

## STI-BEC-CH-01 Board Executive Committee Charter

<b>Committee Name</b> Board Executive Committee	<b>Version</b> 8	<b>Effective Date</b> 04/15/1985
<b>Issued By</b> Legal Department	<b>Type</b> Charter	<b>Last Review</b> 06/11/2019
<b>Approvals</b> Board Executive Committee / Board of Directors		<b>Next Review</b> 06/30/2020

***Printed copies are for reference only. Please refer to the electronic copy for the latest version.***

1. Purpose.....	2
2. Membership .....	2
3. Committee Responsibilities .....	2
4. Authority.....	2
5. Meeting Administration.....	2
5.1 Schedule .....	2
5.2 Pre-Meeting Distribution.....	2
5.3 Meeting Presentations .....	2
5.4 Voting Requirements/Quorum .....	3
5.5 Interactions.....	3

## **1. Purpose**

The purpose of this charter is to define the membership, roles and responsibilities, authority, and meeting administration of the Executive Committee of the Board of Directors of SunTrust Banks, Inc.

## **2. Membership**

The Board Executive Committee (“Committee”) shall consist of at least four members of the Board of Directors (“Board”) of SunTrust Banks, Inc., including the Chair. The Board shall elect one of its members to be the Chair of the Committee. The Chairman of the Board shall be an *ex officio* member 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 the execution of the Committee’s responsibilities.

## **3. Committee Responsibilities**

Except as provided in the Articles of Incorporation or the Bylaws, the Executive Committee may exercise the authority of the Board of Directors under O.C.G.A. §14-2-801, except for the matters described in O.C.G.A. §14-2-825(d).

## **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 Chair 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 Executive Committee does not formally interact with any other committees or sub-committees.