

Financial Institutions, Inc.
Board of Directors
Technology & Data Committee Charter
Approved by Board of Directors: October 23, 2019

AUTHORITY and PURPOSE

The Board of Directors (“Board”) of Financial Institutions, Inc. (“FII”) has established the Technology & Data Committee to assist the Board fulfill its oversight role relative to technology and enterprise data management , including but not limited to overseeing major investment, strategy, operational performance and trends that might affect FII’s operations.

COMPOSITION

The Committee shall consist of no fewer than three directors, all of whom shall be non-employee directors of the organization. The membership of the Committee shall also satisfy any additional regulatory or legal requirements regarding experience, expertise, or other qualifications that are or may become applicable to the Committee. The Board will appoint Committee members and the Committee Chair on the recommendation of the Board’s Nominating and Governance Committee. The Board may appoint from among its members a Committee Vice Chair that shall have the authority and perform the duties for the Committee Chair in his or her absence or incapacity.

MEETINGS

The Committee will meet at prudent intervals and at times that the Committee deems necessary and appropriate to discharge the Committee’s duties. The Chair or at least two other members of the Committee have the authority to call Committee meetings.

All Committee members are expected to attend each meeting, in person or via telephone. However, a majority of the members of the Committee present at a meeting shall constitute a quorum. As necessary or desirable, the Chair of the Committee may require that certain members of management be present at Committee meetings. The Chief Customer Experience and Go To Market Officer or his/her designee shall generally attend all Committee meetings.

Meeting agendas will be set under the direction of the Chair and provided to members, along with appropriate briefing materials. The Committee shall record minutes of each meeting. The Chair shall promptly report material Committee actions, recommendations, and findings to the Board.

The Chief Customer Experience and Go To Market Officer will report any significant technological and enterprise data matters that arise between Committee meetings to the Chair.

DUTIES and RESPONSIBILITIES

The Committee has the authority to conduct or authorize reviews into any matters within its scope of responsibility. The Committee will carry out the following responsibilities:

- Annually review this Charter and recommend to the Board for its approval any proposed changes to it.
- Review and oversee significant technology and enterprise data related strategies, investments and expenditures.
- Monitor and evaluate existing and future trends in technology and the financial service industry's use of technology, assess and make recommendations to the Board regarding opportunities to leverage technology to drive organizational strategy and performance.
- Monitor and evaluate existing and future trends with enterprise data management and the financial industry's use of data to maximize the customer experience value.
- Receive reports from management on technology and enterprise data related activities, strategies, and metrics, including technology and enterprise data project performance, technological operations performance, and technology architecture, and associated technological policies, programs, operations, practices, and personnel.
- Review and recommend to the Board any other appropriate technology and enterprise data related actions.
- Perform any other activities consistent with this Charter, the FII Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

ASSISTANCE FROM MANAGEMENT, SUB-COMMITTEES AND THIRD-PARTY ADVISERS

The Committee will have direct access to, and complete and open communication with the FII's management and access to any records relevant to the Committee's duties.

The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties, and responsibilities.

In addressing Committee business, the Committee may seek advice and assistance from and may delegate limited authority to FII employees and third parties, including advisers and consultants.

EVALUATION

The Committee shall annually review its own performance and the Chair shall report on Committee performance to the Board.