



REPORT OF THE BBG GOVERNANCE COMMITTEE

Members: Walter Isaacson, Chair of the Broadcasting Board of Governors (*ex officio*)
Governor Dennis Mulhaupt, Committee Chair
Governor Victor Ashe, Committee Member
Governor Michael Lynton, Committee Member

Meeting Date: Thursday, November 17, 2011

Venue: BBG Headquarters, Washington D.C.

This meeting of the Governance Committee took place on November 17, 2011 at BBG Headquarters. Governor Dennis Mulhaupt chaired the proceedings. Governor Victor Ashe was also in attendance. BBG Chair Walter Isaacson and Governor Michael Lynton were not in attendance.

The agenda of the meeting is set forth in Attachment 1 to this report.

Based on its deliberations, the Governance Committee makes the following recommendations to the plenary Board:

Adoption of September 2011 Governance Committee Report

- That the plenary Board adopt the September 14, 2011 Governance Committee report in its entirety, noting that the plenary Board already adopted a number of recommendations individually at its September 15, 2011 Board meeting. The September 2011 Governance Committee report is included in Attachment 2.

Board Meetings¹

- The Committee considered the 2012 Board Meeting schedule and, more generally, the structure of Board meetings.
- That the plenary Board note its existing decisions to establish a Committee structure in order to focus and facilitate Board consideration of strategic and high-level operational issues and its November 2010 decision that “[i]n order to take advantage of BBG staff resources as efficiently as possible, individual Governors should endeavor, where possible, to raise new issues and requests for information as agenda items within the Board’s existing committee structure...”

¹ The Board adopted a revised 2012 BBG meeting schedule by notation vote in December 2011. The revised schedule is set forth in Attachment 3.

- That the plenary Board note the September 15, 2011 Board decision directing the IBB Director to develop a protocol for producing minutes for all future closed meetings of the plenary Board and releasing to the public such portions of the minutes as may be lawful and prudent to release. The Board also specified that the protocol should involve a mechanism for interested Governors to review the minutes prior to their release.
- That the plenary Board adopt the proposed protocol for the release of materials from closed meetings which is consistent with the requirements of the Government in the Sunshine Act. The plenary Board should direct the Board Secretary to incorporate the protocol into the BBG By-Laws for adoption by the Board.

Joint Audit Committee for Grantees

- The Committee considered Audit Committees composed of the same individual Governors for each BBG-sponsored Grantee. The Committee deferred continued consideration to a later time.

Use of Contractors at BBG

- That the Committee note that the Agency's mission requires operational nimbleness and technological expertise which the BBG can achieve only by being able to adjust its workforce through a mix of full-time employees and contractors.
- That the Committee encourage the IBB Director to continue taking steps to address the concerns of contractors and other problems associated with their use, and note the IBB Director is carrying out a detailed assessment of the number and use of contractors at the Agency and seeking information on issues affecting contractors to better enable the Agency to address the problems involved.

Other attendees: Richard Lobo, IBB Director; Jeffrey Trimble, BBG Executive Director; Marie Lennon, IBB Chief of Staff; Jack Welch, IBB Senior Adviser; Paul Kollmer-Dorsey, IBB Staff and Board Secretary; Maryjean Buhler, Chief Financial Officer; Oanh Tran, Special Projects Officer; Ashley Pyle, Board Operations and Policy Adviser; David Ensor, VOA Director; Barbara Brady, VOA Chief of Staff; Bernadette Burns, RFA General Counsel; Richard Smith, RFA Budget Director; Michael Marchetti, RFE/RL Chief Financial Officer; Ben Herman, RFE/RL Assistant General Counsel; Kelley Sullivan, MBN Vice President for Administration; Anne Noble, MBN General Counsel; and Andrew Krog, Assistant General Counsel.

ATTACHMENT 1

MEETING OF THE BBG GOVERNANCE COMMITTEE

November 17, 2011

2:00– 4:00 PM

BBG Conference Room

Members Walter Isaacson, Chair of the Broadcasting Board of Governors (*ex officio*)
Governor Dennis Mulhaupt, Committee Chair
Governor Victor Ashe, Committee Member
Governor Michael Lynton, Committee Member

AGENDA

Agenda Topic 1 Adoption of September 2011 Governance Committee Report

Agenda Topic 2 Board Meetings

- 2012 Board Meeting Schedule
- Board Meeting Structure (meeting length and frequency)
- Proposed Protocol for Release of Materials from Closed Board Meetings

Agenda Topic 3 Joint Audit Committee for Grantees

Agenda Topic 4 Use of Contractors at BBG

Other Attendees Richard Lobo, IBB Director
Jeffrey Trimble, BBG Executive Director
Marie Lennon, IBB Chief of Staff
Jack Welch, IBB Senior Adviser
Paul Kollmer-Dorsey, IBB Staff and Board Secretary
Maryjean Buhler, Chief Financial Officer
Oanh Tran, Special Projects Officer
Ashley Pyle, Board Operations and Policy Adviser
David Ensor, VOA Director
Barbara Brady, VOA Chief of Staff
Bernadette Burns, RFA General Counsel
Richard Smith, RFA Budget Director
Michael Marchetti, RFE/RL Chief Financial Officer
Ben Herman, RFE/RL Assistant General Counsel
Kelley Sullivan, MBN Vice President for Administration
Anne Noble, MBN General Counsel
Andrew Krog, Assistant General Counsel
Other BBG and Grantee staff members will be invited to support the meeting based on their interest and expertise.

