



From: Broadcasting Board of Governors
Date: April 20, 2012
Subject: **Minutes of the BBG Meeting of April 20, 2012**

The Broadcasting Board of Governors (BBG) met today at Office of Cuba Broadcasting headquarters in Miami, FL. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Alternate Presiding Governor Dennis Mulhaupt
Governor Victor Ashe
Governor Susan McCue
Governor Michael Meehan
Governor S. Enders Wimbush
Under Secretary of State for Public Diplomacy & Public Affairs Tara Sonenshine

Governors Dana Perino and Michael Lynton 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.

Alternate Presiding Governor Mulhaupt called the meeting to order and announced that, at the March 2012 Board meeting, the Board designated him to serve as “Alternate Presiding Governor” to preside at meetings of the Board in the event that Governor Lynton, the Presiding Governor, is absent. He then noted the absence of Governors Lynton and Perino.

The Alternate Presiding Governor stated that the meeting was being held in compliance with the Government in the Sunshine Act. He noted that the meeting was being held at the headquarters of the Office of Cuba Broadcasting (OCB) in Miami, Florida and thanked OCB Director Carlos Garcia-Perez for hosting the meeting. He added that the Board had an opportunity to meet and talk with the staff at OCB and to thank them for their important contributions to U.S. international broadcasting.

Alternate Presiding Governor Mulhaupt welcomed Tara Sonenshine, who was sworn in office on April 5, 2012 as Under Secretary for Public Diplomacy and Public Affairs, now representing the Secretary of State on the Board.

The Alternate Presiding Governor said that the Board is reminded that the work of journalists is important, and that they often face risks in doing their jobs. He gave an update on the case of Khadija Ismailova, a freelance journalist for Radio Free Europe/Radio Liberty (RFE/RL), who

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was targeted in a blackmail campaign. He noted that while the Azeri authorities had pledged to investigate, there is no evidence that a meaningful investigation was underway. On behalf of the Board, Alternate Presiding Governor Mulhaupt urged Azeri authorities to honor their pledge to investigate the attack against Ms. Ismailova and prosecute those responsible.

In recognizing many advocates for press freedom, Alternate Presiding Governor Mulhaupt noted, the Board applauds United Nations Educational Scientific and Cultural Organization for awarding the 2012 Cano World Press Freedom Prize to Eynulla Fatullayev, who had spent four years in prison in Azerbaijan based on politically motivated charges. The Alternate Presiding Governor added that Azerbaijan is one of the world's top jailers of journalists, according to the Committee to Protect Journalists. On behalf of the Board, Alternate Presiding Governor Mulhaupt urged Azeri authorities to stop jailing journalists in retaliation for their work.

Lastly, the Alternate Presiding Governor noted that the 2007 murder case of reporter Alisher Saipov had been re-opened. Mr. Saipov wrote extensively for the Voice of America (VOA) and RFE/RL about human rights abuses in Uzbekistan and the plight of Uzbek refugees in Kyrgyzstan. As the previous case was not handled professionally, Alternate Presiding Governor Mulhaupt urged Kyrgyz authorities to conduct a credible investigation of Mr. Saipov's murder in order to bring solace to Mr. Saipov's family and those responsible to justice.

There followed a Board vote to adopt the draft minutes of March 8, 2012 Meeting.

The Board then voted to adopt a resolution offered by Governor Ashe honoring Ambassador Kathleen Stephens for her service as a Governor, during her tenure as Acting Under Secretary for of State for Public Diplomacy and Public Affairs prior to Under Secretary Tara Sonenshine's appointment. The Board offered Ambassador Stephens best wishes in her continued work on behalf of the country.

The Board heard a briefing from Alternate Presiding Governor Mulhaupt regarding the status of grantee consolidation plan. The Alternate Presiding Governor noted that the Board had designated Middle East Broadcasting Networks (MBN) President Brian Conniff to serve as the project team leader. Since January 2012, Mr. Conniff assembled a team of individuals from each of the Grantees and received input from Deloitte Consulting LLP to produce a draft grantee consolidation plan. The team recently provided to the Board a draft grantee consolidation plan with proposed timeline and implementation budget. Alternate Presiding Governor Mulhaupt congratulated Mr. Conniff and the team on a job well done and International Broadcasting Bureau (IBB) Director Dick Lobo praised them for their efforts.

At the Alternate Presiding Governor's invitation, Mr. Conniff provided key highlights in the draft grantee consolidation plan, including an annual savings of approximately \$10 million beginning in Fiscal Year (FY) 2014, and an initial upfront one-time implementation cost of \$4.5 million.

There followed comments on the draft grantee consolidation plan by individual Board members. Echoing Governor McCue's comments, Mr. Conniff stated that the draft plan proposes the

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preservation of network brands and editorial controls, and that estimated savings from back office support functions through grantee consolidation would be made available for programming. Alternate Presiding Governor Mulhaupt clarified that the purpose is to focus more on the Agency's mission by reducing administrative costs and repurposing those funds for programming and content. Governor Wimbush remarked that the draft plan proposes several benefits to the Agency such as achieving savings, expending U.S. tax dollars more efficiently and improving programming.

Governor Meehan stated that all networks should be streamlined and that consolidation should occur across the board. He expressed a concern for the amount of time and resources spent in working groups on the restructuring of U.S. international broadcasting and questioned whether the BBG is able to manage these efforts and concentrate on the mission of the Agency all at once. In his opinion, with the amount of time and resources spent on these efforts, the Board should consider reforming all of U.S. international broadcasting. Governor McCue responded that the Board had decided to restructure U.S. international broadcasting through grantee consolidation and through legislation for the International Broadcasting Innovation Act (IBIA). She added that these paths are complementary, concurrent and parallel, and that if the BBG can demonstrate that grantee consolidation saves money and enhances content and programming, this would help the BBG move the IBIA forward.

Governor Ashe commented that the adoption of the grantee consolidation plan will be the Board's most significant vote during its appointment and cautioned a rush to judgment. He said that there is a unanimous effort by the Board to be transparent, and thus, the Board has decided to post the draft grantee consolidation plan on the BBG's website at www.bbg.gov to seek public comments. He added that documentation showing \$10 million in savings has not been provided to him and noted that the Governance Committee will examine the draft grantee consolidation plan at its next meeting and that the public, in the meantime, may contact him directly via personal email at vhashe@aol.com with any comments on the draft plan.

