

## CORPORATE GOVERNANCE GUIDELINES

### COMMITMENT TO CORPORATE GOVERNANCE

Belo's Board of Directors considers sound, effective corporate governance policies to be a top business priority that is essential to the Company's long-term success. Belo's governance policies are designed to guide our Board and management as careful stewards of the Company's resources, who are expected to operate with the highest levels of integrity, apply respected business practices, and preserve and protect the Company's leadership reputation as a place to invest, work and do business. These policies affirm Belo's commitment to a substantial majority of independent Board of Directors to supervise management's operations and act in the best interests of our shareholders and other stakeholders. Belo adheres to or exceeds the standards established by the New York Stock Exchange (NYSE) and the Securities and Exchange Commission (SEC).

### CORPORATE GOVERNANCE PHILOSOPHY

Effective corporate governance requires a clear understanding of the respective roles of the Board, individual directors and senior management, and their relationships with others in the corporate structure. Belo's Corporate Governance Guidelines serve as a framework within which the Board and Belo's senior management address their respective responsibilities. In addition to formalizing its Corporate Governance Guidelines, the Board has approved a Code of Business Conduct and Ethics applicable to Belo's directors, management and other Belo employees, and approved a charter for each Board committee. The Board periodically reviews, evaluates and updates, as needed, Belo's corporate governance policies and practices in light of the Sarbanes-Oxley Act of 2002, SEC regulations, corporate governance standards adopted by

the NYSE and evolving best practices. Related documents are on Belo's Web site at [belo.com](http://belo.com) under "About Belo – Corporate Governance."

### OVERALL BOARD RESPONSIBILITIES

The Board of Directors plays the central role in Belo's corporate governance. The Board monitors the effectiveness of senior management and the execution of its strategies on behalf of Belo's shareholders. The Board selects Belo's chairman of the board and chief executive officer and approves the appointment of other members of senior management who are charged with the ethical and competent operation of Belo's business on a day-to-day basis. The Board reviews and approves significant financial and business strategies and major corporate actions, nominates directors, assigns committee members and ensures that processes are in place that are appropriately designed to maintain the integrity of Belo's business.

### BOARD DESCRIPTION AND MEETINGS

The Board will be comprised of between nine and 14 directors, with the exact number determined periodically based on Belo's bylaws. The Board is divided into three classes, approximately equal in number, with staggered terms of three years each so that the term of one class expires at each annual meeting of shareholders. The directors typically stand for election every three years.

The Board held five regularly-scheduled meetings in 2005. Each director attended at least 75 percent of the aggregate of the total number of meetings held by the Board and the total number of meetings held by all committees on which he or she served. Directors are expected to attend annual meetings of shareholders, and 12 of the

13 current directors attended the 2005 Annual Meeting of Shareholders. The Board convenes executive sessions of non-management directors without Company management on a regular basis. The Board has an independent director, the chair of the Executive Committee, who has been designated as the lead director. The lead director is responsible for presiding at the executive sessions of the non-management directors. In addition, the independent directors meet in executive session at least once annually. Board committee chairs preside at executive sessions of their respective committees.

#### BOARD MEMBERSHIP CRITERIA

The Board seeks to include individuals with diverse backgrounds and perspectives who contribute to the perceived needs of the Board as a whole. Many other factors are considered for qualification, including character and integrity; business, professional and personal background; current employment; community service; and the ability to commit sufficient time and attention to Board activities.

#### BOARD INDEPENDENCE

The Board has adopted independence standards that incorporate director independence criteria included in the NYSE standards, as well as additional, more stringent criteria established by the Board. A substantial majority of the directors comprising the Board will be independent directors. In 2005, all but two Board members were considered independent directors based on NYSE standards. Each of the Audit, Compensation, and Nominating and Corporate Governance Committees is composed entirely of independent directors. All Audit Committee members must meet

additional independence standards applicable to audit committee members.

