



From: Broadcasting Board of Governors  
Date: February 11, 2012  
Subject: **Minutes of the BBG Meeting of February 11, 2012**

On February 9, a special telephonic meeting of the Board was called under Section 2.09 of the BBG By-Laws. Five Governors (Lynton, McCue, Mulhaupt, Stephens, and Wimbush) requested the special meeting.

The following Board members participated by telephone in the special meeting on Saturday, February 11, 2012 at 2:30 pm:

Governor Victor Ashe  
Governor Michael Lynton  
Governor Susan McCue  
Governor Michael Meehan  
Governor Dennis Mulhaupt  
Governor Dana Perino  
Governor S. Enders Wimbush  
Acting Under Secretary of State Kathleen Stephens

Director of the International Broadcasting Bureau (IBB) Richard Lobo, IBB Deputy Director Jeffrey Trimble, Director of Communications and External Affairs Lynne Weil, Director of Board Operations Oanh Tran, and Executive Assistant Douglas Schuette participated by telephone from the Cohen Building.

Governor Mulhaupt, Chair of the Governance Committee, announced that the special meeting was being called under Section 2.09 of the BBG By-Laws at the request of four or more Governors. He noted that the special meeting was being held in compliance with the Government in the Sunshine Act and recorded for immediate posting at the BBG website.

Governor Mulhaupt, Chairman of the Governance Committee, called the special meeting to order.

At Governor Mulhaupt's request, IBB Director Lobo took a roll call of the Governors on the telephone and announced the names of the staff members who were participating by telephone from the Cohen Building.

Governor Mulhaupt welcomed Kathleen Stephens, Acting Under Secretary for Public Diplomacy and Public Affairs, who represents Secretary Clinton on the Board. Ambassador Stephens noted that she recently met a few Board members at a meeting of the Commission on Innovation,

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which had been held at Radio Free Europe/Radio Liberty's D.C. office the previous day, and expressed her desire to meet other Board members in the coming weeks.

Governor Mulhaupt said that the BBG Chair usually calls meetings of the Board to order and presides over the meetings. He stated that in light of Walter Isaacson's departure from the Board, the Board must determine how it will proceed in the absence of a Chair. He explained that, on February 9, a special meeting was requested by the required number of Board members to discuss the issue of Board leadership including the conduct of Board operations in the absence of a Chair and the selection of an interim presiding officer.

Governor Mulhaupt noted that a draft decision element was previously circulated to each Board member for consideration and read the decision element as follows:

The Board acknowledges the great efforts and tremendous contributions of Walter Isaacson during his tenure as BBG Chairman from July 2010 until January 2012. The Board extends its deepest gratitude for his service to the BBG and to all of the United States international broadcasting. Inspired by Chairman Isaacson's example, the Board reaffirms unqualified and ongoing commitment to fostering and promoting high quality, independent and objective journalism by all BBG broadcasters. The Board rededicates itself to pursuing the mission adopted during Chairman Isaacson's tenure: "to inform, engage and connect people around the world in support of freedom and democracy." The Board designates Governor Michael Lynton to serve as presiding Governor on an interim basis until such time as the Board selects an alternate interim presiding Governor, Governor Lynton chooses to step down as interim presiding Governor, or a new chairman is nominated by the President and confirmed by the Senate.

Governor Mulhaupt then invited the Board to comment on the decision element.

Governor Ashe commented that the language in the decision element which states "until such time as the Board selects an alternate interim presiding Governor" was superfluous and unnecessary.

Governor Lynton explained that, while he is pleased and honored to be chosen as presiding Governor, the Board needs to find a long-term solution or the White House may intervene and find a more permanent solution to the situation.

Governor Ashe asked whether there was a back-up plan in the event Governor Lynton could not attend the Board meeting. Governor Lynton responded that he plans to attend the March Board meeting and the following meeting. He agreed to Governor Ashe's suggestion for a vice-chairman who could step in and act as presiding chair if necessary, but that the Board did not have to decide who could fill that role at this time.

Governor Meehan thanked Governor Lynton for agreeing to serve as presiding Governor. He suggested that the issue be discussed at the March Board meeting. He noted that, under the chairmanship of Walter Isaacson, Committees were established so that staff could consult with

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Committee members as needed and recommended that the Committees should continue to operate and give more assistance and guidance to staff in order to alleviate the staff's workload. Governor Lynton agreed and requested that the issue be placed on the agenda for the March Board meeting.

There followed brief remarks by other Governors to express their gratitude to Governor Lynton for serving as presiding Governor.

Governor Ashe made a motion for the adoption of the decision element to designate Governor Lynton as presiding Governor. Governor Meehan seconded. The decision element was unanimously adopted by the Board.

There being no other business, Governor Wimbush moved to adjourn the special meeting. Governor Meehan seconded. The special meeting was adjourned based on a unanimous vote.

Approved:

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Michael Lynton  
Presiding Governor

Witnessed:

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Paul Kollmer-Dorsey  
Secretary