



## RESOLUTION

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### RESOLUTION TO REFORM THE BOARD'S COMMITTEE STRUCTURE

October 23, 2013

WHEREAS, in 2010, the Board established three standing committees (Governance, Strategy & Budget, and Communications & Outreach) to review topics of strategic importance to the Agency and to formulate recommendations to the plenary Board;

WHEREAS, the Board expresses its great appreciation to the members of the Board's standing committees for their extraordinary efforts and achievements since the formation of those committees; and

WHEREAS, the Board wishes to replace the current standing committees with a simplified committee structure composed of an Advisory Committee and special committees focused on specific issues of strategic interest to the Agency.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby dissolves the Board's standing committees known as the Governance Committee, Strategy & Budget Committee, Communications & Outreach Committee, as well as any subcommittees of such standing committees.

BE IT FURTHER RESOLVED that the text of Sections 4, 5 and 6 of the Broadcasting Board of Governors (BBG) By-Laws dealing with the dissolved standing committees shall be deleted.

BE IT FURTHER RESOLVED that the Board hereby establishes a new standing committee of the Board to be named the Advisory Committee in accordance with the By-Law provision described in the immediately following paragraph. The Board hereby appoints Jeffrey Shell as a member and the Chair of the Advisory Committee and Governors Matthew Armstrong, Michael Meehan and Kenneth Weinstein as members of the Advisory Committee.

BE IT FURTHER RESOLVED that the Board hereby agrees that the BBG By-Laws shall be amended to add the following:

#### *Section 4. Advisory Committee*

##### **4.01 POWERS**

The Advisory Committee shall be responsible for reviewing and formulating recommendations on BBG governance, financial oversight and audit, implementation of the BBG budget, execution of Board decisions, and other matters as directed by the plenary Board. The Advisory Committee will act in compliance with the written Terms of Reference adopted by the plenary Board.

## **4.02 COMPOSITION**

The Advisory Committee will be composed of the Chair of the Board and at least one (1) other Governor selected by the plenary Board (or such other number as may be determined by the Board). The Chair of the Board will serve as Committee Chair. The Advisory Committee will make decisions based on unanimous consent of its members, provided that, if the number of Committee members is increased to a number greater than two (2), then decisions will be made by a majority vote (with a quorum of two (2) members).

## **4.03 MEETINGS**

The Chair of the Advisory Committee should establish a meeting schedule and select meeting venues, provided that, in lieu of physical meetings, the Committee may meet by telephone, video conference or other means.

## **4.04 RULES**

The Advisory Committee shall have power to adopt rules for the conduct of its business in respect to all matters not provided for in the By-Laws, the decisions of the plenary Board, or the Committee's Terms of Reference.

BE IT FURTHER RESOLVED that the Board hereby adopts the Terms of Reference for the Advisory Committee provided in Attachment 1.

BE IT FURTHER RESOLVED that the Board hereby agrees to delete Section 2.17 of the BBG By-Laws (concerning Committees) and to delete in its entirety the fourth (4<sup>th</sup>) full paragraph of Section 3.01 of the BBG By-Laws (concerning the Chairman's authority vis-à-vis Committee) and replace it with the following text: "Act as Chair of the Advisory Committee of the Board and appoint special committees of the Board and chairpersons thereof."

BE IT FURTHER RESOLVED that the Board hereby agrees to add a new Section 5 to the BBG By-Laws regarding the establishment of Special Committees. Section 5 of the BBG By-Laws shall read as follows:

### *Section 5. Special Committees*

#### **5.01 POWERS AND PURPOSE**

The Chair of the Broadcasting Board of Governors, on the Chair's motion or upon the decision of the Board, shall have the authority to establish one or more Special Committees. The Chair of the plenary Board may designate the Chair of any Special Committee so established. A Special Committee may be established to investigate one or more designated topics or to carry out specific decisions of the Board. Upon completion

of the relevant purpose, the Special Committee will present a report and recommendations to the plenary Board, reflecting the views of the Special Committee members. Any such Special Committee will be dissolved thereafter with no further action of the Board required.

