

May 7, 2009

**EMMIS COMMUNICATIONS CORPORATION  
BOARD OF DIRECTORS  
CORPORATE GOVERNANCE GUIDELINES**

**I. Board Issues**

**Membership:**

1. Size of Board. The Board's optimum size is 7 - 10 members.
2. Independent Directors. The Board will have a sufficient number of directors who meet the criteria for independence required by Nasdaq to meet all applicable legal and regulatory requirements. The Board must determine, based on all of the relevant facts and circumstances, whether each director satisfies the criteria for independence and must disclose each of these determinations. The Board may adopt and disclose categorical standards to assist it in making such determinations and may make a general disclosure if each director meets these standards. Any determination of independence for a director who does not meet these standards, however, must be specifically explained.
3. Board Membership Criteria. The Board seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Board's assessment of the qualifications of candidates will include an examination of the individual's qualification as independent, as well as consideration of the diversity, skills and experience needs of the Board.

No director should serve on more than six other public company boards. Directors should advise the Chairman of the Board and the chair of the Corporate Governance & Nominating Committee in advance of accepting an invitation to serve on another public company board.

Exceptional candidates who do not meet all of these criteria may still be considered.

4. New Directors. The Corporate Governance & Nominating Committee has, as one of its responsibilities, the recommendation of director candidates to the full Board. Nominees for directorship will be selected by the Corporate Governance & Nominating Committee in accordance with the policies and principles in its charter. The Corporate Governance & Nominating Committee will address the orientation of new directors.

5. Retirement.

(a) Term Limits. The Board believes that it is more important to monitor overall Board performance than it is to establish term limits for individual directors. Therefore, the Corporate Governance & Nominating Committee shall review each director's continuation on the Board every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

(b) Retirement Policy. No person shall be nominated by the Board to serve as a director after he or she has passed his or her 70<sup>th</sup> birthday, unless the Corporate Governance & Nominating Committee has voted to waive, or continue to waive, the mandatory retirement age of such person as a director.

(c) Resignation Policy - Non-independent Directors. Non-independent directors shall offer to resign from the Board upon their resignation, removal or retirement as an officer of the Company.

(d) Directors Changing Their Present Job Responsibilities. The Board expects directors to offer to resign from the Board upon a change in their business position including, without limitation, retirement from the position on which their original nomination was based, or upon acquiring an interest in another broadcaster that would result in an attribution of ownership under FCC Regulations. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board, or who create an ownership attribution, should necessarily leave the Board. There should, however, be an opportunity for the Board through the Corporate Governance & Nominating Committee to review the continued appropriateness of Board membership under the circumstances.

**II. Conduct:**

1. Directors' Duties. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company's officers, employees, outside advisors and independent auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and committee meetings and, when possible, should communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same. Each director's attendance at, and preparation for, Board meetings and

meetings of committees on which they serve, shall be considered by the Corporate Governance & Nominating Committee when recommending director nominees.

2. Board Meetings.

(a) Selection of Agenda Items. The Chairman and Chief Executive Officer should establish the agenda for Board meetings. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

(b) Executive Sessions and Lead Director. The independent directors will meet regularly in executive session without any members of the Company's management, whether or not they are directors, who may otherwise be present. There may, but does not need to be, a lead director appointed to preside at all executive sessions. If, however, a lead director is chosen, his or her name shall be disclosed in the annual proxy statement. The annual proxy statement shall also disclose how interested persons may communicate with any such person or the directors who meet in executive session as a group.

(c) Distribution of Materials. The Company shall distribute, sufficiently in advance of meetings to permit meaningful review, written materials, which shall in all events include recent financial information, for use at Board meetings.

(d) Attendance of Non-Directors. The Board believes that attendance of key officers augments the meeting process.

(e) Number of Meetings. The Board shall hold a minimum of four meetings per year.

3. Conflicts of Interest. Directors shall avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. The Company annually solicits information from directors in order to monitor potential conflicts of interest and directors are expected to be mindful of their fiduciary obligations to the Company.

4. Share Ownership by Directors. The Board believes that the number of shares of the Company's stock owned by each director is a personal decision, and encourages stock ownership.

5. Director Compensation. The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter. The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable or political contributions to organizations in which a

director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Board will evaluate each of these matters when determining the form and amount of director compensation.

6. Continuing Director Education. The Board recommends and highly encourages director participation in accredited continuing corporate governance programs, and the Company will reimburse any director who attends such programs. The Corporate Governance & Nominating Committee will address the orientation of new directors and continuing education for all directors.
7. Assessing Board Performance. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance & Nominating Committee will receive comments from directors as to the Board's performance and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
8. Access to Officers and Employees. Board members have complete and open access to the Company's Chief Executive Officer, Chief Financial Officer, General Counsel and other officers. Board members who wish to have access to other members of management should coordinate such access through one of the foregoing.
9. Interaction with Third Parties. The Board believes that management should speak for the Company and that the Chairman should speak for the Board.
10. Board Authority. The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
11. Confidentiality. The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidential and used solely in furtherance of the Company's business.

### **III. Committee Issues**

1. Board Committees. The Board will have at all times an Audit Committee, a Compensation Committee and a Corporate Governance & Nominating Committee. Unless otherwise approved by the Board, each of these Committees shall consist solely of independent directors. Committee members will be appointed by the Board upon recommendation of the Corporate Governance & Nominating Committee with consideration of the desires of individual directors.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Rotation of Committee Assignments and Chairs. Committee assignments and the designation of committee chairs should be based on the director's knowledge, interests and areas of expertise. The Board believes experience and continuity are more important than rotation. Therefore, in lieu of mandatory rotation, the Board favors including a review of committee assignments, composition and chairs as part of its regular self-assessment to ensure that each committee maintains the appropriate leadership and composition. Committee members and chairs may be rotated in response to changes in membership of the Board and in all cases should be rotated only if rotation is likely to increase committee performance.
3. Committee Charters. Each committee shall have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance.
4. Frequency and Length of Committee Meetings. The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter.

#### **IV. Chief Executive Officer Evaluation and Management Succession**

The Compensation Committee will conduct a review and approve corporate goals and objectives relevant to Chief Executive Officer, Chief Financial Officer and other executive officer compensation and will set the Chief Executive Officer's, Chief Financial Officer's and other executive officers' compensation levels based on this evaluation.

The Compensation Committee will make recommendations to the Board as necessary and appropriate with respect to potential successors to the Chief Executive Officer, Chief Financial Officer and other key executive officers.