

Responsibilities

Basic Duties

The Bank's business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (CEO) and the oversight of the Board, to enhance the long-term value of the Bank for its shareholders. The Board of Directors is responsible to oversee management and to assure that the long-term interests of the shareholders are being served. Both the Board of Directors and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties, including employees, recruits, customers, communities, government officials and the public at large.

Ethics and Conflicts of Interest

A Director is required to disclose any conflicts and all material facts concerning the transactions in question. Complete candor is the standard. Directors must abide by the Bank's written Code of Conduct, which addresses how Directors should handle conflicts of interest and confidential information and how to avoid "insider trading" while also outlining other responsibilities.

The Directors shall administer the affairs of the Bank fairly and impartially without discrimination in favor of or against any Member.

Securities Trading

If a Director has material non-public information relating to the Bank, the Directors must follow a standard that requires him to wait three business days until after the material non-public information has been made public to trade in FHLBank securities.

Director Orientation and Continuing Education

The Board and management conducts a comprehensive orientation process for new Directors to become familiar with the Bank's vision, mission and core values, including ethics, financial matters, risk management issues, corporate governance processes and other key policies and practices through a review of background material and meetings with senior management. All new Directors must participate in the Bank's Director orientation program. Incumbent Directors are encouraged to attend as well. The Board also recognizes the importance of continuing education for its Directors. It is the responsibility of the Governance Committee to identify training needs and provide Directors with continuing education.

Director Access to Employees, Management and Independent Advisors

Accessing Independent Advice

The Board routinely retains its own professionals to assist it in evaluating proposals from management. The Board, as well as each Committee, will retain independent outside financial, legal, compensation or other advisors it considers appropriate at the expense of the Bank.

Access to Senior Management

The CEO of the Bank provides reasonable opportunities for Directors to observe and become acquainted with other key members of management by arranging for them to report to, and meet periodically with, the Board of Directors and its Committees.

Regular Attendance of Non-Directors at Board Meetings

In addition to the Chief Executive Officer, the Chief Financial Officer, Chief Risk Officer, and General Counsel/Corporate Secretary routinely attend Board meetings.

Board's Interaction with Stakeholders

Directors are expected to attend one Affordable Housing Advisory Council (AHAC) meeting. Directors are also encouraged to attend member regional meetings and System meetings with the FHFA.

Standards of Director Etiquette

Directors are expected to conduct themselves in a manner consistent with fostering an environment of Director professionalism. Directors are expected to attend all Board meetings and assigned Committee meetings and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. They are also expected to be prompt for meetings, remaining engaged and actively participating during meetings and avoiding early departures from Board events.



FHLBank Pittsburgh
601 Grant Street
Pittsburgh, PA 15219
www.fhlp-gph.com