



From: Broadcasting Board of Governors
Date: November 19, 2010
Subject: **Minutes of the BBG Meeting of November 19, 2010**

The Broadcasting Board of Governors (BBG) met today in Washington, D.C. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Chairman Walter Isaacson
Governor Victor Ashe
Governor Susan McCue
Governor Michael Meehan
Governor Dennis Mulhaupt
Governor Dana Perino
Governor S. Enders Wimbush
Under Secretary Judith McHale

Governor Michael Lynton was not in attendance at the meeting.

Other persons in attendance are listed at the end.

The agenda of the meeting is set forth in Attachment 1.

Chairman Isaacson called the meeting to order and noted that the open meeting was being held in compliance with the Government in the Sunshine Act and consistent with the Board's desire to be transparent to the public to the degree possible.

The Chairman stated that in October, the Board held a meeting at RFE/RL's headquarters in Prague, Czech Republic and thanked RFE/RL for hosting the meeting and for its assistance and support surrounding the events. The Chairman noted the draft minutes of the October Board meeting in the briefing book. Governor Mulhaupt made a motion to adopt the minutes of the October 13, 2010 meeting. Governor Ashe seconded. The minutes were unanimously adopted by the Board.

The Chairman noted that the Board continues to express its concern for Mr. Abdumalik Bobaev, a journalist for the Voice of America in Uzbekistan who was convicted by the Uzbek government. VOA Director Dan Austin reported that Mr. Bobaev had been sentenced by an Uzbek court to pay a fine of about \$10,000 for his work for VOA. Mr. Bobaev had appealed the conviction and the appeal was denied. In response to the Chairman's question about some means of financial assistance, BBG Executive Director Jeff Trimble replied that the Board had directed

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the staff to explore means to help journalists this type of trouble. In past instances, staff worked with the broadcast entities on a case-by-case basis and reached out to the State Department for assistance. The broadcast entities had also reached out to outside organizations for assistance, advice and counsel. Staff will continue to work on this. Mr. Austin also reported that a VOA contractor in China was detained by the Chinese government for distributing VOA English-learning materials, thereby stopping VOA's distribution in China.

Chairman Isaacson noted that the Board previously had discussed proposed VOA shortwave reductions that were in the FY 2009 budget request. Governor Wimbush remarked that the Board's objective is to try to get the right programming on the right platform to the targeted market, and that shortwave is part of the big strategic picture. Bruce Sherman, Director of the Office of Strategic Planning & Performance Measurement, confirmed that the BBG does measure the use of shortwave through extensive research contracted out to InterMedia, and that in certain key places such as Afghanistan, Burma, Nigeria, parts of Ethiopia, and parts of Zimbabwe, shortwave is still important. The Chairman said that the proposed VOA shortwave reductions was originally on the agenda for Board consideration, but understood that certain Board members needed more time to consider the proposal. Chairman Isaacson noted that the Board recently had a meeting with Congressional staffers in which the question about the use of shortwave was raised, and it would be prudent to delay a decision on shortwave reductions for a month to get more feedback and research for a better consensus. There was an agreement from the Board to wait until the December Board meeting to consider the proposed VOA shortwave reductions.

Chairman Isaacson announced that the BBG recently received a "clean opinion" on its annual financial statements. He also announced that the Board previously received separate briefings by Deputy Inspector General Harold Geisel and Director of the Office of Government Ethics Robert Cusick. The Chairman emphasized that the highest ethical standards have to be applied everywhere in the government, but more importantly within the BBG as it stands for freedom and credibility. As such, the Board considered a resolution to direct the Designated Agency Ethics Official to design and manage a comprehensive agency-wide ethics program.

The Board heard a report from the Governance Committee and adopted its recommendations. In response to an item to devolve more responsibility and activity from the Board to Committees including Board's request for staff to work on special projects, Chairman Isaacson cited the PAR as an example of extraordinary work by the staff which required significant time and efforts. With respect to an item on Agency management, Governor Ashe requested that the chart of an overview of BBG functional authorities be posted on the website. On the firewall policy, the Chairman emphasized that the journalists cover the news with the highest standards, and if there were any interference or pressure in the way the journalists cover the news, then the issue should come directly to the Board and be made public.

Chairman Isaacson welcomed OCB Director Carlos Garcia-Perez to his first Board meeting and Mr. Garcia-Perez gave brief remarks.

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IBB Director Dick Lobo presented a report of the IBB Coordinating Committee, including a draft terms of reference and a meeting scheduled for December 8. Mr. Lobo also presented an analysis of the IBB's strengths, weaknesses, opportunities and threats (SWOT). As directed by the Board, Mr. Lobo said that he would help organize an advisory board from the private sector to develop strategy for the Agency in social networking. Governor McCue added that the Board had sought experts in the field of social media to expand its knowledge in this area.

Chairman Isaacson stated that the Board, as part of its strategic review, was briefed by the U.S. Department of State and the Central Intelligence Agency on the global operating environment. Governor Wimbush summarized the strategic review process to date and announced that the 2010 Language Service Review (LSR) briefing book had been published. The Board agreed that the 2010 LSR briefing book should be posted on the BBG's website and distributed to the Members of Congress. Mr. Sherman stated that the Board will receive in the near future a summary of the findings of SWOT analyses across the BBG as well as individual entity's SWOT analysis.

Governor McCue acknowledged and thanked Leila Janah, Founder, Samasource; Hal Roberts, Fellow, Harvard Berkman Center; Professor Xiao, Director, China Internet Project, Berkley; and Chris Hughes, Co-Founder of Facebook and Founder of Juno for their participation in the BBG's digital ideas lab discussion. She added that the guests examined case studies and gave input to the individual entity's proposal for social networking.

