

SUNTRUST BANKS INC  
Form DEF 14A  
March 16, 2015  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant     Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**SUNTRUST BANKS, INC.**

(Name of Registrant as Specified In Its Charter) (Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**Table of Contents**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**DATE:** Tuesday, April 28, 2015

**TIME:** 9.30 A.M. Local Time

**PLACE:** Suite 105 on the 1st floor of SunTrust Plaza Garden Offices, 303 Peachtree Center Avenue, Atlanta, Georgia

**To the Shareholders of SunTrust Banks, Inc.**

The Annual Meeting of Shareholders of SunTrust Banks, Inc. will be held in Suite 105 on the 1st floor of SunTrust Plaza Garden Offices, 303 Peachtree Center Avenue, Atlanta, Georgia, 30303 on Tuesday, April 28, 2015, at 9:30 a.m. local time, for the following purposes:

1. To elect 12 directors nominated by the Board of Directors to serve until the next annual meeting of shareholders and until their respective successors have been elected,
  2. To approve, on an advisory basis, the Company's executive compensation,
  3. To ratify the appointment of Ernst & Young LLP as our independent auditor for 2015, and
  4. To consider a shareholder proposal, if properly presented at the Annual Meeting.
- Only shareholders of record at the close of business on February 19, 2015 will be entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

Voting can be completed in one of four ways:

online at [www.investorvote.com/STI](http://www.investorvote.com/STI)  
calling toll-free from the United States,

U.S. territories and Canada at **1-800-652-VOTE**  
**(8683)**

returning the proxy card **BY MAIL**

or attending the meeting to vote **IN PERSON**

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 28, 2015. The 2014 Proxy Statement and the Annual Report to Shareholders for the year ended December 31, 2014 are also available at [www.proxydocs.com/sti](http://www.proxydocs.com/sti).**

For your convenience, we will offer an audio webcast of the meeting. If you choose to listen to the webcast, go to [investors.suntrust.com](http://investors.suntrust.com) relations shortly before the meeting time and follow the instructions provided. If you miss the meeting, you may listen to a replay of the webcast on our website beginning the afternoon of April 28. Please note that you will not be able to vote your shares via the webcast. If you plan to listen to the webcast, please submit your vote using one of the methods described below prior to the meeting.

*BY ORDER OF THE BOARD OF DIRECTORS*

Raymond D. Fortin,

Corporate Secretary

March 16, 2015

**IMPORTANT NOTICE: Whether or not you plan to attend the Annual Meeting, please vote your shares: (1) via a toll-free telephone call, (2) via the Internet, or (3) if you received a paper copy of this proxy statement, by completing, signing, dating and returning the enclosed proxy as soon as possible in the postage paid envelope provided. If you hold shares of common stock through a broker or other nominee, your broker or other nominee will vote your shares for you if you provide instructions on how to vote your shares. In the absence of instructions, your broker can only vote your shares on certain limited matters, but will not be able to vote your shares on other matters (including the election of directors). It is important that you provide voting instructions because brokers and other nominees do not generally have authority to vote your shares for the election of directors without instructions from you.**

**Table of Contents**

**Table of Contents**

<b><u>PROXY SUMMARY</u></b>	<b>1</b>
<u>Proxy Statement and Solicitation</u>	3
<u>Webcast of Annual Meeting</u>	3
<u>Voting Your Shares</u>	3
<u>Quorum and Voting</u>	3
<u>Record Date and Shares Outstanding</u>	3
<u>Communications with Directors</u>	4
<u>Shareholder Proposals for Next Year's Meeting</u>	4
<u>Attending the Meeting and Other Matters</u>	4
<u>Householding</u>	4
<b><u>CORPORATE GOVERNANCE</u></b>	<b>5</b>
<u>Majority Voting</u>	5
<u>Corporate Governance and Director Independence</u>	5
<u>Codes of Ethics and Committee Charters</u>	6
<u>Board's Role in the Risk Management Process</u>	6
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	6
<u>Compensation Committee Interlocks and Insider Participation</u>	6
<u>Policies and Procedures for Approval of Related Party Transactions</u>	6
<u>Transactions with Related Persons, Promoters, and Certain Control Persons</u>	7
<u>Executive Session</u>	7
<u>CEO and Management Succession</u>	7
<u>Lead Director</u>	7
<u>Board Self-Assessment</u>	8
<u>Board Renewal</u>	8
<u>Director Qualifications and Selection Process</u>	8
<u>Shareholder Recommendations and Nominations for Election to the Board</u>	9
<b><u>NOMINEES FOR DIRECTORSHIP (ITEM 1)</u></b>	<b>10</b>
<u>Board Committees and Attendance</u>	12
<u>Membership by Director</u>	12
<u>Membership by Committee</u>	12
<u>2014 Director Compensation</u>	14

