

**Federal Reserve Bank of Philadelphia**  
**Nominating and Governance Committee Charter**

**Approved – January 19, 2012**

**Purpose and Organization**

Consistent with the Bylaws of the Federal Reserve Bank of Philadelphia, there shall be a Nominating and Governance Committee of the Board of Directors comprised of four members of whom only one may be a Class A director. This Committee shall foster ongoing director involvement in shaping board practices and board composition.

The Chairman of the Board shall chair the Committee or delegate the position to the Deputy Chairman of the Board.

**Responsibilities**

The Committee shall be responsible for reviewing, evaluating, and recommending changes to Board practices; considering all matters of corporate governance; and supporting Bank management in its cultivation of quality director candidates.

The Committee's specific responsibilities will include, but not be limited to, the following activities:

- Review Bank Bylaws on a biannual basis and recommend changes for the full board's approval
- Evaluate overall governance structure, including committees' roles and responsibilities
- Evaluate and comment on board and committee meetings and materials
- Review the schedule of meetings and activities for the upcoming year, including special events such as off-site meetings, District tours, and joint meetings with other Reserve Banks
- Recommend committee assignments
- Review directors' performance
- Review the president's recommendations for open directorships
- Oversee the Bank's orientation and education programs for directors and recommend improvements

The Committee may recommend action by the full Board on any matters it deems necessary. The Committee shall also perform such other duties as assigned by the Board of Directors.