The Alternate Presiding Governor offered a resolution on the grantee consolidation, asking for the Governance Committee to consider the plan and asking the IBB Director to work with the Governance Committee to identify, but not select, outside specialists who may be necessary to implement the plan, and to prepare, but not submit, Congressional notifications that might be necessary in the event that the Board decides to move forward with consolidation.

As requested by Governor Ashe, the Board then voted on and passed each element of the resolution on the basis of separate motions, except that the Alternate Presiding Governor decided not to put forward the third element regarding preparation of Congressional notifications for a vote.

Governor Meehan highlighted some issues covered in the April 10, 2012 meeting of the Strategy and Budget Committee. He stated that the Committee intends to meet on a monthly basis going forward, either in-person or telephonically.

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Governor Meehan asked the Board to consider a proposal to make a recommendation to Congress to restore FY 2013 funding for broadcasting to China, including Tibet. The proposal requires the IBB Director to identify proposed offsetting savings in order to pay for the restored amounts. The Board resolved to adopt the proposal.

Referring to Mr. Jay Tolson's plan for the Global News Network in the briefing book, Governor Meehan noted that the Strategy and Budget Committee had considered the comments and concerns of each of the networks on the proposed news aggregation website and plans to review the aggregation website at its next meeting.

On BBG strategy for Latin America, Governor Meehan commented that the Board's visit to OCB was timely as it provided an opportunity for the Board to discuss VOA and OCB's shared coverage in important countries in Latin America with the Miami Herald Editorial Board and to hold robust roundtable discussions about the region with local media. He said that the Strategy and Budget Committee acknowledges that the BBG needs to provide news and information programming for countries in Latin America where press freedom remains under pressure. He also said that the Committee felt that VOA and OCB should collocate reporters in Miami as a hub for Latin America, that VOA should leverage the Latin American stringer networks of OCB, and that it is important to expand the use of VOA as the "Washington Bureau" for Latin American audiences.

Governor Meehan noted that the Strategy and Budget Committee had received a briefing on plans for surge efforts, enhanced transmission, and other means of addressing countries or regions in crisis, such as Syria, Nigeria and others. He announced that the FY 2014 budget planning process had begun, and a schedule with key dates and milestones for submitting the Agency's proposal to the Office of Management and Budget was provided in the briefing book by Chief Financial Officer (CFO) Maryjean Buhler.

Governor Ashe gave a report on the Governance Committee meeting in March. Governor Ashe asked the Board to vote on certain proposed amendments to the BBG By-Laws regarding the authorities of the Board Chair and of the Presiding Governor and Alternate Presiding Governor, as well as a protocol for the release of materials from closed Board meetings.

Governor Ashe then briefly described the listening session held by the Governance Committee on March 9 that focused on employee morale issues within the Agency and issues dealing with contractors at BBG. He noted that the Committee had heard comments from contractors and representatives of the Agency's three unions and was informed about a number of issues. Due to time constraints, Governor Ashe asked that his remarks as prepared by the Board Secretary be submitted for the record. (Please see Attachment 2.)

As suggested by Governor Ashe, the Board voted on a resolution to change the dates of the July 2012 Board meeting to be selected by Governors Lynton and Mulhaupt with the Board's concurrence. In response to Governor Meehan's request for additional time in Board meetings to allow in-depth discussion on important topics, Alternate Presiding Governor Mulhaupt suggested that the Governance Committee consider the issue at its next meeting.

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Governor Ashe then described his recent second trip to Asia, including Laos, Cambodia and Thailand. In Laos, Governor Ashe met with Laos' Vice Minister of Information to explore establishing an office for Radio Free Asia (RFA) in Vientiane. In Cambodia, Governor Ashe visited the offices of VOA and RFA and met with journalists. In Thailand, Governor Ashe met with the acting Public Affairs Officer at the U.S. embassy and with the representatives of VOA and RFA. Also in Thailand, Governor Ashe visited the Agency's transmitting stations in Udorn and Bangkok. He stated that the cost of his entire trip was roughly \$7400 as he felt travel costs should be made public. VOA Director David Ensor noted that VOA was also interested in having a presence in Vientiane in order to provide coverage in that region.

CFO Maryjean Buhler provided a fiscal report. For FY 2012, Ms. Buhler announced that the Agency's program plan had been cleared by the Congress. She said that the Agency's FY 2013 budget was still pending in Congress. In closing, Ms. Buhler noted that collaboration with all networks was underway for the planning of FY 2014 budget.

For the IBB Director's report, Mr. Lobo announced that the second transmitter in Tripoli, Libya was operational and that the Agency will explore funding for a third transmitter in Misratah, Libya. He summarized the recent meeting of the IBB Coordinating Committee, which focused on improving collaboration on digital media among all networks. The IBB Coordinating Committee had agreed to future discussions on a shared digital platform, web analytics, online video/audio platforms and common standards and software for mobile applications.

As part of the Agency's efforts to address workplace and human capital issues, Mr. Lobo reported that he and Mr. Ensor will meet with the Agency's task force on morale on April 26 to collaborate on the implementation of some of the task force's recommendations. He also noted that the Agency's task force on Civility in the Workplace had formulated an awareness campaign to increase understanding of appropriate behavior in the workplace and the Agency's task force on wellness had drafted a plan for wellness programs and improvements. Mr. Lobo noted that the Agency continues to hold brownbag discussions specifically for contractors.

In response to Governor Ashe's question about travel policy, Mr. Lobo said that the Agency has been reducing travel costs in the last several years and will soon be able to implement a policy for the employees to elect, with appropriate approval, to purchase non-contract non-refundable tickets through the Agency's travel system for official government travel. Governor Ashe then commended Mr. Lobo for scheduling a meeting on April 30 for union/management contract negotiations. He also briefly mentioned the upcoming rededication of the Edward R. Murrow Transmitting Station in Greenville, North Carolina, on May 2 where Congressman Walter Jones and Casey Murrow would speak along with IBB Director Lobo.

Director of the Office of Communications and External Affairs Lynne Weil updated the Board on recent activities. Ms. Weil announced that, immediately after the meeting, the Board will meet with at least two Members of Congress over lunch to discuss BBG activities in Cuba, as well as in Latin America. For Congressional outreach, she noted that Governor Wimbush had had a meeting with Congressman Rohrabacher to address his concerns related to VOA and other issues. The IBB-BBG senior staff had a meeting with the staff of the House Committee on

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Foreign Affairs to provide information on the FY 2013 budget and to discuss the Board's overall strategy and its vision for the Agency. With respect to media outreach, a meeting with the Miami Herald Editorial Board was scheduled (with Governor Perino by phone) the previous day and a roundtable with interested Board members was scheduled later in the afternoon. In support of the Board's effort to be transparent, the Office had set procedures in place to allow for a certain number of members of the general public and interested parties to attend Board of Governors meetings. Ms. Weil thanked Governor Ashe for organizing the May 2 ceremony in Greenville, North Carolina, to rededicate the Agency's Edward R. Murrow Transmitting Station.

