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Purpose of the Committee


The purpose of the Technology Committee (the "Committee") is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to technology and innovation strategies and plans developed by management. Additionally, the Committee will provide oversight related to the overall risk management process associated with third-party relationships.

Membership

The Committee shall consist of three or more members of the Board, each of whom the Nominating and Corporate Governance Committee has appointed annually. The Nominating and Corporate Governance Committee shall also designate one member of the Committee as its chairperson.

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 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 have the resources appropriate to discharge its duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, counsel or other experts or consultants, as it deems appropriate. The Company will be responsible for the expenses of any advisors retained by the Committee.
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Duties and Responsibilities

The Committee will have the responsibility to:

- Evaluate the Company's capability to properly perform all technology functions necessary for its business plan, including projected growth, technology capacity, planning, operational execution, product development and management capacity;
 - Provide oversight of the technology segment's ability to drive efficiency goals, weighed against best in class competition and the Company's defined future objectives;
 - Provide oversight of technology operations to meet defined standards for risk, security, redundancy measured against regulatory, best in class and Company-defined targets; and ensure that exposure to security and redundancy risks are defined and transparent;
 - Ensure an effective process is in place to manage risks related to third-party relationships in a manner consistent with the bank's strategic goals, organizational objectives, and risk appetite;
 - Approve the bank's risk-based policies that govern the third-party risk management process and identify critical activities;
 - Review and approve management plans for using third parties that involve critical activities;
 - Review summary of due diligence results and management's recommendations to use third parties that involve critical activities;
 - Approve contracts with third parties that involve critical activities;
 - Review the results of management's ongoing monitoring of third-party relationships involving critical activities;
 - Ensure management takes appropriate actions to remedy significant deterioration in performance or address changing risks or material issues identified through ongoing monitoring;
 - Review results of periodic independent reviews of the bank's third-party risk management process;
 - Monitor the effectiveness of technology segment support of the segment and department needs;
 - Provide oversight related to how technology costs are tracked and allocated and that segments appropriately plan and develop services with transparent technology costs and delivery dates;
 - Review significant innovation and technology acquisition processes, along with the technology segment's ability to push innovation, assuring sound management and plans (both as originator and in support of segment-led initiatives);
 - Monitor and evaluate innovation and technology trends that may affect the Corporation's strategic plans, including monitoring of overall industry trends;
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- Review the Corporation's business continuity and disaster recovery planning and preparedness including process, policies and procedures that are related to preparing for recovery or continuation of technology infrastructure which are vital to the Corporation;
- Review the Corporation's continuous improvement efforts to improve efficiency and reduce costs;
- Provide oversight to the Payment and Channels digital program;
- Monitor all offshoring efforts considering risk management implications to such processes;
- Monitor the Corporation's intellectual property acquisition and licensing efforts;
- Receive reports from management on measurement and tracking of the Corporation's technology operations including, among other things, software development project performance, technical operations performance, technology architecture and significant technology investments and policies;
- Compare technology costs and capabilities of our peers;
- Perform any other activities consistent with this charter, the Corporation's Bylaws and governing law as the Board of Directors shall specifically delegate to the Committee.

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 actions. Certain actions by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

General

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

- One or more officers or employees of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
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- 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.