

**RESOLUTION
THE BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, D.C.
Monday, May 1, 2006**

unanimously

WHEREAS,

The Board of Directors of the Corporation for Public Broadcasting established a Corporate Governance Committee and charged it with reviewing the Board's governance documents and recommending improvements to the Board;

WHEREAS,

The Corporate Governance Committee has reviewed, with the assistance of CPB counsel and outside counsel, the Code of Ethics for Directors and recommends amendments to the Code as well as the adoption of a Conflicts of Interest Policy;

WHEREAS,

The Board has reviewed the recommended amendments to the Code of Ethics for Directors and the proposed Conflicts of Interest Policy;

NOW, THEREFORE, BE IT RESOLVED THAT:

The Board of Directors of the Corporation for Public Broadcasting wishes to reinforce its commitment to conduct the Corporation's business according to the highest standards of ethical conduct and adopts the revised Code of Ethics for Directors and accompanying Conflicts of Interest Policy attached hereto.

**CODE OF ETHICS
FOR DIRECTORS
OF THE
CORPORATION FOR PUBLIC BROADCASTING**

Adopted by the Board of Directors on May 1, 2006

INTRODUCTION

The purpose of this Code of Ethics is to assure that directors of CPB act in the best interest of public broadcasting, without being partial to any particular organization or their own personal interests; devote to CPB their loyalty and uncompromised integrity; and give the appearance as well as the fact of such impartiality, devotion and integrity.

Directors are responsible for reflecting on this code with respect to their individual situations and current duties, adhering to this code while conducting their official duties, and taking any questions about compliance to the General Counsel.

BACKGROUND

CPB makes grants to and contracts with stations, producers and others to advance the cause of public broadcasting. It is essential that those in a position to influence the allocation of CPB funds consider only what is best for public broadcasting, without being partial to any particular organization within public broadcasting or influenced by their own personal interest. Because CPB uses taxpayer dollars and is a highly visible organization, the appearance as well as the fact of impartiality is important.

Accordingly, this code seeks to provide clear and conservative guidance for those serving CPB. By acceptance of service with CPB, each director acknowledges these responsibilities and agrees to regulate his or her conduct in a manner that assures CPB of loyalty and uncompromised integrity.

THE CODE

1. **Directors' Fiduciary Duties.** Members of the Board of Directors owe fiduciary duties to the Corporation. The principal duties are the duty of care, the duty of loyalty and the duty of candor.

Duty of Care

Directors owe to the Corporation a duty to exercise reasonable care when making corporate decisions and when performing their corporate responsibilities. Directors are obligated to perform their duties in good faith, in a manner reasonably believed to be in the best interests of the Corporation and with the care that an ordinarily prudent person would reasonably be expected to exercise under similar circumstances. When making decisions, the duty of care requires directors to put forth a good faith effort to inform themselves of all material information reasonably available and to exercise appropriate judgment. The duty of care also requires directors to take adequate steps to see that the senior officers of the Corporation are properly managing the Corporation's business and affairs. This includes instituting (i) information and reporting systems reasonably designed to provide them and senior management with timely, accurate

information sufficient to allow them to reach informed judgments concerning the Corporation's performance and (ii) compliance policies reasonably designed to ensure that the Corporation and its officers comply with laws applicable to the Corporation.

Duty of Loyalty

The duty of loyalty is a director's duty not to benefit personally at the expense of the Corporation. In order for a director to satisfy this obligation, the director must not allow personal or partisan political interest to prevail over the interests of the Corporation. Furthermore, directors may not use assets of the Corporation (including information) for personal gain or to the detriment of the Corporation.

Duty of Candor

The duty of candor requires that a director disclose to the other directors all facts of which the director is aware that could be material to the Board's consideration of the matters before it. The duty of candor is of particular relevance in those instances in which the director has a conflict of interest or a potential conflict of interest regarding a matter before the Board. Where there is such a conflict or potential conflict, the duty of candor requires that the director disclose the director's self-interest so that the disinterested directors can make an informed decision.

2. **Avoidance of Conflict of Interests.** While it is recognized that directors appointed to the Board of CPB are to be representative of many fields, including education, cultural and civic affairs, business, the arts, and radio and television, directors will perform their CPB duties in an objective manner so their performance will not cause or create the appearance of a conflict of interests. To that end, directors shall comply with CPB's Conflict of Interests Policy for the Board of Directors. Directors may not engage, directly or indirectly, in financial, business, trade or professional transactions as a result of, or in primary reliance upon, information obtained through the discharge of the corporate responsibilities.
3. **Invitation to Disclose Possible Conflicts of Interest.** The agenda for every meeting of the Board of Directors of CPB will include, immediately after the approval of the agenda, an item entitled "Invitation to Disclose Possible Conflicts of Interest." This agenda item will consist of the Chairman's oral invitation to Board members to disclose any conflicts of interest they believe they or other Board members may have concerning any items on the agenda. Upon the disclosure by any Board member of any such potential conflict of interest, the Board shall satisfy itself that no Board member will take any action during the deliberations of the meeting that would give the appearance of a conflict of interest, and, if necessary, will recuse himself or herself from the discussion and vote on the item in question.

