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Purpose of Committee

The Community Development Committee (the "Committee") of the Board of Directors ("Board") is appointed to promote Huntington's mission of local involvement and leadership in the communities where Huntington is located and where its employees work. The Committee will consider matters relating to community development and involvement, philanthropy, government affairs, fair and responsible lending and inclusion.

Membership


The Committee will consist of two or more Directors appointed by the Nominating and Corporate Governance Committee. The Committee Chairman will be appointed annually by the Nominating and Corporate Governance Committee and serve at the pleasure of the Board.

Meetings, Structure and Operations

- In general, the Committee shall meet quarterly. A majority of the Committee members present for a meeting shall constitute a quorum for the transaction of business. The action of the Committee at a meeting in which a quorum is present shall be the act of the Committee.
- As necessary, members of the Committee may appoint other Board members as designees that will assume their responsibilities at any particular meeting. Designees will be granted the same membership authority as the member they represent and any action taken should be considered the act of the member.
- The Committee shall have the authority to establish subcommittees and working groups to help fulfill its objectives. The Committee shall review and approve charters for any subcommittees that it has established on an annual basis, and has oversight responsibility of those subcommittees, including membership and chair designations.
- The Committee shall review and recommend to the Board for approval, this charter on an annual basis.
- The Committee shall perform an evaluation of its performance at least annually to determine if it is functioning effectively, and shall provide results to the Board.
- The Committee shall designate a secretary to record the minutes of the meeting.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

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- to provide primary oversight of the Corporation's commitments to the Community Reinvestment Act ("CRA"), including review of CRA plan, internal and external examination reports and related internal reports provided by management;
- to provide primary oversight of the Corporation's commitment to diversity and inclusion, including review of the Corporation's employee-related programs such as the affinity networks and other broad-based employee development programs that could affect the Corporation's reputation for social responsibility;
- to review of the Corporation's relationships with external constituencies concerning community activities, including investors, regulators, elected officials, non-profits and community leaders;
- to review the Corporation's compliance with fair lending and Unfair, Deceptive, or Abusive Acts and Practices (UDAAP) obligations, including monitoring procedures and programs; and
- to review shareholder proposals involving issues within the purview of the Committee's duties and responsibilities as described herein.

Delegation

The Committee may, at its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or working group of the Committee.


Committee Reporting

The Committee shall report material information generated pursuant to its activities to the Board and, where appropriate, its recommendations for action by the Board. Certain actions by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

General

The Committee will have the appropriate resources and authority to discharge its responsibilities, including the authority to retain and terminate the engagement of such consultants and counsel to advise it as the Committee may deem necessary or helpful in carrying out its responsibilities and to establish the fees and other terms for the retention of such consultants and counsel, such fees to be borne by the Corporation.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

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- One or more Huntington officers or associates whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.