



From: Broadcasting Board of Governors
Date: September 15, 2011
Subject: **Minutes of the BBG Meeting of September 15, 2011**

The Broadcasting Board of Governors (BBG) met today in the VOA Briefing Room at BBG headquarters in Washington, D.C. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Chairman Walter Isaacson
Governor Victor Ashe
Governor Michael Meehan
Governor Dennis Mulhaupt
Governor Dana Perino
Acting Under Secretary of State Ann Stock

Governors Michael Lynton, Susan McCue and S. Enders Wimbush were not in attendance at the meeting.

Other persons in attendance are listed at the end of these minutes.

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

Chairman Isaacson called the meeting to order and noted that the meeting was being held in compliance with the Government in the Sunshine Act.

In support of the President's Open Government Directive, the Chairman said that the Board voted in the morning to make the transcript of Board's discussion of the Fiscal Year 2013 budget available to the public as soon as practicable. The discussion had been held during a morning session which the Board had voted to close, as disclosed in an advance Federal Register notice.

Chairman Isaacson commended Agency staff on the strategic narrative which explains the year-long strategic review and the strategy that the Board tries to develop, and that it informs the budget that would be submitted to OMB as part of the budget process.

The Chairman recognized the presence at the Board meeting of International Broadcasting Bureau (IBB) transmitting station managers, who had come to Washington for their annual meeting with the BBG Technology, Services and Innovation division. The Chairman thanked them for their service on the front lines of global distribution of BBG programming.

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On behalf of the Board, Chairman Isaacson announced that the Board's intention to shine a light on the efforts of certain governments around the world to thwart media freedom and intimidate BBG-sponsored journalists. He then read a statement calling public attention to a string of disturbing incidents of repression and intimidation perpetrated against BBG journalists in recent months in Nepal, Azerbaijan, Cambodia, Burma and elsewhere.

The Board voted to approve the draft minutes of the July 14, 2011 Board meeting.

Governor Mulhaupt highlighted some issues that were covered in a meeting of the Governance Committee which was held on the day preceding the Board meeting. Governor Mulhaupt noted that the Committee considered two important steps to realize the Board's vision of a more unified, coordinated and effective structure for United States international broadcasting: (i) implementation of the Board's decision to merge the BBG Board staff with the International Broadcasting Bureau (IBB), under the leadership of the IBB Director and (ii) revision of the agreements between the Agency and its grantee organizations, Radio Free Europe/Radio Liberty (RFE/RL), Middle East Broadcasting Networks (MBN) and Radio Free Asia (RFA).

In the IBB-BBG merger update, Governor Mulhaupt informed the Board that the Agency had received Congressional concurrence on the reprogramming letter sent in August 2011 outlining the creation of new IBB offices following the merger of the IBB and BBG staffs under the leadership of the IBB Director. Chairman Isaacson congratulated IBB Director Dick Lobo and Executive Director Jeff Trimble for effectively working together on the merger.

Governor Mulhaupt briefed the Board on the revision of grant agreements. He noted that the Governance Committee voted by a majority to recommend that the Board approve the revised grant agreement. Upon a Board vote to adopt the Committee's recommendation, Chairman Isaacson thanked the grantees for their collaboration and recognized that compromises have had to be made in order to put together the best possible document.

Finally, Governor Mulhaupt reported that the Governance Committee also discussed the Committee's recommendation that the IBB Director should develop a protocol for disclosing information from closed Board meetings, taking into account that the Government in the Sunshine Act permits the Agency to close Board sessions based on defined statutory exemptions. The Committee recognized that there are likely times when materials from such closed meetings could be made public, to the extent that such a release would be lawful and prudent. The Board voted on the Committee's recommendation to direct IBB Director to develop a protocol.

Governor Perino acknowledged Governor McCue's absence and recognized her for spearheading the efforts in social media and other forms of digital innovation. Governor Perino announced the kick-off event of the Commission on Innovation on September 22 in New York City. The event will focus on the role of the commission and the BBG's overall innovation agenda. Another meeting of the Commission is scheduled for October 25 in Washington D.C.

Robert Bole and Raina Kumra made a presentation on the BBG innovation agenda, including new news supply chain, global conversations, new voices and move communities forward. In

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support of the innovation agenda, they would be looking across the networks to put talents and tools together to provide more choices for the audience, proposing an office name change from the Office of New Media to the Office of Digital and Design Strategy, launching innovation series to bring outside innovators and cutting edge technology companies into the BBG, laying the foundations by implementing design reform and digital strategy reviews, creating new beats for the next generation, and attempting to forge partnerships.

Governor Meehan announced that he will step down from the BBG Strategy and Budget Committee to focus on the global Internet freedom efforts. Referencing his recent trip to Africa with Governor Perino and McCue, Governor Meehan expressed the Board's deep respect for the journalists' work and emphasized the importance of the Board's role to protect the journalistic integrity. Chairman Isaacson commented further that the Board is totally supportive of the efforts for free flow of information, is against censorship, and has fought against governments/regimes who try to censor. Voice of America (VOA) Director David Ensor thanked Governors McCue, Meehan and Perino for their dedication and efforts for VOA in Africa.

At IBB Director Lobo's invitation, Andre Mendes, IBB Director of the Office of Technology, Services, and Innovation, reported on the efforts to establish an FM station in Benghazi which had been stalled by local officials in Alexandria, Egypt over the release of the needed equipment. Mr. Mendes also reported on the sale of the IBB property in Erching, Germany for approximately \$6.2 million that would be available to the Agency as soon as the local German authorities have completed the required process, and the satellite broadcast service for VOA and RFA targeting China that would go into effect September 20.

IBB Director Lobo reported on a study of consolidation of BBG offices and bureaus as suggested by Governor Ashe. As a result of the study, progress on consolidation of news bureaus abroad is as follows: MBN and VOA staffs in New York and London as well as radio personnel in Cairo will be in shared facility by the end of the calendar year; MBN and VOA staffs in Cairo and Jerusalem will be collocated in spring of 2012; VOA and RFE/RL are working toward collocation in Moscow in 2012; and VOA and RFA management are working on collocation in Bangkok.

Mr. Lobo invited the Board members to participate in the 2011 Gold Medal Award ceremony that recognizes employees who have made some of the most outstanding contributions to the BBG's mission. The ceremony is scheduled for September 27, 2011 which 95 awards will be given based on the 297 nominations received.

Referring to the IBB Director's written report in the briefing book on the management consultant that would be hired to assist the Board in reviewing its strategic plan, particularly the consolidation of various entities, Governor Ashe asked if the management consultant would first review whether it makes sense and is desirable for the entities to be consolidate and, assuming that it is desirable, then develop a plan for implementation. Mr. Lobo replied affirmatively and stated that the management consultant would be selected in the coming days, and its priority

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would be to meet with the Board, network heads, and key personnel in order to discuss what the Board wants to do and that this would be one of the priority discussions.

MBN President Brian Conniff announced that Alhurra's weekly audience in Egypt had doubled to nearly 8 million according to recent survey results. A short video clip of Alhurra's coverage on the Libyan uprising was played. Mr. Conniff noted that MBN continues to share videos and reports with VOA to maximize resources on-the-ground. The Chairman commended MBN and VOA for their collaboration.

Office of Cuba Broadcasting Director Carlos Garcia described some programming initiatives, including changing the format for radio news, integrating social media, implementing proxy sites, installing a new TV studio set and among other efforts.

VOA Director David Ensor thanked the Board for the opportunity to serve for VOA and noted that it was his first Board meeting. He provided programming highlights including VOA correspondents reporting from North Korea and Burma, a joint VOA and Alhurra mini-documentary on the relationship between a Muslim mayor and an Orthodox Jewish deputy mayor (short video clip was played), a launch of Somali/Amharic special radio broadcasts to provide specific news and information to refugees impacted by the famine and drought in East Africa, and a new web video series, "OMG! Meiyu," that gives Mandarin Chinese speakers a fun and accessible window into the colloquial side of American English (A short video clip was played).

