

Glacier Bancorp, Inc. and Glacier Bank
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
Approved January 30, 2020
CHARTER

I. Composition & Frequency of Meetings

The Nominating/Corporate Governance Committee (the “Committee”) of Glacier Bancorp, Inc. and Glacier Bank (the “Company”) shall be comprised of all independent directors of the Board of Directors (the “Board”), each of whom has been determined by the Board to be independent in accordance with Nasdaq rules. The chairman of the Committee (the “Chairman”) shall be elected by the full Board. The Committee shall meet as often as necessary to meet its obligations, but not less than twice annually.

II. Nominations

The Committee is responsible for monitoring Board composition, director performance and the overall effectiveness of the Board. Its duties include establishing criteria for Board membership, determining methodologies for finding the best possible candidates, and recommending new director nominees for approval by the full Board and election by the shareholders. In addition, the Committee will recommend various directors for membership in and/or chairmanship of other committees of the Board.

III. Governance

The Committee is responsible for monitoring the Company’s business practices and for advocating the highest integrity in all aspects of corporate behavior. The Committee’s corporate governance duties include:

- Overseeing and reviewing at least annually this charter; the Company’s (i) Code of Ethics and Conduct, which is applicable to all officers, employees and directors; (ii) Insider Trading Policy; (iii) Corporate Governance Expectations; and (iv) other related policies;
- Monitoring the Company’s executive sessions; the separation of authority between CEO and chairman of the Board; matters of confidentiality; relationships with bank regulators and corporate citizenship in the communities we serve;
- Assisting in the development of appropriate management succession plans and periodic Board evaluation criteria and procedures; and
- Overseeing director continuing education to assure periodic and relevant training for all Board and Committee members.

IV. Environmental and Social

The Committee will oversee the Company’s efforts in setting and maintaining high standards for corporate social responsibility and reviewing Company performance in environmental, social, and governance (“ESG”) matters to ensure that the interests of employees, clients, shareholders, communities, and regulators are met. The Committee’s environmental and social duties include:

- Monitoring and assessing developments, trends, and issues related to ESG;
- Monitoring risks and overseeing Company solutions related to ESG;
- Overseeing the Company's reporting and disclosures related to ESG;
- Overseeing and reviewing at least annually policies and programs related to ESG;
- Evaluating the Company's overall ESG performance and identifying areas for improvement;
- Other ESG topics as identified.

V. Related-Party Transactions

The Committee is responsible for reviewing and approving all related-party transactions within the scope of Item 404 of SEC Regulation S-K.

VI. Authorizations and Reporting

This charter specifically authorizes the Committee to employ, at the Company's expense, independent consultants, advisors, and attorneys appropriate to its responsibilities. Following each meeting, the Committee will report to the Board. Such report may take the form of an oral report by the Chairman or any other member of the Committee designated to make such report.