



Federal Home Loan Bank
NEW YORK

**CHARTER OF THE
COMPENSATION & HUMAN RESOURCES COMMITTEE
OF THE BOARD OF DIRECTORS
OF THE FEDERAL HOME LOAN BANK OF NEW YORK**

*Approved by the Board of Directors on March 19, 2020
Effective as of March 19, 2020*

I. PURPOSE

The purpose of the Compensation & Human Resources Committee (“Committee”) is to:

- A. Advise the Board of Directors (“Board”) of the Federal Home Loan Bank of New York (“Bank”) on compensation, benefits, and human resources matters affecting Bank employees;
- B. Review and monitor compensation arrangements for the Bank’s Chief Executive Officer and Management Committee members so that the Bank continues to retain, attract, motivate and align quality management consistent with the investment rationale and performance objectives contained in the Bank’s annual strategic plan and budget, and with the direction of the Board.

II. CHARTER

The scope of the Committee’s responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements shall be set forth in this charter (the “Charter”), which has been adopted and approved by the Board and may be amended by the Board from time to time.

This Charter is intended to comply with all applicable laws and regulations, including the applicable regulations of the Federal Housing Finance Agency (“Applicable Rules”). In addition, the Committee has committed to adopt to the extent possible those best practices that pertain to compensation and human resource committees of public companies and which are relevant to the Bank, taking into account the cooperative structure of the Bank and the congressionally mandated and regulatory requirements applicable to the Bank.

III. RESPONSIBILITIES

This Committee shall have the following responsibilities:

A. COMPENSATION & HUMAN RESOURCES MATTERS

- 1. Review and make recommendations to the Board regarding the Board-approved Compensation Policy.

2. In accordance with the aforementioned Compensation Policy, evaluate the value of total compensation delivered to employees including base pay, incentive compensation, retirement and health and welfare benefits in determining market competitiveness every third year. Such evaluation will begin after the Bank completes the final implementation of any Board-approved plan design changes.
3. Review and make recommendations to the Board regarding changes to employee benefit plans such as retirement plans, 401(k) plans and retiree medical plans.
4. Review and discuss with Bank management the Compensation Discussion and Analysis (“CD&A”) to be included in the Bank’s Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) and determine whether to recommend to the Board that the CD&A be included in the Form 10-K.
5. Review and approve the promotion or hiring of any person to the rank of Senior Vice President or higher.
6. Provide advice and counsel to senior management regarding Human Resources issues brought to the attention of the Committee from time to time.
7. Discuss annually with senior management the Bank’s formal Succession Plan and report key developments to the Board.

B. PERFORMANCE EVALUATIONS

1. Prepare the annual performance evaluation of the Bank’s Chief Executive Officer.
2. Review and approve individual performance ratings for, and related merit adjustments to the salaries of, the Chief Executive Officer and all Management Committee members.

C. SALARY ACTION

1. Review and approve all other proposed non-merit adjustments (e.g., market adjustments; salary adjustments related to promotions; proposed out of guidelines increases; etc.) to the salaries of the Bank’s Chief Executive Officer and all Management Committee members.
2. Review and approve recommended merit increase percentages for the Bank’s Chief Executive Officer and all Management Committee members for the forthcoming year.

D. INCENTIVE COMPENSATION PLAN (“ICP”)

1. (a) Approve annual non-Mission and non-Risk Bankwide goals, (b) approve weightings for all of the Bankwide goals, and (c) periodically review the Bank’s performance against the established Bankwide goals.
2. Review and approve annually the Bank’s ICP.

3. Review annually, as soon as practicable following the close of each ICP year, the year-end results of the Bankwide goals and approve the award payouts for the Bank's Chief Executive Officer and all Management Committee members.

E. NONQUALIFIED BENEFIT PLANS

After consultation with the Bank's Nonqualified Plan Committee, review and make recommendations to the Board regarding any material proposed amendments to the Bank's Nonqualified Benefit Plans.

F. OTHER COMPENSATION & HUMAN RESOURCES MATTERS

1. Review and make recommendations to the Board regarding any proposed amendments to the Bank's Code of Business Conduct and Ethics.
2. Review and make recommendations to the Board regarding any proposed changes to the Bank's Severance Pay Plan.
3. Review and approve proposed recognition awards in an amount greater than \$10,000.
4. Review the discretionary Post-Retirement Cost-of-Living Adjustment for retirees every three years and make recommendations to the Board regarding any proposed actions.

IV. COMMITTEE GOVERNANCE

- A. In addition to reporting to the Board generally, the Committee shall receive comments from its members and provide to the Board following the end of each fiscal year an assessment of the Committee's performance.
- B. The Committee may establish other rules and operating procedures as may be needed from time to time in order to fulfill its obligations under this Charter and Applicable Rules.
- C. The Committee may form and delegate authority to subcommittees when appropriate.
- D. With regard to carrying out any or all of its responsibilities, the Committee shall, at its discretion, have direct access to the General Counsel and any other employee of the Bank. In addition, the Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.
- E. The Committee shall review and reassess the adequacy of the Charter on an annual basis and make recommendations to the Board regarding any amendments.

V. COMMITTEE MEMBERSHIP

The Committee shall consist of at least five directors, all of whom shall be "independent," as determined in accordance with Federal Housing Finance Agency regulations pertaining to the Audit Committee. The Committee shall have a Chair and a Vice Chair.

The Board shall appoint the members of the Committee annually, and as may be needed from time to time, and one Committee member shall be designated by the Board as, respectively, the Chair and the Vice Chair.

The Committee & its Chair and its Vice Chair shall be appointed and removed in accordance with the Bank's Bylaws.

VI. COMMITTEE MEETINGS

The Committee shall meet in accordance with the meeting schedule that is established annually by the Board, as may be adjusted from time to time.