ATTACHMENT 2

REPORT OF THE BBG GOVERNANCE COMMITTEE September 14, 2011 10:00 – 1:00 EST BBG Conference Room

Members Walter Isaacson, Chair of the Broadcasting Board of Governors (*ex officio*)
Governor Dennis Mulhaupt, Committee Chair
Governor Victor Ashe, Committee Member
Governor Michael Lynton, Committee Member
Governor Enders Wimbush, Committee Member

This meeting of the Governance Committee took place on September 14, 2011 at BBG Headquarters. Governor Dennis Mulhaupt chaired the proceedings. Chairman Walter Isaacson and Governor Victor Ashe were also in attendance. Governors Michael Lynton and Governor Enders Wimbush were not in attendance.

Based on its deliberations, the Governance Committee made the following recommendations to the plenary Board:

Governance Committee Business

- **Adoption of the July 13, 2011 Governance Committee Report**
 - That the plenary Board adopt the July 13, 2011 Governance Committee report in its entirety, noting that the plenary Board already adopted a number of the recommendations individually at its July 14, 2011 Board meeting.²

Implementation of Board's Current Decisions on Reorganization

- **Status of IBB/BBG Merger**
 - That the plenary Board note that a reprogramming letter outlining the new IBB offices was sent to the Agency's Congressional oversight committees on August 26, 2011.³

² Adopted by the plenary Board at the September 15, 2011 Board Meeting.

³ Adopted by the plenary Board at the September 15, 2011 Board Meeting, noting that Congressional concurrence was received on September 14, 2011.

- That the plenary Board direct the IBB Director to create the offices contemplated in the reprogramming letter and previously approved by the Board in order to implement the IBB/BBG merger, once the Congressional committees' concurrence has been received.⁴
- **Revision of Grant Agreement**
 - That the plenary Board note the plenary Board's September 2010 decision to revise the terms and conditions of the grant agreements to correspond to the operational realities of the relationships between the BBG and each respective Grantee, the requirements of the U.S. International Broadcasting Act of 1994, as amended, and federal grant law.⁵
 - That the plenary Board note that IBB staff has worked with the legal and financial staffs of the Grantees to prepare a revised grant agreement in order to satisfy the requirements of the September 2010 Board decision.⁶
 - That the plenary Board note the advice of the BBG Office of General Counsel that the proposed grant agreement is consistent with the BBG's statutory authority and complies with all applicable laws and regulations.⁷
 - That the plenary Board approve the revised grant agreement in all material respects and direct the IBB Director to work with the Grantees to finalize the agreements and issue them to the grantees for signature by no later than October 1, 2011.⁸

(The Committee notes that Governor Ashe did not support the recommendation for the plenary Board to approve the revised grant agreement, noting his concerns with Article IV(C)(4) dealing with Congressional and Executive Branch communications and outreach activities, among other concerns. After discussion, the Committee instructed IBB staff to make changes to the revised grant agreement to address Governor Ashe's concerns regarding the applicability of the provision to the activities of individual Governors, to grantee newsgathering activities and to contacts with U.S. embassies.)

⁴ Adopted by the plenary Board at the September 15, 2011 Board Meeting, noting that Congressional concurrence was received on September 14, 2011.

⁵ Adopted by the plenary Board at the September 15, 2011 Board Meeting.

⁶ Adopted by the plenary Board at the September 15, 2011 Board Meeting.

⁷ Adopted by the plenary Board at the September 15, 2011 Board Meeting.

⁸ Adopted by the plenary Board at the September 15, 2011 Board Meeting.

Development of BBG Strategic Plan

- The Committee noted information provided by the IBB Director on the status of the BBG strategic plan and proposed procurement of management consultant services to support implementation of the plan, once adopted by the plenary Board.

Board Operations

- **Consideration of Allowing Proxy Voting in Board Committees**
 - The Committee considered permitting voting by proxy in BBG Committees and deferred continued consideration to a later time.
- **Discussion Regarding Release of Materials from Closed Board Meetings**

That the plenary Board direct the IBB Director to develop a protocol for producing minutes for all future closed meetings of the plenary Board and releasing to the public such portions of the minutes as may be lawful and prudent to release. The protocol should involve a mechanism for interested Governors to review the minutes prior to their release.⁹

⁹ Adopted by the plenary Board at the September 15, 2011 Board Meeting.

ATTACHMENT 3

2012 BOARD MEETING SCHEDULE¹⁰

<u>MONTH</u>	<u>DATES</u>	<u>VENUE</u>
January	12 (Thursday)	Off-Site (Full day) (Washington, D.C)
	13 (Friday)	BBG Headquarters (Washington, D.C)
March	8 (Thursday)	MBN Headquarters (Springfield, VA)
	9 (Friday)	BBG Headquarters (Washington, D.C)
April	19 (Thursday)	OCB Headquarters (Miami, FL)
	20 (Friday)	
June	7 (Thursday)	RFE/RL Headquarters (Prague, Czech Republic)
	8 (Friday)	
July	12 (Thursday)	BBG Headquarters (Washington, D.C)
	13 (Friday)	
September	13 (Thursday)	BBG Headquarters (Washington, D.C)
	14 (Friday)	
October	11 (Thursday)	BBG Headquarters (Washington, D.C)
	12 (Friday)	
November	15 (Thursday)	RFA Headquarters (Washington, D.C.)
	16 (Friday)	
December	13 (Thursday)	BBG Headquarters (Washington, D.C)
	14 (Friday)	

¹⁰ This schedule was adopted by the Board by notation vote in December 2011.



