

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

**Number of Seats Open for the 2024 Director Election:** The Board of Directors (“Board”) of the Federal Home Loan Bank of Indianapolis (“Bank”) has the following seats open for the 2024 election:

- Two Indiana member director seats; and
- Three independent director seats, one of which is designated as a public interest independent director seat.

Please note: (i) the three incumbent independent and one Indiana member director seats are all eligible to stand for election; and (ii) there are no Michigan member director seats designated for the 2024 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 (approximately 10-12) two-hour 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:

- Michigan Member Directors:
  - Member director nominations open June 27 and close at 5 PM Eastern, July 31, 2024.
  - 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 supporting materials are due to Corporate Secretary by August 23, 2024.
- Independent Directors:
  - Applications must be received by the Corporate Secretary before 5 PM Eastern, July 31, 2024.
  - After an Independent Director Application Form is received by the Bank, a letter will be sent to the applicant that confirms receipt and provides/requests other information to/from the applicant. A background check will also be initiated.
  - Independent director applicants may be interviewed by the Board, at the Board's option, between August 1, 2024, and August 7, 2024.
  - The Affordable Housing Advisory Council (the "AHAC") of the Bank will consult with the Board on independent director applicants on or around August 8, 2024, and again on or around August 16, 2024.
  - The Board, after prior consultation with the AHAC, will make a confidential nomination of applicants to the 2024 independent director slate, on or around August 20, 2024.
  - The independent director nominations are then submitted to the Federal Housing Finance Agency for review and comment. All independent director applicants will be advised on or after September 6, 2024, as to whether they were nominated to appear on the independent director slate for election.
- No Michigan member directors will be elected in 2024.

Election Phase:

- Member Voting September 24 - October 25, 2024.
- Results announced between October 28-29, 2024.
- Final certifications due from elected directors, November 12, 2024.

New Terms Begin: January 1, 2025

**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 for 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 for 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 as 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 to the Bank, including but not limited to:
  - 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 bankruptcies, tax liens, adverse judgments, sheriff's sales, foreclosures, and other adverse events;
  - Any college or advanced academic degrees awarded;
  - Accuracy of employment information for all years of reported experience within the last ten years;
  - Prohibition Order Search (NCUA, FDIC, OCC, and Federal Reserve Board) and OFAC Watch List; and
  - Professional certifications and licenses.

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 applicant to verify all responses provided on the Federal Home Loan Bank Independent Director Application Form and other information provided to the Bank, including but not limited to:
  - Satisfaction of all statutory and regulatory eligibility requirements, including, without limitation, current residency in Indiana or Michigan;
  - Biographical information;
  - Any criminal offenses or adverse regulatory actions;
  - Any adverse credit events, including any bankruptcies, tax liens, adverse judgments, sheriff's sales, foreclosures, and other adverse events;
  - Any college or advanced academic degrees awarded;
  - Accuracy of employment information for all years of reported experience within the last ten years;
  - Prohibition Order Search (NCUA, FDIC, OCC, and Federal Reserve Board) and OFAC Watch List; and
  - Professional certifications and licenses.

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 Independent Director Applicants Prior to Slating** – Please be sure to provide all information requested on the Federal Home Loan Bank Independent Director Application Form, including the request for information regarding public interest directors section. Eligibility to serve as a public interest independent director is important as the Bank, by regulation, must have at least two public interest independent directors at all times. If you have any questions, please contact the Bank's Corporate Secretary (see the next page for contact information).

**Guidance for Slated Independent Director Nominees and Member Director Nominees** - All independent director applicants who are chosen by the Board to be added to the slate of independent director nominees along with all eligible member director nominees, will:

- Be required to provide a picture for the election ballot;
- Be required to review a candidate bio prepared by the Bank which conforms to the regulatory requirements; and
- Receive a list of all voting members, their contact information, voting shares, and other information to facilitate outreach.

Eligible member director nominees and **slated** independent director nominees may wish to consider the following voluntary actions as part of their campaign for election.

Each candidate for the Bank's Board is responsible for his or her own election outreach, solicitations, and campaign. Campaign outreach typically occurs directly to voting shareholder contacts at trade group meetings, and via advertisements in trade group and other publications. Contact information for voting shareholders will be provided by the Bank to eligible member director nominees and slated independent director nominees prior to the opening of the election. The Bank does not maintain limitations on when candidates may campaign to be a Bank director.

The Bank neither endorses nor opposes any member director candidate. Advertisements and solicitation materials may not use Bank logos or trademarks, and may not suggest the Bank, the Board of Directors, or Bank management supports or opposes any candidate. Candidates are requested to submit written advertising and solicitation materials for review prior to their use. The Bank will review advertising and solicitation materials solely to verify the materials do not use Bank logos or trademarks, and do not suggest the Bank, the Board of Directors, or Bank management supports or opposes any candidate. Non-objection will be forthcoming on that basis.

**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.

The Board has adopted a Desired Experience and Attributes Statement, available at <https://www.fhlbi.com/who-we-are/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.

**Bank directors, officers, and employees 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. She seeks to provide consistent, helpful, and candidate-neutral information to all individuals who are interested in seeking election to our Board.

**Contact Information:**

Lyndsay Miller, Corporate Secretary  
Federal Home Loan Bank of Indianapolis  
8250 Woodfield Crossing Boulevard  
Indianapolis, IN 46240  
[election@fhlbi.com](mailto:election@fhlbi.com)  
317-465-0200

**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)