. It did not identify any category of the Demand that it regarded as proper. It did not propose a narrower production. It did not propose any terms on which it would produce anything at all.

X. THE SBA NARROWED THE SCOPE OF DOCUMENTS REQUESTED FOR INSPECTION

149. Notwithstanding the Company's refusal, Petitioners sought to avoid the need for court intervention. By email dated August 26, 2026, counsel for Petitioner SBA requested a meet and confer and, without waiving or limiting the Demand, offered to resolve the Demand in the first instance in return for production of a subset of materials. Counsel represented that Petitioners seek, in that tranche, only the following:

a. documents sufficient to identify during the Relevant Period any charter provision, delegation of authority, standing agenda item, escalation protocol, or established practice by which the Standards Editor, the Executive Editor, the Opinion Editor, the Reader Center, or the Chief Legal Officer reports or has reported to the Board or any committee on editorial standards compliance, journalistic accuracy, source verification, corrections practice, or defamation exposure;

b. agendas and annual calendars sufficient to show during the Relevant Period whether any of those subjects has ever appeared as an item before the Board or any committee;

c. all versions of the Audit Committee Charter in effect during the Relevant Period, together with materials concerning the amendment adopted June 12, 2026;

d. all versions of the Editorial Standards, together with documents sufficient to show who approved each version and whether any version was presented to, reviewed by, or approved by the Board or any committee during the Relevant Period; and

e. documents sufficient to show during the Relevant Period the reporting line of the Standards Editor, including whether that officer has any right or obligation to communicate directly with the Board, the Audit Committee, or any independent director.

150. Counsel also represented that Petitioners do not seek, in that tranche or otherwise, the deliberations of any editorial body, any reporter's notes, any unpublished draft, any information pertaining to a source, or any attorney work product.

151. The narrowed requests answer the primary objection the Company stated. The Company refused on the ground that the Demand sought records of the Company's "day-to-day business and editorial judgments." The materials described above are charters, agendas, reporting lines, and successive versions of documents that the Company itself adopted and, in the case of the Editorial Standards, publishes. None of them discloses any published or unpublished content, any editorial deliberation, or any information pertaining to a source.

152. Nor do the narrowed requests implicate the First Amendment objection the Company asserted. They seek no reporter's notes, no unpublished drafts, no editorial deliberations, and no information pertaining to any source, the category New York protects by statute. Civil Rights Law § 79-h. They seek the Board's own governance records: charters, agendas, reporting lines, and the successive versions of a document the Company publishes to the world. While the First Amendment may protect what the Company prints, it does not exempt the Company's directors from the duty of care that BCL § 717 imposes on the directors of every New York corporation. Nor does the First Amendment exempt the Company's governance records from the inspection right that BCL § 624 and the common law give every shareholder.

153. Each request is framed so that the absence of responsive documents is itself a complete and verifiable response. If no reporting channel exists, the Company may say so and produce nothing. If the Board does oversee the Company's compliance with its own editorial standards, these are the documents that would establish it.

154. The parties met and conferred on September 1, 2026. During the call, counsel for Petitioners explained how the narrowed production sought to respond in good faith to the objections raised by the Company in response to the Demand. The Company remained adamant that no production would be made.

XI. POST-DEMAND DEVELOPMENTS FURTHER SUPPORT INSPECTION

155. On August 20, 2026, a jury in the United States District Court for the Northern District of Alabama returned a verdict finding the Company liable for defamation and awarding $9.25 million, including approximately $7.5 million in punitive damages, to Kai Spears, a former University of Alabama basketball player whom the Company had reported, on the word of a single anonymous source, to have been present in a car at a fatal shooting.[4] The Company has described the verdict as its first defamation loss at trial in more than fifty years.

156. The verdict was returned while the Company was preparing its response to the Demand. The Company delivered that response the next day, on August 21, 2026.

157. In that response, the Company characterized the defamation exposure identified in the Demand as illusory. It described that exposure as arising from "a meritless threatened lawsuit that will likely never materialize," and stated that Petitioners' concern with litigation risk was "feigned." The threatened lawsuit to which the Company referred was the potential defamation action that the Prime Minister of Israel announced on May 14, 2026 in response to the Kristof column. The Company's letter said nothing about the verdict a jury had returned the afternoon before.

158. The Company's own securities filings describe that exposure differently. The Company tells its investors that public figures who are the subjects of its reporting "have in certain

[4] Although the court subsequently reduced the award to $4.75 million on the grounds that the jury's punitive figure was too high, the finding of liability stands.

instances become more active pursuing defamation and/or libel lawsuits against media outlets," and that such proceedings can have an adverse impact through legal costs, harm to the Company's reputation, and the diversion of management's attention. A jury verdict is not a threatened proceeding.

159. The verdict bears on this Petition directly. Internal emails and other evidence made public in the defamation trial show the same pattern as earlier governance failures: that the Company's own controls identified the failure and that the Company published, and then stood by, the story anyway. See Bill Grueskin, How the Times Lost a Defamation Trial, Columbia Journalism Review (Sept. 16, 2026), available at: https://www.cjr.org/news/how-the-new-york-times-lost-defamation-trial-university-alabama-basketball-shooting-witz-spears.php.