OCB Director Carlos Garcia-Perez thanked the Board for visiting OCB and expressed his appreciation for the Board's greet and meet with employees. Mr. Garcia-Perez noted OCB's coverage of Jose Daniel Ferrer, Coordinator of Cuba's Patriotic Union, who may have been detained in Cuba. Mr. Garcia-Perez briefly mentioned his participation in the conference sponsored by the Heritage Foundation and Google to speak about OCB's initiatives in Cuba. He then played a short video highlighting the activities at OCB in March.

VOA Director David Ensor reported on the Korean Service's coverage of the North Korea's missile launch site. He noted that a VOA team was in Syrian refugee camp. He played a short video describing "VOA 60" programs. He said that VOA will extend its coverage of the U.S.-Latin America's Summit in Colombia and noted that 16 affiliates in Latin America rely on VOA's coverage.

There being no other business, the Alternate Presiding Governor 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 Minutes of March 8, 2012 Meeting. Governor Wimbush made a motion for the adoption of the minutes. Governor McCue seconded. The Board adopted the minutes of March 8, 2012 meeting as set forth in Attachment 3.
2. Resolution Honoring Ambassador Kathleen Stephens. Governor Ashe moved to adopt a draft resolution thanking and honoring Ambassador Kathleen Stephens for her service as Acting Under Secretary for Public Diplomacy & Public Affairs and the Secretary of State's designee to the BBG. The resolution is set forth in Attachment 4.
3. Adoption of Strategy and Budget Committee Recommendations. The Board heard a report from Governor Meehan regarding the Strategy and Budget Committee meeting held on April 10, 2012:
 - a. Governor Meehan noted that the Board had heard a briefing on April 19 from a working group formed at the request of the Strategy and Budget Committee to develop a holistic plan for broadcasting to China, including Tibet. The working group members included: David Ensor, the Director of the Voice of America (VOA), Libby Liu, the President of Radio Free Asia (RFA), Bruce Sherman, the

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Director of Strategy and Development, Andre Mendes, the Director of Technology Services and Innovation, and Maryjean Buhler, the BBG Chief Financial Officer.

- b. Based on the Committee's recommendation, the Board agreed with the recommendation of the working group that funding in the Agency's proposed FY 2013 budget for broadcasting to China, including Tibet, should be restored to FY 2012 levels. The proposal also includes a VOA proposal for satellite television capability in China.
- c. The Board directed the IBB Director to report at the next meeting of the Strategy and Budget Committee on ways to pay for the recommended restoration of funding for broadcasting to China through partial KU band migration, acceleration of the Poro Transmitting Station closure, and other means of transmission optimization. The IBB Director should also consider opportunities to reduce management costs.

A motion to adopt the Committee's recommendations was made by Governor Meehan and seconded by Governor Ashe. The motion passed unanimously.

4. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governor Ashe on proposed amendments to the BBG By-Laws, the March 9, 2012 Governance Committee listening session, and a proposed change to the July 2012 Board meeting dates. The Board adopted the following recommendations by the Governance Committee:
 - a. Amendments to BBG By-Laws. The Board adopted the following amendments to the BBG By-Laws:
 - i. An amendment to clarify that the Chair of the Board is a non-voting, ex officio member of all committees as set forth in Attachment 5. A motion to adopt the amendment was made by Governor Ashe and seconded by Governor Mulhaupt. The motion passed unanimously.
 - ii. An amendment incorporating the statement of authorities of the Presiding Governor and alternate Presiding Governor as set forth in Attachment 6. A motion to adopt the amendment was made by Governor Ashe and seconded by Governor Meehan. The motion passed unanimously.
 - iii. An amendment incorporating the protocol for the release of materials from closed Board meetings as set forth in Attachment 7. A motion to adopt the amendment was made by Governor Ashe and seconded by Governor McCue. The motion passed unanimously.
 - b. Change to July 2012 Board Meeting Date. Governor Ashe made a motion to change the date of the July 2012 meeting (as previously approved in December 2011) to be selected by Governors Lynton and Mulhaupt with the Board's concurrence. Governor Wimbush seconded. The motion passed unanimously.

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5. Decision on Grantee Consolidation. The Board received a briefing from Dick Lobo, the IBB Director, and Brian Conniff, the Board's designated Project Leader and President of Middle East Broadcasting Networks (MBN), on the Grantee Consolidation Plan submitted to the Board as directed by the Board in January 2012. The Board adopted the following decisions:
- a. The Board noted the January 2012 decision announcing its intention to issue the three grants which BBG currently makes separately to Radio Free Europe/Radio Liberty, RFA, and MBN to a single, consolidated grantee (when created) subject to Administration approval, Congressional consultation and guidance, and other due diligence and the implementation of a consolidation transaction plan.
 - b. The Board noted the Grantee Consolidation Plan submitted by the IBB Director describing anticipated savings of approximately \$10 million beginning in FY 2014 with an initial upfront, one-time implementation cost of \$4.5 million.
 - c. The Board requested that the Governance Committee examine the plan at its May 24, 2012 meeting with a view toward making a recommendation to the plenary Board at the appropriate time thereafter. A motion to adopt this next step was made by Governor Ashe and seconded by Governor Wimbush. The motion passed unanimously.
 - d. The Board directed the IBB Director to begin, with the consultation and concurrence of the Governance Committee, the process of identifying professional advisers who may be necessary to implement the transaction if the Board decides to move forward. A motion to adopt this next step was made by Governor Wimbush and seconded by Governor McCue. The motion passed by a 5-1 vote. Governor Ashe voted 'no'.
 - e. The Board directed the IBB Director to prepare the Grantee Consolidation Plan for public release on the BBG's public website as soon as practicable.

