



# Executive/Governance Committee Charter

January 19, 2024



## 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”).

## RESPONSIBILITIES

The Committee will advise the Board on:

- Board effectiveness, structure, and governance.
- Director training, including development of a Board training schedule.
- 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).
- Overseeing the implementation of recommendations arising from Board self-assessments, identifying skills and expertise gaps among the members of the Board, and recommending that the Bank indicate that it seeks persons with those skills as nominees for directorship positions.<sup>1</sup>
- Slating of Independent Directors for elections subject to the Federal Housing Finance Agency’s comment and regulation.<sup>2</sup>
- President-CEO performance review and compensation decisions.
- Any other actions or special projects deemed necessary and authorized or delegated by the Board.

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<sup>1</sup> The Federal Housing Finance Agency assigned these responsibilities to the Board or its corporate governance committee per Federal Housing Finance Agency Advisory Bulletin 2020-02, *Board Diversity* at 3 (Jul. 9, 2020).

<sup>2</sup> The Committee is responsible for nomination of independent Board candidates. 12 C.F.R. § 1239.5(b).



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. The Bylaws require that the Committee shall consist of the Chair of each Board Committee, as well as the Board Chair and Vice Chair. If at least two of the Chairs are not Independent Directors, the Chair and Vice Chair of the Board shall name additional members who are Independent Directors. The Board may also name an additional one of its members, preferably a standing committee vice chair, as an optional alternate, who shall attend meetings of the Committee and serve as a Member whenever such presence is necessary to obtain a quorum. 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 19, 2024, 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:

Lyndsay H. Miller

Its:

Corporate Secretar