The Board heard a presentation from InterMedia, including hindsight, insight and foresight of its 15 years of media and audience research with a focus on the changes in the media markets and the successes. InterMedia's presentation is set forth in Attachment 2. The Board also heard from representatives of Gallup on citizen views worldwide and what matters most to the people around the world.

The Broadcasting Board of Governors agreed to the following decision elements by unanimous consent:

1. Adoption of October 13, 2010 Minutes. The Board adopted the minutes of October 13, 2010 meeting set forth in Attachment 3.
2. Protection of Journalists. The Board expressed its continuing concern about the protection of contract journalists (or "stringers") -- such as Mr. Abdumalik Bobaev of the VOA Uzbek Service -- who are prosecuted for their activities on behalf of the BBG. The Board notes that, in many instances, these journalists have little, if any, means to defend themselves against allegations raised by their governments or prosecution in their courts. The Board directs the BBG staff to continue to explore options through which the Agency might provide some means of financial assistance to such journalists in trouble abroad, including by drafting legislation if appropriate. BBG staff is directed to provide recommendations to the Board by the next Board meeting.

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3. Resolution: Implementation of Model BBG Ethics Program. The Board expressed its gratitude to Robert Cusick, the Director of the U.S. Office of Government Ethics, for briefing the Board. The Board of Governors is committed to creating and fostering an ethical culture within the Agency. The Board's expectation is that all BBG supervisors and employees will comply with applicable federal ethics rules and guidelines. The Board directs the senior management of the Agency to create an environment of accountability among all levels of management in the Agency and among Agency employees in order to promote compliance with ethical guidelines.

The Board notes that it has been briefed on a proposed model ethics program that the Agency's ethics officers are planning to roll out over the course of the next year.

The Board adopted a related resolution and delegation of authority set forth in Attachment 4:

1. A resolution to direct the Designated Agency Ethics Official to design and manage a comprehensive agency-wide ethics program focused on inspiring a culture of ethical behavior throughout the Agency and to implement this program through training throughout the Agency over the course of the next year. Governor Wimbush moved to adopt the resolution, Governor Ashe seconded, and the resolution was unanimously approved by the Board.
 2. A delegation of authority to re-appoint Paul Kollmer-Dorsey as the Designated Agency Ethics Official and to nominate Patricia Hargrave as Alternate Designated Agency Ethics Official. Governor Wimbush also moved to adopt the delegation of authority, Governor Mulhaupt seconded, and the delegation of authority was unanimously approved by the Board.
4. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governors Mulhaupt and Ashe regarding the Governance Committee meeting held on November 18, 2010. The Board adopted the following Governance Committee recommendations:
 - Adoption of September 15, 2010 Committee Report. Governor Mulhaupt moved to adopt the September 15 Governance Committee report. Governor Wimbush seconded. The Board unanimously approved the Governance Committee recommendations from the September 15, 2010 Governance Committee Report, noting that the plenary Board has already adopted several of the Committee's recommendations at the Board's September 17 and October 13, 2010 meetings. The Governance Committee Report from September 15, 2010 meeting is set forth in Attachment 5.
 - Include Human Capital in Committee Mandate. Governor Mulhaupt moved to adopt the Governance Committee's recommendation to broaden its the mandate to include the functions of the Personnel Committee of the prior Board. Governor Wimbush seconded. The recommendation was unanimously approved, noting that the Board

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broadened the Governance Committee's mandate to include the functions of the Personnel Committee of the prior Board, that the Governance Committee Terms of Reference be furthered broadened to include the overall structure and use of human capital within BBG-funded United States international broadcasting (including, without limitation, issues of staff morale and management structures).

- Maximizing Use of Board Committees. That the plenary Board note the Committee structure established by the Board to facilitate BBG governance, along with the functions assigned to each Committee. A chart illustrating the Committee structure is attached as Attachment 6. In order to take advantage of BBG staff resources as efficiently as possible, that individual Governors endeavor, where possible, to raise new issues and requests for information as agenda items within the Board's existing committee structure, rather than reaching out to individual BBG staff members and that individual Governors give due consideration to, and clarify, the relative priority of their respective requests to BBG staff as compared to other ongoing Committee and Board projects.
- Agency Management. That the plenary Board note that (i) as head of agency, the Board has ultimate responsibility for ensuring that the BBG is a well-managed federal agency; and (ii) the authority for the day-to-day management of certain key functions of the federal agency has been delegated to the Director of the International Broadcasting Bureau, as shown in the chart set forth in Attachment 7 hereto, subject to the Board's ongoing supervision.

That the plenary Board affirm that, management and operation of the BBG as a federal agency in accordance with best federal practices is of strategic importance to the Board and to the continued success of United States international broadcasting. That the Governance Committee assess and clarify in a recommendation to the plenary Board the authority of the IBB Director to manage the day-to-day operations of certain key functions of the federal agency. That the Committee consider reporting mechanisms that will allow the plenary Board to assess the status of Agency policies and practices in key areas within the federal agency compared to best federal practices.

- Differences between the Federal Agency vs. Private Non-profit Entity Governance. That the plenary Board affirm that, in implementing its mandate over United States international broadcasting, BBG should take advantage of the operational flexibilities of its private nonprofit grantees, while giving due consideration to the requirements of the BBG's statutes and federal laws and regulations that are applicable to federal grantees.
- Government in the Sunshine Act Compliance Protocol. That the plenary Board note (i) the requirement of the Government in the Sunshine Act to make the decision-making of the Board open to public observation, subject to the statutory exceptions that are intended to preserve the integrity of the Board's deliberative processes, and

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(ii) that the BBG Office of the General Counsel has appointed a Government in the Sunshine Act compliance officer to monitor proposed Board activities and make recommendations to the Board Secretary to assure compliance with the requirements of the Act.