RFE/RL President Steve Korn reported that he had spent a full week in Prague with the staff there and will meet with all the language services in the coming days to learn and understand about their work. He expressed his appreciation for the journalists' courage and dedication to the mission of the organization.

RFA President Libby Liu thanked Mr. Bole and Ms. Kumra for their assistance in digital innovations. She alerted the Board about a changing media scene in Burma including the government's relaxation of Internet blocks of VOA, BBC and other websites and the disappearance of the government's criticisms of Western media.

Chairman Isaacson announced that the next Board meeting will be held at BBG headquarters in Washington, and that the Board tries to hold at least one meeting each year at the headquarters of each of the BBG-sponsored international broadcasting entities and thus, will be meeting at MBN headquarters in Springfield, VA in December.

There being no other business, the Chairman adjourned the meeting.

The Broadcasting Board of Governors agreed to the following decision elements (all decisions were adopted by a unanimous vote unless otherwise indicated):

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1. Adoption of July 14, 2011 Minutes. Acting Under Secretary of State Ann Stock made a motion for the adoption of the minutes of the July 14, 2011 meeting set forth in Attachment 2. Governor Ashe seconded. The minutes were adopted by the Board.
2. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governor Mulhaupt regarding the Governance Committee meeting held on September 14, 2011, including the following recommendations by the Governance Committee:
 - a. Adoption of the July 13, 2011 Governance Committee Report. Governor Mulhaupt moved for the adoption of the July 13, 2011 Governance Committee Report as set forth in Attachment 3 its entirety, noting that the plenary Board had already adopted a number of the recommendations individually at the Board's July 14, 2011 meeting. Chairman Isaacson seconded. Governor Ashe abstained. The report was adopted by the Board.
 - b. Status of IBB-BBG Merger. The Board received a status update on the implementation of its April 2011 decision to merge the staffs of the International Broadcasting Bureau (IBB) and the BBG. Governor Mulhaupt moved to adopt the Committee's recommendation in b (ii). Chairman Isaacson seconded. The recommendation was adopted by the Board.
 - i. The Board noted that a reprogramming letter outlining the new IBB offices was sent to the Agency's Congressional oversight committees on August 26, 2011 and that Congressional concurrence was received the day before the meeting.
 - ii. The Board directs the IBB Director to create the offices contemplated in the reprogramming letter (and previously approved by the Board at its June 2011 meeting) in order to implement the IBB/BBG merger in compliance with applicable law and regulation.
 - c. Revision of Grant Agreement. The Board received a status update on revising the grant agreement. Governor Mulhaupt moved to adopt the Committee's recommendation to approve the revised grant agreement. Governor Ashe made a motion to amend the revised grant agreement to include "routine correspondence or communications" in Article IV(c)(4). Chairman Isaacson seconded the amendment. The Board adopted the amendment. Governor Mulhaupt moved to adopt the revised grant agreement as amended. Chairman Isaacson seconded. Governor Ashe voted "no". The Board then adopted the revised grant agreement as amended as set forth in Attachment 4.
 - i. The Board noted its 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

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the U.S. International Broadcasting Act of 1994, as amended, and federal grant law.

- ii. The Board noted 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.
 - iii. The Board noted 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 applicable law and regulation.
 - iv. The Board approves the revised grant agreement in all material respects and directs 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.
- d. Release of Materials from Closed Board Meetings. Governor Mulhaupt moved to adopt the Committee's recommendation in (d)(i) to direct the IBB Director to develop a protocol. Governor Ashe seconded. The recommendation was adopted by the Board.
- i. The Board directs 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.
 - ii. The protocol should involve a mechanism to allow interested Governors to review the minutes prior to their release.

Other Attendees:

The following persons were also present during all or part of the meeting: International Broadcasting Bureau (IBB) Director Richard Lobo, Executive Director Jeffrey Trimble, Deputy General Counsel and Board Secretary Paul Kollmer-Dorsey, Chief Financial Officer Maryjean Buhler, Director of Communications and External Relations Diane Zeleny, Director of the Office of Strategic Planning & Performance Measurement Bruce Sherman, Special Projects Officer Oanh Tran, Director of Public Affairs Letitia King, and Board Operations and Policy Adviser Ashley Pyle; Steven Korn, President of Radio Free Europe/Radio Liberty (RFE/RL); Libby Liu, President of Radio Free Asia (RFA); Brian Conniff, President of the Middle East Broadcasting Networks (MBN); Carlos Garcia-Perez, Director of the Office of Cuba Broadcasting (OCB); David Ensor, Director of the Voice of America (VOA); Andre Mendes, IBB Director of the Office of Technology, Services, and Innovation; Robert Bole, IBB Co-Director of Digital Innovations; Raina Kumra, IBB Co-Director of Digital Innovations; and Lynne Weil, Senior Advisor to the Under Secretary for Public Diplomacy & Public Affairs.

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Approved:

Walter Isaacson
Chairman

Witnessed:

Paul Kollmer-Dorsey
Secretary

Attachments:

1. Agenda for September 15, 2011 Meeting
2. Minutes of July 14, 2011 Meeting
3. Governance Committee Report from July 13, 2011 Meeting
4. Revised Grant Agreement

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ATTACHMENT 1

BROADCASTING BOARD OF GOVERNORS September 2011 Meeting Agenda

Thursday, September 15

2 - 3:00 Broadcasting Board of Governors' Meeting (1st Floor, VOA Briefing Room)

I. Open Session

Chairman's Remarks

- A. Adoption of Minutes of July 14, 2011 Meeting
- B. Governance Committee Report
- C. Report on Digital Innovations
- D. IBB Director's Report
- E. MBN President's Report
- F. OCB Director's Report
- G. VOA Director's Report
- H. RFE/RL President's Report
- I. RFA President's Report
- J. Other Items for Consideration at Next Board Meeting

3:00 Meeting Adjourned

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ATTACHMENT 2

From: Broadcasting Board of Governors
Date: July 14, 2011
Subject: **Minutes of the BBG Meeting of July 14, 2011**

The Broadcasting Board of Governors (BBG) met today in Washington, D.C. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Chairman Walter Isaacson
Governor Victor Ashe
Governor Michael Lynton
Governor Susan McCue
Governor Michael Meehan (via telephone)
Governor Dennis Mulhaupt
Governor S. Enders Wimbush
Acting Under Secretary of State Ann Stock

Governor Dana Perino was not in attendance at the meeting.

Other persons in attendance are listed at the end of these minutes.

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

Chairman Isaacson called the meeting to order and noted that the meeting was being held in compliance with the Government in the Sunshine Act. He welcomed Ann Stock, currently Assistant Secretary of State for Educational and Cultural Affairs, who represents Secretary Clinton on the Board.

The Chairman stated that the Board recently received a briefing by the Strategy and Budget Committee on its year-long strategic review and heard some ideas for the future of U.S. international broadcasting, which the Committee will later report.

Chairman Isaacson noted the Board's great concern for the safety of journalists and emphasized the Board's view that all journalists should have the ability to do their important work without obstacles and interference from governments or others. Since the last Board meeting, there have been incidents involving journalists working for Radio Free Europe/Radio Liberty (RFE/RL) in Belarus and a British Broadcasting Corporation (BBC) journalist in Tajikistan. BBG had issued statements in both instances, he noted, and remains deeply concerned about RFE/RL journalists in Belarus and the well-being of BBC journalist Urunboy Usmonov, who had been detained in

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Tajikistan. At the Chairman's invitation, Governor Mulhaupt gave an update on the situation in Belarus concerning RFE/RL journalists.

