

**RESOLUTION
THE BOARD OF DIRECTORS
CORPORATION FOR PUBLIC BROADCASTING
WASHINGTON, DC
Monday, May 1, 2006**

unanimously

WHEREAS,

The Board of Directors of the Corporation for Public Broadcasting established a Corporate Governance Committee and charged it with reviewing the Board's governance documents and recommending improvements to the Board; and

WHEREAS,

The Corporate Governance Committee, with assistance from CPB counsel, has developed policies that reflect specific Sarbanes-Oxley directives that apply to non-profit organizations and presented them to the Board for consideration and adoption.

NOW, THEREFORE, BE IT RESOLVED,

That the CPB Board of Directors hereby adopts as the Corporation's policy the attached Whistleblower/Non-Retaliation Policy and Investigation-Related Records Policy.

Whistleblower Policy

Purpose

To establish a “Whistleblower Policy” that encourages CPB directors, officers and employees to report suspected waste, fraud, abuse, mismanagement, violations of law, and violations of the CPB Code of Ethics and Business Conduct or the Code of Ethics for Directors of the Corporation for Public Broadcasting (the “Codes”), and to prevent retaliation against those who report such occurrences in good faith. This Whistleblower Policy is further intended to encourage the reporting and resolution of such issues within CPB prior to seeking resolution outside CPB.

Policy

Directors, officers and employees expected to report any reasonable suspicion of waste, fraud, abuse, material mismanagement, or violations of law or the Codes at CPB, and to cooperate in the investigation of the same by the CPB Inspector General or other authorized entities. It is further CPB’s policy that there shall be no retaliation of any kind against those who, in good faith, appropriately report such occurrences.

Implementation

Under this Whistleblower Policy, CPB directors, officers, supervisors, and employees are required to report any good faith reasonable belief or suspicion of waste, fraud, abuse, or mismanagement with respect to CPB resources or violations of law or the Codes. At the same time, CPB will endeavor to maintain the confidentiality of those who report and witness such occurrences and to protect them from retaliation. Reports of any wrongdoing contemplated by this policy shall be deemed made in good faith if the person reporting the same had reasonable grounds to believe or suspect that the wrongdoing occurred, even if that belief or suspicion should later prove unsubstantiated.

Reporting Procedure

Directors, officers and employees may report occurrences under this policy on a confidential basis or they may submit them anonymously. Ordinarily, officers and employees should report occurrences to their supervisors, and members of the Board should submit them to the Board Chair. If these reporting relationships are impractical or inappropriate under the circumstances, then reports shall be made directly to the General Counsel, and if that is impractical or inappropriate, then to the Inspector General. All reports by whomever received shall be forwarded to the General Counsel for an initial evaluation, or if inappropriate under the circumstances then directly to the Inspector General. The General Counsel shall submit the report with his or her evaluation and recommendations to the Inspector General for further evaluation or investigation as the Inspector General deems appropriate, with a copy of the same to the President and CEO unless inappropriate under the circumstances.

Upon completion of his or her consideration of the matter, the Inspector General shall submit a Report of Investigation to the General Counsel, or the Chairman of the Board if the General Counsel or the President and CEO is the subject of the Report. The General Counsel shall submit a copy of the Report of Investigation, with any recommendations about the Report, to the President and CEO for determination of appropriate corrective action. Once corrective action has been taken, the Chair of the Board shall be so notified.

All reports shall be kept confidential to the fullest extent possible by CPB and its directors, officers and employees, consistent with the need to conduct an adequate investigation, prosecute any criminal charges that may arise, and to inform the Board and management of weaknesses in internal controls and the need for corrective measures.

Retaliation

No director, officer or employee who, in good faith, reports waste, fraud, abuse, mismanagement or a violation of law or the Codes shall be subjected to any harassment, adverse employment consequences or other form of retaliation by CPB. Retaliation includes, but is not limited to, adverse job actions such as termination; denial of any bonus, benefit or training; reduction of salary or decrease in hours; or change in or transfer to a lesser position. An officer or employee who retaliates against someone who has reported such an occurrence in good faith shall be subject to disciplinary action, up to and including termination of employment. Likewise, anyone who is found by the General Counsel to have intentionally submitted a report knowing the same to be false and not in good faith shall be subject to appropriate disciplinary action.

Approvals:

CFO _____ Date: _____

General Counsel _____ Date: _____

COO _____ Date: _____

President & CEO _____ Date: _____

Investigation-Related Records Policy

Purpose

To establish a CPB policy preventing the destruction of documents in reasonable anticipation of and during the course of an investigation.

Policy

It is CPB's policy that during or in reasonable anticipation of an investigation, inquiry or other official proceeding by law enforcement authorities, the Office of Inspector General, or CPB management, no CPB director, officer or employee shall destroy or otherwise compromise any CPB records, documents or other evidence relevant to the proceeding with the intent to impair their integrity or availability. It is further CPB's policy that no director, officer or employee shall otherwise obstruct, influence, or impede any such proceeding, or attempt to do so, or publicly disclose confidential evidence relevant to the proceeding.

Implementation

No CPB director, officer or employee shall knowingly alter, destroy, mutilate, conceal or remove from CPB premises any record, document, object or other evidence in any form, whether electronic or written, with the intent to obstruct, influence or impair the integrity or availability of such evidence for use in an investigation, inquiry or other official proceeding by law enforcement authorities, the Office of Inspector General or CPB management, whether such proceeding is under way or can reasonably be expected to occur. In addition, no director, officer or employee shall otherwise obstruct, influence, or impede any such proceeding, or attempt to do so, or publicly disclose confidential evidence that is relevant to the proceeding.

Any director, officer or employee who is found to have intentionally violated this policy shall be subject to disciplinary action, up to and including termination of employment with respect to officers and employees. CPB will cooperate with any law enforcement activities that arise from a violation of this policy.

Approvals:

CFO _____ Date: _____

General Counsel _____ Date: _____

COO _____ Date: _____

President & CEO _____ Date: _____