That the plenary Board adopt the Government in the Sunshine Act compliance protocol set forth in Attachment 8 as a guideline for structuring applicable Board activities in order to remain in compliance with the Act. Governor Mulhaupt made a motion to adopt the proposed Government in the Sunshine Act compliance protocol. Governor Ashe seconded. The protocol was unanimously approved by the Board.

- Firewall Policy. That the plenary Board note that the United States International Broadcasting Act of 1994 (as amended) contains safeguards (and the Board acts as a “firewall”) to preserve the journalistic independence and integrity of BBG programming from political and other types of interference from other parts of the federal government. That the existing policy be modified to require that, upon learning of any firewall violation, each relevant entity head shall report such violation immediately to the Board through the BBG Executive Director. Governor Mulhaupt made a motion to adopt the Committee’s recommendation. Governor Wimbush seconded. The recommendation was unanimously approved by the Board.
- Crisis Management. That BBG staff be directed to assess the existing policy, based upon input from the IBB Director and the broadcasting entities, and make recommendations to the Governance Committee on such changes to the policy as may be advisable, given the current state of BBG-sponsored United States international broadcasting and the BBG’s operating history.
- Public Access to the BBG Website. That BBG staff be directed to develop and propose “user-friendly” portals for the public to access information related to Board meetings and operations and propose a protocol for proactively releasing decisions of the Board to the public, consistent with ongoing Board guidance.
- Revision of Grant Agreements. That BBG staff be directed to initiate efforts to revise the grant agreements consistent with the plenary Board’s September 17, 2010 decision that the grant agreements should reflect the operational realities of the relationships between the BBG and each nonfederal grantee.
- Entity Oversight. That each grantee should establish an audit committee of its respective Board of Directors.

Chairman Isaacson announced the conclusion of the open meeting, and that the Board will receive a briefing from Mr. Lobo on Internet circumvention technology.

Other Attendees:

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The following persons were also present during all or part of the meeting: BBG Executive Director Jeffrey Trimble, BBG Deputy General Counsel Paul Kollmer-Dorsey, Chief Financial Officer Maryjean Buhler, Special Projects Officer Oanh Tran, Congressional Coordinator Susan Andross, Director of the Office of Strategic Planning & Performance Measurement Bruce Sherman, Director of Public Affairs Letitia King, Senior Strategist Paul Marszalek, President Management Fellow Ashley Pyle, and BBG Contractor Erika Orban; Libby Liu, President of Radio Free Asia (RFA); Brian Conniff, President of the Middle East Broadcasting Networks (MBN); Carlos García-Pérez, Director of the Office of Cuba Broadcasting (OCB); Danforth Austin, Director of the Voice of America (VOA); Richard Lobo, Director of the International Broadcasting Bureau (IBB); Rebecca McMenemy, IBB New Media Director; Kelu Chao, IBB Director of Performance Review; Gary Thatcher, IBB Director of the Office of Marketing and External Liaison; Andre Mendes, IBB Director of Technology, Services, and Innovation; Jennifer Lea Ramsey, IBB Visual Information Specialist; Alison Klein, IBB Photo Editor; Steve Redisch, VOA Executive Editor; Barbara Brady, VOA Chief of Staff; Brian Schiff, VOA Radio Broadcast Technician; Irvin Rubenstein, OCB Director of Administration; Michael Marchetti, RFE/RL Vice President of Finance; John Lindburg, RFE/RL General Counsel & Secretary; John Giambalvo, RFE/RL Deputy Chief Financial Officer; Ricki Green, RFE/RL Associate Director for Visual Media; Diane Zeleny, RFE/RL Director of Communications and Congressional Relations; Kelley Sullivan, MBN Vice President for Administration/Treasurer; Anne Noble, MBN General Counsel; Kataryna Lyson, BBG Assistant General Counsel; Andrew Krog, BBG Assistant General Counsel (FOIA/Ethics/PA); Lynne Weil, Senior Advisor to the Under Secretary for Public Diplomacy & Public Affairs; Robert Coonrod, President and CEO of InterMedia; Amanda Noonan; InterMedia Senior Regional Research Manager for Asia; Myriam Benlamlih, InterMedia Project Manager MENA; Jon Clifton, Deputy Director of Gallup; and Ahmed Younis, Gallup Senior Consultant and Senior Analyst for its Center for Muslim Studies.

Approved:

Walter Isaacson
Chairman

Witnessed:

Paul Kollmer-Dorsey
Secretary

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Attachments:

1. Agenda for November 19, 2010 Meeting
2. InterMedia Highlights 15 Years Media and Audience Research (attached separately)
3. Minutes of October 13, 2010 Meeting
4. Resolution and Delegation of Authority on Ethics
5. Governance Committee Report from September 15, 2010
6. BBG Committee Structure
7. Overview of BBG Functional Authorities
8. Government in the Sunshine Act Compliance Protocol

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ATTACHMENT 1

BROADCASTING BOARD OF GOVERNORS November 2010 Meeting Agenda

Friday, November 19

11 – 12:30 Broadcasting Board of Governors' Meeting

I. Open Session

Chairman's Remarks

- A. Adoption of Minutes of October 13, 2010 Meeting
- B. Protection of Journalists
- C. Resolution: Implementation of Model BBG Ethics Program
- D. Governance Committee Report
- E. IBB Coordinating Committee Status Report
- F. BBG Strategic Review: Global Operating Environment – Research Briefings
 - InterMedia
 - Gallup
- G. Other Items for Consideration at Next Board Meeting

12:30 Meeting Adjourned

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ATTACHMENT 3

From: Broadcasting Board of Governors
Date: October 13, 2010
Subject: **Minutes of the BBG Meeting of October 13, 2010**

The Broadcasting Board of Governors (BBG) met today in Prague, Czech Republic at RFE/RL Headquarters. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Chairman Walter Isaacson
Governor Victor Ashe
Governor Michael Meehan
Governor Dennis Mulhaupt
Governor S. Enders Wimbush

The following Board members were not in attendance:

Governor Michael Lynton
Governor Susan McCue
Governor Dana Perino
Under Secretary Judith McHale

Other persons in attendance are listed at the end.