The Board voted to approve the draft minutes of the June 3, 2011 Board meeting. The Chairman noted that the June meeting had been a first in BBG history because it was structured as an open meeting with public participation.

The Chairman called upon several Governors to give trip reports, explaining that the BBG is a federal agency with an international mission, and it is important for the BBG Governors to travel from time to time to the "front lines" to meet the people who are directly touched by BBG's mission. He added that the Governors have been very careful about travel and only make important trips with real purposes. He noted that since the last meeting, several Governors had gone on important trips and invited those Governors to briefly report on their trips.

On behalf of Governors Meehan, Perino and herself, Governor McCue presented some highlights of their trip to Africa, which included events in Ethiopia, South Sudan and Nigeria. The Governors met with government officials, potential affiliate partners, journalists and held a town hall meeting with the objectives of promoting health and development broadcasting, pursuing media training and seeking opportunities to expand distribution and increase audiences.

Governor McCue also introduced Robert Bole and Raina Kumra who serve as leaders of digital media efforts across U.S. international broadcasting. She said that they will help advance the BBG's mission to reach larger worldwide audiences through innovation, enterprise journalism and audience engagement. At Governor McCue's request, Mr. Bole and Ms. Kumra briefly described their experience, particularly in new media.

Governor Mulhaupt reported on his trip to Prague, Czech Republic and London, England as an effort to increase cooperation and deepen relationships with other international broadcasting entities. In Prague, Governor Mulhaupt met with representatives of Deutsche Welle who had requested an official visit to RFE/RL headquarters. In London, Governor Mulhaupt met with the Vice Chair of the BBC Trust to discuss governance and among other matters.

Governor Ashe presented a report on his visit to Baku, Azerbaijan, where he and the U.S. ambassador met with the government of Azerbaijan to discuss a government-imposed ban on international broadcasters which has been in place since January 2009. He also visited RFE/RL Radio Azadliq's Baku Bureau, during which he took questions from listeners in a live call-in program. Governor Ashe read to the Board a letter addressed to Chairman Isaacson from Eynulla Fatullayev, a journalist who was recently released from prison in a high-profile case, expressing his gratitude for Radio Azadliq, which was the only media in Azerbaijan that reported continuously and fearlessly on his imprisonment.

Governor Wimbush gave some highlights of the Strategy and Budget Committee's year-long strategic review, including key trends and opportunities that will serve as elements of the Board's strategic plan. These elements include growth of the BBG's audience, improvement of distribution methods, and improved coordination among the elements of United States international broadcasting. Governor Wimbush stated that the Board has asked the International

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Broadcasting Bureau (IBB) Director to continue its work on the draft strategic plan and requested a detailed implementation plan for the strategy by the Board meeting in September.

Governor Mulhaupt highlighted some issues that were covered in a recent meeting of the Governance Committee. The Board voted to add Governor Enders Wimbush as a member of the Governance Committee. The Board also voted to approve the revised terms of reference of the Strategy and Budget and Communications and Outreach Committees with conforming amendments based on the Board's decision at its April 14, 2011 meeting that the IBB and BBG staffs be merged, with the IBB Director serving as the head of the merged staff.

Governor Mulhaupt noted the Governance Committee's continuing work BBG's grantees on the revisions of the grantee's grant agreements. The Committee anticipates that a fully developed draft of the revised agreement will be presented to the Board for decision at the September 2011 meeting of the Board.

IBB Director Dick Lobo updated the Board, among other matters, on the receipt of \$10 million for internet circumvention activities, recent amendments to the Russian media law that may impact RFE/RL and VOA, and the launching of a new FM station in Bangui, Central African Republic. He reported that 67% employees had completed the annual Federal Employee Viewpoint Survey, and the results are expected by the end of summer. In response to Governor Ashe's question, Mr. Lobo replied that the Unions had requested a meeting with the Board, and that staff was trying to organize one in the near future. The Chairman commented that while the Board welcomes a meeting with the Unions, the Board was not in a position to resolve labor relations issues and had already delegated resolution of such issues to IBB management.

Office of Cuba Broadcasting (OCB) Director Carlos Garcia-Perez reported on a review of OCB transmission strategy with assistance from IBB's Office of Technology, Services, and Innovation, including mobile technology and the use of new media through Twitter.

RFE/RL President Steve Korn stated that he had begun immersing himself in the issues and looks forward to join the rest of the staff in Prague during the first week of September.

Radio Free Asia (RFA) President Libby Liu reported on the visit of the Dalai Lama to RFA, including an interview with its Mandarin Service. RFA will also welcome a visit by the Karmapa Lama. Governor Ashe commented that the Dalai Lama spoke about the reliance of closed societies on U.S. international broadcasting for news.

Voice of America (VOA) Acting Director Steve Redisch stated that VOA Director David Ensor was scheduled to report to work on August 3. He provided programming highlights including an exclusive interview with a high-ranking Burmese defector and an interview with President Obama. A short clip of the interview with the President was played. Mr. Redisch distributed a copy of VOA's Best Practices guide that has been prepared by VOA management and made available to VOA journalists.

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Middle East Broadcasting Networks (MBN) President Brian Conniff announced a Alhurra and VOA co-production of a half-hour documentary focusing on religious tolerance as part of a week-long special programming initiative to commemorate the tenth anniversary of the September 11 terrorist attacks. He noted MBN's challenge in providing coverage during the Yemeni government's sustained crackdown on the media. He reported on his recent trip to Egypt, including a meeting with the Ministry of Information to request an FM transmitter for Radio Sawa and meetings with private media outlets to assess the ability to operate independently in Egypt.

There being no other business, the Chairman adjourned the meeting.

The Broadcasting Board of Governors agreed to the following decision elements (all decisions were adopted by a unanimous vote unless otherwise indicated):

1. Adoption of June 3, 2011 Minutes. Governor Ashe made a motion for the adoption of the minutes of the June 3, 2011 meeting set forth in Attachment 2. Governor Mulhaupt seconded. The Board unanimously adopted the minutes of June 3, 2011 meeting.
2. Governance Committee Membership. Governor Mulhaupt made a motion to appoint Governor S. Enders Wimbush as member of the Governance Committee. Governor Ashe seconded. The Board unanimously adopted the appointment of Governor Wimbush on the Governance Committee.
3. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governor Mulhaupt regarding the Governance Committee meeting held on July 13, 2011 with the following recommendations by the Governance Committee:
 - i. Amended Terms of Reference. Governor Mulhaupt made a motion to adopt the Committee's recommendation that the plenary Board adopt the amended Terms of Reference of the Strategy & Budget and Communications & Outreach Committees to reflect the Board's decision to merge the BBG and IBB staffs. Governor McCue seconded. (Governor Ashe abstained.) The Board adopted the amended Terms of Reference of the Strategy & Budget and Communications & Outreach Committees.
 - ii. Pre-decisional Draft Grant Agreement. That the plenary Board note that the Governance Committee considered a pre-decisional draft grant agreement submitted by IBB staff for discussion purposes and that the Committee directed IBB 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.

