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## REPORT OF THE BBG GOVERNANCE COMMITTEE<sup>1</sup>

**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:** Wednesday, July 13, 2011

**Venue:** BBG Headquarters, Washington D.C.

This meeting of the Governance Committee took place on July 13, 2011 at BBG Headquarters. Governor Dennis Mulhaupt chaired the proceedings. Governor Victor Ashe and Governor Enders Wimbush were 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:

### Introductory Matters

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- **Revised Terms of Reference for the Strategy and Budget and Communications & Outreach Committees reflecting the IBB/BBG Staff Merger**
  - That the plenary Board note its June 3, 2011 decision to amend certain prior Board decisions, policies, and procedures – including the “rules of the road” of United States international broadcasting and the Governance Committee Terms of Reference – in order to make them conform to the Board’s April 2011 decision to merge the BBG and IBB staffs.
  - The Governance Committee recommends that the plenary Board adopt similar conforming amendments to the Terms of Reference of the Strategy & Budget and Communications & Outreach Committees as set forth in [Attachments 2 and 3].<sup>2</sup>

### Revision of Grant Agreements

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<sup>1</sup> The Board adopted the July 13, 2011 Governance Committee report in its entirety at the September 15, 2011 Board meeting, noting that the plenary Board had already adopted a number of the recommendations individually at the Board’s July 14, 2011 meeting.

<sup>2</sup> Adopted by the plenary Board at the July 14, 2011 Board Meeting.

- That the plenary Board note its September 2010 decision that the grant agreements between the BBG and the BBG-sponsored grantees should be revised to “correspond to the operational realities of the relationships between the BBG and each respective grantee and the requirements of the U.S. International Broadcasting Act of 1994, as amended, and federal grant law.”
- That the plenary Board note that the Governance Committee considered a pre-decisional draft grant agreement submitted by BBG staff for discussion purposes and that the Committee directed BBG staff to work with the grantees in order to prepare a fully developed draft for review, consideration, and possible approval at the Board’s September 2011 meeting.<sup>3</sup> The Governance Committee requests the attendance of the chief executive officers of the BBG-sponsored grantees at the Committee’s September 2011 meeting dealing with revision of the grant agreements.
- That the plenary Board note that, consistent with the Board’s April 2011 decision regarding grantee fundraising, the Committee encourages interested grantees to develop and submit proposed fundraising policies to BBG staff for consideration and possible inclusion among the terms and conditions of the respective grant agreements.

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Other attendees:

The Governors deliberations were assisted by the attendees listed at the end of this document. Richard Lobo (IBB Director), Jeffrey Trimble (BBG Executive Director) Paul Kollmer-Dorsey (BBG Deputy General Counsel and Board Secretary), Maryjean Buhler (BBG Chief Financial Officer), Jack Welch (IBB Senior Adviser), Steve Redisch (Acting VOA Director), Barbara Brady (VOA Chief of Staff), Anne Noble (MBN General Counsel), Bernadette Burns (RFA General Counsel), Steven Korn (RFE/RL President), John Linburg (RFE/RL General Counsel), Oanh Tran (BBG Special Projects Officer), Ashley Pyle (Presidential Management Fellow), Emily Tyler (Presidential Management Fellow), Kelley Sullivan (MBN Chief Financial Officer), Dick Smith (RFA Budget Director), Sheila Rajabiun (BBG Assistant General Counsel), Michael Marchetti (RFE/RL Chief Financial Officer), John Giambolvo (RFE/RL Deputy CFO).

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<sup>3</sup> Adopted by the plenary Board at the July 14, 2011 Board Meeting.

## ATTACHMENT 1

### MEETING OF THE BBG GOVERNANCE COMMITTEE

July 13, 2011

9:30 AM – 12:00 PM 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

### AGENDA

**Agenda Topic 1** **Introductory Matters**

- Revised Terms of Reference for the Strategy and Budget Committee and the Communications and Outreach Committee, incorporating the IBB/BBG Staff Merger

**Agenda Topic 2** **Grantee Oversight**

- Revision of Grant Agreements
- Guidance on Grantee Fund-Raising
- Establishment of Audit Committees
- Bylaw Harmonization

**Agenda Topic 3** **Agency Operations**

- Proposed Crisis Management Policy
- Proposed Agency Gift Acceptance Policy

**Agenda Topic 4** **Delegation of Authority to the IBB Director**

- Scope of Authority of the IBB Director
- Required Approvals by the Board

**Agenda Topic 5** **Closed Session**

**Other Attendees** Richard Lobo, IBB Director  
Jeffrey Trimble, BBG Executive Director  
Marie Lennon, IBB Chief of Staff  
Jack Welch, IBB Senior Advisor  
Paul Kollmer-Dorsey, BBG Deputy General Counsel and Board Secretary  
Maryjean Buhler, BBG Chief Financial Officer