Other Attendees:

The following persons were also present during all or part of the meeting: International Broadcasting Bureau (IBB) Director Richard Lobo, IBB Deputy Director Jeffrey Trimble (via video conference), Deputy General Counsel and Board Secretary Paul Kollmer-Dorsey, Director of Communications & External Affairs Lynne Weil, Chief Financial Officer Maryjean Buhler (via video conference), Director of the Office of Strategy & Development Bruce Sherman, Director of Board Operations Oanh Tran, Board Operations and Policy Adviser Ashley Pyle (via video conference), Congressional Coordinator Susan Andross (via video conference); and Director of Public Affairs Letitia King (via video conference); David Ensor, Director of the Voice of America (VOA); Carlos Garcia-Perez, Director of the Office of Cuba Broadcasting (OCB) via video conference; Steven Korn, President of Radio Free Europe/Radio Liberty

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(RFE/RL); Libby Liu, President of Radio Free Asia (RFA); Brian Conniff, President of the Middle East Broadcasting Networks (MBN); and Nicholas Giacobbe, Jr., Chief of Staff & Executive Assistant to the Under Secretary for Public Diplomacy & Public Affairs.

Approved:

Dennis Mulhaupt
Alternate Presiding Governor

Witnessed:

Paul Kollmer-Dorsey
Secretary

Attachments:

1. Agenda for April 20, 2012 Meeting
2. Prepared Talking Points for Governor Ashe on Governance Issues
3. Minutes of March 8, 2012 Meeting
4. Resolution Honoring Ambassador Kathleen Stephens
5. By-Law Amendment Clarifying Board Chair as Non-Voting, Ex Officio Member of All Committees
6. By-Law Amendment Incorporating Statement of Authorities of Presiding and Alternate Presiding Governor
7. By-Law Amendment Incorporating the Protocol for the Release of Materials from Closed Board Meetings

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ATTACHMENT 1

BROADCASTING BOARD OF GOVERNORS April 2012 Meeting Agenda

Friday, April 20

10 - 11:30 Broadcasting Board of Governors' Meeting (Office of Cuba Broadcasting)

I. Open Session

Alternate Presiding Governor's Remarks

- A. Adoption of Minutes of March 8, 2012 Meeting
- B. Resolution Thanking Ambassador Kathleen Stephens
(Governor Ashe)
- C. Status of Grantee Consolidation Transaction Plan
(Governor Mulhaupt)
- D. Strategy and Budget Committee Report
(Governor Meehan)
- E. Governance Committee Report
(Governor Ashe)
 - Amendments to BBG By-Laws
- F. Asia Trip Report (Laos, Cambodia and Thailand)
(Governor Ashe)
- G. Fiscal Report
(Maryjean Buhler via audio/video link)
- H. IBB Director's Report
(Dick Lobo)
- I. Communications & External Affairs Director's Report
(Lynne Weil)
- J. Programming Initiatives/Program Development
 - OCB Director's Report
(Carlos Garcia-Perez)
 - VOA Director's Report
(David Ensor)
 - RFA President's Report
(Libby Liu)
 - MBN President's Report
(Brian Conniff)
 - RFE/RL President's Report
(Steve Korn)
- K. Other Items for Consideration at Next Board Meeting

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ATTACHMENT 2

REPORT OF THE GOVERNANCE COMMITTEE TALKING POINTS for GOVERNOR ASHE

Mr. Chairman, my report today will cover three subjects.

First, I would like to report on proposed amendments to the BBG By-Laws.

Next, I would like to report on a Governance Committee meeting held on March 9, 2012, which was structured as a listening session focused on employee morale issues within the Agency, as well as issues dealing with contractors at BBG. This session was a first-of-its-kind at BBG and provided an important opportunity for the Committee members to hear first-hand from important members of the Agency's workforce.

Finally, I will also propose a change to the meeting dates for the July 2012 Board meeting.

Topic 1: By-Law Amendments

Let me begin by proposing three (3) amendments to the BBG By-Laws. I want to note that the proposed amendments were distributed to the Board on March 28, more than 21 days prior to today's meeting, in accordance with BBG By-Law 1.02.

The texts of the proposed amendments are provided behind Tab 7 in our briefing books.

- **Proposed By-Law Amendment 1:**

The first amendment proposes to amend to BBG By-Law 3.01 in order to clarify that the Chair of the Board is a non-voting ex officio member of all Committees.

At the March 8, 2012 Board meeting, the Board decided that, while the Chair of the plenary Board serves as an ex officio member of all Committees, the Chair is a non-voting ex officio member. The proposed amendment simply brings the Board's By-Laws in line with that decision.

[ASK FOR DISCUSSION; THEN MOVE FOR ADOPTION OF THE AMENDMENT]

- **Proposed By-Law Amendment 2:**

This amendment proposes to incorporate a statement of the authorities of the Presiding Governor and Alternate Presiding Governor.

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Following former Chairman Isaacson's departure from the Board, the Board held a special telephonic meeting of the Board on Saturday, February 11, 2012. At that meeting, the Board appointed Governor Michael Lynton as the "Presiding Governor."

At the March 8, 2012 Board meeting, the Board adopted a statement of authorities for the Presiding Governor, as recommended by the Governance Committee. The statement provides that the Presiding Governor shall exercise the roles and authorities of the Chair of the Board, as defined in the By-Laws.

The Board also decided that the Presiding Governor may select an alternate Presiding Governor, with approval of the plenary Board, to preside at meetings of the Board in the event the Presiding Governor is absent or otherwise unable to perform his or her duties. Governor Mulhaupt was named as alternate Presiding Governor.

The proposed By-Law amendment describes the roles and authorities of the Presiding Governor and Alternate Presiding Governor.

[ASK FOR DISCUSSION; THEN MOVE FOR ADOPTION OF THE AMENDMENT]

- **Proposed By-Law Amendment 3:**

The third amendment proposes incorporating a protocol for the release of materials from closed Board meetings. As you know, the Broadcasting Board of Governors is subject to the Government in the Sunshine Act. The Board may decide from time to time, however, to hold a closed meeting to deal with sensitive issues, such as personnel.

At its March meeting, the Board adopted a protocol for the release of materials from closed Board meetings, as recommended by the Governance Committee.

In short, the protocol commits the Agency to make public as much information from closed meetings as is lawful and prudent to do.

[ASK FOR DISCUSSION; THEN MOVE FOR ADOPTION OF THE AMENDMENT]

Topic 2: Employee Morale and Contractor Issues

At its March 9 meeting, the Governance Committee heard from representatives of the three (3) unions at the BBG about employee morale and related topics. We also heard from four (4) contractors about issues they face as part of BBG's workforce.

IBB Director Lobo, VOA Director Ensor and many senior staff members of BBG and VOA were in attendance.

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At the outset, the Committee members made it clear that the Board is committed to improving the working environment for employees and contractors. We let them know that we appreciated the opportunity to hear from them.

First, we heard from the Union representatives.

