

RESOLUTION
THE BOARD OF DIRECTORS
WASHINGTON, D.C.
Monday, May 1, 2006

unanimously

WHEREAS,

The Corporation for Public Broadcasting, as the steward of the American people's investment in the public broadcasting system, is strongly committed to improving the governance and operation of the Corporation; and

WHEREAS,

The Corporate Governance Committee, with the assistance of outside counsel, has developed the attached set of guidelines regarding the distinct roles and responsibilities of the Board of Directors, the Chair of the Board, and the President in directing the affairs of the Corporation for Public Broadcasting, and has presented these guidelines to the Board; and

WHEREAS,

The Board has reviewed, discussed, and concurs with the understanding of the distinct roles and responsibilities of the Board of Directors, the Chair of the Board, and the President in overseeing and directing the affairs of the Corporation as set forth in the attached document.

NOW, THEREFORE, BE IT RESOLVED,

That the Board of Directors hereby adopts the attached guidelines which will help ensure that the Corporation operates with the greatest efficiency, integrity, and dedication to mission.

**Roles and Responsibilities of the
Board of Directors, Chair of the Board, and President
in Directing the Affairs of the
Corporation for Public Broadcasting**

The Board of Directors (the “Board”), the Chair of the Board (the “Chair”) and the President and Chief Executive Officer (the “President”) each have distinct responsibilities in overseeing the affairs of the Corporation for Public Broadcasting (“Corporation”). This memorandum sets forth the Board’s understanding of those distinct responsibilities. It does so by first describing, as a matter of general principles, the respective responsibilities of the Board, the Chair and the President. It then describes how those general principles would be applied in certain specific situations that regularly recur at the Corporation.

General Principles

Board of Directors

The By-Laws of the Corporation provide that the “property, affairs and business of the Corporation shall be managed by the Board of Directors.” This is consistent with the District of Columbia Nonprofit Corporation Act, which provides that the “affairs of a corporation shall be managed by a board of directors.” As such, the Board has general oversight responsibility for the management of all of the Corporation’s affairs. Board Committees have specific roles in the fulfillment of general oversight responsibilities: the Audit and Finance committee provides oversight of the Corporation’s finances; the Governance committee supervises development of and compliance with governance practices and guidelines; the Compensation committee has responsibilities relating to compensation and evaluation of the Corporation’s officers and other employees.

The Board satisfies this responsibility by providing active leadership regarding important issues facing the Corporation. In particular, the Board is expected to provide leadership in:

- (i) defining the Corporation’s mission and strategy designed to achieve that mission;
- (ii) appointing and planning for succession of the President; and
- (iii) ensuring the Corporation’s compliance with the law.

In addition, the Board is responsible for approving all “Matters Requiring Board Approval” as set forth in the Guidelines Regarding Board Approvals and Notification attached hereto as Exhibit A (the “Approvals/Notifications Guidelines”).

The Board’s responsibility is to provide clear direction on the course it wishes management to pursue regarding these and other critical matters. It is the responsibility of management to determine the manner in which such directives are achieved and implemented.

The Board, and its individual directors, each owe certain fiduciary duties to the Corporation. These duties (i.e., the duties of care, loyalty and candor), are described in the memorandum that is attached hereto as Exhibit B.

Chair of the Board

The Chair is responsible for leading the Board in its activities and for serving as the principal liaison between management and the Board.

With respect to leading the Board in its activities, the Chair is primarily responsible, with the input of committee chairs and other directors, for setting the agenda for regularly-scheduled Board meetings and for determining whether and when special meetings should be held. The Chair presides at all meetings of the Board. The Chair will coordinate Board representation at events and functions. The Chair is expected to keep the Board apprised of his or her activities.

In the absence of the Chair of the Board, the Vice Chair of the Board shall act in all respects in the stead of the Chair during such absence.

With respect to serving as the principal liaison between management and the Board, the Chair is expected to stay in regular contact with the President in the periods between meetings. The Chair is also expected to keep the Board apprised on important issues he or she discusses with management.

The Chair operates in a capacity as a member of the Board and not as a member of the Corporation's management and is expected to respect and reinforce the appropriate roles of the Board and management.

President

The President leads management's efforts in implementing and achieving the priorities that are adopted by the Board. He or she has discretion in determining the most appropriate means to achieve those priorities.

The President is also responsible for keeping the Board appropriately informed regarding the Corporation's significant activities and undertakings. The President is responsible for providing the Board with information regarding the Corporation that is relevant both to specific decisions that the Board is required to make and to the Board's effective fulfillment of its general responsibility for oversight of the Corporation's affairs. In particular, the President is responsible for ensuring that the Board is notified of the items identified under the caption "Matters About Which the Board Must be Notified" in the Approvals/Notifications Guidelines.

Specific Situations

The language above defines the general roles and responsibilities of the Board, the Chair, and the President and will guide the parties in their respective roles. What follows is a description of how these roles and responsibilities are to be applied in regularly occurring matters affecting the Corporation.

