

**FEDERAL HOME LOAN BANK OF PITTSBURGH  
CHARTER FOR THE HUMAN RESOURCES AND DIVERSITY & INCLUSION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**January 2020**

**Purpose**

The Human Resources (HR) and Diversity & Inclusion (D&I) Committee (Committee) is a committee of the Board of Directors of the Federal Home Loan Bank of Pittsburgh that assists the Board in providing oversight with respect to both 1) compensation, benefits, and other human resources matters affecting Bank employees, and 2) diversity, inclusion, and utilization of women, minorities, and individuals with disabilities in Bank management, Board representation, employment, and in contracting and other business activities. In this role the Committee shall:

- Ensure that the Bank creates and maintains competitive programs which attract, develop, motivate, reward, and retain employees committed to superior performance and the highest professional and ethical standards;
- Ensure that the HR policies, programs and plans support the Bank's strategic mission, are designed to allow the Bank to meet its business objectives and drive the culture and performance desired and comply with all applicable legal and regulatory requirements;
- Ensure that a senior leadership succession plan is in place and that such plan is reviewed annually;
- The Human Resources and Diversity and Inclusion Committee and Audit Committee will monitor assessment and actions related to the Bank's culture for structural, behavioral, and operational elements as applicable.
- Ensure that the Bank develops a strategic plan regarding its D&I activities, provides sufficient resources to ensure its successful implementation, and assesses the progress made under the plan;
- Annually review and approve the Equal Employment Opportunity Policy;
- Review and approve Executive Committee appointments and all executive compensation and benefit plan designs, policies, and programs, including qualified and non-qualified plans;
- Facilitate and coordinate the annual CEO performance evaluation process;
- Review and approve performance ratings and related merit adjustments for the CEO and all Executive Committee members;
- Review and approve annually the Bank's Executive Incentive Compensation Plan, goals, and year-end results; approve award payouts for each participant; and
- Review the Compensation Discussion and Analysis disclosure in the Annual Report filed on Form 10-K with the SEC and will issue a report of the Committee in conjunction with the Annual Report.

**Membership and Meetings**

The Board shall appoint the members of the Committee and shall designate its Chairperson and Vice Chairperson. The Chairperson shall have overall responsibility for leading the Committee.

The Vice Chairperson shall have an active role in supporting the Chairman by serving as a principal point of contact for management on a subset of the issues for which the Committee is responsible. The Chairperson and Vice Chairperson of the Board are non-voting *ex officio* members of the Committee who may participate in discussion and debate, but do not count for quorum requirements. The Committee shall meet as necessary to adopt new practices to ensure that the operations of the Bank remain in conformity with changes both in the law and in governance best practices. The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as the Committee deems necessary to carry out its duties. The Bank's Chief Human Resources Officer will staff the Committee. Written minutes shall be prepared for each meeting. Detailed minutes of any executive session of the Committee will not be maintained; however, topics discussed will be noted in the written minutes. The approved original minutes will be forwarded to the Corporate Secretary for distribution to the full Board of Directors and filing with the Federal Housing Finance Agency.

Approved by the Board of Directors: December 19, 2019