

STI-BGNC-CH-01 Board Governance and Nominating Committee Charter

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1. Purpose

The purpose of this charter is to define the membership, roles and responsibilities, authority and meeting administration of the Governance and Nominating Committee (“Committee”) of the Board of Directors of SunTrust Banks, Inc. (“Board”).

The Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to oversee the governance and corporate responsibility efforts of the Corporation including recommending to the Board Corporate Governance Guidelines for the Corporation; (3) to oversee the Board in its annual review of performance of the Board and its committees; and (4) to recommend to the Board director nominees for each committee.

The Committee’s objectives shall include serving as an independent and objective party to identify and nominate qualified candidates for director and board committee placement; nominating members for each of the Board’s committees; taking a leadership role in shaping the Corporation’s corporate governance; and overseeing the evaluation of the Board.

2. Membership

The Committee will consist of at least three members of the Board. The members of the Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Board will appoint one member of the Committee to be the Chair of the Committee.

The Board may appoint a Vice Chair of the Committee to preside over Committee meetings in the event the Chair is not available and to carry out other tasks specifically delegated by the Chair.

At the Committee Chair’s discretion, members of management and other subject matter experts may attend Committee meetings to facilitate execution of the Committee’s responsibilities.

3. Committee Responsibilities

The Committee is authorized to carry out the responsibilities that follow:

1. Review the composition of the Board, taking into account the Bylaws and the Corporate Governance Guidelines;
2. Review and make recommendations to the Board annually with respect to the compensation of all directors;
3. Actively seek, identify, and recommend to the Board individuals qualified to become board members, and in doing so the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms, whose fees shall be paid by the Corporation;

4. Recommend to the Board nominees for each of the Board's committees and the Chairpersons of such committees;
5. Make recommendations to the Board regarding tenure and classifications of directors;
6. Receive comments from all directors and report annually to the Board with an assessment of the Board's and each committee's performance, to be discussed with the full Board following the end of each fiscal year; consider, discuss, and recommend ways to improve the Board's effectiveness;
7. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval; consider other corporate governance and related issues;
8. Make regular reports to the Board;
9. Review and reassess the adequacy of this Charter and other Board committee charters annually and recommend any proposed changes to the Board for approval;
10. Annually review its own performance;
11. Oversee the evaluation of the Board and the Board's committees;
12. Make recommendations to the Board concerning the acceptance or rejection of resignations pursuant to the Company's Policy on Majority Voting;
13. Review and approve "related party transactions" in accordance with the guidelines set forth in the Company's Policy with Respect to Related Party Transactions if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party; and
14. Receive reports from the Head of Corporate Responsibility and others on Corporate Responsibility efforts at SunTrust;
15. Have the authority, in its discretion, to form and delegate authority to subcommittees and to appropriate officers;
16. Perform such other functions as the Board may request.

The duties and responsibilities of Committee members contained herein shall be in addition to those duties otherwise required for members of the Board. In performing its responsibilities, the Committee shall be permitted to obtain advice and assistance from internal or external legal, accounting or other advisors. The Corporation will pay the fees and expenses of such advisors.

4. Authority

The Committee operates under the authority of the Board and reports to the same and is granted the authority to perform the responsibilities enumerated in this Charter.

5. Meeting Administration

5.1 Schedule

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee.

5.2 Pre-Meeting Distribution

Not applicable

5.3 Meeting Presentations

Not applicable

5.4 Voting Requirements/Quorum

A majority of the members of the Committee constitutes a quorum for the transaction of business, and when a quorum exists, the act of a majority of those present shall be the act of the Committee.

5.5 Interactions

The Governance and Nominating Committee does not formally interact with any other committees or sub-committees.