

**BERKSHIRE HILLS BANCORP, INC.**

**BERKSHIRE BANK**

**CORPORATE GOVERNANCE/NOMINATING COMMITTEE**

**CHARTER**

**Purpose**

The purpose of the joint Corporate Governance/Nominating Committee (the “Committee”) of the Boards of Directors (collectively, the “Board”) of Berkshire Bank and Berkshire Hills Bancorp, Inc., (collectively, the “Company”) is to assist the Board in:

- a) identifying qualified individuals to become board members,
- b) monitoring a process to assess board effectiveness, and,
- c) developing and implementing the Company’s corporate governance guidelines.

The Committee shall also act on behalf of the Board between duly called meetings of the Board.

**Organization and Meetings**

The Committee shall consist of no fewer than four (4) directors, including a Chairperson. All members of the Committee shall satisfy the independence requirements of the (a) New York Stock Exchange (the “NYSE”) and (b) Securities and Exchange Act of 1934 (the “SEA”), as amended by the Sarbanes-Oxley Act of 2002 (the “SOA”), and the rules and regulations promulgated thereunder. The members and Chairperson of the Committee shall be appointed and replaced by the Board. The Board may, at any time, change the membership of the Committee and fill vacancies.

The Committee shall meet at such times as the Board shall determine in advance and at such other times as the Chairperson or majority of the Committee members shall determine. However, there shall be no less than four (4) quarterly meetings per year. The Chairperson or designee shall preside at all meetings of the Committee. In the absence of the Chairperson, the Chairperson or a majority of the Committee members shall designate another member of the Committee to serve as acting chairperson for the duly convened meeting. The Committee shall maintain minutes and records of its meetings. The Secretary of the Company shall be the Secretary of the Committee.

A majority of the members of the Committee present in person or by telephone, by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. The Committee shall take action upon the affirmative vote of a majority of the Committee members present. However, the Committee may act by unanimous written or email consent in lieu of a meeting.

The Chief Executive Officer shall meet with the Committee as appropriate. Other representatives of management can assist the Committee and be called upon as needed, including the following:

- SEVP, Chief Human Resources Officer
- SEVP, Chief Risk Officer
- SEVP, General Counsel & Corporate Secretary

## **Duties and Responsibilities**

The duties, responsibilities, and authorities of the Committee shall include the following:

### ***Nominating Function***

1. Lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for approval at the Annual Meeting of the stockholders, and when appropriate for appointment to the Board between Annual Meetings of the stockholders. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareowners.
2. Retain and terminate any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
3. Review the Board's committee structure, and recommend to the Board for its approval, directors to serve as members of each committee and the chairmanship of each committee. The Committee shall review and recommend committee slates annually and shall recommend any additional committee members to fill vacancies as needed.

### ***Corporate Governance Function***

4. Perform annual assessments to determine that the majority of the Board, the Risk Management and Capital Committee of the Board, and the Compliance and Regulatory Committee of the Board are "independent" pursuant to the requirements of the NYSE, SEA as amended by the SOA, and the rules and regulations promulgated thereunder.
5. Perform an annual assessment to determine that all members of the Compensation Committee of the Board are "independent" pursuant to the requirements of the NYSE, SEA as amended by the SOA, and the rules and regulations promulgated thereunder.
6. Perform an annual assessment to determine that all members of the Audit Committee of the Board are "independent" pursuant to the requirements of the NYSE, SEA as amended by the SOA, and Section 36 of the Federal Deposit Insurance Act, and the rules and regulations promulgated thereunder.
7. Develop and recommend to the Board for its approval a set of corporate governance guidelines at least annually, and recommend changes as necessary.
8. Evaluate, modify, and administer the Company's Insider Trading Policy.
9. Develop and recommend to the Board for its approval a code of ethics and a code of conduct for officers and other employees of the Company and members of the Board.
10. Review on an annual basis director compensation and benefits and make recommendations to the Board.

11. Monitor the effectiveness of all Board committees, and receive and review a report at least annually on the activities of each committee.
12. Develop and recommend an annual self-evaluation process of the Board and its committees and oversee the annual self-evaluations.

### ***General Function***

13. Review its own performance annually and report this evaluation to the Board.
14. Committee members are required to complete the Directors & Officers Questionnaire annually, which serves as the basis for the Board's determination of member independence.
15. Review and approve such corporate and bank policies as may be delegated by the Board from time to time. The results of such reviews shall be presented at the next Board meeting.
16. Meet as necessary with the Chief Executive Officer and other senior officers to discuss strategic initiatives and other matters of importance to the Company, and with the senior officers responsible for compliance and regulatory matters.
17. Serve as the executive committee and exercise all the powers and authority of the Board between duly called meetings of the Board in the management of the business and affairs of the Company, and authorize the seal of the Company to be affixed to all papers which may require it, but the Committee shall not have the power or authority to (a) authorize dividends or other distributions to stockholders; (b) approve or propose to the stockholders, any action or matter expressly required to be submitted to stockholders for approval; (c) change the number of members of the Board, remove directors from office, or fill vacancies on the Board; (d) take any action specifically required by law or regulation to be taken by the entire Board, or (e) adopt, amend, or repeal the articles of organization or bylaws of the Company.
18. Report its actions and recommendations to the Board after each Committee meeting.
19. At the sole discretion of the Committee, conduct investigations, assessments, or reviews into matters within its scope of responsibility and engage internal or external counsels, advisors, or consultants as deemed necessary to assist in discharging its duties. In connection therewith, appropriate funding shall be provided as solely determined by the Committee.

### **Review and Approval**

The Committee shall review and reassess the adequacy of this Charter as needed, but at least every two years from approval, and recommend proposed changes to the Board. Approval of the Board is required for any changes to this Charter to take effect.

**Committee Reviewed: February 21, 2019**  
**Board Approved: February 21, 2019**  
**Next Review Date: February 21, 2021**  
**Supersedes Charter Dated: June 21, 2018**  
**Committee Formed: December 19, 2002**