



## **1.0 OBJECTIVE AND PURPOSE**

The purpose of the Audit Committee is to represent and assist the Board of Directors (Board) in discharging its oversight responsibilities relating to: the integrity of the Federal Home Loan Bank of Chicago (Bank)'s financial statements, accounting and financial reporting processes and systems; the internal controls over financial reporting and safeguarding the Bank's assets; programs, policies, practices and systems designed to ensure compliance with applicable laws, regulations and other legal and regulatory requirements with respect to governance, compliance and risk management; practices with respect to risk assessment; the performance, qualifications and independence of the external auditor; the performance, independence and objectivity of the internal audit function; and support of the Bank's diversity, equity, and inclusion strategy.

## **2.0 RESPONSIBILITIES AND SPECIFIC DUTIES**

- 2.1 The Audit Committee is responsible for, among other things:
  - 2.1.1 Providing an independent, direct channel of communication between the Board and the Bank's internal auditors and external auditors, and facilitating communication, as needed, with the regulator.
  - 2.1.2 Overseeing the external audit function by being directly responsible, in its capacity as a committee of the Board, for the appointment and compensation of the external auditor, approval of the external auditor's annual engagement letter, reviewing the performance of the external auditor, retention, or termination of the external auditor, and oversight of the work of the external auditor. At least annually, document a comprehensive assessment of the external auditor's performance including considering the replacement of the external auditor if their current tenure exceeds ten years. The external auditor shall report directly to the Audit Committee.
  - 2.1.3 Ensuring that after extended engagement periods (normally five years and exceptionally ten years) the Bank, in cooperation with the other Federal Home Loan Banks (FHLBanks) and Office of Finance, causes a process to occur for evaluation of other providers of audit services in accordance with current best practices and regulatory guidance.
  - 2.1.4 Ensuring that audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide service to the Bank. For lead and concurring audit partners, the maximum number of consecutive years of service in that capacity is five years.
  - 2.1.5 Obtaining and reviewing, at least annually, a report by the external auditor describing the external auditor's internal quality-control



procedures, and any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor, and any steps taken to deal with any such issues.

- 2.1.6 Reviewing the basis for the Bank's financial statements and the external auditor's opinion rendered with respect to such financial statements (including the nature and extent of any significant changes in accounting principles or their application) and ensuring that policies are in place that are reasonably designed to achieve disclosure and transparency regarding the Bank's true financial performance and governance practices. Evaluation of significant accounting policies and treatments that have significant judgment, legal, reputational and safety and soundness risk or potentially do not follow GAAP or preferred practice.
- 2.1.7 Monitoring compliance with the Bank's anti-money laundering and suspicious activity reporting program, oversight of fraud risk assessment and similar compliance programs.
- 2.1.8 Approving in advance all audit and permissible non-audit services to be provided by the external auditor, and establishing policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the external auditor and other public accountants.
- 2.1.9 Considering, at least annually, the independence of the external auditor, including whether the external auditor's performance of permissible non-audit services is compatible with the auditor's independence, and obtaining and reviewing a report by the external auditor describing any relationships between the external auditor and the Bank and any other relationships that may adversely affect the independence of the external auditor. The Committee's discussions and decisions regarding the auditor's independence should be appropriately documented.
- 2.1.10 Reviewing and discussing with the external auditor: (i) the scope of any external audit; (ii) the results of the annual external audit; (iii) any problems or difficulties the auditor encountered in the course of its audit work and management's response; and (iv) any reports of the external auditor with respect to interim periods.
- 2.1.11 Reviewing and discussing with management, internal audit and the external auditor: (i) the annual audited and quarterly financial statements and earnings releases of the Bank; (ii) the Bank's disclosures under "Management's Discussion and Analysis of



Financial Condition and Results of Operations," including accounting policies that may be regarded as critical; and (iii) major issues regarding the Bank's accounting principles and financial statement presentations, including: any significant changes in the Bank's selection or application of accounting principles and financial statement presentations, alternative treatments, including those suggested by the external auditor, and their implications, and (iv) how management and the external auditor assess financial statement materiality. Reviewing all necessary communication received from the external auditor, including Statement on Auditing Standards 114 and Auditing Standard 5, in a timely manner.