- The President of AFGE, Local 1812, Mr. Tim Shamble described the fear of RIFs as a primary driving force for the agency's low morale. He also discussed a sense of frustration among employees that senior management does not recognize the different missions of VOA and the surrogate broadcasters and a perception that budget implications are not tied to the quality of their work or ability to attract large audiences. Finally, Mr. Shamble faulted the Agency's management style which he described as "top down and dictatorial."
- Mr. Andre de Nesnera, the representative of AFSA, which represents members of the United States Foreign Service, stated that he believes employees do not believe the Board's words are consistent with its actions. He gave as an example that the Board says that its goal is to become a leading international news agency, while its budget proposal reduces the News Division staff.

Mr. DeNesnera stated that employees feel a sense of resentment because of the large budget cuts for VOA proposed in the FY 2013 budget. He also made the constructive suggestion that a lack of trust in the Board and senior management could be improved by managers walking around the Cohen and speaking directly with employees.

- The President and Vice-President of AFSCME, Mr. Greg Burns and Mr. Bill Barber, described their belief that the Agency's structure is the cause of many problems. In particular, Mr. Burns highlighted the frustration employees feel because they do not have an understanding of the Board's vision. He also echoed Mr. Shamble's statement that employees believe the Board does not understand the varying missions of VOA and RFE/RL, RFA, and MBN. Mr. Burns communicated the importance of shortwave as a vital platform and expressed frustration among employees that more and more agency resources are being moved to television and Internet.

Next we heard from representatives of BBG's many contractors.

The contractor representatives, Mr. Paul Ndiho, Mr. Mike Gloss, Mr. Jeff Blagg, and Ms. Russo Tsereteli.

Each of the speakers provided statements highlighting four (4) primary issues for Agency contractors: (1) late payments, (2) fair compensation, (3) a lack of sick and vacation time, and (4) a lack of communication between contractors and the Office of Contracts.

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Mr. Ndiho proposed that management should inform contractors of their right to negotiate contracts and ensure that contracts are revised annually. He also proposed that contractors received at least 2-3 days of paid time off annually.

Mr. Blagg suggested annual one-on-one meetings between each contractor and their respective Office of Contracts representative. This meeting would give them the opportunity to discuss the terms of each contract and negotiate in good faith.

In all, the March 9 meeting was a great beginning of a constructive and continuing dialogue. The Governance Committee intends to continue to address other issues associated with the Agency's use of human capital at its next meeting, which is now schedule for late May 2012.

Topic 3: Proposed Change to the Dates for the July 2012 Board Meeting

I propose to change the dates of the July 2012 board meeting from July 12-13 to _____.

A draft resolution to this effect can be found behind Tab 9 in our briefing books.

[ASK FOR DISCUSSION; THEN MOVE FOR ADOPTION OF THE AMENDMENT]

Thank you. This concludes my report.

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ATTACHMENT 3

From: Broadcasting Board of Governors
Date: March 8, 2012
Subject: **Minutes of the BBG Meeting of March 8, 2012**

The Broadcasting Board of Governors (BBG) met today at Middle East Broadcasting Networks headquarters in Springfield, VA. The meeting was open and streamed on the BBG website.

The meeting was attended by the following Board members:

Presiding Governor Michael Lynton
Governor Victor Ashe
Governor Michael Meehan
Governor Dennis Mulhaupt
Acting Under Secretary of State for Public Diplomacy & Public Affairs Kathleen Stephens

Governors Susan McCue, Dana Perino, and 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.

Presiding Governor Lynton announced that, in light of Walter Isaacson's departure from the Board in January, the Board designated him to serve as "Presiding Governor" on an interim basis to preside over the Board and its meetings.

The Presiding Governor called the meeting to order and noted that the meeting was being held in compliance with the Government in the Sunshine Act. He also noted that the meeting was being held at the headquarters of the Middle East Broadcasting Networks (MBN) and thanked MBN President Brian Conniff for hosting the meeting. He added that the Board had an opportunity to meet and speak with the staff at MBN and to present a plaque to Radio Sawa for its 10th anniversary.

Presiding Governor Lynton welcomed Ambassador Kathleen Stephens who represents the Secretary of State on the Board as Acting Under Secretary for Public Diplomacy and Public Affairs effective February 6. He noted that Ms. Tara Sonenshine is the President's nominee to be Under Secretary and awaits Senate confirmation.

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The Presiding Governor said that the Board is reminded that the vital work of BBG journalists is often difficult and dangerous. The Board is aware of the sacrifices that BBG reporters make and considers their work to be extremely valuable. Presiding Governor Lynton then brought two recent events to the Board's attention, including the loss of Mukarram Khan Aatif, a Voice of America (VOA) reporter in Pakistan, who was brutally targeted for assassination and died on January 17, and of Remi Ochlik, a photojournalist for Alhurra, who was killed in Homs the epicenter of protests in Syria. In addition, Presiding Governor Lynton mentioned a recent case of Khadija Ismailova, a freelancer for Radio Free Europe/Radio Liberty (RFE/RL), who has been targeted in a blackmail campaign. He said that the Board joins RFE/RL in standing behind Ms. Ismailova and rejecting this intolerable pressure tactic.

The Board voted to approve the draft minutes of February 11, 2012 Special Meeting and January 13, 2012 Meeting.

Presiding Governor Lynton introduced a resolution for the winners of the David Burke Distinguished Journalism Awards which recognize courage, integrity and originality in reporting by journalists within the BBG broadcast organizations. While the Board voted on the resolution and approved it unanimously, the Presiding Governor stated that a ceremony will be held at a Board meeting in the near future to announce and recognize the winners.

The Board then voted to adopt three separate resolutions honoring members of the BBG family whose service to United States international broadcasting has come to an end. First, the Board honored Walter Isaacson, who served as Board Chair from July 2010 to January 2012, during a period of great creativity and strategic progress at BBG.

The Board also adopted a resolution honoring the service of Acting Under Secretary of State Ann Stock, who served on the Board for a number of months following the departure of Under Secretary Judith McHale.

The Board also congratulated and honored Mr. Michael Marchetti, the Chief Financial Officer of Radio Free Europe/Radio Liberty, who has chosen to retire after almost 46 years of dedicated service to RFE/RL. The Board thanked Mr. Marchetti for his impressive record of achievement and his contributions to United States international broadcasting.

In addition, the Board adopted a resolution commemorating Radio Sawa's 10th anniversary.

The Board then heard a briefing from Governor Mulhaupt regarding the Governance Committee meeting held on March 7, 2012. The Board considered the Committee's recommendations.

