

**Federal Home Loan Bank of Indianapolis  
Information for Potential Director Nominees**

**Number of Seats Open for the 2022 Director Election:** The Board of Directors (“Board”) of the Federal Home Loan Bank of Indianapolis (“Bank”) has the following seats open for the 2022 election:

- One Indiana member director; and
- One Michigan member director.

[Please note: (i) the incumbent Indiana member director has reached his term limits and will not be eligible to stand for election in 2022; (ii) the incumbent Michigan member director is eligible to stand for election again; and (iii) there are no independent director seats designated for the 2022 director election.]

**Director’s Primary Role:**

1. To oversee the operations of the Bank in conformity with its statutory authorities to:
  - Provide advances for liquidity, housing, and community economic development to its members;
  - Purchase mortgages from its members;
  - Administer Affordable Housing Program grants; and
  - Provide other correspondent banking services.
2. In doing so, each Director must act in good faith, administer the affairs of the Bank fairly and impartially, and without discrimination in favor of or against any member.
3. A Director should have a working familiarity with finance and accounting, including the ability to understand financial statements.
4. Directors are expected to attend and actively participate in approximately six (6) three-day in-person meetings per year, plus travel and ample preparation time, along with regular (at least 10-12) conference calls. Attendance is required for all meetings, and directors should be willing to travel by air. In-person meetings are primarily held in Indianapolis with one meeting typically held in Michigan and another in Washington, D.C. An FHLBank System Directors Conference is also held in Washington, D.C., for which attendance is generally expected. Some Board committees have additional travel and meeting requirements. On average, directors can expect to commit around 40 to 45 workdays per year to Board duties.

**Director Duties and Responsibilities:**

1. Facilitate strategic planning process and monitor the Bank’s progress toward established strategic objectives.
2. Ensure risk management policies and internal controls are in place and functioning.
3. Assist management in defining a balance between the risks and benefits of the Bank’s activities by:
  - Identifying objectives and the degree of risk acceptable for attaining those objectives; and
  - Monitoring credit, interest rate, market, counterparty, model, operational, political, and reputation risk trends and incorporating them into goal setting.
4. Select, evaluate, counsel, and determine compensation for the Chief Executive Officer.
5. Plan for Chief Executive Officer succession.

**Director Accountabilities:**

1. Shared:
  - Demonstrate prudent and competent governance;
  - Fulfill the Bank’s mission, while balancing the interests of its members, the public, and other Bank stakeholders;
  - Fulfill the Bank’s strategic objectives; and
  - Enhance the Bank’s image.

2. Individual:

- Must have ability to work constructively and ethically with others;
- Continuously improve his or her governance skills, financial literacy, and communication skills;
- Enhance on-going awareness of banking and public policy issues affecting financial services, housing, and community economic development;
- Maintain on-going compliance with all applicable eligibility and disclosure requirements for independent directors or member directors; and
- Enhance fundamental understanding of corporate structure and agency relationships.

**The Election Calendar (DATES SUBJECT TO CHANGE):**

Nomination Phase:

- Indiana and Michigan Member Directors:
  - Member director nominations open June 17 and close 5 PM Eastern, July 18, 2022.
  - After a member director nomination is received by the Bank, a letter will be sent to the nominee that provides notice of the nomination and provides/requests other information to/from the nominee.  
Member director nominee certifications and biographical affidavits are due to Corporate Secretary by August 25, 2022.
- No independent director seats have been designated for election in 2022. However, independent director applications are accepted on an ongoing basis. In the event a vacancy occurs, such vacancy is filled by the Board.

Election Phase:

- Member Voting September 19 - October 19, 2022.
- Results Announced approximately October 20 or 21, 2022.
- Final certifications due from elected directors, November 4, 2022.

New Terms Begin: January 1, 2023

Eligibility Requirements:

<b>STATUTORY<sup>1</sup> &amp; REGULATORY<sup>2</sup> ELIGIBILITY REQUIREMENTS</b>	
<b>ALL DIRECTORS</b>	<p>Each Director shall be:</p> <ul style="list-style-type: none"> <li>• Elected by plurality vote of the members; and</li> <li>• A citizen of the United States.</li> </ul>
<b>MEMBER DIRECTORS</b>	<p>Each Member Director must be an officer or director of a member that is located in Indiana or Michigan and that meets all minimum capital requirements established by its appropriate Federal banking agency or appropriate State regulator.</p> <p>In the case of a Member Director elected by the members, the institution of which the Member Director is an officer or director must have been a member as of the record date.</p> <p>In the case of a Member Director elected by the Bank's Board of Directors to fill a vacancy, the institution of which the Member Director is an officer or director must be a member at the time the board acts.</p>
<b>INDEPENDENT DIRECTORS</b>	<p>An Independent Director must be a bona fide resident of Indiana or Michigan.</p> <p>Each Independent Director who is not a Public Interest Director shall have demonstrated knowledge of or experience in:</p> <ul style="list-style-type: none"> <li>• Financial Management;</li> <li>• Auditing and Accounting;</li> <li>• Risk Management Practices;</li> <li>• Derivatives;</li> <li>• Project Development;</li> <li>• Organizational Management;</li> <li>• Law; or</li> <li>• Other requirements determined by the Director of the Federal Housing Finance Agency</li> </ul> <p>No Independent Director may, during the term of service on the Board of Directors, serve as an officer of any Federal Home Loan Bank or as a director, officer, or employee of any member of the Bank, or of any person that receives advances from the Bank.</p>
<b>PUBLIC INTEREST DIRECTORS</b>	<p>At least two (2) Independent Directors shall have more than four (4) years of experience in representing consumer or community interests in:</p> <ul style="list-style-type: none"> <li>• Banking Services;</li> <li>• Credit Needs;</li> <li>• Housing; or</li> <li>• Consumer Financial Protections</li> </ul>

