



# Human Resources/Compensation Committee Charter

January 24, 2025



## OBJECTIVE

To advise the Board of Directors (“Board”) of the Federal Home Loan Bank of Indianapolis (“Bank”) on issues related to officer and employee total rewards, directors’ compensation, and on Human Resource’s policies and procedures for all employees. To ensure the Bank remains competitive in attracting and retaining highly talented employees, while providing a performance-based incentive plan, training and career development. The Committee shall also support succession planning for Bank Senior Management, as well as the Board.

## RESPONSIBILITIES

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

- Employment policies;
- Matters and policies related to the Office of Diversity, Equity & Inclusion, to the extent such matters are applicable to Bank employees;
- The determination of total rewards for employees;
- The administration of the Bank’s Incentive Plan for Bank staff and senior officers (excludes Internal Audit 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 Pay Plan for Bank employees;
- The determination of director compensation, fee and expense issues, including the administration of the Board’s Directors’ 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;
- Bank Senior Management succession planning matters;
- Board succession planning matters, including evaluating potential independent director nominees and overseeing the filling of a vacancy on the Board; 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 and approval by both the Finance/Budget Committee and Board. All actions of the Committee require Board approval, unless an action delegating such authority has been approved by the Board.

The Committee may delegate any matters not expressly reserved to the Committee by the Bylaws or regulations of the Federal Housing Finance Agency to one or more subcommittees.



## COMMITTEE MEMBERSHIP

Committee membership shall be determined annually by the Board and with the advice of the Board Chair and President-CEO. The Committee should consist of five or more directors of the Board, with at least one Independent Director and a Finance/Budget Committee representative, and at least one member with practical experience and skills in risk management. Additionally, the Board Chair shall serve as an ex officio voting member.

## COMMITTEE MEETINGS

The Committee typically meets at least four times a year, but a meeting may be called at any time by a Director, the President-CEO, or the Corporate Secretary with advance notice to each member. Meetings may be held in person or by any method permitting all participants to hear and be heard by others. 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.

Written minutes shall be prepared for each meeting and shall be prepared, distributed, reviewed, and approved in a timely manner, but in no event later than (i) two months from the date of the meeting or (ii) the date of the next Committee meeting, whichever is later. A copy of the minutes shall be provided to the Finance Agency once reviewed and approved by the Committee.

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.

\* \* \*

This charter was reviewed and approved by resolution of the Board of Directors at its January 24, 2025, 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: 

Shaun Clifford

Its: Acting Corporate Secretary