- 2.1.12 Recommending to the Board, based on the review and discussion described in this charter, whether the financial statements should be included in the Bank's Annual Report on Form 10-K.
- 2.1.13 Determining that no restrictions are imposed upon the audit scope.
- 2.1.14 Ensuring that management has established and is maintaining an adequate internal control system within the Bank by: (i) receiving from the external auditor and management, and reviewing, reports regarding the Bank's internal control system and the resolution of identified material weaknesses and reportable conditions in the internal control system, including the prevention or detection of management override or compromise of the internal control system; (ii) reviewing the programs, policies and compliance systems of the Bank designed to ensure compliance with applicable laws, regulations, other legal and regulatory requirements and policies; and (iii) monitoring the results of these compliance efforts, as well as reviewing the Bank's codes of conduct and programs to monitor compliance with such codes.
- 2.1.15 Reviewing security for computer systems, facilities, and back-up systems.
- 2.1.16 Reviewing the findings of any examination by a regulatory agency.
- 2.1.17 Reviewing management's response to audit findings and reports and regulatory examinations.
- 2.1.18 Reviewing management's implementation of corrective actions in response to events, independent reports, audit findings, and regulatory examinations, and ensuring that these occur in an appropriate timeframe.
- 2.1.19 Conducting or authorizing investigations into any matters within the Audit Committee's scope of responsibilities.



- 2.1.20 Reviewing and discussing the Bank's practices with respect to risk assessment and risk management.
- 2.1.21 Overseeing any investigation of conflicts of interest or unethical conduct.
- 2.1.22 Conducting and approving the selection, compensation, performance evaluation, and if necessary, replacement of the Chief Audit Executive. Ensuring that the compensation of the Chief Audit Executive and the Internal Audit Department staff is appropriate, with a focus on performance of internal audit activities and not the financial performance of the Bank. Compensation of the Chief Audit Executive will be periodically benchmarked to market to ensure reasonableness and comparability. Documented performance evaluation of the Chief Audit Executive will include input from senior management and external auditors, and from any outside peer reviews or assessments including regulatory examinations. The Chief Audit Executive may be removed only with the approval of the Audit Committee. Should the Audit Committee consider a candidate for Chief Audit Executive with potential conflicts of interest, any conflicts as well as any mitigating considerations, should be disclosed to and discussed by the Audit Committee and should be clearly documented in Audit Committee records.
- 2.1.23 Establishing an independent Internal Audit function, providing oversight for the Internal Audit function by reviewing the scope of audit services required, adequacy of audit resources, significant accounting policies, significant risks and exposures, audit activities and audit findings, and internal audit performance evaluation. Reviewing and approving the Internal Audit Department's risk-based plan, including any significant changes, as well as the audit methodology, and audit budget and resource plan, including any revisions. Ensuring the Internal Audit Department is appropriately designed, staffed with appropriate and professionally competent personnel who are independent and objective, and adequately trained and competent to carry out the Internal Audit function. Reviewing Internal Audit's annual risk assessment methodology, thematic/lessons learned analyses, assessment of co-sourcing activities, and Internal Audit's issue identification, monitoring, and tracking process. Evaluating Internal Audit's compliance with appropriate professional standards, including Institute of Internal Auditor standards.
- 2.1.24 At least annually, the Audit Committee should confirm with the Chief Audit Executive and document whether he/she or any member of the Internal Audit Department has any actual, potential, or apparent conflicts of interest, and should develop appropriate limits for his or her activities accordingly.



- 2.1.25 At least annually, the Audit Committee should review, with appropriate professional assistance, the committee's performance in light of the requirements of laws, rules, regulations that are applicable to its activities and duties as well as those of the Internal Audit Department. The Audit Committee should also assess whether it is operating consistent with applicable regulatory guidance. The Audit Committee should provide the FHFA Chief Accountant with the materials and procedures employed in such review, as well as the final report.
- 2.1.26 At least annually, the Audit Committee will review and assess the adequacy of the Charters of the Audit Committee and the Internal Audit Department, and approve or suggest amendments as necessary. The Audit Committee will consider requirements of applicable laws regulations and guidelines in conducting its review.
- 2.1.27 Performing an Audit Committee self-evaluation at least annually.
- 2.1.28 Re-approving the Charter of the Internal Audit Department at least every three years; Re-approving the Charter of the Audit Committee at least every three (3) years by recommending it to the Board for its final approval.
- 2.1.29 Directing management to maintain the reliability and integrity of accounting policies and financial reporting and disclosure practices of the Bank.
- 2.1.30 Reviewing the policies and procedures established by management to assess and monitor implementation of the Bank's strategic business plan and its operating goals and objectives.
- 2.1.31 Reviewing and discussing: (i) Bank practices with respect to earnings press releases and release of financial information; and (ii) earnings guidance provided to analysts and ratings agencies, if any.
- 2.1.32 Establishing procedures for the receipt, retention and treatment of complaints received by the Bank regarding accounting, internal accounting controls and auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding questionable accounting and auditing matters.
- 2.1.33 Establishing policies for the hiring of employees and former employees of the external auditor.
- 2.1.34 Reporting periodically its activities and findings to the Board.
- 2.1.35 Preparing a report of the Audit Committee to be included in the Bank's Annual Report on Form 10-K. Each year, with staff assistance,



review current best practices and enhance the Audit Committee report, as necessary.

