

Glacier Bancorp, Inc. and Glacier Bank
COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS
Approved January 30, 2019
CHARTER

I. PURPOSE

The primary function of the Compliance Committees is to assist the Board of Directors (the “Board”) of Glacier Bancorp, Inc. and Glacier Bank (the “Corporation”) in fulfilling its oversight responsibilities by monitoring compliance with consumer-related federal and state laws and the associated regulations applicable to the Corporation. The Compliance Committee will fulfill its responsibilities by demonstrating clear expectations about Compliance Management System (CMS) of Board and Management Oversight, Compliance Audit and the Compliance Program. The sub-categories to the Compliance Program include 1) policies and procedures, 2) training, 3) monitoring and 4) consumer complaint response.

The breadth of the Committee encompasses the entire Corporation, including the parent company, bank, bank divisions, and subsidiaries. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Compliance Committee shall be comprised of three or more independent directors as determined by the Board. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Except as otherwise directed by the Board, a Director selected as a Committee member shall continue to be a member for as long as he or she remains a Director or until his or her earlier resignation from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chair or any member of the Committee may call a Committee meeting. The Chair shall preside over all Committee meetings and, in the absence of the Chair; the Committee members present may appoint a Chair from the members in attendance. The Committee may meet in joint session with the Audit and Risk Oversight Committees from time to time to discuss areas of common interest.

The Committee may request any officer, employee, attorney, auditor, consultant, regulator, or advisor to attend a meeting or to meet with any member of the Committee. As part of its job to foster open communication, the Committee will provide agenda time during which the Committee can meet separately in executive session with any such individual to discuss matters the Committee or these individuals believe should be discussed privately.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the responsibilities and duties set forth below, as well as other matters specifically delegated to the Compliance Committee by the Board:

1. Review and update this Charter and Bank Division Audit and Compliance Committee Charter periodically, at least annually, as conditions dictate.
2. Review and discuss with management the Corporation's regulatory environment, legal requirements with which the Corporation must comply, and material risk areas – and reporting to the Board with respect thereto.
3. Review and update any allocation requests for necessary resources via staff, systems, or authority for the GBCI Corporate Compliance Director to complete all compliance functions and update the Compliance Management System as needed. Coordinate with the CEO in assessing and evaluating the capabilities and performance of the Corporate Compliance Director.
4. Oversee the development and execution of a plan to monitor and remediate all compliance or fair lending deficiencies identified by the Corporation (including those identified in any examinations, third party audits, or orders relating thereto) and ensuring ongoing compliance with applicable legal and regulatory requirements.
5. Ensure the proper implementation of the Community Reinvestment Act program for the Bank so as to maintain at least a Satisfactory rating.
6. Review the regular internal and external reports to management prepared by the compliance department or third party (including, without limitation, reports regarding compliance monitoring, quality control, consumer complaints, audit of compliance management system) and management's response.
7. With the support of management, review and approve the Corporation's proposed response to regulatory agency examination reports (prior to submission of any such response on examinations) and ensure that all information requests made by regulatory agencies are accurately and timely addressed.
8. Review Compliance training report for corporation annually.
9. Review any significant disagreement among management and the compliance consultants or the compliance department in connection with the preparation of the compliance monitoring reports.
10. With the support of management, act as the Board's subject-matter expert with respect to compliance and assessing with management the adequacy of the Corporation's compliance program and reporting to the Board with respect thereto.
11. With the support of management, identify issues and areas of concern and ensure that appropriate action has been implemented.
12. Review, with the organization's counsel, any legal matter that could have a significant impact on the organization.

13. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law Committee or the Board deems necessary or appropriate.

In carrying out these responsibilities and duties, the Committee shall foster an environment that encourages the Compliance Director or any other Bank officer or employee to raise any compliance issues or concerns freely and without concern for retribution.