

BELO CORP. CORPORATE GOVERNANCE GUIDELINES

Introductory Statement

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. The Board of Directors of Belo Corp. 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 ("Chairman") and chief executive officer ("CEO") 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 insures that processes are in place that are appropriately designed to maintain the integrity of Belo's business.

The Board of Directors of Belo Corp. has adopted these Corporate Governance Guidelines as a framework within which the Board and Belo's senior management address their respective responsibilities. Unless the context otherwise requires, references in these Guidelines to the "Board" mean the Board of Directors of Belo Corp. and references to "Belo" or the "Company" mean Belo Corp. together with its controlled subsidiaries. Generally speaking, these Guidelines do not apply to the boards of directors of Belo's subsidiaries.

Board Composition & Qualifications

Number, Election and Term of Directors

The number of directors comprising the Board is not less than nine nor more than 14, with the exact number determined from time to time in accordance with Belo's bylaws. The bylaws provide that 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. Thus, the directors typically stand for election every three years. Absent special circumstances, new director candidates are first elected to the Board at the annual meeting of shareholders.

Belo's bylaws provide that a director must retire on the date of the annual meeting of shareholders next following his or her 65th birthday. In an unusual situation (*e.g.*, in connection with an acquisition), the Board may amend or waive this requirement if deemed necessary and in the best interests of shareholders.

The Nominating and Corporate Governance Committee reviews the size and composition of the Board as part of the annual Board evaluation process and makes recommendations to the Board as appropriate.

Independence

A substantial majority of the directors comprising the Board shall be independent directors. An “independent” director is a director who meets the New York Stock Exchange (“NYSE”) standards of independence, as determined by the Board. The Board has adopted the standards set forth on Attachment A to these Guidelines to assist it in making determinations of a director’s independence.

Board Membership Criteria

The Board is responsible for selecting nominees for election to the Board by the shareholders. Based upon its periodic evaluation of the Board's performance and composition, the Nominating and Corporate Governance Committee determines the need and selection criteria for new directors. The Board should include individuals with diverse backgrounds and perspectives. Criteria for Board membership take many factors into consideration, including a prospective member's character and integrity; business, professional and personal background; skills; current employment; community service; and ability to commit sufficient time and attention to the activities of the Board. The Nominating and Corporate Governance Committee screens and recommends to the Board and ultimately to the shareholders nominees for election to the Board. The Nominating and Corporate Governance Committee also considers nominations by shareholders who suggest persons for election to the Board in compliance with the advance notice provisions in Belo’s bylaws and any other applicable Securities and Exchange Commission rules or regulations.

Service on Other Boards

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a Belo director. Directors should also advise the Nominating and Corporate Governance Committee chair in advance of accepting an invitation to serve on another corporate board.

Change in Status

In accordance with the procedures set forth on Attachment B to these Guidelines, individual directors who experience a change in employment status or affiliation should provide written notice of the change to the Nominating and Corporate Governance Committee chair. Notification of change of status is not required when a director is promoted within the same organization.

Board Committees

Number, Structure and Independence of Committees

The Board has four standing committees: Audit, Compensation, Nominating and Corporate Governance, and Executive. All members of the Audit, Compensation, and Nominating and Corporate Governance Committees shall be directors who meet the NYSE standards of “independence” as determined by the Board. Directors who serve on the Audit Committee must meet additional independence criteria described in Attachment A to these Guidelines.

Each standing committee is governed by its own charter, which is approved by the committee as well as by the Board. The charters set forth the purposes, duties and responsibilities of each committee, and its membership requirements. The standing committee charters are posted on Belo’s Website at www.belo.com. Annually, each standing committee evaluates its performance and the adequacy of its charter.

The Board may from time to time establish and dissolve other committees having such purposes, duties, responsibilities and membership as the Board deems necessary or appropriate. These committees may operate with or without a charter.

Assignment of Committee Members and Chairs

Annually, the Nominating and Corporate Governance Committee recommends for Board approval the assignments of committee members, chairs and regular management attendees for each Board committee.

Committee Reports

The committee chair reports to the Board after each committee meeting and the minutes from the meeting are provided to the Board.

Service on Other Audit Committees

Because of the Audit Committee’s demanding role and responsibilities, and the time commitment attendant to committee membership, each Audit Committee member must advise the Nominating and Corporate Governance Committee chair before accepting membership on the audit committee of another public company if joining that committee would result in the Audit Committee member serving simultaneously on the audit committees of three public companies, including Belo. Following notification from the Audit Committee member, the Board must determine that such simultaneous service would not impair the ability of the Audit Committee member to serve effectively on Belo’s Audit Committee.

Meeting Responsibilities

Attendance at and Participation in Board and Committee Meetings

Board and committee meetings are generally held on a pre-determined schedule, with additional meetings scheduled as needed. The Chairman/CEO presides at Board meetings except for executive sessions of non-management directors. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Belo director.