- 2.1.36 Ensure management provides it with adequate information and reports to carry out its duties and responsibilities and challenge management and auditors where appropriate.
- 2.1.37 Ensuring that the Bank has policies in place to ensure the primary regulator is informed of significant events impacting the safety and soundness of the Bank particularly with respect to financial reporting and audit governance. Specifically:
  - 2.1.37.1 Proposals to change the external auditor, selection plans for the external auditor, transition plans for changes in the external auditor.
  - 2.1.37.2 Any accounting treatments or policies identified as having significant legal, reputation, or safety and soundness risk with a focus on accounting treatments or policies that do not employ GAAP or preferred methods.
  - 2.1.37.3 The Audit Committee should provide the regulator's Chief Accountant with the materials and procedures employed in any review of its activities and duties.
  - 2.1.37.4 No less frequently than every two years, the Audit Committee should assess the costs and benefits of engaging an independent third party to evaluate one or more accounting policy areas, and report its findings to the Board, senior management, and the regulator's Chief Accountant.
  - 2.1.37.5 If the Audit Committee determines that the results of its assessment warrant a targeted evaluation, it should then consider the appropriate form and scope of the engagement. Given the potential relevance of such assessments to the regulator's supervisory responsibilities, the Audit Committee should ensure the Bank structures any targeted evaluation engagement so as to make reports and workpapers available for review by the regulator.
- 2.1.38 Considering, at least annually, the independence of the public accountants engaged by the Bank in the light of their potential to participate in a selection process as external auditor for the FHLBank System, including whether the accountants performance of permissible non-audit services is compatible with the potential auditor's independence, and obtaining and reviewing a report by the public accountants describing any relationships between the public accountants and the Bank and any other relationships that may adversely affect their ability to provide external audit services to the Bank.



- 2.1.39 Oversight of the procurement and performance of vendor supplied audit services to the internal audit function and related Bank activities, including ensuring adequate strategies are in place to consider and retain minority and women-owned vendors and the oversight of diversity and inclusion practices by all relevant vendors.
- 2.1.40 Providing oversight and review of the progress and reporting on the integration of the Bank's environmental, social, and governance (ESG) strategic initiatives based on the Bank's strategic goals in this area. The Audit Committee will give particular attention to the development and maintenance of robust and consistent reporting and measurement processes for regulatory and other reporting of the Bank's ESG matters. In addition, the Audit Committee will have oversight of the independent validation of the Bank's reporting and relevant controls relating to the Bank's ESG matters.
- 2.2 The above responsibilities of the Audit Committee will be discharged through discussions with the internal and external auditors and Bank management and review of audit reports.
- 2.3 The responsibility of the Audit Committee is limited to matters upon which the Board has the authority to make a final determination.
- 2.4 The Audit Committee may retain independent outside counsel, accountants, experts and other advisors as it determines appropriate to assist it, upon determination that such action is necessary to properly discharge its responsibilities and duties. The Bank shall make available appropriate funding, as determined by the Audit Committee, for payment of compensation to the external auditor, to any independent advisors or counsel engaged by the Audit Committee, and ordinary administrative expenses that are necessary or appropriate for the Audit Committee to carry out its duties.
- 2.5 The Audit Committee's duties do not include planning or conducting audits or preparing the Bank's financial statements.
- 2.6 The Chief Audit Executive shall report directly to the Audit Committee on substantive matters and is ultimately accountable to the Audit Committee and the Board. The Chief Audit Executive, Internal Audit staff, and external auditors shall have unrestricted access to the Audit Committee without the need for any prior management knowledge or approval.

### **3.0 MEMBERS, OFFICERS AND TERMS**

- 3.1 Chairperson. A Chairperson and a Vice-Chairperson of the Audit Committee shall be designated by the Board from time to time, but at least annually. In the event of the absence of the Chairperson of the Audit Committee, the Vice-Chairperson of the Audit Committee shall act as Chairperson.