The agenda of the meeting is set forth in Attachment 1.

Chairman Isaacson opened the meeting and noted that, while in Prague, the Board met with President Vaclav Havel, who helped convince RFE/RL to move from Munich, Germany to Prague, Czech Republic, and continues to be an inspiration to U.S. international broadcasting.

The Chairman said that the Board was extraordinarily impressed with RFE/RL's operations, including its new work in social media, as well as RFE/RL's pursuit of its traditional mission and its efforts to extend its reach to places like Afghanistan. Governor Wimbush echoed the Chairman's comment and commended RFE/RL President Jeff Gedmin on the style and substance of his leadership and the huge strides that he has made in advancing RFE/RL's interests.

Following Mr. Gedmin's comment about collaboration among the BBG-funded broadcasting entities, the Chairman added that such collaboration is important in order to permit the broadcasting entities to make their programming available to each other and to audiences

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throughout the real and virtual worlds, whether through bloggers, other forms of social media or traditional media.

Chairman Isaacson also added that he was inspired by the new RFE/RL building which example the BBG should emulate by having a state of the art building in the Washington, D.C. area to serve the needs of all BBG-funded broadcasting entities in the future.

The Chairman suggested a session on the Capitol Hill in late January or early February when the new Congress is in session or around the January Board meeting so that the broadcasting entities could talk about what they are doing in social media and new media—both in technology and content. He asked Governor Ashe to work with the Communications and Outreach Committee to determine the best date and time to hold such an event.

Chairman Isaacson noted that this was IBB Director Dick Lobo's first Board meeting. Mr. Lobo thanked the Chairman for agreeing to perform his ceremonial swearing-in to be held the following week in Washington, D.C. at BBG headquarters.

The Chairman announced that the issue of the safety and security of the journalists, although not on the Board's formal agenda, is of great importance to the Board and has to be addressed. He stated that the Board wishes to express concern for Mr. Abdumalik Boboev, a journalist for the Voice of America, who was on trial in Uzbekistan. If convicted, Mr. Boboev could face several years in jail. The Board believes, like all journalists, Mr. Boboev is required to present accurate and balanced reports, should be allowed to do his job without interference, and should not be penalized for doing his job. There followed an update by VOA Director Dan Austin on Mr. Boboev's situation. At Governor Ashe's suggestion, a draft resolution was presented for Board consideration. Governor Ashe moved a motion to adopt the resolution, Governor Meehan seconded, and the resolution was unanimously adopted by the Board.

In considering the minutes of the September 17, 2010 meeting, Governor Ashe made suggestions on the content and style for minutes, including making available to the public any supporting documents in order to promote transparency of Board meetings. Governor Wimbush recommended that the subject on minutes be referred and discussed in the Governance Committee. Chairman Isaacson agreed. Governor Wimbush moved a motion to adopt the minutes of the September 17, 2010 meeting, Governor Mulhaupt seconded, and the minutes were unanimously adopted by the Board.

Governor Mulhaupt reported that the suggested revisions made at the last Board meeting for the interim BBG By-Laws had been incorporated and moved to adopt the BBG By-Laws. Governor Wimbush seconded. The BBG By-Laws were unanimously adopted.

Governor Mulhaupt noted that the 2011 BBG meeting schedule had been revised and would be subject to further revision as needed. He suggested that the meeting schedule be adopted with certain. The proposed meeting in May 2011 would be omitted such that the plenary Board would not meet in Prague, Czech Republic until mid-year of 2012. He suggested that the Board meet in Washington, D.C. in June 2011, and that committee meetings would be held including a meeting in Prague in 2011. Governor Mulhaupt moved a motion to adopt the revised schedule as

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amended, Governor Ashe seconded, and the 2011 BBG meeting schedule was unanimously adopted by the Board.

The Chairman announced that he planned to travel to Miami, FL for an OCB event the following week.

At the Chairman's invitation, Governor Wimbush gave a report on the recent activities of the Budget and Strategy Committee, including its meeting on October 1, 2010 which was attended by all broadcasting entities. He described the Committee's recommendations. Chairman Isaacson asked that, at each meeting, the Committee would report to the Board on the strategic review process and make its report available to the public. Chairman Isaacson recommended that there be a place on the BBG website for the public to submit ideas during the strategic review. He also recommended that the Budget and Strategy Committee hold informal listening sessions. There followed a discussion of the importance of the strategic review and the value of a strategic plan. Governor Wimbush moved a motion to adopt the Committee's recommendations, Governor Mulhaupt seconded, and the Committee's recommendations were unanimously approved by the Board.

The Chairman noted that Governors Mulhaupt and Ashe were recently in Georgia and asked Governor Mulhaupt, who had been designated as Chair of the RFE/RL Board of Directors, to report on his trip that was organized by RFE/RL President Jeff Gedmin. Governor Mulhaupt acknowledged and thanked the RFE/RL staff and its bureau staff for their work in the region. On behalf of the Board, Governor Mulhaupt congratulated Mr. Gedmin on being awarded an Honorary Doctorate by the Tbilisi State University. There followed brief comments by Governor Ashe who joined Governor Mulhaupt for an RFE/RL news conference during his visit there as a guest of the International Republican Institute.