**\*Invited:**

Libby Liu, RFA President  
Bernadette Burns, RFA General Counsel  
Steven Korn, RFE/RL President  
John Lindburg, RFE/RL General Counsel  
Brian Conniff, MBN President  
Anne Noble, MBN General Counsel  
Steve Redisch, Acting VOA Director  
Barbara Brady, VOA Chief of Staff  
Oanh Tran, BBG Special Projects Officer  
Emily Tyler, Presidential Management Fellow  
Ashley Pyle, Presidential Management Fellow

Other BBG and Grantee staff members will be invited to support the meeting based on their interest and expertise.

\*Invitees may attend the open session of the Governance Committee meeting. The closed session will be limited to Governors and invitees, as needed.

## ATTACHMENT 2

### BBG STRATEGY AND BUDGET COMMITTEE Terms of Reference

#### Purpose

The objectives of the Strategy and Budget Committee are:

- (1) To make recommendations to the Board regarding (i) the articulation of BBG strategy for U.S. international broadcasting (“USIB”) consistent with evolving U.S. national security strategy, Congressional mandates, and global political and media trends; (ii) rebalancing of language services based on assessment of their priority and impact and other factors across the elements of USIB in light of the BBG’s strategy; (iii) the assessment and coordination of the use of technology and distribution platforms by the elements of USIB; and (iv) the implementation and improvement of the Language Service Review (LSR) process; and
- (2) To assist the Board in providing direction to the ~~BBG~~ Chief Financial Officer (CFO) to develop budget proposals and advice and recommendations concerning implementation of the BBG budget that are consistent with the Board’s strategic vision and operations oversight of USIB.

#### Background

Strategy: The International Broadcasting Act of 1994 (as amended) gives the Broadcasting Board of Governors extensive, non-delegable authority to set the strategic direction and tone of USIB as an element of U.S. foreign policy. The Board is authorized to “review and evaluate the mission and operation of, and to assess the quality, effectiveness, and professional integrity of, all [USIB] activities within the context of the broad foreign policy objectives of the United States” 22 U.S.C. §6204(a)(2) and to, “review, evaluate, and determine, at least annually, after consultation with the Secretary of State, the addition or deletion of language services” *Id.* at §6204(a)(4). The standards and principles in accordance with which the Board must ensure that USIB is carried out require the Board to assess a wide variety of technological, audience and programming factors to assess the effectiveness and reach of USIB. Annually, the Board conducts LSR to facilitate its assessment of the effectiveness of USIB in light of the statutory mandate and to recommend changes in programming priorities, including the addition and deletion of language services.

Budget. The International Broadcasting Act of 1994 (as amended) authorizes the Board to, “allocate funds appropriated for international broadcasting activities among the various elements of the International Broadcasting Bureau and the grantees . . . and subject to the reprogramming notification requirements in law for the reallocation of funds.” 22 U.S.C. § 6204(a)(6). Each year, the ~~BBG~~ CFO works with the Board and Office of Management and Budget to submit a budget proposal to the Congress and subsequently works with the Congress on enactment of proposed funding levels and reprogramming proposals.

## Members

The Strategy and Budget Committee will be composed of three (3) Governors selected by the BBG Chairman in consultation with fellow Governors. A Committee Chair will be selected by the BBG Chairman and appointed by the plenary Board.

## Support for Committee Operations

The operations of the Strategy and Budget Committee will be organized and supported by the Secretary of the BBG Board and by a support team recommended by the ~~BBG Executive Director~~ ~~IBB Director~~ and approved by Committee members. The support team should include the ~~BBG-CFO~~, the Director of Strategic Planning and Performance Measurement and such other representatives ~~from BBG staff~~ as the Committee may deem advisable. The Committee may seek input from the International Broadcasting Bureau and each of the federal and nonfederal programming entities, including their research and engineering components, in order to facilitate Committee deliberations.

## Administrative Provisions

The Chair of the Strategy and Budget Committee should establish a meeting schedule and select meeting venues. The Committee Chair should report the Committee's recommendations and proposals to the plenary Board on an ongoing basis to support the Board's decision-making on formulation and implementation of BBG strategy, including the addition and deletion of language services and other strategic elements of the Board's nondelegable authorities as set out in the International Broadcasting Act of 1994 (as amended). In consultation with the CFO, the Committee Chair should convene appropriate meetings to address material budget issues and critical requirements. With support of the CFO, the Committee Chair should report the Committee's recommendations and proposals to the plenary Board as needed to inform and support the Board's decision-making on formulation and implementation of the BBG budget.

