

**CHARTER OF THE
EXECUTIVE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF
THE CORPORATION FOR PUBLIC BROADCASTING**

Purpose

The purpose of the Executive Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation for Public Broadcasting (the “Corporation”) is to assist the Board in discharging its responsibilities relating to compensation of the Corporation’s officers and other employees.

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.

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

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 the 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 Chair of the Committee shall, with the consent of a majority of the Committee, have the authority to retain and terminate executive search firms and compensation consultants to be used by the Corporation in connection with the hiring and compensation of the Corporation’s President and Chief Executive Officer (the “President”), including authority to approve the fees and other retention terms of such firms and consultants, in accordance with appropriate CPB policies.

With respect to the hiring and compensation of the Corporation's Senior Officers other than the President, the Committee shall have the authority, in consultation with the President, to direct management to retain and terminate executive search firms and compensation consultants to be used by the Corporation, including authority to approve the fees and other retention terms of such firms and consultants. For purposes of this Charter, the Senior Officers of the Corporation shall be deemed to be the Corporation's President, Executive Vice President and Chief Operating Officer, Treasurer/Chief Financial Officer, and General Counsel.

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. In conjunction with the Chair of the Corporate Governance Committee, lead the Board's annual review of the performance of the President.
2. Review and recommend to the Board on an annual basis the compensation of the President. The Committee's recommendation will be considered by the Board when setting the President's compensation.
3. In consultation with the President, review and recommend to the Board on an annual basis the compensation of the Corporation's Senior Officers other than the President.
4. In consultation with the President, make recommendations to the Board concerning any compensation packages for new Senior Officers and termination and/or severance packages for departing Senior Officers.
5. In consultation with the President, develop and make recommendations to the Board concerning policies and procedures designed to prevent the use of political tests or qualifications in connection with personnel decisions at the Corporation, as required by the Public Broadcasting Act of 1967 (the "Act").
6. Provide oversight regarding the Corporation's compliance with any limits imposed by applicable law on the compensation to be paid to the Corporation's employees, including any such limits imposed by the Act or the Internal Revenue Code.
7. Review management's decisions regarding the compensation of senior staff (all employees at the vice president and officer level and above).
8. Provide oversight of management's decisions concerning the compensation programs for all officers and employees.
9. Oversee the Corporation's compliance with its policies and procedures applicable to the retention of consultants and other independent contractors who are engaged by the Corporation.

10. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
11. 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.
12. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Corporation.

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