



Executive/Governance Committee Charter

January 7, 2020



OBJECTIVE

The Executive/Governance Committee (“Committee”) of the Federal Home Loan Bank of Indianapolis (“Bank”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to assist the Board in the governance of the Bank, including the nomination of Independent Director candidates, Board succession planning activities, the election of Board Chairs and Vice Chairs, and in overseeing the affairs of the Bank during intervals between regularly scheduled Board meetings as provided for in the Bylaws of the Bank (“Bylaws”).

RESPONSIBILITIES

The Committee will advise the Board on:

- Board effectiveness, structure and governance, including director training.
- Board committee structures and committee assignments.
- Necessary emergency actions taken by the Committee in situations in which the full Board cannot be convened.
- Nominations for Chair and Vice Chair positions (Chair and Vice Chair terms are for a period up to two years, so long as the individual remains qualified).
- Investigation of Chair and Vice Chair removals (Bylaws).
- Slating of Independent Directors for elections subject to the Federal Housing Finance Agency’s comment and regulation.
- Board succession planning matters.
- President-CEO performance review and compensation decisions.
- Any other actions or special projects deemed necessary and authorized or delegated by the Board.

The Committee may delegate any matters to one or more subcommittees not expressly reserved to the Committee by the Bylaws or regulations of the Federal Housing Finance Agency.



COMMITTEE MEMBERSHIP

To be determined annually by the Board based on the advice of the Board Chair and the President-CEO. The Bylaws require at least seven (7) members, at least two (2) of whom shall be Independent Directors, plus an optional alternate. In the event of a national emergency, any Director may call a Committee meeting and take action in accordance with the requirements of the Bylaws. To deal with organizational matters, meetings may be called by the Committee Chair or the President-CEO, or in the event of their incapacity, any other Committee member.

COMMITTEE MEETINGS

The Committee shall meet as needed. The requirements for calling a meeting are set forth in the Bylaws. Meetings may be held in person or by any method permitting all participants to hear and be heard by others. Minutes of the Committee meetings shall be maintained and preserved by the Corporate Secretary. When action is required, the Committee chair (or in his or her absence, the vice chair or other designee) shall report the Committee's recommendation to the full Board at its next regularly scheduled board meeting.

CHARTER REVIEW

The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

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This charter was reviewed and approved by resolution of the Board of Directors at its January 7, 2020, meeting, and shall be effective until amended or rescinded by the Board of Directors.

THE FEDERAL HOME LOAN BANK OF
INDIANAPOLIS BOARD OF DIRECTORS

By: 
Matthew R. St. Louis
Its: Corporate Secretary