#### BOARD COMMITTEES

##### AUDIT COMMITTEE

Henry Becton, Chairman  
Louis Caldera  
Wayne Sanders

##### COMPENSATION COMMITTEE

Judy Craven, Chair  
Larry Hirsch  
Lloyd Ward

##### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Roger Enrico, Chairman  
France Córdova  
Bill Solomon

##### EXECUTIVE COMMITTEE

Don Williams, Chairman  
Henry Becton  
Judy Craven  
Roger Enrico  
Dealey Herndon  
Anne Szostak

#### **AUDIT COMMITTEE**

The Audit Committee is responsible for the appointment, compensation and oversight of the independent auditors. The Audit Committee also represents the Board in overseeing Belo's financial reporting processes and consults with independent auditors and with personnel from Belo's internal audit and financial staffs regarding corporate accounting, reporting, and internal control practices. Each member of the Audit Committee meets the NYSE standards of independence for directors and audit committee members. In addition, each member of the Audit Committee must be financially literate, as determined by the Board's judgment, and at least one member of the Audit Committee also is an "audit committee financial expert" as defined by SEC rules. The Audit Committee met six times during 2005.

#### **COMPENSATION COMMITTEE**

The Compensation Committee evaluates the performance of the chief executive officer and sets his compensation level based on this evaluation. The Compensation Committee makes recommendations to the Board for base salaries of other executive officers and compensation for non-management directors, approves bonus levels and stock-based awards for executive officers, and administers the Company's related plans. Each Committee member is an independent director under the NYSE standards. The Compensation Committee met four times during 2005.

#### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The responsibilities of the Nominating and Corporate Governance Committee include identifying and recommending director candidates and reviewing

the qualifications of directors for continued service on the Board. The Nominating and Corporate Governance Committee also has responsibility for shaping Belo's corporate governance practices, including developing and periodically reviewing the Corporate Governance Guidelines and the Board committee charters. Each Committee member is an independent director under the NYSE standards. The Nominating and Corporate Governance Committee met twice in 2005.

#### **EXECUTIVE COMMITTEE**

The Executive Committee is responsible for periodically reviewing the Company's succession plan at the chief executive and other senior management levels and ensuring that the Company's management development initiatives support Belo's values and operating principles. The Committee is also charged with organizing the Board's response to any unusual situation or crisis related to the Company's business or its senior executive leadership. At least once each year, the Committee will review the framework used for developing the Company's long-range financial and strategic plans with the chairman/chief executive officer, and will meet periodically at the request of the chairman/chief executive officer to advise the Board and Company management on specific business issues, such as acquisitions, financings, capital structure and dividend policy. The chairperson of the Executive Committee is an independent director, as defined by NYSE standards. The Executive Committee met once in 2005.

#### **CODE OF BUSINESS CONDUCT AND ETHICS**

The Board has adopted a Code of Business Conduct and Ethics, which applies to all Belo companies, their directors, officers and employees, to foster a

common set of fundamental values and operating principles. At the request of the Board, the Audit Committee, with the assistance of the chief compliance officer and other senior management, oversees the Company's compliance and ethics program, including procedures for administering and promoting compliance with the Code of Business Conduct and Ethics. A copy of the Code is posted on Belo's Web site at [belo.com](http://belo.com).

#### **ASSESSING BOARD PERFORMANCE**

The Board and each of its standing committees conduct annual self-evaluations to assess their effectiveness, as required by their respective charters. The Nominating and Corporate Governance Committee assists the Board with its self-evaluation. Results of these self-evaluations are used to determine criteria for selecting prospective Board members and for improving the effectiveness of the Board and its committees.

#### **COMMUNICATIONS WITH THE BOARD**

Shareholders and other interested parties may communicate with the Board by writing c/o Corporate Secretary, Belo Corp., P.O. Box 655237, Dallas, Texas 75265-5237. Communications intended for a specific director or directors should be addressed to his, her or their attention c/o the corporate Secretary at this address. Communications received from shareholders are forwarded directly to the Board members as part of the materials delivered before the next scheduled Board meeting. The Board has authorized management, at its discretion, to forward communications on an expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or inappropriate.