

FCA-PS-64 [NV-99-25; NV-05-22] (70 FR 71142, 11/25/2005) 07/08/2011

## Rules for the Transaction of Business of the Farm Credit Administration Board

**Effective Date:** 8-JUL-11

**Effect on Previous Action:** Originally adopted by NV-94-05 (07-FEB-94)[FCA-PS-58]; corrected by memo 09-FEB-94; amended by NV-95-03 (13-JAN-95)[FCA-PS-64]; amended by NV-95-18 (20-MAR-95); amended by NV-95-46 (9-AUG-95); amended by BM-24-OCT-95-02; amended by NV-95-69 (02-JAN-96). See also 58 FR 6633, Feb. 1, 1993 and 59 FR 17537, Apr. 13, 1994; reaffirmed by NV-96-22 (30-MAY-96); amended by NV-96-36 (26-AUG-96); amended by NV-98-16 (8-MAY-98); amended by NV-99-09 (16-MAR-99); amended by NV-99-25 (24-SEP-99); amended by NV-11-15 (8-JUL-11).

**Source of Authority:** Sections [5.8](#), [5.9](#), [5.10](#), [5.11](#) and [5.17](#) of the Farm Credit Act of 1971, as amended.

## THE FARM CREDIT ADMINISTRATION (FCA) BOARD HEREBY ADOPTS THE FOLLOWING POLICY STATEMENT:

### RULES FOR THE TRANSACTION OF BUSINESS OF THE FARM CREDIT ADMINISTRATION BOARD

#### PURPOSE, SCOPE, AND DEFINITIONS

**Section 1. Purpose and Scope.** These Rules adopted under § 5.8(c) of the Farm Credit Act of 1971, as amended (Act), concerning the transaction of business of the Farm Credit Administration (FCA) Board (Board) supplement the statutes and regulations that govern the procedures and practice of the Board (including, without limitation, the Act, the Sunshine Act, and FCA regulations, 12 C.F.R. § 600 *et seq.*). Unless otherwise provided in these Rules, or relevant statutes or regulations, this Board will transact its business in accordance with Robert's Rules of Order (Newly Revised) (most recent edition).

#### **Section 2. Definitions, Reporting Relationships, and Performance Appraisals.**

- “Act ” means the Farm Credit Act of 1971, as amended.
- “Board Member ” means each of the three individuals appointed by the President, by and with the advice and consent of the Senate, to serve as Members of the Board, including the Chairman, unless the context requires otherwise. Each Board Member appraises the performance of his or her staff.
- “Board Member Staff” means those employees reporting directly to a Board member such as executive or special assistants, and who are organizationally located within the Office of the Board.
- “Chairman ” means the Board Member designated by the President to serve as Chairman of the Board. The Chairman also serves as the Agency’s Head and *Chief Executive Officer* (CEO). After consultation with the other Board Members, the Chairman appraises the performance of the Secretary, Equal Employment Opportunity Director, Designated Agency Ethics Official, Chief Operating Officer, and all Office Directors reporting directly to him or her.

- “*Designated Agency Ethics Official* ” (DAEO) means an employee of the FCA designated by the Head of the Agency to administer the provisions of Title I of the Ethics in Government Act of 1978, to coordinate and manage the Agency’s ethics program, and to provide liaison with the Office of Government Ethics on all aspects of FCA’s ethics program. The DAEO reports directly to the Chairman on the Agency’s ethics program.
- “*Equal Employment Opportunity (EEO) Director* ” means an employee of the FCA designated by the Head of the Agency to administer the provisions of the Agency’s EEO program as set forth in 29 C.F.R. Part 1614.
- “*General Counsel* ” (GC) means an employee of the FCA who serves as the chief legal officer of the Board. The GC reports to the Chairman concerning administrative matters and to the FCA Board on matters of Agency policy. By the nature of the position the GC, as appropriate and necessary, maintains special advisory relationships in confidence with the individual Board Members. The GC must also keep the FCA Board fully informed of all litigation in which the Agency is involved.
- “*Inspector General*” (IG) means an appointed head of the Office of Inspector General (OIG), an independent component of the FCA, established by and responsible for adhering to the IG Act of 1978, as amended. The purpose of the IG is to promote economy, efficiency and effectiveness, and to prevent and detect fraud and abuse in the programs and operations of FCA.
- “*Office Director*” means an employee of the FCA serving as head of an FCA Office, excluding the Inspector General unless specified.
- “*Secretary* ” means an employee of the FCA who serves as Secretary to the Board as appointed by the Chairman. The Secretary, or another FCA employee designated by the Chairman, serves as the parliamentarian for the Board. The Secretary keeps permanent and complete records and minutes of the acts and proceedings of the Board.
- “*Sunshine Act* ” means the Government in the Sunshine Act, 5 U.S.C. § 552b.

