

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

I. PURPOSE

The Board of Directors (the “Board”) of Glacier Bancorp, Inc. and Glacier Bank (the “Corporation”) understands that effective risk management is a key driver to the long-term safety and soundness of the Corporation. If the board is to fully understand the company’s corporate strategy, it also needs to determine the risks inherent in that strategy. The purpose of the Risk Oversight Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities with regards to the Corporation's risk management program as follows:

- Oversee the enterprise risk management practices of the Corporation in relation to the identification, measurement, monitoring, and controlling of the Corporation's principle business risks. Principle business risk categories include but are not limited to: strategic risk, credit risk, market sensitivity/ interest rate risk, liquidity risk, operational risk (including Cyber Risk), regulatory / legal / compliance risk, and reputation risk.
- Provide an open and ongoing communication forum between management, third parties, and the Board to discuss risks and risk management.

The breadth of the Committee extends over the entire enterprise, 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 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 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.

The board-level risk committee should be responsible for the oversight of the Corporation's enterprise-wide risk management practices, include independent directors, and include at least one risk-management expert with experience in identifying, assessing, and managing risk exposures of large complex firms.

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 Committee, Compliance Committee, or other board-level committee 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. The Committee should meet at least annually with the SVP/Enterprise-wide Risk Manager in a separate executive session.

IV. RESPONSIBILITIES AND DUTIES

In addition to any specific duties that may be prescribed by regulation, the Committee shall have the responsibilities and duties set forth below as well as other matters specifically delegated to the Committee by the Board.

1. Ensure that the Bank has a robust risk governance system in place. Monitor, along with the full Board and other board committees, the Corporation's risks and coordinate risk management efforts for the Corporation. While first-line ownership of various broad risk categories may reside with a separate committee or the full Board, the Committee's interest extends over all organizational risk types.
2. Evaluate risk identification, measurement, monitoring, and control techniques employed by management and ensure current methodologies remain commensurate with the Corporation's size and complexity.
3. Engage management in an ongoing risk appetite dialogue as conditions and circumstances change and new opportunities arise. Review the Corporation's risk appetite statement on a quarterly basis and approve any material amendments to the risk appetite statement.
4. Review the Bank's actual risk profile and risk trending against its risk appetite based on management reports. Such ongoing reviews will include analysis of principle business risk categories of strategic risk, credit risk, market sensitivity/ interest rate risk, liquidity risk, operational risk (including cyber risk), regulatory / legal / compliance risk and reputational risk. The Committee will perform on-going risk management training to remain educated with current risk management concepts. The committee will also review stress-testing and scenario analysis, material model validation testing, and material third-party provider due diligence.
5. Examine external data such as banking trends and economic indicators to gauge the Corporation's exposure/impact and recommend timely mitigation strategies as necessary.
6. Promote the linkage between risk management and the strategic planning process.

7. Oversee management's processes regarding the proposal of new strategic endeavors, projects and services to ensure such endeavors are within the Board's risk appetite and risks are proactively mitigated.
8. Understand the bank's information security, including cybersecurity, program and ensure the development of the program as the bank grows and the cyber and information risks change. The bank's Information Security Officer will present to the Committee on a regular basis.
9. Investigate or authorize full investigation into any and all areas within its jurisdiction. Retain special legal, accounting, or other consultants to advise the Committee. The Committee will determine, in its capacity as a committee of the Board, the appropriate funding necessary to compensate any advisors to the Committee, and will work with the Board as a whole to ensure that such funds are provided pursuant to the Corporation's responsibility to do so.
10. Ensure the SVP/Enterprise-wide Risk Manager has sufficient stature, authority, and seniority within the organization and is independent from individual business units within the organization. The Chair will assess and evaluate, with input from the CEO, the capabilities and performance of the SVP/Enterprise-wide Risk Manager as well as have input into his or her succession planning.

In carrying out these responsibilities and duties, the Committee shall foster an environment which encourages the SVP/Enterprise Risk Manager or any other Corporation officer or employee to raise any risk issues or concerns freely and without concern for retribution.