



AgCREDIT

Origination 11/2017
Last Approved 03/2024
Effective 03/2024
Last Revised 03/2024
Next Review 03/2027

Owner John Hunter:
General Counsel
Area Policy and
Standards
Manual
References 611, Bylaw
Article VII

Governance Committee Charter, PS 0440

I. PURPOSE

In order to accomplish the objectives of good governance and corporate accountability, the Governance Committee (Committee) is created as a standing committee of the Board of Directors (Board) and has been established pursuant to the By-laws to assist the Board in carrying out its duties. This charter ("Charter") governs the operations of the 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 and 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 chairperson of the Committee (Committee Chair) shall be designated by the Board Chair. The members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed by the Board in accordance with the Bylaws. 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. A majority of the members of the Committee present in person or via telephone or video conference shall constitute a quorum at any meeting of the Committee.

III. RESPONSIBILITIES AND AUTHORITIES

In discharging its responsibilities the Committee will:

1. Review the Association's management succession plans and make recommendations to the Board regarding the plans.
2. 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.
3. 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.
4. Periodically review the adequacy of the Association's ethics compliance programs, director orientation programs, and director continuing education programs.
5. 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.
6. As needed, evaluate Board meeting materials, agenda, and process, and the conduct and content of Board meetings and committee meetings, and advise Board Chair of recommendations.
7. Periodically, but not less than annually, review the Association's policies and procedures related to standards of conduct, including those adopted pursuant to FCA Regulations, and provide a report of the results of such reviews and related recommendations to the Board, if any.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. 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. All actions taken and a summary of issues discussed at each Committee meeting will be reported to the Board at each regular meeting of the Committee and Board, and otherwise no later than the next scheduled Board meeting. 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.

References:

FCA Reg 611; Bylaw Article VII

Approval Signatures

| Step Description | Approver | Date |
|---------------------------|-----------------------------------|---------|
| Karen review and approval | Karen Welter: Executive Assistant | 03/2024 |
| Initial Review | John Hunter: General Counsel | 03/2024 |