## AMENDMENTS

**Section 1.** The business of the Board will be transacted in accordance with these Rules, which may be amended from time to time: Provided, however, that upon agreement of at least two Board Members convened in a duly called meeting, the Rules may be waived in any particular instance, except that action may be taken on items at a Special Meeting only in accordance with Part I, Article I, § 3(b) of this policy.

**Section 2.** These Rules may be changed or amended by the concurring vote of at least two Board Members upon notice of the proposed change or amendments having been given at least thirty days before such vote.

**Section 3.** These Rules will be reviewed by the Board at least every five years or as needed.

**Section 4.** The Secretary to the Board is hereby delegated authority to make technical, syntactical, and grammatical changes to any Board Policy, provided a redlined complete copy of the policy(ies) is given to each Board member that clearly details each change made at least 30 days prior to the effective date of the change. Any Board member may, within the 30 day period, stop the proposed changes(s) and, if a Board member so desires, put forth the matter for Board consideration.

## PART I – RULES FOR THE FCA BOARD MEETINGS

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|--------------|---------------------------------|
| Article I.   | Board Meetings.                 |
| Article II.  | Board Action.                   |
| Article III. | Board and Chairman Delegations. |

## ARTICLE I

### BOARD MEETINGS

**Section 1. Sunshine Act.** All FCA Board meetings will be announced and conducted in conformance with the Government in Sunshine Act.

**Section 2. Presiding Officer.** The Chairman will preside at each meeting. In the event the Chairman is unavailable, the other Board Member from the Chairman's political party will preside. If there is no other Board Member from the Chairman's political party, the Board Member serving the longest on the Board will preside.

**Section 3. Calls and Agenda.**

(a) **Regular Meeting.** The Secretary, at the direction of the Chairman, issues a call for items for the agenda to the other Board Members and the Office Directors of FCA. The Secretary provides to the Chairman a list of all the items submitted, including a list of outstanding notational votes and matters voted "not appropriate for notational vote." The Chairman then establishes the agenda to be posted on the Agency's public notice board or on its public Web site at least 1 week before the meeting. The agenda will also be published in the *Federal Register* at least 3 calendar days before the meeting date. At each meeting, the Board votes to approve or amend the agenda established by the Chairman. The Board may amend the agenda to add items that the Board Members believe need to be considered at that meeting.

(b) **Special Meeting.** Special meetings of the Board may be called:

- (1) By the Chairman; or
- (2) By the other two Board Members; or
- (3) If there is at the time a vacancy on the Board, by a single Board Member.

Any call for a Special Meeting will specify the business to be transacted and state the place and time of such meeting. No business will be brought before a Special Meeting that has not been specified in the notice of call of such meeting without the unanimous consent of all Board Members.

(c) **Notice.** The Secretary will give appropriate notice of any and all meetings and make the call for Special meetings. Reasonable efforts to provide such notice to Board Members will be made for all meetings of the Board, but failure of notice will in no case invalidate a meeting or any action taken during that meeting.

**Section 4. Board Materials.** The Secretary will distribute complete Board Meeting Books to each Board Member and their staff at least three full business days before any Regular Meeting. There may be instances when the proposed Board meeting agenda approved by the Chairman may need to be amended prior to a Board meeting to include items that require Board action. In such instances the Secretary will update the Board meeting books with the newly approved item(s) and make the required Sunshine Act disclosures and notices as soon as possible. However, unless agreed to by all Board Members, no vote may be taken on an issue unless the necessary material has been provided to the Board Members not less than twenty-four hours before the meeting to consider such issue.

**Section 5. Supporting Documentation.** The Secretary will maintain one copy of all Board Meeting Book material. All copies of the Board Meeting Book material for Closed Sessions provided to anyone

other than the Secretary will be returned to the Secretary for disposal or maintained in a secure location approved by the Secretary. One copy of each Executive Summary provided to a Board Member will be provided to and maintained by the Secretary. Board Meeting Books and Executive Summaries are not part of the minutes of the Board unless expressly incorporated therein.

