

**FEDERAL HOME LOAN BANK OF PITTSBURGH
CHARTER FOR THE GOVERNANCE AND PUBLIC POLICY COMMITTEE
OF THE BOARD OF DIRECTORS**

January 2018

Purpose

The Governance and Public Policy Committee (Committee) is a committee of the Board of Directors of the Federal Home Loan Bank of Pittsburgh that assists the Board in developing and maintaining best practices in governing the Bank, overseeing litigation, and keeping abreast of public policy issues that may impact the Bank's mission and purpose. In this role the Committee shall:

- Serve as the nominating committee for:
 - (i) The election of the Chairperson and Vice Chairperson of the Board of Directors;
 - (ii) The appointment of the Chairs and members to the standing committees of the Board;
 - (iii) Candidates to fill vacancies on the Board;
 - (iv) Candidates for Independent Directorships; and
 - (v) Determining the experience and skill needs of the Board while ensuring representation by practitioners of affordable housing and community development.
- Conduct evaluations on:
 - (i) The effectiveness of the Board of Directors; and
 - (ii) The effectiveness of individual Directors.
- Provide oversight, guidance and encourage diversity in the election of Directors processes;
- Review and recommend compensation of Directors;
- Review the Bank's Code of Conduct and Ethics Programs;
- Develop the position descriptions for the Chairperson, Vice Chairperson, CEO, Committee Chairs; and Directors
- Ensure that a succession plan for the CEO is in place and that such plan is reviewed annually
- Develop the Bank's governance principles;
- Determine the independence of Directors for SEC disclosures;
- Designate who is a Financial Expert on the Audit Committee;
- Review Related Person Transaction Policy and transactions thereunder;
- Review revisions to Board Calendar;
- Review CEO Delegation Policy;

- Review actions to enhance public awareness of the Bank and its contributions in both the private and public sectors;
- Approve legislative positions which affect the Bank's mission or influence its definition;
- Review new regulatory actions that affect the Bank;
- Oversee litigation involving the Bank; and
- Approve charitable contributions above delegated limits.

Membership and Meetings

The Board shall appoint the members of the Committee and shall designate its Chairperson and Vice Chairperson. The Chairperson shall have overall responsibility for leading the Committee. The Vice Chairperson shall have an active role in supporting the Chairman by serving as a principal point of contact for management on a subset of the issues for which the Committee is responsible. The Chairperson of the Board is a non-voting *ex officio* member of the Committee who may participate in discussion and debate, but does not count for quorum requirements. The Committee shall meet as necessary to adopt new practices to ensure that the operations of the Bank remain in conformity with changes both in the law and in governance best practices. The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as the Committee deems necessary to carry out its duties. The Bank's General Counsel will staff the Committee. Written minutes shall be prepared for each meeting. Detailed minutes of any executive session of the Committee will not be maintained; however, topics discussed will be noted in the written minutes. The approved original minutes will be forwarded to the Corporate Secretary for distribution to the full Board of Directors and filing with the Federal Housing Finance Agency.

Approved by the Board of Directors: December 14, 2017