



## **Federal Home Loan Bank of Des Moines Nominating Committee Charter**

### **I. Objectives**

The purpose of the Nominating Committee is to assist the Board of Directors in assuring that it is comprised of directors who are able to oversee the Bank consistent with the interests of its members and in compliance with applicable laws, regulations, rules and orders.

### **II. Responsibilities**

Generally, the Committee shall advise the Board with respect to director elections, Board officer elections, and leadership and succession planning. The following are the specific responsibilities of the Committee. However, the Committee may assume such other responsibilities as the Board may delegate from time to time. In the course of fulfilling its responsibilities under this Charter, the Committee will demonstrate its commitment to Diversity and Inclusion. The Committee shall:

- Periodically evaluate the size and composition of the Board, and make recommendations to the Board regarding changes in its size and composition.
- Oversee and advise the Board on Board officer elections, and periodically review the Board Officer Selection Guidelines and propose to the Board any revisions to such Guidelines as the Committee deems appropriate.
- Oversee the independent and member director election process, annually review and approve the Director Election Procedures, and advise the Board on the selection process for independent director candidates. In its oversight of the director election process, the Committee will support the consideration of diversity in nominating or soliciting nominees for positions on the Board.
- Assist the Executive and Governance Committee with its periodic review of the desired core competencies of the Board and the desired characteristics of individual directors to ensure that they match the skills and experience needed to address the issues facing the Bank.

- Review exam reports, if any, pertaining to director and board officer elections, and oversee related remediation efforts.
- Review and approve strategic imperatives and other components of the Bank's Strategic Business Plan that are related to director and board officer elections.

In the course of fulfilling its responsibilities under this Charter, the Committee has the authority to independently retain outside consultants to advise it. Pursuant to applicable regulations, only disinterested directors (i.e., directors whose terms do not expire in the current year or who may not run for an additional term) may participate in approving Committee actions related to the director election process. The Committee may establish a subcommittee or ad hoc working group of disinterested member and/or independent directors for administering, conducting and reporting to the Committee on the director election process.

### **III. Committee Membership**

The Board Chair shall appoint at least four directors to the Committee each year, and shall appoint the Committee Chair and Vice Chair. To the extent possible, a majority of the Committee will be made up of directors who will not be up for re-election to the Board while they are serving on the Committee.

### **IV. Committee Meetings**

The Committee meets as necessary. A meeting or telephone conference may also be called at any time by the Committee Chair, the Board Chair, the Bank President, or Corporate Secretary, with advance notice to each member. A majority of the members shall be necessary to constitute a quorum and the Committee shall establish its own rules of procedure. Minutes of the Committee shall be maintained along with the minutes of the Bank's Board meetings. When action is required, the Chair (or in his or her absence, the Vice Chair or other designee) shall report the Committee's actions to the Board at its next regularly scheduled meeting.

### **V. Review and Approval of Committee Charter and Work Plan**

The Charter shall be reviewed and approved at least annually by the Committee and Board of Directors. The Committee shall also maintain and periodically review and approve any changes to a Work Plan. The Committee shall perform an annual self-assessment to conduct an evaluation of its performance, and as part of that self-assessment, confirm that all responsibilities outlined in this Charter and Committee Work Plan have been fulfilled.