The Broadcasting Board of Governors agreed to the following items by unanimous consent:

1. Adoption of September 17, 2010 Minutes. The Board adopted the minutes of September 17, 2010 meeting set forth in Attachment 2.
2. Adoption of BBG By-Laws. The Board adopted the BBG By-Laws as set forth in Attachment 3.
3. 2011 BBG Meeting Schedule. The Board approved the 2011 BBG meeting schedule, as amended, which is included in Attachment 4.
4. Adoption of Budget and Strategy Committee Recommendations. The Board agreed to adopt in full the recommendations set forth in the Committee's October 1, 2010 report. The report is attached in Attachment 5. In particular, the Board affirms:
 - a. The value of a strategic plan as a leadership document that defines the Agency's course of action, provides a common basis to guide the work all elements of United States international broadcasting and creates a basis for measuring success.

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- b. That the BBG strategy should comply with federal strategic planning requirements and must also be a forward-leaning and dynamic document that draws on the collective expertise of all BBG-sponsored entities.
 - c. That, in order to undertake the day-to-day tasks needed to formulate and execute the work required by the strategic planning process, the BBG staff should organize an inter-entity steering group comprised of professionals from each BBG-sponsored entity (VOA, OCB, IBB, RFA, RFE/RL, and MBN). The BBG Director of Strategic Planning and Performance Measurement is directed to coordinate this process under the Committee's continuing oversight and direction.
 - d. That the IBB Coordinating Committee has an important role to play in providing insight and recommendations regarding operational strategies for U.S. international broadcasting. Its work should be integrated into the strategic review planning process as part of the work of the inter-entity steering group.
5. Resolution on Abdumalik Boboev. By resolution, the Board adopted a resolution expressing concern for Mr. Boboev's fate, which is included in Attachment 6.

Chairman Isaacson announced the conclusion of the open meeting.

Other Attendees:

The following persons were also present during all or part of the meeting: BBG Executive Director Jeffrey Trimble, BBG Deputy General Counsel Paul Kollmer-Dorsey, Chief Financial Officer Maryjean Buhler, and Special Projects Officer Oanh Tran; Jeffrey Gedmin, President of Radio Free Europe/Radio Liberty (RFE/RL); Libby Liu, President of Radio Free Asia (RFA); Danforth Austin, Director of the Voice of America (VOA); Richard Lobo, Director of the International Broadcasting Bureau (IBB); Michael Marchetti, RFE/RL Vice President of Finance; John Lindburg, RFE/RL General Counsel & Secretary; RFE/RL Chief of Staff Elizabeth Portale; RFE/RL Deputy Chief Financial Officer John Giambalvo; RFE/RL Director of Technology Luke Springer; and RFE/RL Media Affairs Specialist Zachary Peterson.

Approved:

Walter Isaacson
Chairman

Witnessed:

Paul Kollmer-Dorsey
Secretary

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ATTACHMENT 4

BROADCASTING BOARD OF GOVERNORS BOARD RESOLUTION November 19, 2010

WHEREAS, the faith and trust of the American people in the integrity of government institutions is critical to the proper functioning of the Federal Government;

WHEREAS, a robust agency-wide Ethics Program firmly grounded in the Ethics in Government Act of 1978 and the Standards of Ethical Conduct for Employees of the Executive Branch is essential to the effective management and operations of a Federal agency;

WHEREAS, the Broadcasting Board of Governors believes that a culture of ethical behavior is a necessary foundational element to a reputation for honesty, objectivity, and impartiality;

WHEREAS, the Broadcasting Board of Governors has determined that a culture of ethical behavior is of strategic importance to conducting international broadcasting in accordance with the highest professional standards of broadcast journalism.

IT IS HEREBY RESOLVED THAT:

The BBG's Designated Agency Ethics Official shall design and manage a comprehensive agency-wide Ethics Program focused on inspiring a culture of ethical behavior throughout the agency;

Ethics Program changes pursuant to this resolution shall be implemented over the course of the next calendar year;

Agency senior management officials shall visibly support the announcement of Ethics Program changes, actively encourage universal Ethics Program participation and compliance, and commit official Agency resources or personnel, as appropriate, to direct the implementation of this resolution;

Agency supervisors at all levels will ensure that Agency employees under their supervision receive annual ethics training, and they shall ensure that adequate duty time is afforded Agency employees to attend or participate in Ethics Program training activities;

Agency supervisors at all levels will hold subordinates, including subordinate supervisors, accountable for compliance with the Standards of Ethical Conduct for Employees of the Executive Branch, as well as any Agency rules, policies, or procedures regarding implementation of or participation in the Ethics Program;

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All Agency employees are expected to know, understand, and abide by the Standards of Ethical Conduct for Employees of the Executive Branch and any supplemental regulations properly published by the agency, as well as to fully participate in any Ethics Program activity when directed to do so;

It is the individual duty of every Agency employee to seek advice or clarification from supervisors or Agency Ethics Officials when he or she is uncertain if a given activity is ethically sound or not.