Budget-Setting

Each year the President, working with his or her senior staff and in consultation with the Chair, will develop a proposed annual budget. The proposed budget represents the Corporation's plans for fulfilling the Board's annual priorities and will be presented to the Board (or if the Board so chooses, a committee of the Board) for consideration and approval. Additionally, as part of the President's long-term budget planning, each year the President, in consultation with the Board, the public broadcasting system, and CPB senior staff, will develop a proposed appropriations request. The proposed request will be presented to the Board for approval prior to submitting the request to the Federal government. Any request for appropriations outside of the annual cycle (i.e., emergency requests) will be conducted in a similar fashion.

Personnel Decisions Regarding the President and CEO; Executive Vice President and COO; Treasurer/CFO; and General Counsel

In accordance with Corporation's governance documents and human resources policies, the Board of Directors as a body will evaluate and make decisions regarding the hiring and termination of the Corporation's President.

The Board will also be responsible for approving the hiring and termination of the Corporation's Executive Vice President and Chief Operating Officer, Treasurer/Chief Financial Officer and General Counsel. It will make these decisions, however, only after the President has presented his or her recommendations regarding the same.

The Board delegates to the President the authority to hire, fire, promote, and set compensation and bonuses for all staff other than the Corporation's Executive Vice President and Chief Operating Officer, Treasurer/Chief Financial Officer and General Counsel, in accordance with CPB policies, procedures, and board committee charters.

Programming Grants

The Board will set programming priorities through the annual budget process. CPB management will make programming and content decisions, including delivery, strategies, program strands, and individual programs, in accordance with CPB policies and procedures.

Station Grants

As required by CPB's authorizing legislation, CPB management will conduct consultations with the public broadcasting system regarding operational grants to public broadcasting stations. Management will then summarize the results of these consultations, and having considered them, present them along with its recommendations to the Board for consideration and approval.

Communications/Press

The President acts as the chief spokesman for the Corporation to the public, press, legislative bodies and other related organizations.

Annual Schedule of Standing Agenda Items

Each year the Board and its committees will be presented with a list of standing agenda items that reflect the matters referenced above and other recurring matters that require the consideration and approval of the Board.

*Adopted by the Board of Directors
on May 1, 2006*

Exhibit A**CORPORATION FOR PUBLIC BROADCASTING****GUIDELINES REGARDING REQUIRED
BOARD APPROVALS AND NOTIFICATIONS****Matters Requiring Board Approval**

1. Contracts and grants of and over \$1 million in total contemplated payments for non-“program funding or program related” activities unless
 - a. The contracts and grants are specifically included in corporate budget approved by the Board; or
 - b. The grant is to a public radio or television station and is calculated in accordance with eligibility criteria or awarded according to priorities that were established after consultation with representatives of the public broadcasting system and approved by the Board.
2. Hiring and employment separation decisions regarding any of the Corporation’s Senior Officers, provided that in extraordinary circumstances the Corporation’s President and Chief Executive Officer (the “President”) may, after consultation with the Chairman, if practicable, fire any such officer without prior Board approval. For purposes of these Guidelines, 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.
3. Engagement of consultants to review or analyze the content of public broadcasting programming for the purpose of monitoring compliance with the Corporation’s responsibilities under 47 U.S.C. Section 396(g)(1)(A) to “facilitate the full development of public telecommunications in which programs of high quality, diversity, creativity, excellence, and innovation, which are obtained from diverse sources, will be made available to public telecommunications entities, with strict adherence to objectivity and balance in all programs or series of programs of a controversial nature.”
4. Any reduction-in-force or layoff involving more than 15% of the Corporation’s employees.

Matters About Which the Board Must be Notified

1. Contracts over \$250,000 in total contemplated payments.
2. Any event of defalcation (i) by any employee involving amounts in excess of \$10,000 or (ii) by any officer of the Corporation, regardless of amount.

3. Any determination of a valid claim of harassment or discrimination lodged against a director, officer or vice president of the Corporation.
4. Any waiver of a requirement under the Corporation's Code of Ethics for Directors or Code of Ethics and Business Conduct for Employees.
5. Resignation by any officer or director of the Corporation.
6. Any issue characterized as material by outside auditors with respect to the Corporation's financial statements.
7. Any issue characterized as material by outside auditors with respect to the Corporation's internal controls.
8. Any findings of an internal investigation conducted by the management of the Corporation relating to possible material misconduct on the part of any employee or director.
9. The commencement of litigation by the Corporation involving (i) estimated legal fees in excess of \$100,000 in any year or \$300,000 over the course thereof or (ii) a potential counterclaim in excess of \$100,000
10. The commencement of litigation against the Corporation seeking amounts in excess of \$100,000.

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

Exhibit B

Fiduciary Duties of Directors

Members of the Board of Directors of the Corporation for Public Broadcasting 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 interests 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.