<b><u>EXECUTIVE OFFICERS</u></b>	<b>15</b>
<b><u>EXECUTIVE COMPENSATION</u></b>	<b>17</b>
<u>Compensation Discussion and Analysis</u>	17
<u>Compensation Committee Report</u>	29
<u>2014 Summary Compensation Table</u>	30
<u>2014 Grants of Plan-Based Awards</u>	31
<u>Equity Compensation Plans</u>	32
<u>Option Exercises and Stock Vested in 2014</u>	32
<u>Outstanding Equity Awards at December 31, 2014</u>	33
<u>2014 Pension Benefits Table</u>	35
<u>2014 Nonqualified Deferred Compensation Table</u>	37
<u>2014 Potential Payments Upon Termination or Change in Control</u>	38
<b><u>ADVISORY VOTE ON EXECUTIVE COMPENSATION (ITEM 2)</u></b>	<b>41</b>
<u>Audit Fees and Related Matters</u>	42
<u>Audit and Non-Audit Fees</u>	42
<u>Audit Committee Policy for Pre-Approval of Independent Auditor Services</u>	42
<b><u>RATIFICATION OF INDEPENDENT AUDITOR (ITEM 3)</u></b>	<b>43</b>
<u>Audit Committee Report</u>	43
<b><u>SHAREHOLDER PROPOSAL (ITEM 4)</u></b>	<b>44</b>
<u>Statement of the Board of Directors in Opposition to the Shareholder Proposal</u>	45
<u>Stock Ownership of Directors, Management, and Certain Principal Shareholders</u>	46

**Table of Contents**

SUNTRUST BANKS, INC.  
303 PEACHTREE STREET, N.E.  
ATLANTA, GEORGIA 30308

**PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

The following executive summary is intended to provide a broad overview of the items that you will find elsewhere in this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement for more information about these topics prior to voting.

**Date and Time:** April 28, 2015 at 9:30 AM

**Place:** SunTrust Plaza Garden Offices, 303 Peachtree Center Avenue, Suite 105, Atlanta, Georgia, 30303

**Record Date:** February 19, 2015

**How to Vote:**

online at [www.investorvote.com/STI](http://www.investorvote.com/STI)  
calling toll-free from the United States, U.S.  
territories and Canada at  
**1-800-652-VOTE (8683)**  
returning the proxy card **BY MAIL**  
or attending the meeting to vote **IN PERSON**

**Audio Webcast:** [investors.suntrust.com](http://investors.suntrust.com)  
**SunTrust at a Glance**

**General\***

1,445 branches in 12 states

\$190 billion total assets

24,638 employees

NYSE: STI

16% total shareholder return in 2014

**Governance**

all independent directors other than CEO

lead independent director

directors elected annually

majority vote standard in bylaws

**Compensation**

strong clawback policies

share retention requirements

70% of NEO target long-term compensation is at risk

double-triggers required for Change-in-Control severance

\*as of December 31, 2014.

**Meeting Agenda and Voting Recommendation**

<b>Proposal</b>	<b>Board s Recommendation</b>	<b>Page Reference</b>
1. Election of 12 Directors	FOR EACH	10
2. Advisory Vote To Approve Executive Compensation	FOR	41
3. Ratification of Independent Auditor	FOR	43
4. Shareholder Proposal	AGAINST	44

**Table of Contents****Proxy Summary****Director Nominees (Proposal No. 1, page 10)**

Each director nominee is elected annually by a majority of votes cast. See pages 10-11 of this proxy statement for more information.