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BROADCASTING BOARD OF GOVERNORS

DELEGATION ORDER 10-1

DELEGATION OF AUTHORITY TO THE DESIGNATED AGENCY ETHICS OFFICER
AND THE ALTERNATE AGENCY ETHICS OFFICIAL

Pursuant to the authority vested in the Broadcasting Board of Governors (“the Board”) under the United States Information and Educational Exchange Act of 1948, as amended (22 U.S.C. 1431, et seq.), the United States International Broadcasting Act of 1994, as amended (22 U.S.C. 6201, et seq.), the Foreign Affairs Consolidation Act of 1998 (Public Law 105-277), the Ethics in Government Act of 1978 (5 U.S.C. App.), Executive Order 12674 (54 FR 15159, 3 CFR, 1989 Comp., p. 215), as modified by Executive Order 12731 (55 FR 42547, 3 CFR 1990 Comp., p. 306), and other relevant laws, Executive Orders and regulations:

In accordance with 5 C.F.R. 2638.202(b), Paul Kollmer-Dorsey is hereby re-appointed as the Designated Agency Ethics Official (DAEO) for the Broadcasting Board of Governors. Patricia Hargrave is hereby appointed as the Alternate Agency Ethics Official (AAEO) for the Broadcasting Board of Governors.

In accordance with 5 C.F.R. 2638.202(c), functional authority to coordinate and manage the ethics program as set forth in 5 C.F.R. 2638.203 is hereby re-delegated to Paul Kollmer-Dorsey and delegated Patricia Hargrave as DAEO and AAEO, respectively. As stated in 5 C.F.R. 2638.202(b), the DAEO has primary ethics responsibility for the agency, and the AAEO shall only serve in an acting capacity in the event the DAEO is unavailable.

This Delegation Order is not redelegable.

This Delegation Order is effective, *nunc pro tunc*, November 19, 2010.

BROADCASTING BOARD OF GOVERNORS

Walter Isaacson
Chairman

Date _____

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ATTACHMENT 5

REPORT OF THE BBG GOVERNANCE COMMITTEE

Members: Walter Isaacson, Chair of the Broadcasting Board of Governors (*ex officio*)
Governor Victor Ashe, Committee Co-Chair
Governor Dennis Mulhaupt, Committee Co-Chair

Meeting Date: Wednesday, September 15, 2010

Venue: BBG Headquarters, Washington, D.C.

Summary of Committee's Recommendations

This meeting of the Governance Committee took place on September 15, 2010 at BBG Headquarters. Governors Victor Ashe and Dennis Mulhaupt were in attendance and co-chaired the proceedings. Governor Enders Wimbush was in attendance for part of the meeting. BBG Chair Isaacson was not in attendance.

The Governors deliberations were assisted by the following attendees: Jeffrey Trimble (Executive Director, BBG), Paul Kollmer-Dorsey (Board Secretary and BBG Deputy General Counsel), Oanh Tran (BBG Special Projects Officer), Ashley Pyle (Presidential Management Fellow), Andrew Krog (BBG Assistant General Counsel), Sheila Rajabiun (BBG Assistant General Counsel), Susan Andross (BBG Congressional Coordinator), Maryjean Buhler (BBG Chief Financial Officer), Jeffrey Gedmin (President, RFE/RL), John Lindburg (General Counsel, RFE/RL), Libby Liu (President, RFA), Bernadette Burns (General Counsel, RFA), Brian Conniff (President, MBN), Anne Noble (General Counsel, MBN), Dan Austin (Director, VOA and Acting Deputy Director, IBB).

The agenda of the meeting is set forth in Attachment 1 to this report.

Based on its deliberations, the Governance Committee makes the following recommendations to the Board:

Session I: Board Operations

- *Agenda Topic 1*—Review Governance Committee report from August 18, 2010 Governance Committee Meeting.
 - Committee Recommendations –
 - That the plenary Board adopt the Governance Committee recommendations from the August 18, 2010 Governance Committee Report.¹

¹ Adopted by the Board at the September 17, 2010 Board meeting.

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- That BBG staff be directed to develop a work plan to address each of the adopted recommendations in the Governance Committee Report, and prepare the deliverables associated with implementation of such recommendations.
- *Agenda Topic 2*—Proposed Revision of Governance Committee terms of reference.
 - Committee Recommendations –
 - That the Board adopts the revised Governance Committee terms of reference at the September 17, 2010 Board meeting.¹
 - That, following the Board’s adoption of the revised terms of reference, BBG staff be directed to provide briefing materials to the Governance Committee on the new committee mandates contained in the revised terms of reference for the Committee’s further consideration.
- *Agenda Topic 3*—Review of Draft BBG By-Laws.
 - Committee Recommendations –
 - That the Board adopts the updated BBG By-Laws and that BBG staff be directed to propose appropriate amendments thereto to reflect the ongoing work of the Governance Committee.²
 - The Board notes that the By-Laws apply to the Board acting in its capacity as the head of the federal agency, not as the Boards of Directors of the grantees. The Committee recommends that each BBG grantee adopt by-laws to describe the formal rules of procedure governing the conduct of their respective Boards of Directors.
- *Agenda Topic 4*—Review of proposed Government in the Sunshine Act compliance protocol. [DISCUSSION DEFERRED TO FUTURE MEETING]
- *Agenda Topic 5*—Review draft Terms of Reference for Communications and Outreach Committee
 - Committee Recommendation – That the Board establish a Communication and Outreach Committee with the Terms of Reference.¹
- *Agenda Topic 6*—Extraordinary meetings and broadcasting crises. [DISCUSSION DEFERRED TO FUTURE MEETING]

¹ Adopted by the Board at the September 17, 2010 Board meeting.

² Adopted by the Board at the October 13, 2010 Board meeting.