- 3.2 **Members and Terms.** The other members of the Audit Committee (i) shall be chosen from among the remaining Directors of the Board, (ii) shall include member and independent Directors, (iii) shall be balanced among community financial institutions and other members, and (iv) shall serve such terms as may, from time to time, be set by the Board. In determining membership of the Audit Committee, the Board will provide for continuity of service. All Audit Committee members, including the Chairperson and Vice-Chairperson, shall meet the criteria of independence set forth below in section 3.4. At least one member of the Audit Committee shall have extensive accounting or related financial management experience. To facilitate transition from year to year, the Chairperson of the Audit Committee may designate members of the prior year's committee as full voting members at any meeting of the Audit Committee.
- 3.3 **Staff.** The Chief Audit Executive and his/her staff shall serve as staff to the Audit Committee, and shall conduct such studies and analyses and make such presentations as the Audit Committee needs to carry out its responsibilities.
- 3.4 **Independence.** Any Board member shall be considered to be sufficiently independent to serve as a member of the Audit Committee if that Director does not have a disqualifying relationship with the Bank or its management that would interfere with the exercise of that Director's independent judgment. Such disqualifying relationships include, but are not limited to: being employed by the Bank in the current year or any of the past five years; accepting any compensation from the Bank other than compensation for service as a Board Director; serving or having served in any of the past five years as a consultant, advisor, promoter, underwriter, or legal counsel of or to the Bank; or being an immediate family member of an individual who is, or has been in any of the past five years, employed by the Bank as an executive officer.
- 3.5 **Financial Expert.** The Audit Committee shall at least annually evaluate its membership and determine if one or more members of the Audit Committee would qualify as a Financial Expert as currently defined by regulation and best practice. The Audit Committee shall also evaluate if the individuals qualify as 'independent' within the terms of the current NYSE or similar rules.

## **4.0 MEETINGS**

- 4.1 **Meetings.** The Audit Committee may establish its own procedures and shall meet in accordance with such procedures.
- 4.2 **Required Meetings.** The Audit Committee shall meet at least four times annually with the Chief Audit Executive and the external auditors shall attend at least two of such meetings. The Audit Committee shall meet in executive session at its discretion with such participants as it may determine, as often as it desires. The Audit Committee shall meet separately in executive session, periodically, with management, the Chief Audit Executive and the





- external auditor. The Audit Committee shall report regularly to the full Board with respect to its activities.
- 4.3 Participation by Telephone or Other Electronic Means. An Audit Committee meeting may be conducted by tele-conference, video conference, internet, or through other approved electronic means which permit all Audit Committee members attending the meeting to communicate with all other persons so participating, whenever the Chairperson of the Audit Committee determines that it is desirable. Between meetings, the Audit Committee may conduct business by correspondence, including electronic means. Audit Committee members may also vote electronically by sending their electronic vote to the person as may be designated by the Chairperson of the Audit Committee.
  - 4.4 Special Meeting. The Chairperson of the Audit Committee or the President and Chief Executive Officer of the Bank may call a special meeting of the Audit Committee upon not less than one day's notice to the members of the Audit Committee.
  - 4.5 Quorum. At any meeting of the Audit Committee, a majority of the current members of the Audit Committee shall constitute a quorum and the affirmative vote of a majority of that quorum shall be necessary to pass any resolution.
  - 4.6 Minutes. Minutes of all meetings of the Audit Committee will be submitted to the Board and be signed by the Chairperson of the Audit Committee. The minutes of the meetings shall contain a record of the persons present, significant matters discussed, and resolutions adopted. Minutes of meetings of the Audit Committee shall be preserved by the Bank in the custody of the Bank's Corporate Secretary. A copy of all minutes shall be forwarded to the regulator.

### **References:**

Federal Home Loan Bank Act, 12 U.S.C. §§ 1421-49  
Federal Housing Finance Agency Regulation 12 CFR §§ 1233.3, 1236, 1239.32 & 1274.2  
Federal Housing Finance Agency Advisory Bulletin 2016-05  
Federal Housing Finance Agency Advisory Bulletin 2020-04  
Sections 202-203 & 301 of the Sarbanes-Oxley Act of 2002  
Institute of Internal Auditors International Standards for the Professional Practice of  
Internal Auditing  
Public Company Accounting Oversight Board  
U.S. Securities and Exchange Commission Regulation S-K, Item 407  
U.S. Securities and Exchange Commission Regulation S-X, Rule 2-01



**FHLBank**  
Chicago

## AUDIT COMMITTEE CHARTER

Approved by the Board of Directors this  
4<sup>th</sup> day of June, 2024

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Its Corporate Secretary