160. The most troubling facts include the following. *First*, the Company's reporter never asked Mr. Spears whether he was in the car. The reporter testified at trial that had Mr. Spears denied it, "I don't think we would have run the story." *Second*, the day after publication, the Company's own standards editor, Philip Corbett, wrote to the leaders of the Sports section: "To state the painfully obvious, I hope we're right on this. Also, I hope we did our usual level of due diligence in handling this anonymous sourcing," adding that he was "not sure it was a good idea to give the ID as an unequivocal fact at the top, with no attribution at all, if our basis was one anonymous source." That email reached the court record only because Mr. Corbett had taken the Company's lawyers off the chain, stripping it of privilege. *Third*, within hours, the Company received a deluge of denials from Mr. Spears' lawyer ("demonstrably false and libelous"), the University ("inaccurate report"), Mr. Spears (the author "had complete disregard for the truth"), and Mr. Spears' father ("We are exploring all legal options"). *Fourth*, within days of publication the reporter texted a colleague that his source was "steadfast but there's some equivocation about

how the source knew," and that "[a]nother source told me yesterday I'm likely wrong but won't elaborate or go on the record." In the same period, a Company spokesperson told the press: "We're confident in our story and we stand by it." The Company corrected the story *seventy-nine days after publication*, and only *after* Mr. Spears sued on May 30, 2023.

161. The Audit Committee charter conditions the Chief Legal Officer's reporting to the Committee on matters "that may have a material impact on the financial statements." The events that produced an adverse jury verdict carrying punitive damages—a standards editor's written doubt the day after publication, a reporter's private acknowledgment that a second source said he was wrong, and a seventy-nine-day delay in correction—are the kind of matter any basic governance apparatus would capture. The Demand seeks a narrowly tailored scope of documents to ensure that the Board is adequately overseeing the Company's compliance and noncompliance with its own Editorial Standards.

CAUSE OF ACTION

(Inspection of Books and Records under BCL § 624 and New York Common Law)

162. Petitioners repeat and reallege each and every allegation contained above as if set forth fully herein.

163. BCL § 624 and New York common law require the Company to provide shareholders with access to books and records upon a showing of good faith and a proper purpose reasonably related to their interests as shareholders.

164. As detailed herein, Petitioners made written demands upon the Company under BCL § 624 and New York common law, and the Company has refused to comply with its duties under BCL § 624 and New York common law.

165. Article 4 of the CPLR provides a device for challenging the actions of the Company and enforcing Petitioners' rights under New York law. Petitioners have a clear right to the enforcement of, and compliance with, BCL § 624 and New York common law.

166. Petitioners have no adequate remedy at law.

167. As such, Petitioners are entitled to judgment under CPLR Article 4 ordering the Company to comply with the Demand under BCL § 624 and New York common law, and, in the first instance, to produce the narrowed categories set forth in counsel's email dated August 26, 2026, without waiver of the balance of the Demand.

WHEREFORE, Petitioners demand an order for relief as follows:

A. Directing Respondent to permit Petitioners and/or their attorneys to inspect and copy the materials requested in the Demand as narrowed by email dated August 26, 2026, and, upon such further showing as the Court may require, the balance of the materials requested in the Demand;

B. Awarding Petitioners the costs of this proceeding, together with such further relief as the Court may deem just and proper under BCL § 624(d), including attorneys' fees upon a showing that the Company's refusal was made in bad faith; and

C. Awarding such other and further relief as the Court deems appropriate.

Dated: September 23, 2026

Respectfully Submitted:

ATTORNEY GENERAL OF FLORIDA

JAMES UTHMEIER
ATTORNEY GENERAL
STATE OF FLORIDA

Lizabeth Brady
Director, Antitrust Division
R. Scott Palmer *(pro hac vice forthcoming)*
Special Counsel
Nathaniel R. Koch *(pro hac vice forthcoming)*
Senior Assistant Attorney General

FLORIDA OFFICE OF THE
ATTORNEY GENERAL
PL-01, The Capitol
Tallahassee, FL 32399-1050
Telephone: (850) 414-3300
Facsimile: (850) 488-9134
Liz.Brady@myfloridalegal.com
Scott.Palmer@myfloridalegal.com
Nathaniel.Koch@myfloridalegal.com

NATIONAL JEWISH ADVOCACY CENTER

s/ *Mark Goldfeder*
Mark Goldfeder
Bencion Schlager
David Benger
Anat Alon-Beck
Mark Lebovitch
954 Airport Road Suite 1196
Atlanta, Georgia 30341
Tel: 332-278-1100
Mark@njaclaw.org
Ben@njaclaw.org
David@njaclaw.org
Anat@njaclaw.org
Marklebovitch@gmail.com

Counsel for National Center for Public Policy Research & State Board of Administration of Florida

SCHALL, BROWN & SCHWARTZ LLP

David J. Schwartz
274 White Plains Road, Suite 1
Eastchester, New York 10708
Tel: 914-206-9742
David@schallfirm.com

Brian J. Schall *(pro hac vice forthcoming)*
Andrew J. Brown *(pro hac vice forthcoming)*
2049 Century Park East, Ste. 2460
Los Angeles, California 90067
Tel: 310-301-3335
Brian@schallfirm.com
Andrew@schallfirm.com

Counsel for State Board of Administration of Florida

GRANT & EISENHOFER P.A.

Jay W. Eisenhofer
James S. Notis
Abe Alexander
Lauren J. Salamon
485 Lexington Avenue, 29th Floor
New York, New York 10017
Tel: 646-722-8516
jeisenhofer@gelaw.com
jnotis@gelaw.com
aalexander@gelaw.com
lsalamon@gelaw.com

Counsel for National Center for Public Policy Research