Other Attendees:

The following persons were also present during all or part of the meeting: International Broadcasting Bureau (IBB) Director Richard Lobo, BBG Executive Director Jeffrey Trimble, BBG Deputy General Counsel and Board Secretary Paul Kollmer-Dorsey, Chief Financial Officer Maryjean Buhler, Director of Communications and External Relations Diane Zeleny,

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Director of the Office of Strategic Planning & Performance Measurement Bruce Sherman, Special Projects Officer Oanh Tran, Congressional Coordinator Susan Andross, Senior Strategist Paul Marszalek, and Presidential Management Fellow Ashley Pyle; Steven Korn, President of Radio Free Europe/Radio Liberty (RFE/RL); Libby Liu, President of Radio Free Asia (RFA); Brian Conniff, President of the Middle East Broadcasting Networks (MBN); Carlos Garcia-Perez, Director of the Office of Cuba Broadcasting (OCB); Steve Redisch, Acting Director of the Voice of America (VOA); Barbara Brady, VOA Chief of Staff; John Welch, IBB Senior Advisor; Andre Mendes, IBB Director of the Office of Technology, Services, and Innovation; Robert Bole, IBB Co-Director of Digital Innovations; Raina Kumra, IBB Co-Director of Digital Innovations; Rebecca McMenamin, IBB Director of New Media; Shesha Pancholi, IBB Digital Products Manager; Michael Marchetti, RFE/RL Senior Vice President of Finance/CFO; John Lindburg, RFE/RL General Counsel & Secretary; John Giambalvo, RFE/RL Deputy CFO; Bernadette Burns, RFA General Counsel; Richard Smith, RFA Budget Director; Anne Noble, MBN General Counsel; Kelley Sullivan, MBN Vice President for Administration/Treasurer; William Clancy, MBN CFO; Irvin Rubenstein, OCB Director of Administration; Andrew Krog, BBG Assistant General Counsel (FOIA/Ethics/PA); and Lynne Weil, Senior Advisor to the Under Secretary for Public Diplomacy & Public Affairs.

Approved:

Walter Isaacson
Chairman

Witnessed:

Paul Kollmer-Dorsey
Secretary

Attachments:

5. Agenda for July 14, 2011 Meeting
6. Minutes of June 3, 2011 Meeting

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ATTACHMENT 3

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: 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

- **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].*

* Adopted by the plenary Board at the July 14, 2011 Board Meeting.

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Revision of Grant Agreements

- 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.* 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.

* * * *

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).

* Adopted by the plenary Board at the July 14, 2011 Board Meeting.

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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

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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.

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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.

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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.

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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

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~~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.

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ATTACHMENT 4

TEMPLATE FOR REVISED GRANT AGREEMENTS

GRANT AGREEMENT BETWEEN THE BROADCASTING BOARD OF GOVERNORS AND GRANTEE

This Grant Agreement (“Agreement”) is between the Broadcasting Board of Governors (hereinafter “BBG”) and **Grantee** (hereinafter “Grantee”), a nonprofit organization incorporated in _____. BBG enters into this Agreement under the authority provided by the U.S. International Broadcasting Act of 1994, as amended, 22 U.S.C. §§ 6201 et seq. (the “International Broadcasting Act”) and BBG’s appropriation and authorization acts for the current fiscal year.

WHEREAS, BBG is the United States Government agency responsible for non-military U.S. Government-funded international broadcasting pursuant to the authorities set forth in the International Broadcasting Act;

WHEREAS, the purpose of the activities supported by the International Broadcasting Act is to “promote the right of opinion and expression, including the freedom ‘to seek, receive, and impart information and ideas through any media and regardless of frontiers,’ in accordance with Article 19 of the Universal Declaration of Human Rights;” Id. § 6201 (1)

WHEREAS, BBG’s mission is “to promote freedom and democracy and enhance understanding through multimedia communication of accurate, objective, and balanced news, information and other programming about America and the world to audiences overseas;”

WHEREAS, in furtherance of this mission and as authorized by the International Broadcasting Act, BBG makes and supervises a grant to **Grantee** for broadcasting and related activities in order to provide news and information to countries that have limited or no access to free press and media, and, in furtherance thereof, BBG has decided to make a grant for these purposes pursuant to the terms and conditions stated herein; and

WHEREAS, BBG believes that it would be in the interests of United States international broadcasting and the BBG mission to take advantage of the operational independence and flexibilities of its private nonprofit grantees, while giving due consideration to the requirements of the International Broadcasting Act and other federal laws and regulations that are applicable to federal grantees, including the statutory requirement that duplication of language services and technical operations between Grantee and BBG or BBG-sponsored broadcasting entities will be reduced to the extent appropriate, as determined by BBG.



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NOW, THEREFORE, BBG agrees to make, and **Grantee** agrees to accept, the grant of funds in accordance with the following provisions:

Article I – THE GRANT

- a. Amount of the Grant. BBG hereby grants the amount of \$ _____ (the “Grant Funds”) for fiscal year 2012 (FY 2012) to **Grantee** for the purposes and subject to the terms and conditions stated herein.
- b. Use of the Grant Funds. **Grantee** may use the Grant Funds solely for planning and operating expenses related to international broadcasting and administration thereof. The Grant Funds are provided solely for the purposes and in the amounts approved by BBG and as set forth in the Approved Financial Plan (as such term is defined in Article VI hereof and subject to the review procedures and adjustments described therein).

Article II – PROGRAMMING PRODUCED WITH GRANT FUNDS

- a. Grantee shall use the Grant Funds to provide news and information programming that is consistent with the relevant principles and standards set forth in the International Broadcasting Act and the strategy for United States international broadcasting as determined by BBG and implemented by the Director of the International Broadcasting Bureau (“IBB”) under authority delegated by BBG.
- b. Grantee shall produce news and information programming in the language(s) described in the Approved Financial Plan. Upon BBG’s request, Grantee shall provide to BBG a detailed written schedule of the programs produced with the Grant Funds, including the languages and media in which such programs were produced.

Article III – DISTRIBUTION OF PROGRAMMING PRODUCED WITH GRANT FUNDS

- a. Subject to the limitations of Article III(c), Grantee acknowledges and agrees that BBG is authorized to provide for distribution of the programming that is paid for with the Grant Funds over the global network of broadcasting and transmission facilities owned and/or operated by BBG or, as the case may be, through affiliated networks arranged by BBG (“BBG’s Global Distribution Network”). Subject to the limitations of Article III(c), Grantee shall provide the programming that it produces with the Grant Funds to BBG for distribution over BBG Global Distribution Network.
- b. Grantee may not use Grant Funds for the purpose of concluding agreements with affiliates, except as approved in writing by BBG. Unpaid affiliate agreements must be consistent with the BBG’s strategy for United States international broadcasting, as described in Article II(a).
- c. Grantee grants to BBG a worldwide, non-exclusive, royalty-free and perpetual license to

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broadcast, use, distribute and create derivative works from those of Grantee's original programs that contain no materials provided by or licensed from any third parties. Grantee grants to BBG a worldwide, non-exclusive, royalty-free license to broadcast and otherwise use those of Grantee's programs that are legally available for such licensing and use. When obtaining materials from third parties for inclusion in its original programming, Grantee agrees to use reasonable best efforts to secure sufficient rights to permit Grantee to license to BBG (on a non-exclusive, worldwide and royalty-free basis) the right to broadcast the resulting original programming; provided, however, that Grantee shall not be required to do so where the acquisition of such rights would materially and detrimentally affect Grantee's ability to secure its own license from said third parties. Grantee shall provide, without charge, information concerning, and DVD or other electronic copies of any of its programs to BBG upon BBG's request.

- d. Grantee hereby grants to BBG, and BBG hereby accepts, an irrevocable, royalty-free, fully paid-up, non-exclusive, sublicense-able, perpetual license during the Grant Term to use Grantee's registered and unregistered trademarks. BBG's use of Grantee's trademarks shall be limited to use in conjunction with broadcasting or otherwise disseminating Grantee's materials to BBG's audiences for the purpose of furthering the BBG mission.

