

# **CHARTER OF THE EXECUTIVE/GOVERNANCE COMMITTEE OF THE FEDERAL HOME LOAN BANK OF INDIANAPOLIS**

*Board Approved March 22, 2019*

## **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, 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”).

## **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.

## **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.
- President-CEO performance review and compensation decisions.
- Any other actions or special projects deemed necessary and authorized or delegated by the Board.

## COMMITTEE MEETINGS

The Committee shall meet as needed. The requirements for calling a meeting are set forth in the Bylaws.

\* \* \*

This Charter was annual reviewed by resolution of the Board of Directors at its March 22, 2019, meeting, and shall be effective until amended or rescinded by the Board of Directors.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