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- *Agenda Topic 7*—BBG Executive Director position description.
 - Committee Recommendations –
 - That the Board adopts the BBG Executive Director position description.³
 - That the BBG staff be directed to develop a delegation of authority from the Board to the BBG Executive Director consistent with the BBG Executive Director position description.
- *Agenda Topic 8*—Governance of non-federal Grantees and the appropriate role of levels of participation of United States international broadcasting entities in Board deliberations.
 - Committee Recommendations –
 - That, as requested by the Board, the elements of United States international broadcasting participate in Board deliberations to the extent possible permitted by law and regulation and consistent with preserving the integrity of Board deliberations as an agency of the Executive Branch.
 - That the BBG staff be directed to review and provide analysis of the current laws and regulations dealing with the disclosure of head of agency deliberations and make recommendations with regard to safeguards that can be put in place to protect the confidentiality of information exchanged during Board deliberations.
 - That representatives of BBG grantees be encouraged to provide input to Board committees and be encouraged to identify a working-level Board liaison to cooperate with BBG staff in providing input to committees established by the Board.
- *Agenda Topic 9*—Review of DG-5 and similar meetings among government-sponsored international broadcasters.
 - The Committee heard a report from VOA Director Dan Austin regarding plans for an upcoming meeting of the DG5. The Committee reached no conclusions regarding participation in future DG5 meetings or other similar meetings among government-sponsored international broadcasters on behalf of the Board
- *Agenda Topic 10*—Development of a proposed framework for Governor’s travel and official external liaison activities and mechanisms to facilitate communication and collaboration relating to Board member overseas travel. [DISCUSSION DEFERRED TO FUTURE MEETING]

³ Adopted by the Board at the September 17, 2010 Board meeting.

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ATTACHMENT 1

MEETING OF THE BBG GOVERNANCE COMMITTEE

Wednesday, September 15, 2010
BBG Conference Room, 2:00 – 5:00 PM EST

Members

Chairman Walter Isaacson (*ex officio*)
Governor Victor Ashe
Governor Dennis Mulhaupt

AGENDA

2:00 – 3:15

Session I: Board Operations

- Review Governance Committee report from August 18, 2010 Governance Committee Meeting.
- Proposed Revision of Governance Committee terms of reference.
- Review of Draft BBG By-Laws.
- Review of proposed Government in the Sunshine Act compliance protocol.
- Review draft Terms of Reference for:
 - Communications and Outreach Committee, and
 - IBB Coordinating Committee.
- Extraordinary meetings and broadcasting crises.
- Proposed 2011 Board meeting dates.

3:30 – 5:00

Session II: Intra-United States International Broadcasting Relations

- BBG Executive Director position description.
- Governance of non-federal Grantees and the appropriate role of levels of participation of United States international broadcasting entities in Board deliberations.
- Review of DG-5 and similar meetings among government-sponsored international broadcasters.
- Development of a proposed framework for Governor's travel and official external liaison activities and mechanisms to facilitate communication and collaboration relating to Board member overseas travel.

Other Attendees

Jeff Trimble, BBG Executive Director
Paul Kollmer-Dorsey, Deputy General Counsel and Board Secretary
Oanh Tran, Special Projects Officer
Ashley Pyle, Presidential Management Fellow

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As Needed

Bruce Sherman, Director of the Office of Strategic Planning and
Performance Measurement

