

**Federal Home Loan Bank of Indianapolis
Director Position Description**

Primary Role:

1. To oversee the operations of the Federal Home Loan Bank of Indianapolis (“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. Attend and actively participate in approximately 6 two-day meetings per year, plus travel and ample preparation time, along with regular conference calls.

Duties and Responsibilities:

1. Facilitate the 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.
Provide for Chief Executive Officer succession.

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.

Eligibility:

| STATUTORY¹ & REGULATORY² ELIGIBILITY REQUIREMENTS | |
|--|--|
| ALL DIRECTORS | <p>Each Director shall be:</p> <ul style="list-style-type: none"> • Elected by plurality vote of the members; and • A citizen of the United States. |
| MEMBER DIRECTORS | <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 of 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 of which the Member Director is an officer or director must be a member at the time the board acts.</p> |
| INDEPENDENT DIRECTORS | <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"> • Financial Management; • Auditing and Accounting; • Risk Management Practices; • Derivatives; • Project Development; • Organizational Management; • Law; or • Other requirements determined by the Director of the Federal Housing Finance Agency <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> |
| PUBLIC INTEREST DIRECTORS | <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"> • Banking Services; • Credit Needs; • Housing; or • Consumer Financial Protections |

¹ 12 U.S.C. § 1427

² 12 C.F.R. §§ 1261.5, .7, & .10

**For More Information / Questions On
Federal Home Loan Bank of Indianapolis
Board Service**

Questions concerning directorships at the Federal Home Loan Bank of Indianapolis should be directed in writing to:

Corporate Secretary
Federal Home Loan Bank of Indianapolis
8250 Woodfield Crossing Boulevard
Indianapolis, IN 46240
election@fhlbi.com

Website information links:

Federal Home Loan Bank of Indianapolis www.fhlbi.com

Federal Home Loan Bank System links:

1. Federal Housing Finance Agency www.fhfa.gov
2. Office of Finance www.fhlb-of.com
3. Council of Federal Home Loan Banks www.fhlbanks.com
4. FHFA Office of Inspector General www.fhfaoig.gov

o:\legal\confidential\board\director position description\director position description 03-23 final.docx