Board Meeting Agendas

The Chairman/CEO and the corporate secretary prepare an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda. Meeting agendas typically include on a regular basis the Chairman/CEO report, operating and financial performance reviews, committee reports, updates on strategic initiatives and follow-up reports. Each Board member is encouraged to raise subjects at any Board meeting that are not on the agenda for that meeting.

Distribution and Review of Board Materials

Directors should review and devote appropriate time to studying Board and committee materials. Information and materials for Board consideration are generally distributed to directors at least five days in advance of a Board meeting, with additional time provided when the complexity of an issue demands. In some cases, due to the sensitive nature of an issue or if an issue arises without sufficient time to complete distribution of materials within this time frame, the materials are presented only at the Board meeting.

Executive Sessions of Non-Management Directors; Lead Director

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

Strategic Planning Sessions

The Executive Committee meets annually and more frequently as appropriate to review Belo's long-range financial and strategic plans, and to advise the Board and management on specific business and finance issues. At least one Board meeting each year typically is an extended multi-day meeting at which the Board reviews the Company's long-term strategy.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics for directors, officers and employees to foster a common set of fundamental values and operating principles. The Board oversees procedures for administering and promoting compliance with the Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics is posted on Belo's Website at www.belo.com.

Board Access to Management and Outside Advisors

Board members have complete access to Belo's management and employees. It is assumed that Board members will use their judgment to ensure that this contact is not distracting to Belo's business operations. News and editorial matters should be broached first in all instances with the Chairman/CEO.

The Board and each Board committee (to the extent provided in its charter) have full authority to engage and obtain advice and assistance from such outside legal, financial and other advisors as they deem appropriate, at the expense of Belo, without seeking the approval of the Board (as to any committee engagement) or any Belo officer. Following engagement of any outside advisor, the Board or Board committee, as applicable, shall advise the full Board of such engagement.

Director Compensation

Director compensation is set by the Board, based upon the recommendation of the Compensation Committee and after full discussion and consideration by the Board. One-half of the annual compensation package of non-management directors is paid in the form of stock options to purchase Belo's common stock and directors may elect to receive the remainder of their compensation in the form of additional stock options for common stock and/or in cash. Each director who serves as a committee chair receives additional cash compensation; otherwise, no additional fee is paid to directors for attendance at Board and committee meetings. Belo also reimburses directors for expenses incurred in attending meetings. Employee directors do not receive separate compensation for Board service, but are reimbursed for attendance expenses.

The Compensation Committee, with the assistance of Belo's senior management, periodically reviews the amount and composition of director compensation and makes recommendations to the Board as appropriate. In formulating its recommendations, the Compensation Committee considers what is reasonable and customary board compensation based on a comparison of similarly situated companies.

Director Orientation and Continuing Education

Each new director receives a package of orientation material. Members of Belo's senior management make detailed presentations to new directors about the businesses, policies, governance and history of Belo. New Board members also have the opportunity to attend a financial orientation presentation conducted by Belo's outside auditing firm. All other directors are also invited to attend the orientation programs.

In addition, the Chairman/CEO regularly distributes to Board members information pertaining to relevant industry developments and issues. Management also provides the Board with business demonstrations and annual Board trips to significant Belo operations, as well as periodic business/legal updates. Directors are encouraged to participate in continuing education programs to assist them in performing their Board responsibilities. Besides Company-sponsored programs or seminars, if a director desires reimbursement for attending a continuing education program or seminar related to service on Belo's Board, he or she should notify the corporate secretary in advance. As a general policy, Belo will reimburse a director up to \$2,500 per year for the fees and related travel expenses in attending continuing education programs or seminars in accordance with this policy.

Chairman/CEO Office, Evaluation and Succession Planning

The Board presently believes it is in the best interests of Belo for a single person to serve as both the Chairman and CEO. The Board may in its discretion separate the roles if it deems it advisable and in the best interests of Belo to do so.

The Compensation Committee conducts an annual review of the Chairman/CEO's performance as set forth in the committee's charter and reports the results to the Board.

The Chairman/CEO annually provides the Executive Committee with recommendations and evaluations of potential successors, along with a review of development plans recommended for such individuals. The Executive Committee reports to the Board on the Chairman/CEO's succession planning.

Assessing Board Performance

The Board and each of its committees, to the extent required by their respective charters, conduct annual self-evaluations to assess their effectiveness. The Nominating and Corporate Governance Committee assists the Board with its self-evaluation. The results of the Board's self-evaluation will be used to determine criteria for selecting prospective candidates for Board membership and to improve the functioning and effectiveness of the Board and its committees.

Periodic Review of Guidelines

Annually, the Nominating and Corporate Governance Committee reviews these Guidelines and the committee charters as a whole, and recommends changes to the Board as appropriate. The current version of these Guidelines as approved and adopted by the Board is posted on Belo's Website at www.belo.com.