Article IV – COOPERATION WITH BBG GOVERNANCE OF UNITED STATES INTERNATIONAL BROADCASTING

As a condition of its receipt and use of the Grant Funds provided hereunder, Grantee shall cooperate with BBG's governance of United States international broadcasting under the International Broadcasting Act as follows:

- a. Grantee acknowledges that certain authorities of BBG under the International Broadcasting Act are non-delegable, including those listed in Attachment A, meaning that BBG has sole and exclusive authority to determine United States international broadcasting strategy and policy and that the Grant Funds are intended to promote and implement such BBG-sponsored strategy and policy.
- b. Grantee's articles of incorporation, by-laws or other constitutional documents shall provide that the Board of Directors of Grantee shall consist of the current members of the Broadcasting Board of Governors established under the International Broadcasting Act and of no other members. The Board of Directors shall make all major policy determinations governing the operations of Grantee and shall appoint and fix the compensation of such managerial officers and employees of Grantee as it considers necessary to carry out the purposes of the Grant.
- c. Grantee shall cooperate in the processes and protocols of BBG as follows:
 1. Grantee acknowledges that BBG has adopted certain rules of conduct to govern the participation and cooperation of the elements of BBG-sponsored United States

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international broadcasting. Such rules of conduct are set forth in Attachment B hereto.

2. Grantee shall report such information to BBG as may be reasonably requested by BBG in the format and within the timeframe so requested. Consistent with the BBG's desire to foster transparency as described in the "rules of the road" in Attachment B, and in order to better enable Grantee to provide accurate and relevant information, where possible, BBG's request will include information regarding the purpose of the request.
3. Grantee acknowledges that BBG has delegated to the IBB Director the authority to oversee the day-to-day management of the Federal agency and to identify, evaluate, and resolve strategic trade-offs and conflicts among the broadcasting entities, including Grantee, consistent with the Board's strategic guidelines and subject to the Board's continued oversight. Grantee shall use Grant Funds in a manner consistent with any such delegation.
4. In order to facilitate coordinated communications among the elements of United States international broadcasting, Grantee will seek advance approval of BBG of any Congressional and Executive Branch communications and outreach activities undertaken with the use of the Grant Funds, provided that nothing in this paragraph, shall prevent Grantee (i) from responding to specific requests for information, documents or materials from Congress or the Executive Branch, or (ii) from engaging in routine correspondence or communications with Congress and/or the Executive Branch (including United States embassies), or (iii) from engaging in communications in the regular pursuit of newsgathering activities. Upon BBG's request, Grantee shall inform BBG about such responses to requests and/or correspondence in a timely manner. Grantee acknowledges that 31 U.S.C. §1352 prohibits Federal grantees from using appropriated funds to pay any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the making, extension, continuation, renewal, amendment, or modification of any Federal grant. This provision shall not apply to any communications or outreach activities of any Director of the Board of Directors of Grantee who is a Governor of the Broadcasting Board of Governors at the time such communication or outreach activity is undertaken.
5. Grantee shall not disclose any information expressly designated in writing as confidential by BBG to any third party not authorized by BBG to receive it. BBG shall provide to Grantee a copy of the written standards and procedures used by BBG in designating information as confidential. Grantee shall require each Grantee employee and contractor with access to BBG-designated confidential information to enter into a written undertaking of confidentiality consistent with this paragraph. Grantee further agrees to take all steps reasonably necessary to protect the confidentiality of the confidential information and to prevent the confidential

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information from falling into the public domain or into the possession of unauthorized persons. Grantee shall have no obligation of confidentiality with respect to information that (A) was known to Grantee prior to receiving any of the confidential information from BBG, (B) has become publicly known through no wrongful act of Grantee, or (C) was received by Grantee from a third party without restriction as to the use and disclosure of the information.

6. Grantee shall participate in activities of the IBB Coordinating Committee in accordance with the International Broadcasting Act.

Article V – MUTUAL ASSISTANCE TO PROMOTE UNITED STATES INTERNATIONAL BROADCASTING

- a. In the spirit of cooperation among BBG-sponsored entities and in order to promote the efficient use of Grant Funds and Agency resources, BBG and Grantee will use their reasonable best efforts to render assistance to each other to promote the interests of United States international broadcasting and the implementation of BBG's strategy.
- b. Upon BBG's request, Grantee shall make reasonable efforts to provide or facilitate provision of administrative or other services or resources to BBG or other BBG-sponsored broadcasting entities in order to promote implementation of BBG's strategy. Grant Funds shall be available for in-kind services to the BBG or other BBG-sponsored entities where cost effective and consistent with the BBG strategic plan as determined by BBG. BBG shall not be required to reimburse Grantee for Grant Funds used to provide such in-kind services nor otherwise to supplement the Grant Funds provided hereunder. BBG will endeavor to make such requests in a manner that does not interfere with Grantee's ability to discharge its responsibilities under this Agreement and, where necessary to achieve the request, to provide resources to assist Grantee in fulfilling such requests. Grantee shall notify BBG of any expenditures it makes on provision of in-kind services to BBG and other BBG-sponsored entities.
- c. All assistance contemplated under this Article V shall be rendered in a manner consistent with applicable law and regulations.

Article VI – ADMINISTRATION OF THE GRANT

- a. Development and Review of the Approved Financial Plan
 1. Definition. As used in this Agreement, the term "**Approved Financial Plan**" shall mean (i) the financial plan for use of the Grant Funds that is approved by BBG in accordance with the procedures set forth in this Article VI; (ii) any modification to such plan that is approved by BBG during the term of this Agreement; and (iii) any proposal or modification of such proposal during a Continuing Resolution as referenced in Article VI(a)(5) below.

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2. **Financial Plan Required.** Unless otherwise determined by BBG, within 30 calendar days (or, if the same is on a U.S. federal holiday, the first business day occurring thereafter) of entering into this Agreement (or, as the case may be, any amendment to this Agreement which alters the amount or purpose of grant funds available), Grantee shall submit to BBG a proposed detailed financial plan consistent with the strategy, purposes, and language services approved by BBG and covering the full amount of the Grant, any carryover balances of prior year funds, and recoveries of prior year expenditures and commitments that are available for expenditure.
 3. **Financial Plan Detail.** Grantee's proposed financial plan shall delineate Grantee's anticipated monthly expenditures for each budget line item, anticipated monthly expenditures for each office and language service, and any additional detail required by BBG. Budget line items will be defined by the BBG in order to ensure uniformity.
 4. **Approval of the Proposed Financial Plan.** BBG shall transmit any disapproval of the proposed financial plan within 30 days of its receipt from Grantee. If BBG has not notified Grantee of its disapproval within 30 days of receiving the plan, the plan shall be deemed approved.
 5. **Financial Plan during a Partial Year Continuing Resolution (CR).** If appropriations for the full year amount of the Grant Funds are not available to BBG at the time that Grantee enters into this Agreement, Grantee shall provide, with each request for funding, an explanation of funding requirements for the period covered by the funding request and two subsequent months. Unless otherwise determined by law or approved by BBG, such requirements shall include only the minimum amounts of Grant Funds reasonably necessary to sustain current operations under the partial-year Continuing Resolution. No later than 30 days after enactment of an appropriation covering the fiscal year, Grantee shall submit a proposed detailed financial plan for approval in accordance with paragraphs one (1) through four (4) of this subsection. Grantee shall operate at a rate of obligation under its CR financial plan until BBG approval in accordance with paragraph.
- b. BBG will provide the Grant Funds to Grantee by U.S. Treasury cash wire transfers (FEDWIRE) generated through the Automated Clearing House System. BBG will make disbursements in monthly increments or on such other basis as may be consistent with the Approved Financial Plan.
 - c. **Reporting and Review of Use of Grant Funds**
 1. **Monthly Reports.** Unless otherwise approved by BBG, twenty (20) days after the end of each month, except following the final month of the fiscal year, when this period shall be 30 days, Grantee shall provide to BBG a report, for such month, of obligations and cash disbursements in U.S. dollars with the level of detail described in Article VI(a)(3) (as well as any recoveries or carryover balances from prior years),

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together with such additional information as BBG may request from time to time. As requested by BBG, Grantee shall justify in detail its use of Grant Funds against items defined in the Approved Financial Plan.

