

## FCA Reg 611; Bylaw Article VII

I. PURPOSE

This charter ("Charter") governs the operations of the Corporate Governance Committee ("Committee") of the Board of Directors of AG CREDIT (the "Association"). As part of the Association's governance and oversight process, the Committee has been appointed by the Board of Directors to assist with the development and implementation of the Association's corporate governance principles, to determine the composition of Board committees, to the extent not previously designated, and to monitor a process to assess Board effectiveness.

II. ORGANIZATION/COMPOSITION

The Committee shall be comprised of at least three directors. All members of the Committee shall meet the independence requirements of, and satisfy any other criteria imposed on members of the Committee pursuant to the Association bylaws, policies, the rules and regulations of the Farm Credit Administration, (FCA).

The qualification of individuals to serve on the Committee shall be determined by the full Board, and all members shall be elected/appointed, annually, by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Association's Bylaws relating to committees of the Board of Directors, including those provisions relating to removing committee members and filling vacancies.

III. RESPONSIBILITIES AND AUTHORITIES

In discharging its appointment from the Board, the Committee will:

1. Review and recommend a set of corporate governance principles to the Board for adoption. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
2. Review the Association's management succession plans and make recommendations to the Board regarding the plans.
3. Review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
5. Periodically review the adequacy of the Association's ethics compliance programs, director orientation programs, and director continuing education programs.
6. Review and approve of any transaction between the Association and any officer, director or affiliate of the Association that would be required under FCA rules and regulations to be disclosed in the Association's annual report.
7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

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8. Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board or the rules and regulations of the FCA.

In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.

**IV. MEETINGS/REPORTING**

The Committee will normally meet in conjunction with regular meetings of the Board of Directors, or on a more frequent basis as necessary to carry out its responsibilities. Upon the request of the Board, the Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.