**Section 6. Telephone Conference.** Any Board Member, including the Chairman, may participate in a meeting of the Board through the use of conference call telephone or similar equipment, provided that all persons participating in the meeting can simultaneously speak to and hear each other. Any Board Member so participating will be deemed present at the meeting for all purposes.

**Section 7. Public Attendance.**

(a) **Attendance.** Members of the public may attend all meetings of the Board except those meetings or portions of meetings that are closed as directed by the Board, consistent with the Sunshine Act.

(b) **Public Appearances before the Board.** While members of the public are invited and encouraged to attend Board meetings, no member of the public has a right to speak in a Board meeting. However, the Board may, in its sole discretion, permit a member of the public to address the Board if he or she provides a written request and statement covering the intended subject matter at least fifteen days before the meeting.

**Section 8. Minutes.**

(a) **Format.** The format of minutes of the Board meetings, unless otherwise stated in these rules or relevant statutes or regulations, will comply with the most recent edition of Robert's Rules of Order and the Sunshine Act. The minutes will clearly identify the date, time, and place of the meeting, the type of meeting held, whether the meeting was open or closed, the identity of Board Members present and, where applicable, that they participated by telephone, and the identity of the Secretary and the GC in attendance, or, in their absence, the names of the persons who substituted for them. The minutes will contain a separate paragraph for each subject matter and will note all main motions or motions to bring a main motion before the Board, except any that were withdrawn. The minutes will not contain any reference to statements made unless a request is specifically made that a statement be made a part of the minutes, or if required by the Sunshine Act. The minutes of meetings will indicate the substance and disposition of any notational votes completed since the last meeting. Except in the case of a voice vote, the Secretary will record the vote of each Board Member on a question or will note a unanimous consent. The Chairman and the Secretary will sign the minutes of the Board meeting, indicating the date of approval by the Board.

(b) **Circulation.** The Chairman and GC will review draft minutes. The Secretary will circulate draft minutes to all Board Members at least one week before their consideration at a Board Meeting. The Secretary will place in all Board Meeting Books copies of the minutes of the meetings of the Board to be voted on at a Board Meeting.

## ARTICLE II

### **BOARD ACTION**

**Section 1. Affirmative Vote Required.** Action on any matter requires the affirmative vote of at least two Board Members, except as provided in Article III, § 1 of this Part.

**Section 2. Records of Board Action.**

(a) **Meetings.** The vote of each Board Member, including the Chairman, on a question voted on at a meeting will be recorded in the minutes. The Chairman may, if there is no objection, call for a voice vote on adjournment or other actions. If a voice vote is taken, its result will be recorded in the minutes.

(b) **Notational Votes.** The Secretary will provide a summary of any action taken by notational vote to the Board Members and Chairman and the action taken will be reflected in the minutes of the next meeting of the Board.

**Section 3. Notational Voting.**

(a) Nothing in these Rules precludes the transaction of business by the circulation of written items (notational votes) to the Board Members.

(b) The Board may use notational voting procedures to decide any matter that may come before it. Any Board Member may submit a motion to the Secretary for distribution as a notational vote. However, in view of the public policy of openness reflected in the Sunshine Act and the desire to allow any Board Member to present viewpoints to the other Board Members, any Board Member can veto the use of the notational voting procedure for the consideration of any particular matter by voting “not appropriate for notational vote.”

(c) Upon submission of an item for notational vote, the Secretary will provide each Board Member a complete package of all relevant information and a notational vote ballot specifying the Board Member making the motion, the motion itself, and the deadline for return of the ballot. Within ten business days of receipt, or earlier if the motion requires, each Board Member will act on the matter by returning the ballot to the Secretary. Each Board Member is to indicate his/her position in writing on the ballot in the following manner: (1) approve, (2) disapprove, (3) abstain, or (4) not appropriate for notational vote.

(d) No partial concurrences or amendments are permitted; however, a Board Member may suggest a revision to the proponent of the motion, subject to compliance with the Sunshine Act, and the proponent may withdraw his or her motion at any time before receipt by the Secretary of all the ballots of all Board Members or the end of the time period provided for on the ballot.