2. Other Reviews. Grantee shall prepare and submit to BBG such other reviews and reports on expenditures and obligations as BBG may request on a schedule to be provided periodically by BBG.
 3. Report on Vacancies. Not later than the 21 days after the end of each fiscal quarter, Grantee shall submit a report to BBG listing personnel vacancies as of the end of the quarter. This report should be organized by division and include the Position Title, Grade Level, Annual Salary, Date Vacant and Expected Hire Date. The provision of such report to BBG is solely to facilitate BBG's budget planning and reporting to Congress and does not imply that Grantee is required to seek BBG approval to fill personnel vacancies.
 4. Report on Equipment and Equipment Disposition. In accordance with OMB Circular No. A-110, Grantee shall submit annually to BBG an inventory of all equipment. Requests for disposition instructions concerning property purchased with Grant Funds with an estimated fair market value (at the time of such disposition) of U.S. \$5,000 or more must be submitted to BBG 120 days in advance of the proposed disposition. If BBG has not notified Grantee that the disposition is disapproved, the disposition will be deemed approved.
- d. Grantee shall maintain at its principal offices full and complete records and books of account, in accordance with generally accepted accounting principles, covering the financial details applicable to the Grant. Grantee shall maintain separate accountability for funds provided under this Agreement. Grantee shall expend these funds only on the operating costs authorized by this Agreement unless it receives prior written approval of BBG to do otherwise.
 - e. In accordance with A-110, Subpt C.25, Grantee is required to report deviations from the Approved Financial Plan to BBG. Grantee shall make reasonable efforts to provide prior notice of anticipated deviations. Grantee may not transfer Grant Funds among direct costs if the cumulative amount of such transfers exceeds, or is expected to exceed, 10 percent of the total budget in the Approved Financial Plan unless otherwise approved by BBG.
 - f. Unless otherwise approved by BBG, Grantee shall provide five (5) days advance notification of any new contracts exceeding U.S. \$350,000 and any new leases exceeding U.S. \$200,000.
 - g. Return of Funds
 1. Grantee shall return to BBG at the conclusion of the fiscal year any portion of the

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Grant Funds that are not required for a legally binding transaction or designated by Grantee for a purpose and in an amount consistent with the Approved Financial Plan (as well as any recoveries or carryover balances from prior years), unless otherwise approved by BBG.

2. Any and all interest earned on Grant Funds provided to Grantee pursuant to this Agreement shall be returned to the U.S. Government on an annual basis in accordance with the requirements of OMB Circular A-110.
3. Expenditures by Grantee that are not consistent with the Approved Financial Plan or otherwise permitted by this Agreement shall be recovered by Grantee and promptly refunded to BBG.

Article VII – REGULATORY COMPLIANCE

- a. The Parties acknowledge and agree that the Parties are subject to all Federal rules and regulations pertaining to federal grants, including the following: 22 U.S.C. §§ 6201 et seq., 31 U.S.C. §§ 7502 and 1352, 41 U.S.C. § 702, the Federal Grant and Cooperative Agreement Act and implementing regulations, and OMB Circulars No. A-110, A-122, and A-133.
- b. Allowability of costs incurred under this Agreement will be determined in accordance with OMB Circular No. A-122, “Cost Principles for Nonprofit Organizations,” (as revised May 10, 2004), pursuant to certain clarifications specified in Attachment C and subject to any exceptions granted by authorization or appropriation laws.
- c. Grantee shall comply with the covenants and other contracting provisions set forth in Attachment D.
- d. Grantee shall comply with grant limitations in the International Broadcasting Act and/or any applicable appropriations statute that are expressly applicable to Grantee, including without limitation, those set forth in Attachment E.
- e. Grantee shall deliver all required certifications identified in Attachment F upon execution of this Grant Agreement.
- f. No Grant Funds may be used for the following purposes:
 1. to pay any salary or other compensation, or enter into any contract providing for the payment of salary or compensation in excess of the rates established for comparable positions under Title 5 of the United States Code, or the foreign relations laws of the United States.
 2. to pay first-class travel for any employee of Grantee, or the relative of any employee.

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- g. Grantee shall comply with all applicable U.S. laws and regulations, including, without limitation, the copyright laws of the United States.
- h. When engaging outside the United States in activities that require the use of Grant Funds, Grantee shall exercise due diligence to ascertain the local laws and regulations, and other relevant local circumstances, applicable to Grantee's activities in the relevant country(ies) where such activities shall be undertaken. In the event that Grantee or any of its employees or contractors becomes subject to any fine, imprisonment, judgment, tax, or other penalty (whether civil, administrative, criminal, or otherwise) in any country as a result of the activities undertaken with the use of the Grant Funds, Grantee shall notify BBG in writing of the same as soon as practicable (but, in no case later than 30 days following any such event) and shall provide such information as BBG may request regarding the circumstances of any such penalty.

Article VIII – LIMITATIONS OF BBG OVERSIGHT

- a. Grantee is a private, nonprofit corporation, and nothing in this Agreement may be construed to make Grantee a Federal agency or instrumentality.
- b. BBG's oversight and supervision of the Grant Funds are subject to limitations in applicable law.
- c. BBG acknowledges and affirms the safeguards contained in the United States International Broadcasting Act of 1994 (as amended) meant to preserve the journalistic independence and integrity of BBG programming. To that end, no U.S. Government official—including individual Governors, the IBB Director, the Secretary of State, and the Inspector General—may attempt to influence the content or editorial choices of one of the broadcasting entities in a manner that is not consistent with the highest standards of professional broadcast journalism or take any other action that may tend to undermine the journalistic credibility or independence of BBG or its broadcasters. In the event that Grantee reasonably believes that a breach of this Article VIII(b) has occurred, then Grantee shall report the breach to the Chairperson of the Broadcasting Board of Governors.

Article IX – FUNDRAISING

Grantee may not engage in fundraising from other sources except in accordance with the principles of fundraising to be agreed by BBG and Grantee. Grantee is prohibited from using any Federal funds to finance its fundraising efforts.

Article X – PERSONNEL SECURITY POLICY

- a. BBG will perform security background investigations and provide appropriate clearance for the persons holding the positions listed in the letter to be provided by BBG to Grantee following the signing of this Agreement. These security background investigations and

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clearances shall be performed at no cost to Grantee.

- b. With regard to those of Grantee's employees and contractors who are not identified in the letter to be provided pursuant to Article X(a), but who are determined by Grantee and BBG to require background investigations and/or clearances, Grantee and BBG shall establish an agreed upon protocol ("Protocol"), which shall be reduced to writing and confirmed in a letter agreement following the signing of this Agreement. The Protocol shall cover (i) the categories of persons for whom such investigations and/or clearances are required, (ii) the identity of the entity or entities that will perform the investigations and/or clearances and, where necessary, (iii) who shall cover the costs associated with such investigations and/or clearances.

Article XI – IT NETWORK SECURITY POLICY

Any material breach of Grantee's IT network security policies, or any incident that materially affects the integrity or operations of the Grantee's IT network system, shall be reported to BBG within twenty-four (24) hours of detection. These violations shall include, but are not limited to, the following:

1. Unauthorized access to any of the social media or web site content management systems used by Grantee.
2. Disruption or denial of service for production or distribution systems.
3. Unauthorized modification or removal of Grantee data.

