

SUBCHAPTER C—GOVERNANCE AND MANAGEMENT OF THE FEDERAL HOME LOAN BANKS

PART 915—BANK DIRECTOR ELIGIBILITY, APPOINTMENT AND ELECTIONS

- Sec.
- 915.1 Definitions.
- 915.2 Dates.
- 915.3 Director elections.
- 915.4 Capital stock report.
- 915.5 Determination of member votes.
- 915.6 Elective director nominations.
- 915.7 Eligibility requirements for elective directors.
- 915.8 Election process.
- 915.9 Prohibition on actions to influence director elections.
- 915.10 Selection of appointive directors.
- 915.11 Conflict of interests policy for Bank directors.
- 915.12 Reporting requirements for Bank directors.
- 915.13 Ineligible Bank directors.
- 915.14 Vacant Bank directorships.
- 915.15 Minimum number of elective directorships.
- 915.16 1999 and 2000 Election of Directors.
- 915.17 Staggered directorships in the 2000 and 2001 elections.

APPENDIX A TO PART 915—STAGGERING FOR FHLBANK BOARDS OF DIRECTORS

AUTHORITY: 12 U.S.C. 1422a(a)(3), 1422b(a), 1426, 1427, and 1432.

SOURCE: 63 FR 65688, Nov. 30, 2000, unless otherwise noted. Redesignated at 65 FR 8256, Feb. 18, 2000.

EDITORIAL NOTE: Nomenclature changes to part 915 appear at 67 FR 12845, Mar. 20, 2002.

§915.1 Definitions.

For purposes of this part:

Bona fide resident of a Bank district means an individual who:

- (1) Maintains a principal residence within the Bank district; or
- (2) If serving as an appointive director, owns or leases in his or her own name a residence within the Bank district and is employed within a voting state within the Bank district.

Discretionary directorship means an elective or appointive directorship created by the Finance Board pursuant to section 7(a) of the Act (12 U.S.C. 1427(a)) for districts that include five or more states.

FHFB ID number means the number assigned to each member by the Finance Board and used by the Finance Board and the Banks to identify a particular member.

Guaranteed directorship means an elective directorship that is required by section 7(b) of the Act (12 U.S.C. 1427(b)) and §915.15 to be designated as representing Bank members that are located in a particular state.

Non-guaranteed directorship means an elective directorship that is either a discretionary directorship or a stock directorship.

Record date means December 31 of the calendar year immediately preceding the election year.

Stock directorship means an elective directorship that is designated by the Finance Board as representing the members located in a particular state based on the amount of Bank stock held by the members in that state, and which is in excess of the number of guaranteed directorships allocated to that state.

Voting state means the District of Columbia, Puerto Rico, or the state of the United States in which a member's principal place of business, as determined in accordance with part 925 of this chapter, is located as of the record date. The voting state of a member with a principal place of business located in the U.S. Virgin Islands as of the record date shall be Puerto Rico, and the voting state of a member with a principal place of business located in American Samoa, Guam, or the Commonwealth of the Northern Mariana Islands as of the record date shall be Hawaii.

[63 FR 65688, Nov. 30, 1998, as amended at 65 FR 8259, Feb. 18, 2000; 65 FR 41568, July 6, 2000; 67 FR 12845, Mar. 20, 2002]

§915.2 Dates.

If any date specified in this part, or specified by a Bank pursuant to this part, falls on a Saturday, Sunday, or

Federal Housing Finance Board

§915.3

Federal holiday, the relevant time period shall be deemed to include the next business day.

[63 FR 65688, Nov. 30, 1998]

§915.3 Director elections.

(a) *Responsibilities of the Banks.* Each Bank annually shall conduct an election the purpose of which is to fill all elective directorships designated by the Finance Board as commencing on January 1 of the calendar year immediately following the year of the election. Subject to the provisions of the Act and in accordance with the requirements of this part, the disinterested members of the board of directors of each Bank, or a committee of disinterested directors, shall administer and conduct the annual election of directors. In so doing, the disinterested directors may use Bank staff or independent contractors to perform ministerial and administrative functions concerning the elections process. The term of office of each elective director shall be three years, except as adjusted pursuant to section 7(d) of the Act (12 U.S.C. 1427(d)) and §915.17 of this part to achieve a staggered board, and shall commence on January 1 of the calendar year immediately following the year in which the election is held. Each Bank shall complete the election in sufficient time to allow newly elected directors to assume their seats on January 1 of the year immediately following the election.

(b) *Designation of elective directorships.* The Finance Board annually shall designate each elective directorship as representing the members that are located in a particular state. The Finance Board shall conduct the annual designation of directorships for each Bank based on the number of shares of Bank stock required to be held by the members in each state as of December 31 of the preceding calendar year. If a Bank has issued more than one class of stock, the Finance Board shall designate the directorships for that Bank based on the combined number of shares required to be held by the members in each state. For purposes of conducting the designation, if a Bank's capital plan was not in effect on the immediately preceding December 31st, the number of shares of Bank stock

that the members were required to hold as of that date shall be determined in accordance with §925.20 and §925.22. If a Bank's capital plan was in effect on the immediately preceding December 31st, the number of shares of Bank stock that the members were required to hold as of that date shall be determined in accordance with the minimum investment established by the capital plan for that Bank, provided, however, that for any members whose Bank stock is less than the minimum investment during a transition period, the amount of stock to be used in the designation of directorships shall be the number of shares of Bank stock actually owned by those members as of December 31st. In all cases, the Finance Board shall designate the directorships by using the information provided by the Banks in the capital stock report required by §915.4. The Finance Board shall allocate the elective directorships among the states as follows:

(1) One elective directorship shall be allocated to each State within the Bank district;

(2) If the total number of elective directorships allocated pursuant to paragraph (b)(1) of this section is less than eight, the Finance Board shall allocate additional elective directorships among the States, using the method of equal proportions, until the total allocated for the Bank equals eight;

(3) If the number of elective directorships allocated to any State pursuant to paragraphs (b)(1) and (b)(2) of this section is less than the number allocated to that State on December 31, 1960, as specified in §915.15, the Finance Board shall allocate such additional elective directorships to that State until the total allocated equals the number allocated to that State on December 31, 1960;

(4) Pursuant to section 7(e) of the Act (12 U.S.C. 1427(e)), the Federal Home Loan Bank of New York is hereby allocated one additional elective directorship, which is designated as representing the members in the Commonwealth of Puerto Rico;

(5) Pursuant to section 7(a) of the Act (12 U.S.C. 1427(a)), in any Bank district that includes five or more states, the Finance Board, after consultation with