

CRM-BRC-CH-01 - Risk Committee of the Board of Directors 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 Risk Committee of the Board of Directors (the “Committee,” or “BRC”).

The Risk Committee of the Board of Directors reports to and assists the Board of Directors in overseeing and reviewing information regarding the Company’s enterprise risk management framework, enterprise capital adequacy framework and material regulatory matters; oversight and review may include, among other things, significant policies and practices employed to manage credit risk, liquidity risk, market risk, operational risk, compliance risk, legal risk, strategic and reputational risk. The BRC also oversees management of the Company’s fiduciary activities and select capital activities.

2. Membership

The Committee will consist of at least three members of the Board of Directors, one of which will serve as the Committee Chairman. All members will be independent directors. The Board will appoint Committee members and the Committee chairperson based on the recommendation of the Company’s Governance and Nominating Committee. The Board of Directors may replace committee members at any time.

Voting Members	
Title	Name
At least three independent members of the Board of Directors	
Non-voting Members	
N/A	

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

3. Committee Responsibilities

The Board of Directors has delegated to the Committee the responsibility and authority to receive information pertaining to, and act on its behalf regarding, oversight, review, challenge and, where appropriate, approval and/or recommend approval of:

- The charters of the Corporate Asset/Liability Management Committee (“ALCO”), the Corporate Risk Committee (“CRC”), the Corporate Portfolio Management Committee (“PMC”), Capital Committee (“CC”) and other enterprise governance committees, if any, on at least an annual basis.
- Significant enterprise risk management policies, frameworks, tolerances, limits and/or standards that reflect the Company’s risk management philosophies, principles and appetite, or for which for which Board oversight is mandated by law or regulation. The Committee maintains the right to authorize management to develop and implement additional policies relating to risk management and/or capital management.

- Overall Enterprise Risk Management program frameworks, policies, activities and assessments.
- Capital management activities.
- Credit Risk management activities.
- Operational Risk management activities.
- Market Risk management activities.
- Liquidity Risk management activities.
- Compliance Risk management activities.
- Regulatory risk management/relations activities.
- Legal risk management activities.
- Fiduciary activities.
- Risk Assurance activities (i.e., Risk Review; SunTrust Audit Services is under the purview of the Audit Committee of the Board of Directors)
- Enterprise Risk Appetite, Tolerances and Limits.
- Critical enterprise and risk management project/program activities.
- Enterprise governance committee activities (Corporate Risk Committee, Asset-Liability Committee, Portfolio Management Committee and Capital Committee)
- Enterprise risk, capital, liquidity and other related plans, programs, activities and/or related regulatory submissions including, but not limited to, capital/liquidity adequacy/stress testing and resolution planning.
- Material regulatory letters, matters, actions or orders and related responses and submissions, as appropriate.
- Information regarding and activities pertaining to key risks, capital structure and capital adequacy in light of published statutory or regulatory requirements, current or planned business activities and established policy limits.
- Other activities related to this Charter, or as requested by the Board of Directors.

The Committee shall also:

- Receive periodic reports from the Chief Risk Officer, Chief Wholesale Credit Officer, Chief Retail Credit Officer, Corporate Operational Risk Officer, Corporate Market Risk Officer, Corporate Compliance Officer, Corporate Regulatory Relations Officer, Corporate Risk Review Officer, Corporate Model Risk Management Officer, Chief Financial Officer, Treasurer and other senior managers, as appropriate.
- Undertaken appropriate inquiry, engage in effective challenge and/or intervene in matters of risk management and issue remediation, when appropriate
- Review and assess the adequacy of the Committee charter annually, request Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- Annually review the Committee's own performance.

4. Authority

The Risk Committee of the Board of Directors operates under the authority of Board of Directors and reports to the same.

5. Meeting Administration

5.1 Schedule

The Committee will meet as often as it determines is appropriate, but not less frequently than quarterly. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

As necessary or desirable, the Chairman of the Committee may request that certain members of management be present at BRC meetings.

5.2 Pre-Meeting Distribution

BRC agendas and meeting materials will generally be provided to committee members at least three days before scheduled meetings. In exceptional cases, materials may be provided to committee members within three days of a scheduled meeting to accommodate delivery of critical or updated information.

5.3 Meeting Presentations

The BRC Chairman, in consultation with the Chief Risk Officer and the BRC Secretary, establishes meeting agendas and content.

The BRC Secretary coordinates the compilation of meeting materials and schedules presenters. Presenters are encouraged to provide summaries of the topic(s) being presented, along with the actions, if any, required of the BRC members; additional detail is routinely supplied to BRC members in appendices.

The BRC Secretary will document the proceedings of each meeting in Committee minutes, including actions taken, decisions made and/or follow-up actions required, as appropriate.

5.4 Voting Quorum

A quorum will consist of three BRC members.

5.5 Interactions

The Chairman of the Risk Committee of the Board of Directors shall periodically update the Board of Directors regarding matters of interest and the Committee's activities, observations, actions and/or approvals, as appropriate.

With regard to the risk assessment and risk management responsibilities of the Audit Committee, the Board of Directors acknowledges that information reviewed by the Risk Committee and the Audit Committee may each be of interest to the other and should be provided to the other, as appropriate.