Attachment A: Independence Standards

A director shall be independent if the director meets each of the following standards and otherwise has no material relationship with Belo, either directly, or as a partner, stockholder, or officer of an organization that has a relationship with Belo. For purposes of these standards, "Belo" means Belo Corp. and its consolidated subsidiaries, collectively.

1. the director is not, and in the past three years has not been, an employee of Belo;
2. an immediate family member of the director is not, and in the past three years has not been, employed as an executive officer of Belo;
3. the director is not, and in the past three years has not been, affiliated with or employed by Belo's outside auditing firm, and no member of the director's immediate family is, or in the past three years has been, affiliated with or employed in a professional capacity by Belo's outside auditing firm;
4. neither the director nor a member of the director's immediate family is, or in the past three years has been, part of an interlocking directorate in which a current executive officer of Belo served on the compensation committee of another public company where the director or the director's immediate family member served as an executive officer;
5. neither the director nor a member of the director's immediate family receives or has in the past three years received any direct compensation payments from Belo in excess of \$100,000 per year, other than compensation for Board service, compensation received by the director's immediate family member for service as a non-executive employee of Belo, and pension or other forms of deferred compensation for prior service;
6. the director is not an executive officer or employee, and no member of the director's immediate family is an executive officer, of another company that makes payments to or receives payments from Belo, or during any of the last three fiscal years has made payments to or received payments from Belo, for property or services in an amount that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the other company's consolidated gross revenues;
7. the director is not an executive officer of a non-profit organization to which Belo makes or in the past three fiscal years has made, payments that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the non-profit organization's consolidated gross revenues;
8. the director is not, and during the last fiscal year has not been, a partner in, or a controlling shareholder or executive officer of, a business corporation, non-profit organization, or other entity to which Belo was indebted at the end of Belo's last full fiscal year in an aggregate amount in excess of 2% of Belo's total consolidated assets at the end of such fiscal year;

9. the director is not, and during the last fiscal year has not been, a member of, or of counsel to, a law firm that Belo has retained during the last fiscal year or proposes to retain during the current fiscal year; or
10. the director is not, and during the last fiscal year has not been, a partner or executive officer of any investment banking firm that has performed services for Belo, other than as a participating underwriter in a syndicate, during the last fiscal year or that Belo proposes to have perform services during the current fiscal year.

The Board may determine that a director or nominee is “independent” even if the director or nominee does not meet each of the standards set forth in paragraphs (7) through (10) above as long as the Board determines that such person is independent of management and free from any relationship that in the judgment of the Board would interfere with such person’s independent judgment as a member of the Board and the basis for such determination is disclosed in Belo’s annual proxy statement.

In addition, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on that committee, if the director: (1) receives, either directly or indirectly, any consulting, advisory or other compensatory fee from Belo Corp. or any of its subsidiaries other than: (a) fees for service as a director, and (b) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with Belo; or (2) is "an affiliated person" of Belo Corp. or any of its subsidiaries; each as determined in accordance with Securities and Exchange Commission regulations.

For purposes of this Attachment A, an “immediate family member” means a person’s spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home.

Attachment B: Procedures for Considering Director Change in Status

Individual directors who experience a change in employment status or affiliation (other than a promotion within the same organization) should provide written notice of the change to the Nominating and Corporate Governance Committee chair, together with an agreement by the director to resign should the Board determine the director's continued service is not appropriate. The Nominating and Corporate Governance Committee will review the individual situation at its next regularly scheduled committee meeting absent special circumstances, and will recommend to the Board what action it should take in response.

In formulating its recommendation to the Board, the Nominating and Corporate Governance Committee should consider the totality of the circumstances of the individual situation. Among the factors the committee may consider are:

- The selection criteria the committee used to nominate the director for election to the Board.
- Whether the change involves one of principal employment, directorship or other business affiliation.
- The reasons giving rise to the change in status.
- The identity and principal business of any corporation or other organization in which the director is or will be employed or affiliated.
- Whether the change affects the director's independence as defined under Belo's Corporate Governance Guidelines, gives rise to a conflict of interest under Belo's Code of Business Conduct and Ethics, or otherwise interferes with the director's continued service on Belo's Board.
- Whether Belo's needs for particular backgrounds and experience on its Board have changed since the time the director was initially elected to the Board.
- The current business, legal and regulatory environment affecting Belo and its directors or prospective directors.

Directors who have no full-time affiliation as a consequence of his/her change in status, and who remain on the Board without a subsequent change in status, shall update the Nominating and Corporate Governance Committee as to the director's activities relevant to continued Board service 12 months following the change in status. Based on this information and other factors the committee deems relevant, the committee may change its prior recommendation regarding the director's continued Board service and recommend to the Board that the director be requested to resign or not stand for reelection. If so requested by the Board, the director shall honor such request.

Last revised: March 3, 2004