(e) A Board Member who is absent from the office may authorize a staff member to initial the ballot for him/her, provided that the Board Member has a designation memorandum on file with the Secretary.

**Section 4. Board Records.** The Secretary will maintain the records of the Board including, without limitation, the minutes of the Board meetings and notational votes.

**ARTICLE III**

**BOARD AND CHAIRMAN DELEGATIONS**

**Section 1. Two Vacancies/Authority to Act.** In the event two Board Members are not available by reason of recusal, resignation, temporary or permanent incapacitation, or death, to perform the duties of

their offices, the Board hereby delegates to the remaining Board Member the authority to exercise, in his/her discretion, the authorities of the FCA granted to the Agency or the Board by statute, regulation or otherwise, except those authorities which are non-delegable. This delegation of authority does not include authority to establish general policy and promulgate rules and regulations, or any delegation expressly prohibited by statute. This delegation will include but is not limited to the exercise of the following powers:

- (a) The approval of actions of the Farm Credit System (System) institutions that are required by statute, regulations or otherwise to be approved by the FCA or its Board;
- (b) The exercise of all powers of enforcement granted to the FCA by statute, including but not limited to, the authorities contained in 12 U.S.C. §§ 2154, 2154a, 2183, 2202a, and 2261-2274; and
- (c) Any actions or approvals required in connection with the conduct of a receivership or conservatorship of a System institution.

Authorities delegated by this Section may be re-delegated, in writing, at the discretion of the remaining Board Member, to other FCA officers or employees.

**Section 2. National Security Emergencies.** Pursuant to Executive Order 12656, as amended, in the event of a national security emergency, if the Chairman is unable to perform his or her duties for any reason, the Chairman, at his or her sole discretion, delegates to the following individuals, in the order mentioned and subject to being available, the authority to exercise and perform all the functions, powers, authority and duties of the Chairman in an acting capacity until such time as either the Chairman can resume his/her position or, if no longer able to serve as Chairman, the President of the United States designates a new Chairman:

- (a) Member of the Board of the Chairman's political party;
- (b) If there is no other Board Member from the Chairman's political party, the Board Member serving the longest on the Board;
- (c) General Counsel.

The Chairman or Acting Chairman will ensure that FCA has an alternative location for its headquarters functions in the event a national security emergency renders FCA's headquarters inoperative. The Chairman or Acting Chairman may establish such branch office or offices of the FCA as are necessary to coordinate its operations with those of other government agencies.

**Section 3. Individual Assignments.** To the extent consistent with law, the Board or the Chairman may offer another Member of the Board a special assignment and define the duties incident thereto, and the Chairman may delegate to another Board Member certain duties and responsibilities of the Chairman.

**Section 4. Other Delegations.** The FCA Board may delegate such authorities as it deems necessary and appropriate. Such delegations are included in Attachments A and B to this policy.

## **PART II – BOARD AND STAFF GOVERNANCE**

Article I. Board Governance.

## ARTICLE I

### BOARD GOVERNANCE

**Section 1. General.** The purpose of this Part is to ensure the efficient operation of the FCA in light of the various authorities and operational responsibilities of Board and the FCA Chairman and CEO.

The Board recognizes that for the Agency to run efficiently, the Chairman/CEO must have sufficient latitude and discretion to direct the implementation of Board policies and run the Agency's day-to-day affairs. Notwithstanding such latitude, the other Board Members must have access to staff and must be able to request information from staff that they find necessary to fulfill their policy- and rulemaking responsibilities under the Act.

The Chairman/CEO is always free to bring to the Board issues that do not require Board action. Conversely, the Board may involve itself in operational matters ordinarily reserved for the Chairman/CEO if it concludes that they rise to the level of policy due to their sensitivity, seriousness, or controversial nature.

**Section 2. Board Authorities.** The Board, acting as a unit, must manage, administer, and establish policies for the FCA. The Board specifically approves the rules and regulations implementing the Act; provides for the examination, enforcement, and regulation of System institutions; provides for the performance of all the powers, functions, and duties vested in the FCA; and requires any reports deemed necessary from System institutions. The Board also adopts the FCA seal. Each Board Member has the authority to appoint and direct regular, full-time staff in his or her immediate office.

**Section 3. Chairman Authorities.** The Chairman, in carrying out his or her responsibilities, is governed by the general policies adopted by the Board and by such regulatory decisions, findings, and policy determinations as the Board may by law be authorized to make.