<sup>1</sup> 12 U.S.C. § 1427

<sup>2</sup> 12 C.F.R. §§ 1261.5, .7, & .10

**Background Checks:**

1. Member Director Nominees – A background check will be performed on each member director nominee, who accepts a member director nomination, to verify all responses provided on the Federal Home Loan Bank Member Director Eligibility Certification Form and other information provided, including without limitation:
  - Satisfaction of all statutory and regulatory eligibility requirements, including, without limitation, proof of officer or director status with a member institution located in a State for which directors are being elected;
  - Biographical information;
  - Any criminal offenses or adverse regulatory action;
  - Any adverse credit events, including any bankruptcies, tax liens, adverse judgments, sheriff's sales, foreclosures, and other adverse events;
  - All college and subsequent education;
  - Accuracy of employment information for all years of reported experience;
  - Professional certifications; and
  - Degrees reported.

The Bank files public disclosures with the U.S. Securities & Exchange Commission (SEC). Certain biographical information – including criminal offenses, adverse regulatory action, bankruptcies, and other adverse events – will be included in public SEC filings and election materials.

The Federal Housing Finance Agency will also perform an independent background check on you.

2. Independent Director Applicants – A background check will be run on each independent director applicants to verify all responses provided on the Federal Home Loan Bank Independent Director Application Form and other information provided, including without limitations:
  - Satisfaction of all statutory and regulatory eligibility requirements, including, without limitation, residency in Indiana or Michigan;
  - Biographical information;
  - Any criminal offenses or adverse regulatory action;
  - Any adverse credit events, including any bankruptcies, tax liens, adverse judgments, sheriff's sales, foreclosures, and other adverse events;
  - All college and subsequent education;
  - Accuracy of employment information for all years of reported experience;
  - Professional certifications; and
  - Degrees reported.

The Bank files public disclosures with the U.S. Securities & Exchange Commission (SEC). If you are nominated, certain biographical information – including criminal offenses, adverse regulatory action, bankruptcies, and other adverse events – will be included in public SEC filings and election materials.

If you are nominated for the slate of candidates, the Federal Housing Finance Agency will also perform an independent background check on you.

**Guidance for Member Director Nominees** - All eligible member director nominees, will:

- Be requested to review a biographical statement prepared by the Bank and provide a picture for the election ballot; and
- Receive a list of all voting members, their contact information, stock holdings, and other information to facilitate outreach.

Eligible member director nominees may wish to consider the following voluntary actions:

- Member Outreach: Consider written, telephonic, and/or in-person outreach to members.
- Candidate Website: Consider establishing a candidate website.
- Member Trade Associations:
  - i. Consider contacting member trade associations to discuss your candidacy and outreach.
  - ii. Consider attending member trade association meetings.
  - iii. Consider publishing advertising materials in member trade association publications.
  - iv. General Solicitation Materials: Consider developing written campaign communications to be sent to members and trade groups.
- Bank Member Symposium: Consider attending the Bank's Annual Member Symposium

**Important Restriction on Bank Directors, Officers, Employees, Attorneys, and Agents:** The Bank is a member-owned cooperative, and its directors, officers, employees, attorneys, and agents are subject to special restrictions relating to elections. Specifically:

- They may not communicate in any manner that a director, officer, attorney, employee, or agent of a Bank, directly or indirectly, supports or opposes the nomination or election of a particular individual for a directorship.
- They may not take any other action to influence the voting with respect to any particular individual.

There are exceptions to these rules:

- The Board has adopted a Desired Experience and Attributes Statement, available at <https://www.fhlbi.com/who-we-are/board-of-directors/become-a-board-member>, which provides a non-exhaustive list of desired experience, attributes, characteristics and core competencies that represent guidelines for targeted recruitment designed to achieve a Board with diversity of perspective, thought, and experience.
- The Board may nominate independent director applicants for election.
- Individual Bank personnel, acting in their personal capacities, may support the nomination or election of a candidate only in narrow circumstances. Bank personnel may support:
  - i. a member director candidate, so long as they do not purport to represent the views of the Bank or its Board; and
  - ii. a person the Board has nominated for election as an independent director.

**Bank directors, officers, and employees strive to avoid even the appearance of favoritism for any director applicants or nominees.**

**For Questions and More Information:**

**Primary Contact:** The Bank's Corporate Secretary is your primary contact during the election process. This person is available to answer questions about director eligibility, the election process, election timing, the unique voting rules for Bank director elections, the Bank itself, Bank members and member outreach, the Board, requirements for directors, campaigning, and various other matters. He or she seeks to provide consistent, helpful, and candidate-neutral information to all individuals who are interested in seeking election to our Board.

Contact Information:

Corporate Secretary  
Federal Home Loan Bank of Indianapolis  
8250 Woodfield Crossing Boulevard  
Indianapolis, IN 46240  
[election@fhlbi.com](mailto:election@fhlbi.com)

**Additional Information:**

Website information links:

Federal Home Loan Bank of Indianapolis [www.fhlbi.com](http://www.fhlbi.com)

Federal Home Loan Bank System links:

1. Federal Housing Finance Agency [www.fhfa.gov](http://www.fhfa.gov)
2. Office of Finance [www.fhlb-of.com](http://www.fhlb-of.com)
3. Council of Federal Home Loan Banks [www.fhlbanks.com](http://www.fhlbanks.com)
4. FHFA Office of Inspector General [www.fhfaoig.gov](http://www.fhfaoig.gov)