Susan Andross, Congressional Coordinator

Letitia King, Director of the Office of Public Affairs

Bernadette Burns, RFA General Counsel

John Lindburg, RFE/RL General Counsel

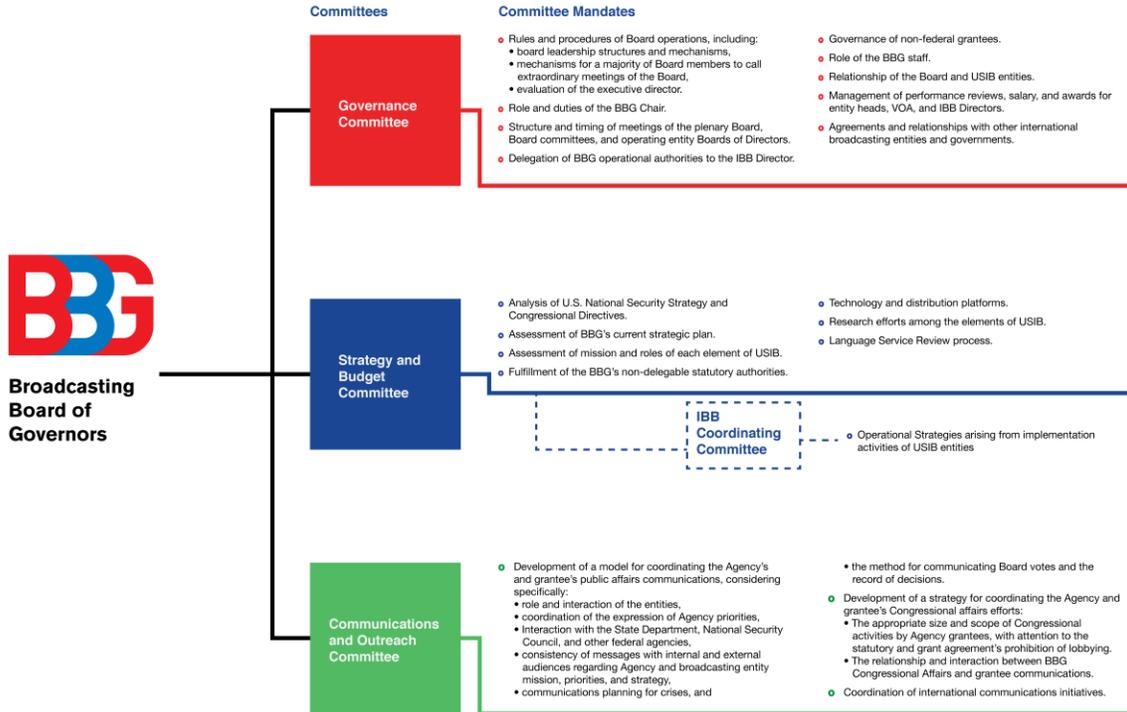
Anne Noble, MBN General Counsel

Andrew Krog, Govt. in the Sunshine Act Compliance Officer

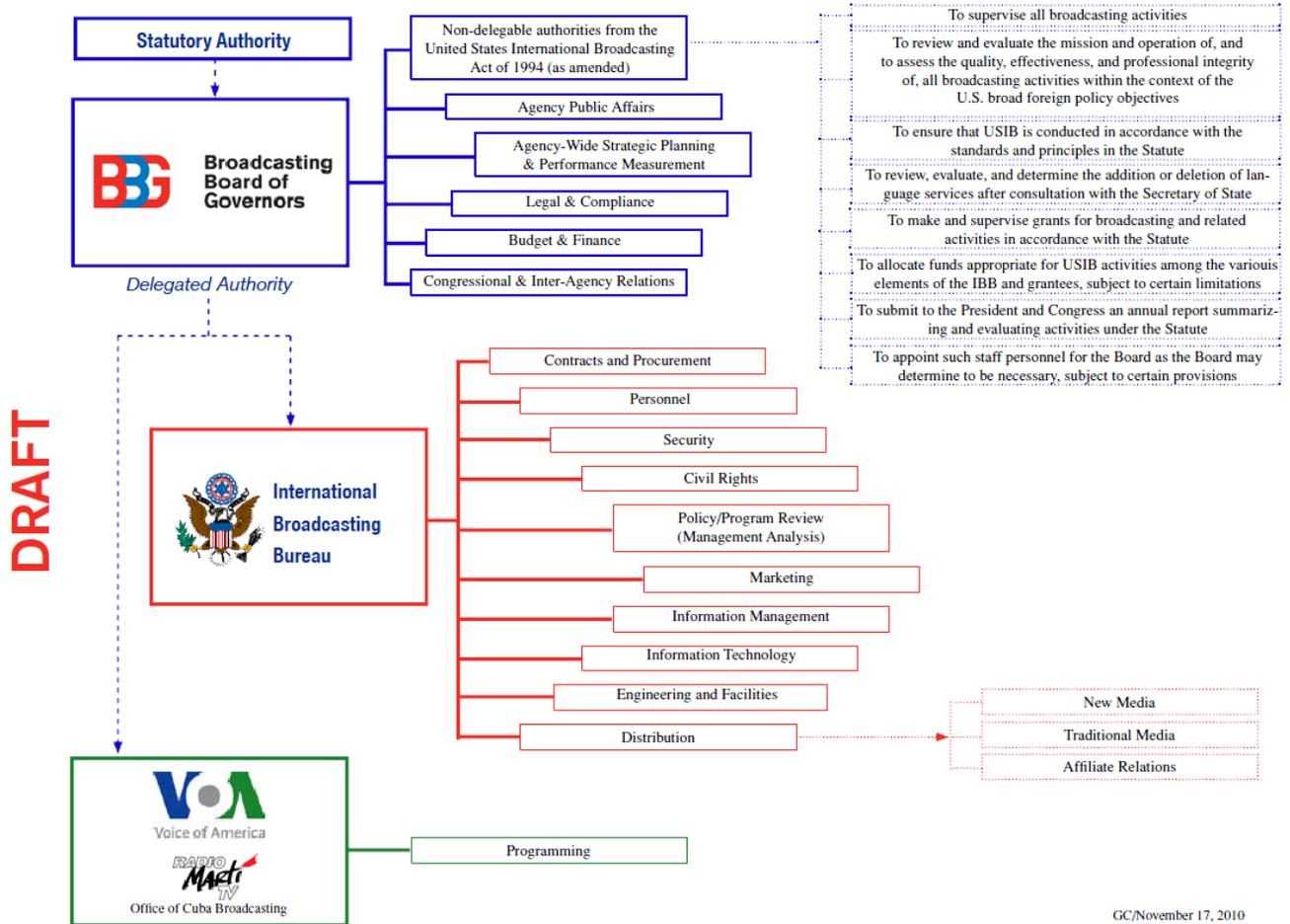
Other BBG and Grantee staff members will be invited to support the meeting based on their interest and expertise.

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ATTACHMENT 6



Overview of BBG Functional Authorities



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ATTACHMENT 8

GOVERNMENT IN THE SUNSHINE ACT (GISA) Compliance Protocol

Meetings v. Briefings

- Only “meetings” are required to be open to the public.
- A “meeting” requires joint action or discussions to produce joint action.
- Briefings from staff or preliminary discussions not intended to lead to joint action are not “meetings” under GISA and thus not required to be open to the public.
- Therefore, briefings can be closed to the public, but meetings should at least be partially open.

Process

- GISA requires public notice be published seven (7) days prior to a meeting; notice must include time and place of meeting and whether it will be open, closed, or include a closed session.
- Developing an agenda roughly 14 days prior to a meeting is crucial to determine which portions of a meeting may properly be closed to the public.
- 14 days before a meeting, a draft agenda will be distributed to Governors for review and input.
- Board Staff will indicate which (if any) possible agenda items are eligible for closure and indicate the applicable exemptions.
- Governors must vote to close a meeting to discuss particular agenda items, with a majority required to close; all votes should be cast at least 9 days prior to meeting.
- Board staff will prepare public notice and deliver to Federal Register 7 days prior to meeting, indicating whether the meeting will be fully open or partially closed.
- Open sessions of meetings do not need to be recorded; closed sessions must be recorded verbatim; non-meetings do not need to be recorded.
- There is no requirement under the GISA to create or publish any record of decisions; the only documentary requirements are the public notice and electronic recording or transcript of closed sessions.