The Chairman, in carrying out policies as directed by the Board, acts as spokesperson for the Board and represents the Board and the FCA in official relations within the Federal Government. Under policies adopted by the Board, the Chairman must consult on a regular basis with the Secretary of the Treasury concerning the exercise of the System's powers under § 4.2 of the Act; the Board of Governors of the Federal Reserve System concerning the effect of System lending activities on national monetary policy; and the Secretary of Agriculture concerning the effect of System policies on farmer, ranchers, and the agricultural economy. As to third persons, all acts of the Chairman will be conclusively presumed to be in compliance with general policies and regulatory decisions, findings, and determinations of the Board.

The Chairman enforces the rules, regulations, and orders of the Board. The Chairman designates attorneys to represent the Agency in any civil proceeding or civil action brought in connection with the administration of conservatorships and receiverships and in civil proceedings or civil actions when so authorized by the Attorney General under provisions of title 28 of the United States Code. The Chairman, subject to the approval of the Board, may establish one or more advisory committees in accordance with the Federal Advisory Committee Act.

The Chairman may not delegate any of the foregoing powers without prior Board approval.

The Chairman also exercises those powers conferred on the Head of the Agency, including the power to

make certain designations.

**Section 4. CEO Authorities.** The Chairman of the FCA Board is also the Agency's CEO. The CEO, in carrying out his or her responsibilities, directs the implementation of policies and regulations adopted by the Board and, after consultation with the Board, executes the administrative functions and duties of the FCA.

"Consultation with the Board" is achieved when the Chairman/CEO makes a good faith attempt to seek advice, guidance, and input from the Board before taking significant action on matters related to the execution of administrative functions or duties.

The Chairman as CEO runs the day-to-day operations of the Agency. This includes the power to implement the policies and regulations adopted by the Board, appoint personnel as necessary to carry out Agency functions, set staff pay and benefits and direct staff. As provided in § 5.11(b) of the Act, the Chairman/CEO appoints heads of major administrative divisions subject to the approval of the Board. In accordance with the IG Act, the IG is appointed by the FCA Board.

The Chairman as CEO may designate to other FCA officers and employees the authority to exercise and perform those powers necessary for the day-to-day management of the Agency.

## ARTICLE II

### STAFF GOVERNANCE

**Section 1. Authority over Staff.** The Chairman/CEO has authority to hire the personnel necessary to carry out the mission of the Agency and to direct staff, except that each Board Member is entitled to appoint and direct his or her regular, full-time staff within the constraints of the adopted budget for the Office of the Board.

Subject to the approval of the Board, the Chairman/CEO appoints and removes the "heads of major administrative divisions." The Board defines the "heads of major administrative divisions" as all Office Directors who are career appointees. The Board must approve the conversion of an existing career position to a non-career (political) position. In accordance with the IG Act, a removal of the IG may only be made upon the written concurrence of a 2/3 majority of the FCA Board.

**Section 2. Organization Chart.** Consistent with its mandate to approve regulations and appointments outlined above, the Board approves the FCA organizational chart down through the Office level along with relevant functional statements for each Office. Authority to make organizational changes within any division rests with the Chairman/CEO, and may be delegated to the Chief Operating Officer or Office Directors. In accordance with the IG Act, the IG has personnel authority for the Office of the Inspector General.

## PART III – BOARD OPERATIONS

- Article I. Committee and Financial Operations, and Other Activities.
- Article II. Board Member Travel and Related Expenses.

## ARTICLE I

## **COMMITTEE AND FINANCIAL OPERATIONS, AND OTHER ACTIVITIES**

**Section 1. Committee Operations.** To assist the Board in exercising its authority for oversight and approval of the Strategic Plan, the formulation of regulations and policy, and the monitoring and assessment of risk, the Board directs the formation of three committees.

Each Committee Chair will be designated by the Chairman. Each committee will be comprised of the Board Members' Executive Assistants and such Agency staff as determined by the Committee Chair. The Committee Chair will designate a Coordinator with expertise in, or significant accountability for, the activities of the committee. Committees will meet as often as determined by the Committee Chair to achieve committee objectives. The Chairman may also approve the use of external consultants to assist the committees on an as-needed basis.

