



A GUIDE FOR PROSPECTIVE DIRECTORS

The following provides an overview of the roles of a Director and the process to submit your name for consideration by the FCS Financial (Association) Nominating Committee.

What is the role of the Board of Directors?

The Board of Directors is responsible for the safe and sound operation of the Association, and for ensuring the Association fulfills its public mission. Directors are accountable to customer-stockholders and Farm Credit System (System) investors for:

- Overseeing the strategic direction and objectives of the Association
- Understanding the Association's operations
- Providing for competent Association leadership and management
- Establishing systems and processes that provide safe and sound operations
- Ensuring that information and disclosures provided to customer-stockholders and System investors are accurate and reliable
- Diligently and impartially performing their duties as Directors
- Exercising independent judgment
- Remaining loyal to the Association's interests

Who can become an elected Director?

Director candidates must meet the following eligibility requirements:

- Must be a voting customer-stockholder of the Association
- Must have an outstanding loan commitment with the Association
- Must maintain loan(s) in compliance with the Association policies and standards
- May not have restructured indebtedness with a System institution at any time
- May not have been an employee of a System institution within one year of election
- May not be a director or employee of an organization involved in selling the types of products or services offered by the Association

Upon election, Directors may not:

- Be convicted of any felony
- Be held liable for damages in fraud
- Be convicted of a criminal offense involving dishonesty or breach of trust
- File for bankruptcy

Director candidate qualifications sought by the Nominating Committee include knowledge or experience in the following areas:

- Strategic and visionary thinking
- Corporate Governance

- Financial Expertise
- Communication
- Technology
- Risk Management
- Human Resources Management
- A passion and commitment to serve the Association and Farm Credit System stakeholders

What is the time commitment?

Directors are elected to a four-year term unless the election is to fill a Board vacancy. An average of 15 days is required per year to attend Board, committee and planning meetings. In addition, Directors may participate in Director training and development courses or conferences. Related travel time for these events varies by Director.

Are Directors compensated?

Directors receive a retainer for meeting preparation and conference calls plus a per diem for each day of official Association business and related travel. The Board of Directors periodically reviews compensation to ensure it is competitive with other boards.

Visit <http://info.myfcsfinancial.com/fcs-financial-candidate-interest-form> to complete an online profile form for the Association Nominating Committee. Profile forms must be received by February 15 for consideration by the Nominating Committee.

For additional information, contact us at elections@myfcsfinancial.com or at (573) 636-7809, extension 1101.