4. **Prohibition Against Use of Confidential and Nonpublic Information.** No director shall disclose to others, make personal use of, or permit others to make use of, any information obtained as a result of his or her relationship with CPB, which information is not generally available to the public or is otherwise confidential, whether for direct personal gain or for advice to others with whom he or she has family, business, financial, or professional ties.
5. **Stewardship of CPB Resources.** In carrying out his or her duties as a member of the Board, each director has an obligation to protect and conserve corporate money, property and other resources by adhering to policies adopted by the Board and procedures established by CPB.
6. **Campaign Contributions.** No director may, through any means whatsoever, make or be reimbursed for any contributions to political parties or candidates for public office on behalf of CPB. This requirement does not preclude lawful individual contributions not reimbursed by CPB.
7. **Loss of Public Confidence.** Beyond the specific policies above, each director shall avoid any conduct that might result in the loss of public confidence in CPB's programs and activities, the impairment of corporate efficiency or economy, or might reasonably give the appearance of: (a) the extension of preferential treatment to any person, group, organization, or other entity; or (b) the compromise or loss of complete impartiality of judgment and action; or (c) the making or implementation of a corporate decision outside of standard corporate policies and procedures.
8. **Violations.** Apparent or alleged violations of this Code by any director shall be referred to the Corporate Governance Committee of the Board of Directors which shall, after appropriate inquiry and investigation of the relevant facts, communicate its findings and recommendations to the Board. If the Board concludes that a director has knowingly violated the Code, it may impose such disciplinary measures as are appropriate and permissible under the circumstances, including but not limited to a resolution of censure.

By Resolution adopted May 1, 2006, the Board of Directors of Corporation for Public Broadcasting has adopted this Code of Ethics and Business Conduct for Directors.

CORPORATION FOR PUBLIC BROADCASTING

**CODE OF ETHICS & BUSINESS CONDUCT
SIGNATURE FORM**

I have received, read, understood, and promise to support the Code of Ethics for Directors of the Corporation for Public Broadcasting.

Print Name

Signature

Date

General Counsel

Date

File in the Office of the General Counsel

CORPORATION FOR PUBLIC BROADCASTING

Conflict of Interests Policy for the Board of Directors

The Corporation for Public Broadcasting (CPB) is a private nonprofit corporation created by Congress to facilitate the development of, and ensure universal access to, high-quality noncommercial programming and telecommunications services. CPB makes grants to and enters into contracts with stations, producers and others to advance the cause of public broadcasting. It is the duty of each member of CPB's Board of Directors to serve the Corporation's mission, and not to advance his or her personal interests or those of other private parties. This conflict of interests policy is intended to permit CPB and its Board members to identify, evaluate, and address any real, potential, or apparent conflicts of interests that might, in fact or in appearance, call into question their duty of undivided loyalty to CPB.

1. Covered Persons

This policy applies to all members of CPB's Board of Directors ("Covered Persons"). Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy.

2. Covered Transactions

This policy applies to all transactions between CPB and a Covered Person, or between CPB and another party with which a Covered Person has a significant relationship ("Covered Transactions"). A Covered Person is considered to have a significant relationship with another party if:

- (a) the other party is a member of the Covered Person's family or household, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or domestic partner;
- (b) the other party is an entity in which the Covered Person and/or a family member has, directly or indirectly, more than a 10% ownership interest; or
- (c) the Covered Person and/or a family member is an officer, director, trustee, fiduciary, partner or employee of the other party.

A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interests, including any transaction in which the interests of a Covered Person may be seen as competing with the interests of CPB.

3. Disclosure, Refrain from Influence, and Recusal

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- (a) immediately disclose the existence and circumstances of such Covered Transaction to the Corporate Governance Committee of the Board of Directors in writing;
- (b) refrain from using his or her personal influence to encourage CPB to enter into the Covered Transaction;
- (c) remove himself or herself from participation in any discussions regarding the Covered Transaction with Directors, officers and employees of CPB, whether formal or informal, or at meetings of the Board or its committees, except to respond to requests for information about the Covered Transaction; and
- (d) recuse himself or herself from voting on the Covered Transaction or on any matter relating to or affected by it.

In order to assist CPB in identifying potential Covered Transactions, each Covered Person annually shall complete a Conflict of Interests Questionnaire provided by CPB, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Completed Questionnaires shall be available for inspection by any Board member, and may be reviewed by CPB's General Counsel.

4. Standard for Approval of Covered Transactions

CPB may enter into a Covered Transaction where the Board determines, acting without the participation or influence of the Covered Person and, if applicable, based on comparable market data, that such transaction is fair, reasonable and in the best interest of CPB. The Board shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered.

5. Administration of Policy

This policy shall be administered by the Corporate Governance Committee of the Board of Directors, which shall be responsible for the following:

- (a) reviewing reports regarding the Conflict of Interests Questionnaires;
- (b) receiving disclosures of proposed Covered Transactions;

- (c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard;
- (d) maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions;
- (e) reviewing the operation of this policy and recommending changes to the Board of Directors from time to time as it may deem appropriate; and
- (f) addressing and making recommendations to the Board of Directors concerning the failure of any Covered Person to complete a Conflict of Interests Questionnaire, disclose any conflict of interests, or otherwise fail to comply with this policy.

This Conflict of Interests Policy was adopted by the Board of Directors on May 1, 2006.