Governor Mulhaupt reported that the Governance Committee had received a briefing from Radio Free Asia (RFA) President Libby Liu on the Freedom2Connect Foundation. The Committee learned that the foundation is an entirely independent and separate legal entity from RFA and is not connected to U.S. international broadcasting. As such, Governor Mulhaupt noted that the foundation appears to be poised to do important work to improve access to critical Internet anti-censorship tools, which will facilitate access to news and information.

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With respect to the future structure of U.S. international broadcasting, Governor Mulhaupt noted that the Governance Committee had received an update from MBN President Brian Conniff regarding the status of grantee consolidation. Mr. Conniff had confirmed to the Committee that a draft consolidation transaction plan with a transaction timeline and a proposed implementation budget would be presented to the Board at its April 2012 meeting. The Governance Committee had also received an update from Governor McCue and Lynne Weil, Communications and External Affairs Director, regarding the continued briefings on the Hill for and ongoing efforts in the development of International Broadcasting Innovation Act.

The Board voted to adopt the Governance Committee reports of November 17, 2011 and February 9, 2012.

There followed a Board vote on the statement describing the roles and authorities of the Presiding Governor. Governor Ashe requested that the proposed By-Laws changes would be provided to the Board for its consideration 21 days in advance of the April Board meeting.

Governor Ashe noted an item on the agenda pertaining to 2012 BBG policy statements on Equal Employment Opportunity and sexual harassment was being deferred until the next Board meeting. He said that these policy statements were previously updated by the Governance Committee at its March 7 meeting, and that the Committee plans to consider them at its next meeting.

In Governor McCue's absence, Governor Meehan provided an update on the recent meeting of the Commission on Innovation that was held at RFE/RL's office in Washington, D.C. on February 10, 2012. He summarized the full-day meeting, including individual breakout sessions led by each of the network heads to work on ideas and approaches to develop new opportunities for connecting with audiences and helping audience members to connect with each other.

Governor Ashe noted his participation in recognizing RFE/RL Radio Azadi's (Radio Free Afghanistan) 10th anniversary via video conference, as well as VOA Lao Service's 50th anniversary of broadcasting to Laos. Governor Ashe also described his plans for an upcoming trip to Laos, Cambodia, and Thailand.

At the Presiding Governor's invitation, Governor Meehan spoke on the issue of media freedom. He said that, according to a recent report by the Committee to Protect Journalists, the number of journalists jailed in the past year by repressive regimes has increased in places such as Iran, China, Burma and Eritrea. Governor Meehan acknowledged that journalists have too often paid a heavy price for their profession. He recognized their important work in the difficult environment and criticized regimes that attempt to silence the press.

Chief Financial Officer (CFO) Maryjean Buhler provided a fiscal report. For Fiscal Year (FY) 2012, Ms. Buhler stated that a program plan had been submitted to the Agency's Congressional oversight committees, and the plan would be finalized in the coming days. For FY 2013, Ms. Buhler summarized the Agency's budget request and announced the availability of the full document on the BBG's website for further details. Governor Ashe commented that there was a

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consensus of the Board that the Strategy and Budget Committee should review broadcasting to Tibet and provide its recommendations to the plenary Board. Governor Meehan remarked that the current budget environment requires the Agency to do more with less and that the Board would be supportive of innovative ideas that can help the Agency achieve that goal.

Mr. Lobo was then asked to provide his IBB Director's report. Mr. Lobo noted that Gary Thatcher of the Office of Strategy and Development was part of the U.S. delegation to the World Radiocommunication Conference (WRC) in Geneva. Working with the DG-5 (British Broadcasting Corporation, Deutsche Welle, Audiovisuel Extérieur de la France, and Radio Netherlands Worldwide), the BBG was able to discuss with the delegates the importance of taking action to eliminate satellite jamming, which originates from Iran and Syria.

Mr. Lobo announced that IBB had successfully distributed VOA audio content via podcasts in the iTunes international store and soon will expand the distribution of content by other BBG networks. Mr. Lobo described on-going efforts to improve contractor relations, including holding brownbag discussions to allow contractors to share comments and ask questions, establishing a "Contractor Resources" page on the intranet, and streamlining payments to contractors. He noted that the Governance Committee will hold a special session on March 9 so that representatives of Agency contractors may share their comments and/or experiences with the Committee.

Mr. Lobo said that he visited Congressman Walter Jones to brief him on the status of the Greenville transmitting station and invite the Congressman to a rededication ceremony as proposed for May 2 for the renaming of the station to Edward R. Murrow transmitting station.

There followed a Board vote on a resolution to approve the BBG's participation as "co-obligor" in the proposed lease arrangement between RFE/RL and L88 of the RFE/RL headquarters lease in Prague, Czech Republic. Governor Meehan thanked and congratulated the IBB and RFE/RL staffs for their collaboration and hard work.

Presiding Governor Lynton welcomed Lynne Weil as Director of the Office of Communications and External Affairs and invited her to update the Board on recent activities of the Office. Ms. Weil gave brief remarks, including thanking the Board for the opportunity to serve and the staff for its support. She reported that the Office has done more active outreach to the media, stakeholders in Congress and elsewhere as well as across the Executive Branch. She noted renewed efforts in the consolidation and cooperation of such work between the IBB staff and BBG networks, and in furtherance of the Board's efforts to increase openness and transparency, and among other things.

The Presiding Governor asked Director of Strategy and Development Bruce Sherman to discuss the Agency's research program. He explained the usefulness and importance of research and gave examples of the impact in expanding the BBG's broadcasting audiences. He announced the Agency's new research contract with Gallup and cited current research projects.

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Governor Ashe said that he felt the Gallup contract for research up to \$10 million a year for five years totaling a potential \$50 million is too much and should be reduced to transfer savings to safeguard language services such as Tibetan language. Governor Ashe said, "We cannot justify \$50 million over five years for the Gallup contract." Governor Meehan stated that the Agency has a critical need for research and noted that there is a legislative mandate for it.

Office of Cuba Broadcasting (OCB) Director Carlos Garcia-Perez gave his report via video conference. Mr. Garcia-Perez commented on the recent meeting of the Commission on Innovation, gave a status report on the migration to the new Pangaea content management system, and announced the launch of a new TV program called "Antena Live." The Presiding Governor congratulated Mr. Garcia-Perez on a recent article in the Sun Sentinel on Radio and TV Marti. Mr. Garcia-Perez then played a short video highlighting the activities at OCB in February.