(a) **Strategic Planning Committee.** The objective of this committee is to provide a forum for Board input on (1) the development of, and periodic updates to, the Strategic Plan, and (2) changes in processes and procedures that will improve the quality of this key Agency document.

(b) **Regulation and Policy Development Committee.** The objective of this committee is to provide a forum to (1) obtain Board input throughout the entire process of developing, modifying, or eliminating individual regulations, (2) discuss changes in processes and procedures that will improve the Agency's regulation and policy development process, and (3) foster open discussion during the development and periodic update of the Agency's regulatory agenda.

(c) **Risk Committee.** The objective of this committee is to provide a forum to (1) facilitate Board awareness of risks to the ongoing mission fulfillment and safety and soundness of the System and Farmer Mac, (2) ensure an integrated and coordinated Agency risk analysis process that effectively uses information from a wide variety of internal and external sources, and (3) foster open discussion about risks to the System and Farmer Mac and the implications of such risks for future Agency operations.

### **Section 2. Financial Operations.**

(a) **Budget Approval.** The Chairman, consistent with the provisions of the Act, other law and regulations, and applicable policy, oversees the development of budget proposals and causes the expenditure of funds within approved budgets to meet the Agency's mission and objectives. The Board approves an object class budget for the Agency as a whole and a budget for each office. Any reallocation of funds in excess of \$100,000 requires FCA Board approval. Reallocation of funds of \$100,000 or less requires the Chairman's approval (or that of the Chairman's designee). The Chief Financial Officer (CFO) will provide a monthly report to the Board on all budgetary reallocations that occur after the FCA Board approves a fiscal year budget. The CFO will also provide a quarterly budget report to the Board that discusses actual performance of the budgeted items. The quarterly report may be presented during regular Board meetings or during a Board briefing.

The IG, in accordance with the IG Act, transmits a budget estimate specifying an aggregate amount for OIG operations, OIG training needs, and amounts for support of the Council of the Inspectors General on Integrity and Efficiency.

### **Section 3. Other Board Operations.**

(a) **Audit Resolution Process.** The Chairman is responsible for overseeing the audit resolution process and, through a designee, for audit resolution implementation and follow-up. However, the

Chairman must obtain Board approval of audit resolutions where the issue would normally require Board action. The Inspector General and Audit Follow-up Official will report to the Board the status of any unresolved audit recommendations, unimplemented management decisions, and other issues on a semiannual basis following the Inspector General's Semi-Annual Report to Congress.

**(b) Litigation.** The Chairman has authority to undertake litigation to defend the Agency, consistent with established Board policy. The Board will approve litigation where the Agency is plaintiff, will approve recommendations to the Justice Department to pursue an appeal, and will approve positions advanced in litigation that conflict with existing Board policy or establish a significant new policy. The Chairman's authority to settle certain claims against the Agency have been delegated to the GC provided the GC consults with the Chairman.

**(c) Documents and Communications.**

**(1) Approval, Review, and Consultation.** The FCA Board is responsible for determining the Agency's position on policy. Board Policy Statements should be reviewed at least every five years.

The Board must approve all documents published in the *Federal Register*, including proposed and final FCA regulations, except for notices of effective dates or technical corrections of regulations. Board approval is not necessary prior to *Federal Register* publication of Privacy Act systems notices or notices of other routine or administrative matters unless they raise policy issues requiring Board approval. Bookletters, informational memoranda, and other mass mailings to Farm Credit institutions (except documents listed in Attachment A) must be approved by the Board prior to distribution. Documents may be added to or deleted from Attachment A by Board approval.

The issuance of a "no action" letter is a policy matter requiring Board approval. For the purposes of this statement, a "no action" letter is a statement to a Farm Credit institution that, notwithstanding any other provision of law or regulation, the Board will take no action against a System institution solely because it engaged in conduct specified in the letter.

Authority to promulgate internal administrative issuances, including FCA Policies and Procedures Manual (PPM) issuances, rests with the Chairman and may be delegated to the Chief Operating Officer. The Chairman will provide the Board with final drafts of PPM issuances and other administrative issuances for an appropriate consultative period if those issuances relate to examination and supervision, audits, internal controls, the budget, the strategic planning process, regulation development, or personnel matters relating strictly to promotion or pay.