Article XII – AUDITS AND INSPECTIONS

- a. All records required to be kept in order to comply with the terms and conditions of this Agreement, including bid solicitations, evidence of shipment for commodities and procurement and service contracts, shall be maintained by Grantee for a period of three (3) years from the date of the submission of the final expenditure report, in a manner that will permit verification of Grantee's compliance with its representations, warranties, and obligations contained in this Agreement. If any litigation, claim or audit is started before the expiration of the 3-year period, the records shall be retained until such litigation, claim or audit has been resolved.
- b. Grantee acknowledges the audit requirements set forth in OMB Circular A-133.
- c. Operations of Grantee, as related to use of the Grant Funds, may be audited by the Government Accountability Office in accordance with such principles and procedures and under such rules and regulations as may be prescribed by the Comptroller General of the United States. Any such audit shall be conducted at the place or places where accounts of Grantee are normally kept.

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- d. Representatives of the Government Accountability Office shall have access to all books, accounts, records, reports, files, papers, and property belonging to or in use by Grantee, pertaining to such financial transactions and necessary to facilitate an audit. Such representatives shall be afforded full facilities for verifying transactions with any assets held by depositories, fiscal agents, and custodians. All such books, accounts, records, reports files, papers, and property of Grantee, shall remain in the possession and custody of Grantee.
- e. The Inspector General of the United States Department of State is authorized to exercise the authorities of the Inspector General Act of 1978 with respect to Grantee.
- f. BBG shall conduct an annual review to measure Grantee's performance in achieving the purposes of this Agreement and compliance with its terms. Such reviews shall be conducted at reasonable times and upon reasonable notice to Grantee.
- g. To ensure continuous and cooperative planning and operations hereunder, Grantee shall permit BBG or its authorized representatives, including the Inspector General, to visit Grantee's facilities and to inspect the facilities, activities, and work pertinent to the grant, both in the United States and abroad, and to interview personnel engaged in the performance of the grant to the extent deemed necessary by BBG. BBG, however, shall not exercise any prepublication review of the substance of any broadcast or print publication of Grantee.

Article XIII – FAILURE TO COMPLY WITH THE TERMS OF THE GRANT

In the event that Grantee fails to comply with any material term of this Grant, then, upon the decision of the BBG Board of Governors, BBG shall have the right to suspend or terminate Grantee's use of the Grant Funds by providing written notice to Grantee. BBG shall provide advance notice of suspension or termination, except in urgent or compelling circumstances, as determined by BBG in its sole discretion, after which Grantee will have ten (10) business days to bring itself in compliance with this Agreement.

In the event BBG suspends or terminates Grantee's use of Grant Funds, Grantee shall forthwith return any portion of the Grant Funds in its possession or control to BBG. Any such termination or suspension shall be without further obligation by BBG or the United States.

Article XIV – POINTS OF CONTACT

For BBG, the following persons, or anyone otherwise designated by the IBB Director, shall be deemed to be the points of contact for Grantee with respect to the provisions of this Agreement.

For financial matters arising under this Agreement,

Maryjean Buhler

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Chief Financial Officer

Tel:

Email:

For all other matters arising under this Agreement,

Jeffrey Trimble

IBB Deputy Director

Tel:

Email:

For Grantee, the following persons, or anyone otherwise designated by either of them, shall be deemed to be the points of contact for Grantee with respect to the provisions of this Agreement.

For financial matters arising under this Agreement,

[]

For all other matters arising under this Agreement,

[]

Article XV – AMENDMENTS

The terms of this Agreement may be amended by mutual written consent between BBG and Grantee.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year specified below:

GRANTEE

BROADCASTING BOARD OF GOVERNORS
International Broadcasting Bureau

BY _____
NAME:

BY _____
NAME:

TITLE _____
DATE _____

TITLE _____
DATE _____

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ATTACHMENT A

NON-DELEGABLE BBG AUTHORITIES	
1. To supervise all broadcasting activities conducted pursuant to International Broadcasting Act, the Radio Broadcasting to Cuba Act and the Television Broadcasting to Cuba Act.	
2. To review and evaluate the mission and operation of, and to assess the quality, effectiveness, and professional integrity of, all such activities within the context of the broad foreign policy objectives of the United States.	
3. To ensure that United States international broadcasting (USIB) is conducted in accordance with the broadcasting standards and principles set forth in the Act:	
<p><u>Broadcasting Standards</u></p> <p>USIB shall –</p> <p>be consistent with the broad foreign policy objectives and the international telecommunications policies and treaties of the United States;</p> <p>not duplicate the activities of private US broadcasters or government supported broadcasting entities of other democratic nations;</p> <p>be conducted in accordance with the highest standards of broadcast journalism;</p> <p>be based on reliable information about its potential audience;</p> <p>be designed to effectively reach a significant audience;</p>	<p><u>Broadcasting Principles</u></p> <p>USIB shall include –</p> <p>news which is consistently reliable and authoritative, accurate;</p> <p>a balanced and comprehensive projection of United States thought and institutions, reflecting the diversity of United States culture and society;</p> <p>clear and effective presentation of the policies of the United States Government and responsible discussion and opinion on those policies, including editorials, broadcast by the Voice of America, which present the views of the United States Government;</p> <p>the capability to provide a surge capacity to support United States</p>



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	<p>promote respect for human rights, including freedom of religion.</p>	<p>foreign policy objectives during crises abroad;</p> <p>programming to meet needs which remain unserved by the totality of media voices available to the people of certain nations;</p> <p>information about developments in each significant region of the world;</p> <p>a variety of opinions and voices from within particular nations and regions prevented by censorship or repression from speaking to their fellow countrymen;</p> <p>reliable research capacity to meet the criteria under this section;</p> <p>adequate transmitter and relay capacity to support USIB activities; and</p> <p>training and technical support for independent indigenous media through government agencies or private United States entities.</p>
<p>4. To review, evaluate, and determine, at least annually, after consultation with the</p>		

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Secretary of State, the addition or deletion of language services.
5. To make and supervise grants for broadcasting and related activities.
6. To allocate funds appropriated for international broadcasting activities among the various elements of the International Broadcasting Bureau and grantees.
7. To submit an annual report to the President and the Congress.
8. To appoint such staff personnel for the Board as the Board may determine necessary to carry out its functions.

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ATTACHMENT B

The BBG Board of Governors (Board) on June 3, 2011, adopted the following “rules of the road” governing Board operations and procedures and the interactions among the elements of United States International Broadcasting (USIB), namely (i) the Board; (ii) the International Broadcasting Bureau (IBB), Voice of America (VOA), and Office of Cuba Broadcasting (OCB); and (iii) BBG’s private grantees Radio Free Europe/Radio Liberty (RFE/RL), Radio Free Asia (RFA), and Middle East Broadcasting Networks (MBN) (collectively, Grantees).

The Board affirmed the following general principles of BBG governance:

- To fulfill its statutory mission, the Board requires the elements of USIB to cooperate in working toward goals established by the Board, and implemented by the International Broadcasting Bureau, in a spirit of collegiality, transparency, mutual respect, and good communication with peers and colleagues.
- The Board will endeavor to focus its attention on issues of strategic importance as required for the Board to exercise the non-delegable authorities of the Board in the United States International Broadcasting Act of 1994 (as amended).
- The Board will rely on the International Broadcasting Bureau to assist the Board in carrying out the Board’s responsibilities for decisions and oversight of U.S. international broadcasting. The Board will delegate authority to the Director of the International Broadcasting Bureau (IBB Director) to oversee the day-to-day management of the federal agency and to identify, evaluate, and resolve strategic trade-offs and conflicts among the broadcasting entities, consistent with the Board’s strategic guidelines and subject to the Board’s continued oversight. The Board will require the federal and non-federal elements of USIB to cooperate with and assist the IBB Director in fulfilling these duties.
- In recognition of the collective decision-making authority of the Governors and their desire to leverage their collective talents to promote and enhance USIB, the Governors will work to avoid the creation of “fiefdoms” in respect of the individual elements of USIB or particular functions or authorities of the Board.
- The Board will require the management of the respective, federal and non-federal elements of USIB to faithfully implement and operationalize the Board’s decisions, including revised management structures intended to improve the overall efficiency of U.S. international broadcasting, and to cooperate fully with the Committees, the IBB Director, and other senior BBG officials or reporting mechanisms on which the Board relies to inform its deliberations and decision-making.