Presiding Governor Lynton congratulated VOA Director David Ensor on VOA's 70th anniversary and invited Mr. Ensor to give his report. Mr. Ensor noted that VOAnews.com website was carrying more stories produced by other BBG networks. He provided highlights from the VOA's 70th anniversary program and played a congratulatory video clip from President Obama.

RFE/RL President Steve Korn thanked RFE/RL CFO Michael Marchetti for his almost 46 years of service which followed by brief remarks from Mr. Marchetti. Mr. Korn also thanked RFE/RL Deputy CFO John Giambalvo and IBB staff for their extraordinary work in the proposed lease arrangement for the RFE/RL headquarters lease in Prague, Czech Republic, and noted that Mr. Giambalvo will succeed Mr. Marchetti on April 1 as Chief Financial Officer. He then played a short video clip of RFE/RL's coverage of the anti-Kremlin protests in Russia and commented on the opportunity for RFE/RL to make a positive impact during the transition there.

RFA Vice President of Administration and Finance Norm Thompson reported on RFA's coverage of the Tibetan protests to Chinese rule in Tibet. RFA presented a brief video clip of the events surrounding the Tibet's Lunar New Year celebration.

MBN President Brian Conniff thanked the Board for holding its meeting at MBN and emphasized the importance of the Board's visit. He played a short promotional video clip of Alhurra and its coverage of the elections post Arab Spring in Egypt, Tunisia, and Morocco.

Presiding Governor Lynton announced that the next Board meeting will be held at the headquarters of the Office of Cuba Broadcasting in Miami, FL in April 2012.

There being no other business, the Presiding Governor 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 Minutes of February 11, 2012 Special Meeting and January 13, 2012 Meeting. Governor Mulhaupt made a motion for the adoption of the minutes. Governor Meehan seconded. The Board adopted the minutes of both meetings as set forth in Attachments 2 and 3, respectively.
2. Resolution on David Burke Distinguished Journalism Awards. Presiding Governor Lynton moved to adopt a draft resolution for the winners of the David Burke Distinguished Journalism Awards. Governor Mulhaupt seconded. The resolution was adopted unanimously by the Board.
3. Resolution Honoring Walter Isaacson. Governor Ashe moved to adopt a draft resolution honoring Walter Isaacson as set forth in Attachment 4. Governor Meehan seconded. The resolution was adopted unanimously by the Board.
4. Resolution Honoring Assistant Secretary Ann Stock. Governor Ashe moved to adopt a draft resolution honoring Ann Stock as set forth in Attachment 5. Governor Mulhaupt seconded. The resolution was adopted unanimously by the Board.
5. Resolution Honoring Michael Marchetti. Governor Mulhaupt moved to adopt a draft resolution honoring Michael Marchetti as set forth in Attachment 6. Governor Ashe seconded. The resolution was adopted unanimously by the Board.
6. Resolution Honoring Radio Sawa's 10th Anniversary. Governor Meehan moved to adopt a draft resolution honoring Radio Sawa's 10th anniversary as set forth in Attachment 7. Governor Ashe seconded. The resolution was adopted unanimously by the Board.
7. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governor Mulhaupt regarding the Governance Committee meeting held on March 8, 2012. The Board adopted the following recommendations by the Governance Committee:
 - a. Statement Describing the Roles and Authorities of the Presiding Governor.
 - i. Governor Mulhaupt moved to adopt the statement of the authorities of the Presiding Governor. Governor Ashe seconded. The following statement was unanimously adopted by the Board:

The Presiding Governor shall exercise the roles and authorities of the Chair of the Board, as such roles and authorities are defined in these By-Laws and the decisions of the Board.

In the event that the Board appoints a Presiding Governor, the Presiding Governor may select an Alternate Presiding Governor with the approval of the plenary Board. The Alternate Presiding Governor shall have the authority to preside at meetings of the Board in the event the Presiding

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Other Attendees:

The following persons were also present during all or part of the meeting: International Broadcasting Bureau (IBB) Director Richard Lobo, IBB Deputy Director Jeffrey Trimble, Deputy General Counsel and Board Secretary Paul Kollmer-Dorsey, Director of Communications & External Affairs Lynne Weil, Chief Financial Officer Maryjean Buhler, Director of the Office of Strategy & Development Bruce Sherman, Director of Board Operations Oanh Tran, and Board Operations and Policy Adviser Ashley Pyle; David Ensor, Director of the Voice of America (VOA); Carlos Garcia-Perez, Director of the Office of Cuba Broadcasting (OCB) via video conference; Steven Korn, President of Radio Free Europe/Radio Liberty (RFE/RL); Norman Thompson, Radio Free Asia (RFA) Vice President of Administration and Finance; Brian Conniff, President of the Middle East Broadcasting Networks (MBN); Michael Marchetti, RFE/RL Senior Vice President of Finance/CFO; and Nicholas Giacobbe, Jr., Executive Assistant to the Acting Under Secretary for Public Diplomacy & Public Affairs.

Approved:

Michael Lynton
Presiding Governor

Witnessed:

Paul Kollmer-Dorsey
Secretary

Attachments:

1. Agenda for March 8, 2012 Meeting
2. Minutes of February 11, 2012 Special Meeting
3. Minutes of January 13, 2012 Meeting
4. Resolution Honoring Walter Isaacson
5. Resolution Honoring Assistant Secretary Ann Stock
6. Resolution Honoring Michael Marchetti
8. Resolution Honoring Radio Sawa's 10th Anniversary
9. Governance Committee Report from November 17, 2011 Meeting
10. Governance Committee Report from February 9, 2012 Meeting

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ATTACHMENT 4

RESOLUTION HONORING AMBASSADOR KATHLEEN STEPHENS April 20, 2012

WHEREAS, as part of the duties delegated to her to lead the U.S. Department of State's efforts as Acting Under Secretary for Public Diplomacy and Public Affairs, Ambassador Kathleen Stephens served ably and well as the Secretary's designee to the Broadcasting Board of Governors (BBG) from February to April 2012;

WHEREAS, Ambassador Stephens brought many years of significant diplomatic experience, leadership and acumen to the role;

WHEREAS, Ambassador Stephens shares Secretary of State Hillary Rodham Clinton's view that U.S. government civilian broadcasting overseas plays a key role in U.S. national security and foreign policy; and

WHEREAS, during her service Ambassador Stephens was enthusiastically engaged in the issues before the Board;

NOW, THEREFORE, be it resolved that the Board warmly thanks Ambassador Stephens for her service, and the Governors offer their personal best wishes in her continued work on behalf of our country.