## Committee Mandate

Strategy: The Committee should consider and submit recommendations and proposals to the plenary Board concerning the following:

1. Analysis of U.S. National Security Strategy and Congressional Directives
2. Assessment of BBG's current strategic plan
3. Assessment of mission and roles of each element of USIB
4. Fulfillment of the BBG's non-delegable statutory authorities
5. Technology and distribution platforms
6. Research efforts among the elements of USIB
7. The Language Service Review process

Budget: Working with the ~~BBG-CFO~~, the Committee should consider recommendations and proposals concerning material budgetary issues to support the Board's decision-making on formulation and implementation of the BBG budget consistent with the Board's strategic vision and operations oversight of United States international broadcasting.

## ATTACHMENT 3

### BBG COMMUNICATIONS AND OUTREACH COMMITTEE TERMS OF REFERENCE

#### Purpose

The objective of the Communications and Outreach Committee is to develop and recommend a strategy for coordinating Broadcasting Board of Governors' (BBG) public and congressional affairs, as well as a plan for ensuring the transparency and openness of Board operations and decisions.

#### Background

Currently, nearly all BBG-sponsored entities (including each of the non-federal grantees) have staff members who are expressly designated to handle press, public, governmental, and congressional affairs. The International Broadcasting Act of 1994 (as amended) states a purpose of the reorganization and consolidation was to, "achieve important economies and strengthen the capability of the United States to use broadcasting to support freedom and democracy in a rapidly changing international environment." BBG-funded efforts in public and congressional affairs should be considered in light of these statutory concerns.

Agency public affairs offices work to enhance the Agency's reputation as a vital and effective component of U.S. foreign policy through journalism. To be effective, the Agency needs to communicate strategic, budgetary, and program priorities and accomplishments to key audiences including Congress, the Administration, the press and the public as well as academic and think tank analysts. Like other U.S. government agencies, BBG staff handling Congressional affairs deal primarily with the Members and staff of the Agency's congressional oversight bodies. For the BBG, these include the House and Senate Foreign Relations Committees and the House and Senate Appropriations Subcommittees on State, Foreign Operations. Congressional communications consists of supporting and explaining the President's budget request for the Agency, developing and supporting legislation to support the Agency's mission (and opposing or modifying initiatives that do not), maintaining open and transparent communications with BBG oversight committees, and responding to Committee and other Member inquiries/correspondence.

#### Members

The Communications and Outreach Committee will be a standing committee of the Board. It will be composed of three (3) Governors selected by the plenary Board. A Committee Chair will be selected by the Chair and appointed by the Board.

#### Support for Committee Operations

The operations of the Communications and Outreach Committee will be organized and supported by the Secretary of the BBG Board and by a support team recommended by the ~~BBG Executive Director~~ IBB Director and approved by Committee members to include ~~the Director of Public Affairs, the Congressional Coordinator, the Director of the Office of Communications and External Relations~~ and the Chief Financial Officer. The support team should consider input from

~~BBG staff~~, the International Broadcasting Bureau, each of the federal and nonfederal programming entities, and a State Department liaison.

### Administrative Provisions

The Chair of the Communications and Outreach Committee should establish a meeting schedule and select meeting venues. The Committee Chair should report the Committee's recommendations to the plenary Board on an ongoing basis.

### Committee Mandate

The Communications and Outreach Committee should consider and submit recommendations and proposals to the plenary Board concerning the following:

- Development of a model for coordinating the Agency's and grantee's public affairs communications, considering specifically:
  - The role and interaction of each entity in showcasing their distinct accomplishments.
  - The coordination of the expression of Agency priorities within the framework of United States foreign policy.
  - Interaction with the State Department, National Security Council, and other federal agencies.
  - The consistency of messages with internal and external audiences regarding Agency and broadcasting entity mission, priorities, and strategy as a means of raising understanding with key audiences including the public.
  - Communications planning for crises.
  - The method for communicating Board votes and the record of decisions, including a constructive outlet for expressing dissenting opinions.
- Development of a strategy for coordinating the Agency and grantee's Congressional affairs efforts, taking into account regulatory requirements and the particular sensitivities, procedures and other requirements requisite in dealing with the legislative branch as distinct from other forms of outreach, considering specifically:
  - The appropriate size and scope of Congressional activities by Agency grantees, with attention to the statutory and grant agreement's prohibition of lobbying.
  - The relationship and interaction between the Office of Communications and External Relations ~~BBG Congressional Affairs~~ and grantee communications with Congress regarding budgetary and policy matters, considering Administration guidance and requirements on such matters.
- Coordination of international communications initiatives including affiliate outreach and program marketing.