

Federal Reserve Bank of Dallas

Board of Directors

Nominating and Governance Committee Charter

Purpose

The Nominating and Governance Committee's purpose is to provide assistance to the Board of Directors in fulfilling its responsibilities on matters relating to: (1) guiding the Board in a periodic review of the Board's performance and the performance of Board committees, (2) assisting the identification of candidates qualified to become Class B and Class C directors, and (3) assuming responsibility for addressing any issue of importance to the Board as may be delegated to the Committee by the Board.

Committee Membership

The Committee will be comprised of five directors: the three Class C directors, one Class A director and one Class B director. The full Board will select one of the Class C directors to serve as Committee Chair. The positions of Class A and Class B members rotate annually among Directors in each class.

Meetings

The Committee shall meet as often as it determines. Three or more members shall constitute a quorum for the transaction of business, and action by the Committee shall be upon the vote of a majority of those present at any meeting at which a quorum is present. A meeting may be held by any means of communication allowing each participant to hear and be heard by each other participant. Minutes will be prepared for each meeting of the Committee.

Committee Authority and Responsibilities

The specific responsibilities of the Committee include:

- a. Administer Reviews. The Committee shall periodically review operations of the Board and of Board committees to ensure fulfillment of responsibilities.
- b. Identify Director Candidates. The Committee may identify candidates who possess the characteristics, skills, experience and time necessary to serve as Class B and C directors on the Board consistent with Section 4 of the Federal Reserve Act. In considering and making recommendations concerning Board membership, the Committee shall confer with the President of the Bank.
- c. The election of Class A directors will continue in the traditional manner.
- d. The Committee will ask the Secretary of the Board to verify that each individual nominated for a Class B and C Board position is, in fact, eligible to serve in that position.