BE IT FURTHER RESOLVED that an appropriate copy of this resolution be forwarded to Ambassador Stephens.

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ATTACHMENT 5

PROPOSED AMENDMENT TO BBG BY-LAWS: Chair as Non-Voting, Ex Officio Committee Member

The plenary Board adopted the following Governance Committee recommendation at the March 8, 2012 Board meeting:

While the Chair of the plenary Board serves as an ex officio member of all Committees, the Chair is a non-voting ex officio member of all Committees of the Board.

The following By-Law amendment is proposed to bring the BBG By-Laws in line with the Board's decision:

3.01 CHAIR OF THE BOARD

The Chair of the Broadcasting Board of Governors is appointed by the President as Chair of the Board, subject to the advice and consent of the Senate. (22 U.S.C. §6203(b)(2)).

Subject to the authority and ongoing direction of the plenary Board, the following authorities are delegated to the Chair...

With approval of the Board, appoint standing or ad hoc committees of the Board and chairpersons thereof in consultation with the committees established by the Board. The Chair will serve as a non-voting, ex officio member of all committees unless decided otherwise.

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ATTACHMENT 6

PROPOSED AMENDMENT TO BBG BY-LAWS: Presiding Governor and Alternate Presiding Governor

The International Broadcasting Act of 1994 (as amended) is silent about how the Board should proceed in the event the Chair steps down or becomes otherwise unable to perform his or her duties prior to the end of his or her term.

During a special telephonic meeting of the Board on Saturday, February 11, 2012, the Board decided to appoint Governor Michael Lynton as the “Presiding Governor” on an interim basis until such time as the Board selects an alternate Presiding Governor, Governor Lynton chooses to step down as presiding Governor, or a new Chairman is appointed by the White House and confirmed by the Senate.

The plenary Board adopted the following Governance Committee statement of authorities of the Presiding Governor at the March 8, 2012 Board meeting:

The Presiding Governor shall exercise the roles and authorities of the Chair of the Board, as such roles and authorities are defined in these By-Laws.

In the event that the Board appoints a Presiding Governor, the Presiding Governor may select an alternate Presiding Governor with the approval of the plenary Board. The alternate Presiding Governor shall have the authority to preside at meetings of the Board in the event the Presiding Governor is absent from a meeting or is otherwise unable to perform his or her duties.

The following By-Law amendment is proposed to bring the BBG By-Laws in line with the Board’s decisions:

3.06 PRESIDING GOVERNOR

In the event that the Chair of the Board steps down or becomes otherwise unable to perform his or her duties, the plenary Board may designate any other Governor to serve as Presiding Governor. The Presiding Governor shall exercise the roles and authorities of the Chair of the Board, as such roles and authorities are defined in these By-Laws and the decisions of the Board. Notwithstanding the foregoing, during the tenure of the Presiding Governor, the authority of the Chair to evaluate the performance of the IBB Director included in BBG By-laws §3.01 shall be exercised by the Board acting as Committee of the Whole, and shall not be exercised solely by the Presiding Governor. The Presiding Governor shall serve on an interim basis until such time as the Board selects a different Presiding Governor, the Presiding Governor chooses to step down as Presiding Governor, or a new Chairman is appointed by the President and confirmed by the Senate.

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3.07 ALTERNATE PRESIDING GOVERNOR

In the event that the Board appoints a Presiding Governor, the Presiding Governor may select an alternate Presiding Governor with the approval of the plenary Board. The alternate Presiding Governor shall have the authority to call and preside at meetings of the Board in the event the Presiding Governor is absent from a meeting or is otherwise unable to perform his or her duties.

PROPOSED AMENDMENT TO BBG BY-LAWS: Incorporating Protocol for Release of Materials from Closed Board Meetings

The Board directed the IBB Director in September 2011 to develop a protocol for producing minutes for all future closed meetings of the plenary Board and releasing to the public such portions of the minutes as may be lawful and prudent to release. The Board specified that the protocol should involve a mechanism to allow interested Governors to review the minutes prior to their release.

The Governance Committee considered a protocol for the release of materials from closed Board meetings at the November 2011 Governance Committee meeting. IBB Staff presented an updated proposed protocol at the February 2012 Governance Committee meeting.

At the March 8, 2012 Board meeting the plenary Board adopted November 2011 Governance Committee report which included the proposed protocol and directed the Board Secretary to incorporate the protocol into the BBG By-Laws.

The following By-Law amendment is proposed to incorporate the protocol for the release of materials from closed Board meetings into the BBG By-Laws and comply with the Board's direction:

2.12 MINUTES

A record of decisions of the Board of Governors shall be made available to all members of the Board of Governors as soon as practicable after each meeting. The record of decisions shall include a written summary describing the topics discussed at the meeting and the decisions adopted by the Board and the voting Governors with respect thereto. In addition, closed sessions of the Board shall be recorded and made available in accordance with the requirements of the Government in the Sunshine Act and the Board's protocol for release of materials from closed Board meetings (Appendix 1).

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APPENDIX 1

PROTOCOL FOR RELEASE OF MATERIALS FROM CLOSED BOARD MEETINGS

Closed Board meetings, or closed portions of open Board meetings, shall be recorded, either via video with audio, audio only, or by stenographer. The Board Secretary will create a complete record of the closed proceedings (either a verbatim transcript or unabridged recording, at the Board Secretary's discretion) in draft form within three (3) business days of a closed meeting or session; for meetings recorded by stenographer, a transcript should be obtained from the stenographer within three (3) business days.

The Board Secretary will highlight statements, testimony, or other information that may be subject to withholding from public release under the Government in the Sunshine Act (GISA) within three (3) business days. Interested Governors shall be provided a copy of the draft complete record to review not later than ten (10) calendar days after a closed meeting or session and should return the draft complete record with comments to the Board Secretary within five (5) business days.

The Board Secretary will finalize the complete record for legal sufficiency and compliance with the GISA and coordinate with Public Affairs for posting to the Agency's public website. The entire process should be completed in fewer than twenty-one (21) calendar days.

The Board Secretary shall maintain the original complete draft record and/or complete unabridged electronic recording of each meeting or portion of a meeting closed to the public for at least two years after such meeting, or until one year after the conclusion of any Board proceeding with respect to which the meeting or portion was held, whichever occurs later. After the applicable holding period expires, the Board Secretary shall dispose of such records in accordance with the Agency's applicable document retention schedule.

Once materials from closed Board meetings have been made available to the public, there is no requirement to maintain their availability beyond initial release. However, materials released to the public should generally be kept publically available on the Agency's website as long as space and funding permits.