

**CHARTER OF THE HUMAN RESOURCES COMMITTEE
OF THE FEDERAL HOME LOAN BANK OF INDIANAPOLIS**

Board Approved January 25, 2019

OBJECTIVE

To advise the Board of Directors (“Board”) of the Federal Home Loan Bank of Indianapolis (“Bank”) on issues of officer and employee compensation and benefits, directors’ compensation, and on Human Resource’s policies and procedures for all employees. To ensure the Bank remains competitive in attracting and retaining highly competent employees, while providing a performance-based incentive system, training and career development.

RESPONSIBILITIES

The Human Resources Committee (“Committee”) will advise the Board on:

- Employment policies;
- Office of Diversity & Inclusion policies and related matters, including maintaining awareness and understanding of the strategies employed across the Bank to manage Diversity & Inclusion and overseeing management’s efforts to maintain diversity at all levels of the Bank;
- The determination of salary and benefit matters for all employees;
- The administration of the Bank’s Incentive Plan for Bank staff and senior officers (excludes Internal Audit Long Term and Short Term Incentive Plans), including other forms of incentive compensation and merit or reward-recognition compensation;
- The administration of the Bank’s qualified retirement plan and non-qualified Supplemental Executive Retirement and Thrift Plans;
- Employment contracts/Key Employee Severance Policy for senior officers and Severance Policy for Bank employees;
- The determination of director compensation, fee and expense issues including the administration of the Board’s Director Deferred Compensation Plan and the Directors’ Compensation and Expense Reimbursement Policy;
- The Compensation Discussion & Analysis (CD&A), as part of the Bank’s annual report on Form 10-K; and
- Any other actions deemed necessary and authorized or delegated by the Board.

The Committee’s recommendations will be included in the Bank’s annual budget for review by the Finance/Budget Committee and full Board. All actions of the Committee require Board approval, unless an authorizing resolution delegating such authority has been approved by the Board.

COMMITTEE MEMBERSHIP

To be determined annually by the Board (typically, five or six members with at least one Independent Director and a Finance/Budget Committee representative) based on the advice of the Board Chair and President-CEO.


COMMITTEE MEETINGS

The Committee typically meets at least twice a year, but a meeting or telephone conference may be called at any time by a Director, the President-CEO, or the Corporate Secretary with advance notice to each member. A majority of the members shall be necessary to constitute a quorum, and the Committee may establish its own rules of procedure. 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.

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This charter was reviewed and approved by resolution of the Board of Directors at its January 25, 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