**(2) Signature Authority.** Authority to sign official Board documents, including, but not limited to, proposed and final regulations, *Federal Register* notices, no-action letters, minutes, and other Board actions is delegated to the Secretary. After any action by the Board required under paragraph (c)(1) of this section, the Chairman has the authority to sign bookletters, informational memoranda, and other mass mailings to Farm Credit institutions. This signature authority may be delegated to senior staff members.

**(3) Correspondence.** The Chairman approves and signs routine correspondence (that is, correspondence in the ordinary course of business), to members of Congress, correspondence responding to White House referrals, or other correspondence on behalf of the Board or the Agency. The Chairman may delegate approval and signature authority for such correspondence to the Chief Operating Officer or FCA Office Director when the subject matter involves

congressional or White House case work. When the subject matter involves the presentation of an Agency position or policy relative to regulations, legislation, or any other significant matter, the Chairman may not delegate authority, and the correspondence must be approved by the Board, except that the Board need not approve a previously approved response or a restatement of previously adopted Board policy. Board approval does not apply when the Chairman is speaking only for him- or herself and includes the appropriate disclaimer. Likewise, on similar matters, Board Members should include appropriate disclaimers. The Chairman or the Chairman's designee has authority to sign acknowledgments or interim responses without Board approval, provided such responses contain no policy statements or only previously approved statements.

**(4) Authentication and Certification of Records and Documents.** The Chairman designates the person authorized and empowered to execute, issue and certify under the seal of the FCA:

- Statements authenticating copies of, or excerpts from official records and files of the FCA;
- Effective periods of regulations, orders, instructions, and regulatory announcements on the basis of the records of the FCA;
- Appointment, qualification, and continuance in office of any officer or employee of the FCA, or any conservator or receiver acting in accordance with the FCA receivership regulations at 12 C.F.R. Part 627 on the basis of the records of the FCA.

The Chairman may further empower the designated official(s) to sign official documents and to affix the seal of the FCA thereon for the purpose of attesting the signature of officials of the FCA.

## ARTICLE II

### **BOARD MEMBER TRAVEL AND RELATED EXPENSES**

**Section 1. Pre-confirmation Travel.** Travel expenses incurred by an FCA Board nominee that are solely for the purpose of attending his or her Senate confirmation hearings will be considered the personal expense of the nominee and will not be reimbursed by FCA. However, consistent with existing Government Accountability Office interpretations, the FCA will pay for a nominee's travel expenses to the Washington, D.C. metropolitan area (including lodging and subsistence), if payment is approved, in advance whenever practicable, by the Chairman based on a determination that the nominee's travel is related to official business that will result in a substantial benefit to the FCA. That determination will be made on a case-by-case basis and is within the sole discretion of the Chairman. The same standards and policies that apply to the reimbursement of Board Members' travel expenses will apply to the reimbursement of nominee's expenses. As part of the documentation for the approval process, the Chairman must execute a written finding that a nominee's travel would substantially benefit the FCA.

Travel that may result in substantial benefit to the FCA could include meetings, briefings, conferences, or other similar encounters between the nominee and FCA Board Members, office directors, the Chief Operating Officer, or other senior congressional and executive branch officials, for the purpose of developing substantive knowledge about the FCA, its role, its interaction with other Government entities, or the institutions that it regulates. Meetings or briefings of this nature may enable a nominee to more quickly and effectively assume leadership at the Agency after confirmation by the Senate and could thus substantially benefit the Agency.

**Section 2. Board Member Relocation.** Notwithstanding the provisions of § 5.8(d) of the Act, Board Members will be reimbursed by FCA for travel and transportation expenses incurred in connection with

relocation to their first official duty station in accordance with the provisions of the Federal Travel Regulations (FTR). Board Members will be issued a specific prior written authorization by the Chief Human Capital Officer detailing the expenses that may be reimbursed under the current FTR.

**Section 3. Representation and Reception Fund.** Section 5.15(a) of the Act allows the payment of FCA funds for official representation and reception expenses. Expenses incurred from official functions may be paid for with funds from the Representation and Reception (R&R) Fund only under this policy statement and decisions from the Department of Justice or guidance from the Comptroller General of the United States (Comptroller General).

"Official functions" include meetings and other contacts with the public to explain or further the Agency's mission and typically are activities of the FCA Board, individual Board Members, or other FCA officials acting for the Board. For example, while extending official courtesies to the public on occasions associated with the mission of the Agency, FCA staff may use the R&R Fund to cover catering services, rental of facilities, receptions, coffee, snacks, refreshments, supplies, services and tips.