## **5.02 COMPOSITION AND PROCEDURES**

The Chair of the plenary Board shall appoint the members of each Special Committee and designate the Chair of the Special Committee. The Chair of each Special Committee should establish a meeting schedule. Special Committees may meet physically, by telephone, video conference or other means. The operations of each Special Committee will be supported by the Secretary of the plenary Board. Each Special Committee shall keep minutes of its meetings and, if practicable, report on the Committee's progress at each meeting of the plenary Board.

## **BBG ADVISORY COMMITTEE**

### **Terms of Reference**

#### **Purpose**

The objectives of the Advisory Committee are:

- (1) To oversee implementation of the plenary Board's decisions, monitoring the progress of special committees and managing other matters as directed by the plenary Board.
- (2) To provide Board oversight with regard to Broadcasting Board of Governors (BBG) financial reporting, accounting and procurement practices, and grant administration, making certain that such processes are accomplished in accordance with federal regulations. The Committee shall also work in consultation with the Agency's auditors and senior management to oversee with the auditing of BBG's financial statements and related subjects.

To develop and recommend governance rules and practices for the plenary Board to enable the Board to enjoy orderly and focused deliberations and provide appropriate oversight for the entities involved in United States international broadcasting.

#### **Members and Voting**

The Advisory Committee will be composed of the Chair of the plenary Board and at least one (1) other Governor selected by the plenary Board (or such other number as may be determined by the Board). The Chair of the plenary Board will serve as Committee Chair. The Advisory Committee will make decisions based on unanimous consent of its members, provided that, if the number of Committee members is increased to a number greater than two (2), then decisions will be made by a majority vote (with a quorum of two (2) members).

#### **Support for Committee Operations**

The operations of the Advisory Committee will be organized and supported by the Secretary of the Board and the BBG Advisory Director. Subject to limitations in applicable law, the Advisory Committee shall have the right to request any information that it may require from the International Broadcasting Bureau and any of the federal and non-federal entities that are funded by the BBG in order to inform and to facilitate its proceedings. The Committee may also require the attendance at its meetings of any officer of the International Broadcasting Bureau or any of the federal and non-federal entities that are funded by the BBG.

#### **Administrative Provisions**

The Advisory Committee is established as a standing committee of the Board. The Chair of the Committee should set a meeting schedule and select meeting venues, ensuring that the Committee meets at least four (4) times throughout the calendar year. In lieu of physical meetings, the Committee may meet by telephone, video conference or other means. The Committee should provide written reports of its proceedings, and the Committee Chair should

report the Committee's recommendations and proposals to the plenary Board as needed to inform and support the Board's decision-making.

### **Committee Mandate**

Subject to the applicable limitations set forth in the International Broadcasting Act and other applicable law, the Advisory Committee may provide consultation and guidance on behalf of the plenary Board to the Director of the International Broadcasting Bureau or other Agency officials to facilitate implementation of the plenary Board's decisions, and undertake such other matters and review such other issues as may be directed from time to time by the plenary Board.

The Advisory Committee shall be responsible for reviewing and formulating recommendations on BBG governance, financial oversight and audit, implementation of the BBG budget, execution of Board decisions, and other matters as directed by the plenary Board. The Committee may consider and submit recommendations and proposals to the plenary Board concerning the following:

- Use of funds by the BBG and the federal and non-federal elements of United States international broadcasting.
- BBG's financial reporting and accounting practices.
- BBG's procurement practices and regulations.
- Administration of grants to BBG-funded grantees.
- Compliance with audits, reports and recommendations of the Office of Inspector General.
- Oversight of implementation of the BBG budget and any material variances of the approved budget.
- Any other financial, procurement or budgetary matters that the Committee or the plenary Board deems appropriate.
- Board, Agency and grantee governance practices (including, but not limited to, by-law amendments, agency management structures and practices, delegations of authority, grant compliance, etc.).
- Board and Committee procedures.
- Evaluation of executive leadership, performance, management practices, and compensation in each of the federal and non-federal entities that are funded by the BBG.
- Such other topics which the Committee deems warranted or advisable, subject to the limitations in applicable law, regulation and prior decisions of the plenary Board.