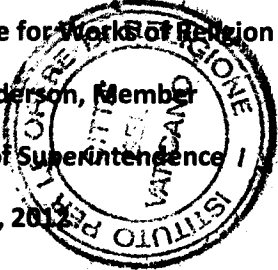


**NOTICE AND MEMORANDUM
OF
VOTE AND RESOLUTION OF NO CONFIDENCE**

To: President Ettore Gotti Tedeschi
Institute for Works of Religion
Fr: Carl Anderson, Member
Board of Superintendence I
Da: May 24, 2012
Su: Governance



This *Notice and Memorandum of the Regular Meeting of the Board of Superintendence* notifies you and provides the reasons for which you, in your capacity as President of the Institute, have received a vote of no confidence made by the Members of this Board on this day, May 24, 2012, and records events related thereto.

This memorandum is being provided to you due to the extraordinary circumstances of your abandonment of the premises of the Institute during the course of the Board's meeting.

The Board entered regular session at 2:00 pm, or shortly thereafter, to discuss, among other items, the question of governance of the Institute. The meeting took place in the offices of the Institute in the habitual manner and in English, as customary. Translation services were also available.

All members and Officers of the Board were present at the commencement of the proceedings.

Upon assembly of the members, you raised *sua sponte* the question of governance of the Institute and were given the opportunity to speak freely with respect to that question, an item that had been duly placed on the agenda. You spoke for more than seventy minutes. The Board entertained any and all questions from you, permitted you to continue your observations uninterrupted, and then engaged in further discussion.

Thereafter, you were asked whether you had any further questions or information you wished to provide before the Board proceeded with the governance agenda item, the basis for which was explained to you. You stated that you had no further questions. The Board then requested that you withdraw from the meeting to await its deliberation and vote.

At approximately 3:40 pm, a motion of no confidence was brought before the Board. The members discussed and deliberated the motion, and entered, together with the resolution of no confidence, the motivations therefore. The motivations were made based upon information known to the Board members.

During the deliberations, at 4.00 pm, you abandoned the premises of the Institute without notice and without waiting to receive notice as to the results of the no confidence vote.

The motivations for the Board's decision were read and entered into the record seriatim, and treated as separate bases for the vote of no confidence. The bases were duly recorded in the acts of the meeting and included:

- Failure to carry out basic duties incumbent upon the President to perform.
- Failure to remain informed of the activities of the Institute and to keep the Board informed.
- Abandoning and failing to attend meetings of the Board.
- Exhibiting lack of prudence and accuracy in comments regarding the Institute.
- Failure to provide any formal explanation for the dissemination of documents last known to be in the President's possession.
- Dissemination of inaccurate information regarding the Institute.
- Failure to publicly represent and defend the Institute in the face of inaccurate media reports.
- Polarizing the Institute and alienating personnel.
- Progressively erratic personnel behavior.

The Board also considered the statements made by you in the course of the May 24, 2012 proceedings and determined that one or more of those statements were not accurate.

The Board took special note of your prior unexcused and unexplained absences from Board meetings and further determined that the statements made by you during today's meeting reconfirmed your prior failure to provide full and adequate information to the Board in the past.

At approximately 5.00 pm, the Board voted that the above-mentioned motivations formed the basis for the adoption of the no confidence resolution, which states as follows:

"This Board of Superintendence of the Institute for Religious Works no longer reposes confidence in President Ettore Gotti Tedeschi, and recommends the discontinuation of his mandate as President and Member of this Board."

Having adopted the resolution, the acts and documents relating to this item were, by motions passed, retained by me as Secretary for the purposes of these proceedings and transmitted intact in authentic copy to the Commission of Cardinals for deliberation as to the consequences of the Board's determination.

This portion of the Board's meeting was temporarily adjourned at 5.30, with the remainder of the agenda to be resumed thereafter.



Carl Anderson
Carl Anderson, Member