Consistent with opinions of the Comptroller General, the FCA Board has determined, as a matter of policy, that it will not permit the R&R Fund to be used for events or functions in which attendance is restricted to Agency employees.

Similarly, the R&R Fund may not be used for activities relating solely to "personal entertainment" (interpreted by the Comptroller General to include attendance at a sporting event or concert, for example) or for personal favors, even if the entertainment is enjoyed with, or is a favor given to, members of the public, such as Farm Credit System representatives.

The FCA Board has determined, as a matter of policy, that the R&R Fund shall be a fund of last resort and shall not be used for expenses that can properly be classified as another type of Agency expense.

The FCA Board will decide how much to budget for the R&R Fund. The FCA Board will approve any amount available for R&R expenses for the Chairman and each Board Member, and an amount available for general R&R expenses. The amount approved for use by the Chairman and each Board Member will be maintained in their budget code. The amount approved for general R&R will be maintained in a separate budget class code by the Secretary.

**DATED THIS 8<sup>th</sup> DAY OF JULY, 2011**

**BY ORDER OF THE BOARD**

Dale L. Aultman  
Secretary to the Board

## Attachment A

### FCA COMMUNICATIONS

#### **Part 1 - Mass Communications that *do not* require review by the FCA Board prior to distribution to Farm Credit System Institutions:**

1. Issuances or revisions to:
  - The FCA Examination Manual, examination criteria, and examination procedures;
  - The FCA Uniform Call Report instructions;
  - Examination plans and general guidance provided to examiners, except those relating to Agency positions not previously approved by the Board.
2. Requests for information on:
  - Call Reports, LARS, or similar data requests;
  - Young, beginning, and small farmers and ranchers reports;
  - Other reports as required by statute or determined necessary by the Board (consistent with Board instruction).
3. Information that is being provided on:
  - Fraudulent activities;
  - Removals/suspensions/prohibitions;
  - Other related activities.
4. Documents that have been issued by other Federal agencies including regulations, official staff commentary on regulations, and forms;
5. FCA Handbook updates;
6. Annual Report of Assessments and Expenses under 12 CFR [607.11](#);
7. Office of Inspector General mailings for official purposes;
8. Vacancy Announcements;
9. PPM mailings.

#### **Part 2 – Mass Communications that contain the following matters *require* review by the FCA Board prior to distribution to Farm Credit System Institutions:**

1. Agency policy;
2. Agency legal interpretations;
3. Substantive Agency positions on examination, corporate or accounting;
4. No-action positions;

5. Any communication listed in Part 1 containing any of the matters listed in Part 2 would also require review by the FCA Board prior to distribution.

## **Attachment B**

### **DELEGATIONS**

1. The FCA Board delegates to the Chairman the authority to:
  - a. Sign letters notifying the Chairman of the Boards of Farm Credit System institutions of final approval for *any* approved corporate application, after all conditions for final approval have been met and in accordance with applicable procedures;
  - b. Execute and issue under the FCA seal the new charter or charter amendment document for such institutions; and
  - c. Sign certificates of charter after new charters and charter amendments are executed.

The Chairman may re-delegate the authority in item “a” to other FCA officers or employees as needed.

2. The FCA Board delegates to the Chairman the authority to approve (preliminary and final) corporate applications from associations requesting to merge or consolidate provided the applications are deemed noncomplex, noncontroversial, and low risk.

Applications for mergers or consolidations approved under authority of § 7.8 of the Act will be considered noncomplex, noncontroversial, and low risk if they meet all of the following criteria:

- a. The applicant association(s) has a current FIRS rating of 1, 2, or 3 (with no 3-rated association having a formal enforcement action);
  - b. The continuing or resulting association(s) has a gross loan volume of \$500 million or less;
  - c. The application(s) is consistent with the Act and regulations governing its approval, and
  - d. There are no policy or precedent-setting decisions embedded in the request.
3. The FCA Board delegates to the Chairman the authority to approve, execute, and issue under the seal of the FCA, amendments to charters requested by Farm Credit associations, limited to name changes and/or headquarters relocations. The Chairman may redelegate this authority to other FCA officers or employees. However, all official charters or charter amendments must be signed by the Chairman and the Secretary and may not be delegated to other staff.