JOINING THE FHLBANK BOSTON BOARD OF DIRECTORS

Nomination/application period commences June 15, 2022

Nominations/applications due to Bank (by 5:00 p.m.): July 18, 2022

Ballots (electronic link) e-mailed to members by Bank’s vendor, SBS September 8, 2022

Ballots must be cast online with SBS by 5:00 p.m. October 17, 2022

***The Bank seeks to promote diversity in the composition of its Board of Directors and encourages member director nominations of, and independent director applications from, eligible candidates who will expand the Board’s demographic diversity (gender, racial/ethnic, disability).***

See the [**Board Position Description**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/Board%20Position%20Description%202022%20FINAL.docx).

Member Director Candidates

**Nomination**: Member director candidates are nominated and elected by FHLBank Boston members on a state-by-state basis, typically to four-year terms, with a limit of three consecutive full terms.

This year (2022), member director elections will be held in **New Hampshire** (one position) and **Vermont** (one position). The nomination period will commence on June 15, 2022 and end at 5:00 p.m. (ET) on July 18, 2022 (“deadline”). Members in New Hampshire wishing to nominate a candidate must complete and submit a [**Certificate of Nomination for New Hampshire**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/2022CertificateofNominationNHFinal.docx), and members in Vermont must complete and submit a [**Certificate of Nomination for Vermont**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/2022CertificateofNominationVTFinal.docx) so that it is received by the Bank before the deadline. See submission instructions below. Certificates of Nomination must be duly adopted by the nominating member’s governing body or by an individual authorized by the member’s governing body to act on its behalf. Information about member director nominations, including forms of Certificates of Nomination and submission instructions, will also be emailed to member CEOs (or other member contacts) in New Hampshire and Vermont on June 15, 2022.

**Eligibility**.In order to be eligible for nomination for a member directorship, a nominee must be a United States citizen, and an officer or director of a member located in the relevant state that meets all applicable capital requirements established by such member’s regulator.

After being nominated by a member, each nominated individual who wishes to accept a nomination will be required to complete and send to the Bank’s Corporate Secretary (to the address or email listed in the “Submission Instructions” section below) a [**Member Director Eligibility Certification Form**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/FHFAFormMemberDirectorEligibilityCertificate.pdf) and a [**PricewaterhouseCoopers Certification Form**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/Certification%20Regarding%20Relationships%20with%20PwC.docx). These forms are linked here for nominees who wish to submit them early, and they will also be emailed to nominees after the nomination period closes, with a return deadline of at least 30 days from the date they are sent. In addition, FHLBank Boston will send to each nominee information about the Bank and its Board, as well as a list of all individuals who have been nominated to run for election in the nominee’s state. If a nominee chooses to decline the nomination, or does not timely return the Eligibility Certification Form, his or her name will not appear on the ballot for election.

Upon request by an eligible nominee who has submitted the required certification forms, the Bank will promptly make available to the nominee a list of members within the nominee’s state, with contact information, for the purpose of enabling the nominee to reach out to members about his or her candidacy.

Independent Director Candidates

**Nomination**. Independent director candidates are nominated by the Board of Directors for election “at large” by all FHLBank Boston members, typically to four-year terms, with a limit of three consecutive full terms. This year (2022), an election will be held for two independent directorships, one of which has been designated as a “public interest” directorship and must meet the qualifications in paragraph 2 below.

**Eligibility**. To be eligible to serve as an independent director, an individual must not be affiliated with any member of the Bank, and must be a citizen of the United States, a “bona fide” resident (as defined in 12 C.F.R. § 1261.2) of one of the six New England states, and have either (or both) of the following qualifications:

1. Experience in, or knowledge of, one or more of the following areas: auditing and accounting, derivatives, financial management, organizational management, project development, risk management practices, and the law; or
2. More than four years of experience in representing consumer or community interests in banking services, credit needs, housing, or financial consumer protections (required for a “public interest” directorship).

An individual is not eligible to serve as an independent director if he or she (or his or her spouse) is an officer or employee of any Federal Home Loan Bank, or a director, officer, or employee of any member of, or recipient of advances from, FHLBank Boston, or its holding company. See 12 C.F.R. § 1261.10.

Eligible individuals who would like to be considered for nomination as an independent director should deliver to FHLBank Boston a completed [**Independent Director Application Form**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/FHFA%20Form%20Independent%20Director%20Application.pdf) along with a [**PricewaterhouseCoopers Certification Form**](https://web-prd.fhlbboston.com/api/contentservices/api/contentstream/fhlbank-boston/Certification%20Regarding%20Relationships%20with%20PwC.docx) by 5:00 p.m. on July 18, 2022. See submission instructions below.

Submission Instructions:

Members who wish to nominate a candidate for a member directorship, and individuals who wish to apply for an independent directorship, should submit the applicable forms (see above) as follows so that they are received by FHLBank Boston no later than 5:00 p.m. on July 18, 2022:

By U.S. mail or courier to the following address:

Federal Home Loan Bank of Boston  
Attention: General Counsel and Corporate Secretary  
800 Boylston Street, 9th Floor  
Boston, Massachusetts 02199  
  
Or by email to the following address: [keith.walsh@fhlbboston.com](mailto:keith.walsh@fhlbboston.com)

By submitting an application, applicants for independent director positions consent to a background check that may be conducted by the Bank and the Federal Housing Finance Agency.