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Corporate Governance Committee Charter

References: FCA Regulations – Exam Manual Guidance (EM-31.1)

I. Purpose

The Mission Statement of Golden State Farm Credit, ACA (Association) is:

“To support rural California communities by providing our members with reliable access to capital.”

The Board of Directors (Board) adopts this Charter to support the Board's leadership and oversight role in the accomplishment of this mission.

II. Definition

The term “corporate governance” means a system of rules, practices, and processes by which an organization is directed and controlled by a board of directors. A well-defined and enforced corporate governance system ensures the institution adheres to accepted good governance principles, ethical standards and best practices, all in accordance with applicable guidance.

III. Authority and Responsibilities

The Corporate Governance Committee (Committee) is authorized to and shall:

- A. Be generally responsible for (i) preliminary review, enhancement, and recommendations vis-à-vis those Board policies, issues and activities relating to Board governance, (ii) recommendations regarding nominating committee activities, and (iii) recommendations with respect to maintenance and/or enhancement of bylaws and other governance documents.
- B. Establish and recommend to the Board and oversee the implementation of corporate governance guidelines and principles applicable to the Association.
- C. Consider corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
- D. Make recommendations to the Board for actions regarding changes to governance processes, including recommended changes to Board policies, bylaws and related documents and procedures.
- E. Be responsible for making recommendations to the Board with respect to all matters relating to director qualifications, eligibility, assessment, terms of service, and selection of outside directors.
- F. Make recommendations with respect to required educational and training curriculum for Board members, and develop and maintain a director training index for the Board and Committees
- G. Oversee compliance by directors and executive officers with applicable guidance with respect to standards of conduct/conflict of interest (other than those relating to improper financial disclosures assigned to the Audit Committee).
- H. During the intervals between meetings of the Board, the Committee shall have the authority to exercise the powers of the Board. The Committee shall report all such exercises of power to the Board at its next meeting. However, the Committee shall not have the authority to take any of the following actions:
 - a. the submission to stockholders of any action requiring stockholders' authorization;
 - b. filling of vacancies on the Board or on the Committee;
 - c. removal of any director, the President or any other executive officer of the Association;
 - d. amendment or repeal of any portion of Association bylaws or adoption of new bylaws;
 - e. amendment or repeal of any resolution of the Board; and

f. any action which the Chairman or Vice Chairman of the Board or the President shall have designated as a matter which should be considered by the Board.

I. Undertake such other responsibilities or duties as the Board may delegate or assign from time to time.

In addition to all of the foregoing, the Committee may also exercise oversight as to other areas not covered by other standing committees of the Board, as may be appropriate. The Committee is authorized to carry out these and such other responsibilities and take any actions reasonably related to the mandate of this Charter.

IV. Composition/Quorum/Power to Act

The Committee shall consist of at least three (3) members of the Board which shall be appointed by the Chairperson of the Board on an annual basis following the annual reorganization of the Board. Any director, including any appointed director(s), is eligible to serve on the Committee. In addition, the Chairperson of the Board may participate on a non-voting basis.

A chairperson shall be elected from among the Committee members to serve for a term of three (3) years. A chairperson may serve multiple, consecutive terms.

The Board may, at any time and in its complete discretion, remove any member of the Committee and may fill any vacancy on the Committee. Any director appointed to the Committee shall, in the opinion of the Board, be free of any relationship that would interfere with the exercise of independent judgment as a Committee member. In appointing Committee members, the Board will also consider the personal characteristics and qualifications of those appointed to the Committee.

A majority of the total number of members shall constitute a quorum of the Committee. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.

V. Meetings/Reporting

The Committee will meet at such frequency as necessary and appropriate, typically quarterly, to fulfill its responsibilities and conduct its business. Committee materials (except sensitive material) will typically be distributed to all Board members as part of the Board package in order to keep all Board members informed and facilitate reporting to the Board. The Committee shall keep formal minutes of all meetings, including attendance. The Committee shall provide reports of its actions to the Board.

VI. Committee Self-Evaluation

The Committee chairperson will ensure that the Governance Committee self-evaluation is included in the overall Board of Directors self-evaluation annually.

VII. Committee Training

The Committee will reference the director training index for recommended and required director and Governance Committee training and resources.

VIII. Resources

The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall have access to all information, records and files available to the Board. The Association will provide any other monetary and non-monetary resources necessary for the Committee to fulfill its purpose.

IX. Charter Review

The Board recognizes that for this Charter to be useful, it must be kept current and relevant. To that end, the Board will conduct a Charter review annually and make any changes that are needed to meet the Charter’s purpose.

X. Disclosure of the Charter

This Charter will be posted on the Association website and will also be available in print to any shareholder requesting it.

Revision History

Version	Date	Owner	Summary of Changes
1.0	5/17/2023	CEO	Initial Release
2.0	3/20/2024	CEO	Scheduled Review. Review of applicable Authorities, updated term length and number of members required. Added sections for Training and Self Evaluation and non-material changes