

**CHARTER OF THE
CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
THE CORPORATION FOR PUBLIC BROADCASTING**

Purpose

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation for Public Broadcasting (the “Corporation”) is to assist the Board in developing corporate governance practices and guidelines, including guidelines regarding the proper role of management, the Board and individual directors, for the Corporation.

Composition of Committee

After each Annual Meeting of the Board of Directors, the Chair shall appoint, subject to the approval of the Board, three or more directors to serve on the Committee, including one to serve as chair. Members of the Committee shall serve for such terms as the Board may determine, or until their earlier resignation or removal by the Board.

Meetings

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the By-Laws of the Corporation or (iii) the laws of the United States of America or the District of Columbia applicable to the Corporation. The Committee will maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents will be placed in the Corporation’s minute books.

Authority

The Corporation will provide the Committee with the resources necessary to discharge its duties and responsibilities, including retaining, at the Corporation’s expense, outside counsel or other experts or consultants, as it deems appropriate. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

The Committee shall report annually to the Board and at such other times as it deems appropriate or when requested to do so by the Board.

Duties and Responsibilities

The principal responsibilities and functions of the Committee are as follows:

1. The Chair of the Corporate Governance Committee will participate in the Executive Compensation Committee's leading of the Board's annual review of the performance of the President and Chief Executive Officer (the "President").
2. Review periodically the Corporation's By-Laws, Code of Ethics for Directors, Code of Ethics and Business Conduct for Employees, Mission Statement, and Guidelines Regarding Required Board Approvals and Notifications (collectively, the Corporation's "Governance Documents"), as well as its corporate governance practices more generally, and recommend any proposed changes to the Board for approval.
3. Investigate, in conjunction with the Office of the Inspector General and the Audit Committee, as appropriate, and report to the Board on any credible allegation that the Corporation, the Board, or any individual officer of the Corporation or director, has violated, or taken action inconsistent with, the Corporation's Governance Documents, the Public Broadcasting Act of 1967 (the "Act"), or any other law applicable to the Corporation.
4. Oversee the compliance by the Corporation with the public meeting requirements of the Act and consider, periodically, transparency concerns more generally.
5. Oversee the Board's program for the orientation of new directors and recommend any proposed changes to the Board for approval.
6. Oversee the Board's program for the continuing education of directors and recommend any proposed changes to the Board for approval.
7. Review size and composition of the committees of the Board and recommend any proposed changes to the Board for approval.
8. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
9. Conduct an annual performance evaluation of the Committee and identify opportunities for improved effectiveness.
10. Lead an annual review of the Board's performance and effectiveness.
11. On a regular basis, discuss with the President and other members of senior management their views regarding corporate governance at the Corporation. This discussion should include a review of the Corporation's compliance with the various statutory mandates applicable to it.
12. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
13. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

As adopted by the Board of Directors on January 9, 2006