# *Position Description*

**Purpose:**

The Counsel and Corporate Secretary maintains the Bank’s official corporate documents, serves as the focal point for communications with the Board of Directors, and provides guidance on board and corporate governance matters for the Bank - including the Board, its committees, director elections, management committees, and governance matters generally. As Counsel, this individual will also be responsible for managing both legal and compliance matters as assigned, including reviewing/analyzing/drafting contracts and transaction agreements and providing legal advice to the Bank’s internal clients, including other members of the Legal Department, managers, and senior officers.

**Specific Responsibilities:**

The following statements are intended to describe the essential and non-essential functions of the job and are not intended to be a detailed or exhaustive list of all the required work that may be inherent in the job.

* Maintains the Bank’s official corporate documents.
* Serves as the focal point for communication with the Board.
* Works with management and the Board to plan the Board agenda and oversees the production of timely, accurate, and relevant data and analyses for distribution to the Board.
* Works with management to plan the Executive Management Committee agenda and oversees the production of timely, accurate, and relevant data and analyses for distribution to the EMC.
* Attends and takes minutes during meetings of the Board and Board committees, as well as for the EMC and other management committees as assigned.
* Supports the risk management process for the Legal Department as directed.
* Manages the production of corporate governance records (when applicable) for compliance with legal requirements, including any litigation, regulatory examination, audit requirements and other due diligence activities.
* Leads the Bank’s annual director election process, ensuring compliance with Federal Housing Finance Agency regulations.
* Provides legal support to the Bank’s Ethics Officers.
* Advises management and renders opinions on legal matters affecting the Bank's operations and drafts or reviews contracts of various types as assigned.
* Other legal projects and duties as assigned.
* Responsible for managing Board administrative and paralegal support.

**Position Requirements:**

* JD Degree required and graduate or undergraduate degree, preferably in business or accounting.
* Must be admitted to practice in a state bar, preferably in Indiana.
* Knowledge of corporate governance and board operations required.
* Knowledge of SEC reporting and governance regulations, banking and secured transaction a plus.
* Contract drafting experience and/or contract management a plus.
* Minimum of four years’ law firm, in-house, government or equivalent experience.
* Management of others a plus.
* Strong verbal and written communication skills required.
* Must not have been convicted of any civil or criminal charge that would suggest a risk to Bank security.
* Ability to work full-time and in compliance with Bank’s remote work policies.
* Ability to uphold and model the bank’s guiding principles.

FHLBank Indianapolis is an equal opportunity employer.