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ATTACHMENT C

Allowability of costs incurred under this Agreement will be determined in accordance with OMB Circular No. A-122, "Cost Principles for Nonprofit Organizations," (as revised May 10, 2004) with the following clarifications:

- a. All operating costs are determined to be direct costs. (See Subparagraph B of Attachment A of OMB Circular No. A-122.)
- b. The following expenses, insofar as they are reasonable and necessary to further the purpose of the grant, are authorized. (Relevant paragraphs of OMB Circular No. A-122, are noted in parentheses.)
 1. Official representation expenses necessary to further the mission of Grantee, are not to exceed the amount in the Approved Financial Plan unless otherwise authorized by BBG. (See Attachment B Para. 14)
 2. Capital expenditures for general purpose equipment. (See Attachment B Para. 15(b)(1))
 3. Overtime, extra-pay shift, and multi-shift premiums. (See Attachment B Para. 8(f))
 4. Participant support costs (See Attachment B Para. 33)
 5. Costs of legal, accounting, and consulting services, and related costs, incurred in connection with organization and reorganization. (See Attachment B Paras. 10, 31 & 39)
 6. Public information service costs. (See Attachment B Para. 1(d))
 7. Publication and printing costs. (See Attachment B Para. 38(c))
 8. Foreign travel costs as specified in the Approved Financial Plan. (See Attachment B Para. 51(e))
 9. The cost of advertising the availability of publications, recordings, or services of Grantee, subject to limitations in applicable law or regulation.

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ATTACHMENT D

1. COVENANT AGAINST CONTINGENT FEES

Grantee warrants that no person or selling agency has been employed or retained to solicit or secure this Agreement upon an agreement or understanding for a commission, percentage, brokerage, or contingent fee, excepting bona fide employees, bona fide established commercial or selling agencies maintained by Grantee for the purpose of securing business. For breach or violation of this warranty, BBG shall have the right to annul this Agreement without liability or in its discretion to deduct from the Agreement price or consideration, or otherwise recover, the full amount of such commission, percentage, brokerage or contingent fee.

2. EQUAL OPPORTUNITY

During the performance of this Agreement, Grantee agrees that it will not discriminate against an employee or applicant for employment because of race, creed, color, sex, national origin, age, or handicap in accordance with all pertinent Federal laws and regulations prohibiting discrimination in employment including, but not limited to, Title VII of the Civil Rights Act of 1964, as amended; 42 U.S.C. 2000e, *et seq.*; section 504 of the Rehabilitation Act of 1973, as amended; 29 U.S.C. 794; the Age Discrimination Employment Act of 1975, as amended; and 42 U.S.C. 6101, *et seq.* The provisions of this paragraph shall apply to employment actions including, but not limited to, employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation, and selection for training, including apprenticeship. Grantee shall continue to include in all solicitations or advertisements for employees placed by or on behalf of Grantee language stating that "**Grantee** is an equal opportunity employer committed to work force diversity."

3. PREFERENCE FOR U.S. FLAG AIR CARRIERS

- a. Public Law 93-623 requires that all Federal agencies and Government contractors, subcontractors and, grantees will use U.S. Flag Air Carriers for international air transportation of personnel (and their personal effects) or property to the extent service by such carriers is available. It further provides that the Comptroller General of the United States shall disallow any expenditure from appropriated funds for international air transportation on other than a U.S. Flag Air Carrier in the absence of satisfactory proof of the necessity therefore.
- b. Grantee agrees to utilize U.S. Flag Air Carriers for international air transportation of personnel (and their personal effects) or property to the extent service by such carriers is available.
- c. In the event that Grantee selects a carrier other than U.S. Flag Air Carrier for

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international air transportation, a certification will be included on the vouchers essentially as follows:

Certification of Unavailability of U.S. Flag Air Carriers

I hereby certify that transportation services for personnel (and their personal effects) or property by U.S. Flag air carrier were unavailable for the following reasons: (state reasons)

- d. The terms used in this clause have the following meanings:
 1. "International air transportation" means transportation of persons (and their personal effects) or property by air between a place in the United States and a place outside thereof or between two places both of which are outside the United States.
 2. "U.S. Flag Air Carrier" means one of a class of air carriers holding a certificate of public convenience and necessity issued by the Civil Aeronautics Board, approved by the President, authorizing operations between the United States and/or its territories and one or more foreign countries.
 3. The term "United States" includes the 50 states, Commonwealth of Puerto Rico, possessions of the United States, and the District of Columbia.

4. CONVICT LABOR

In connection with the performance of work under this grant, Grantee agrees not to employ any person undergoing sentence of imprisonment except as provided by 18 U.S.C. 3622 and Executive Order No. 11755, December 29, 1973, as amended.

5. GRANTEE SHALL COMPLY WITH:

- a. Title VI of the Civil Rights Act of 1964, as amended, 42 U.S.C. 2000d et seq., which prohibits discrimination on the basis of race, color, or national origin in programs and activities receiving Federal financial assistance.
- b. Section 504 of the Rehabilitation Act of 1973, as amended, 29 U.S.C. 794, which prohibits discrimination on the basis of handicap in programs and activities receiving Federal financial assistance.
- c. The Age Discrimination Act of 1975, as amended, 42 U.S.C. 6101 et seq., which prohibits discrimination on the basis of age in programs or activities receiving Federal financial assistance.

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ATTACHMENT E

GRANT LIMITATIONS

(Limitations made applicable specifically to Grantee under the International Broadcasting Act or appropriations statutes)

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ATTACHMENT F

1. CERTIFICATION REGARDING LOBBYING

Grantee shall sign the Certification Concerning Lobbying Activities that it will comply with 31 U.S.C. § 1352 concerning the use of appropriated funds for lobbying activities. If no appropriated funds have been paid or will be paid for lobby activities, Grantee shall submit Standard Form LLL, "Disclosure of Lobbying Activities."

2. CERTIFICATION REGARDING DRUG-FREE WORKPLACE REQUIREMENTS

Grantee shall sign the Certification Regarding Drug Free Workplace Requirements: Drug-Free Workplace Act of 1988 that it will provide a drug-free workplace in accordance with the Drug-Free Workplace Act of 1988, 22 CFR 513, Subpart F.

3. FEDERAL DEBT STATUS

Under OMB Circular No. A-129, Grantee must certify that it is not delinquent on payment of any Federal debt. Grantee shall sign the Certification Regarding Federal Debt Status.

4. DEBARMENT AND SUSPENSION

Executive Order 12549 of February 18, 1986, as clarified by Executive Order 12689 of August 15, 1989, requires uniform Federal rules on nonprocurement debarment and suspension from certain transactions with the Government. The May 26, 1988 Federal Register (53 Fed. Reg. 19161) contains these rules, which, among other things, require signature by Federal grantees of the Certification Regarding Debarment and Suspension.

5. STANDARDS OF ETHICAL CONDUCT

Grantee will publish written policy guidelines, as approved by BBG, on conflict of interest and avoidance thereof. These guidelines will reflect federal laws and must cover financial interest, gifts, gratuities and favors, nepotism, political activity and foreign affiliations, outside employment, and use of company assets. These rules must also indicate how outside activities, relationships, and financial interests are reviewed by the responsible grantee official(s). Grantee will ensure that each employee is given a copy of the policy and notified that, as a condition of employment under the grant, the employee must abide by the terms of the policy.