

**HIGH PLAINS FARM CREDIT
GOVERNANCE COMMITTEE CHARTER**

Approval/Revision Date: 12/21/2017

OVERVIEW

The High Plains Farm Credit, ACA (Association) Board of Directors (Board) has created a Governance Committee (Committee). Among other things, its purpose, organization structure and responsibilities are described below.

PURPOSE

This Governance Committee Charter (Charter) governs the operations of the Committee of the Association. The Committee will monitor significant developments in applicable law, including regulations and other legal guidance, and within the practice of corporate governance generally.

The Committee will also review the corporate governance duties and responsibilities of directors of other Farm Credit System associations, and shall develop and recommend to the Board a set of corporate governance principles applicable to the Association and its Board.

The Committee shall be provided with such resources as it needs to fulfill its responsibilities, including outside consultants, as appropriate.

ORGANIZATION

The Committee shall consist of at least three (3) members of the Board, and shall be appointed by the Chairperson of the Board on an annual basis. Any director, including the Chairperson and/or any appointed director(s), is eligible to serve on the Committee. In addition, the Chairperson of the Board, if not a member of the Committee, may participate on a non-voting basis.

A Committee chairperson shall be elected from among the Committee members. The Committee chairperson shall serve for a term of one (1) year.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Association's Bylaws relating to Committees of the Board of Directors, including those provisions relating to removing Committee members and filling vacancies.

MEETINGS

The Committee will meet at least one (1) time a year, in conjunction with regular meetings of the Board of Directors, but may meet on a more frequent basis, as determined by the Committee Chair and as necessary to carry out its responsibilities. The Committee may adjourn into executive sessions in order to discuss critical issues without members of management being present.

RESPONSIBILITIES

The Committee will:

General Corporate Governance

1. Systematically review all Association corporate governance policies on a periodic basis and make appropriate recommendations to the Board regarding each policy.
2. Review and recommend a set of corporate governance principles and code of ethics to the Board for adoption. The Committee shall review the principles and code of ethics on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
3. Periodically review the adequacy of the Association's standards of conduct programs and coordinate with the Standards of Conduct official to assure compliance with applicable Board policies and FCA regulations.
4. Annually reviews the Board's Committees and make scope, roles and responsibilities recommendations as necessary to the Board Chairperson and/or Executive Committee.

Evaluations and Training

5. Develop and recommend to the Board for its approval, a periodic self-evaluation process of the Board and its Committees. The Committee shall oversee the Board self-evaluation process. Recommend and supervise a self-assessment process with outside resources, if needed, at least every three years.
6. Review Director Training needs as a result of the Board's self-assessment or other relevant input and recommend training that is available for directors to further develop their skills, knowledge and expertise.
7. Identify and develop programs that will assist in the orientation of new directors in order to promote a basic understanding of Board policies and the Association's business, and oversee continuing education programs for all directors.

Governance and Nominations

8. Review and make recommendations to the Board with respect to the regional boundaries and the number of Directors for each region within the Association's chartered territory at least every three years. The goal of the review is to assure equitable representation of the various loan types, agriculture practices and voting strength.
9. Assist the Board in determining the appropriate general qualifications and criteria for directorships; and identify and recommend qualified candidates for appointments for outside directors, an appointed stockholder director and vacancies in elected Board positions.
10. Oversee and conduct any permitted coordination and assistance to the Association Nominating Committee.

Other General Items

11. In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.
13. Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board.

REPORTING

The Committee shall submit the minutes of all meetings of the Committee to the Board and, if requested by the Board, review the matters discussed at each Committee meeting.