<b>Director</b>	<b>Age</b>	<b>Since</b>	<b>Independent</b>	<b>Committees</b>
Robert M. Beall, II	71	2004	ü	AC, CC
Paul R. Garcia	62	2014	ü	CC, RC
David H. Hughes	71	1984	ü	GN, RC
M. Douglas Ivester	68	1998	ü	EC, GN, RC
Kyle Prechtl Legg	63	2011	ü	AC, CC,* EC
William A. Linnenbringer	66	2010	ü	AC, GN
Donna S. Morea	60	2012	ü	CC, RC
David M. Ratcliffe	66	2011	ü	CC, EC, RC*
William H. Rogers, Jr.	57	2011	CEO	EC*
Frank P. Scruggs, Jr.	63	2013	ü	CC, RC
Thomas R. Watjen	60	2010	ü	AC,* EC, GN
Dr. Phail Wynn, Jr.	67	2004	ü	AC, EC, GN*

**AC** Audit Committee

**CC** Compensation Committee

**\*** Committee Chair

**EC** Executive Committee

**GN** Governance and Nominating Committee

**RC** Risk Committee

**Advisory Vote to Approve Executive Compensation (Proposal No. 2, page 41)**

Our shareholders have the opportunity to cast a non-binding advisory vote to approve our executive compensation. We recommend that you review our Compensation Discussion and Analysis, which begins on page 17 for a description of the actions and decisions of the Compensation Committee of the Board during 2014 regarding our compensation programs, as well as the accompanying compensation tables and related narrative. We are pleased that last year our shareholders approved executive compensation by more than 90% of votes cast.

**Ratification of the Independent Auditor (Proposal No. 3, page 43)**

Ernst & Young LLP has served as the Company's independent registered public accounting firm since 2007. Shareholders are being asked to ratify the appointment of Ernst & Young by the Audit Committee for 2015.



**Shareholder Proposal (Proposal No. 4, page 44)**

We have received notice of the intention of shareholders to present a proposal for voting at the 2015 Annual Meeting. The Board recommends a vote against this shareholder proposal.

**2** SunTrust Banks, Inc. - 2015 Proxy Statement

**Table of Contents**

**Proxy Statement**

**Proxy Statement**

**Proxy Statement and Solicitation**

The enclosed proxy is solicited on behalf of the Board of Directors of SunTrust Banks, Inc. in connection with the Annual Meeting of Shareholders of SunTrust to be held in Suite 105 on the 1st floor of SunTrust Plaza Garden Offices, 303 Peachtree Center Avenue, Atlanta, Georgia, 30303, on Tuesday, April 28, 2015, at 9:30 a.m. local time. We are first mailing this proxy statement and the enclosed proxy to our shareholders on or about March 16, 2015. We will bear the cost of soliciting proxies. SunTrust has retained Georgeson Shareholder Communications, Inc. to assist in the solicitation of proxies for a fee of \$10,000 plus expenses. Proxies may also be solicited by our employees. Proxies may be solicited in person, by physical and electronic mail, and by telephone call.

**Webcast of Annual Meeting**

We are pleased to offer an audio webcast of the 2015 Annual Meeting. If you choose to listen to the webcast, go to the Investor Relations website at [investors.suntrust.com](http://investors.suntrust.com) shortly before the meeting time and follow the instructions provided. If you miss the meeting, you may listen to a replay of the webcast on the Investor Relations website beginning the afternoon of April 28, 2015 and available until April 27, 2016. The webcast will only allow you to listen to the meeting. Please note that you will not be able to vote your shares or otherwise participate in the meeting via the webcast. If you plan to listen to the webcast, please submit your vote using one of the methods described above prior to the meeting.

**Voting Your Shares**

Whether or not you plan to attend the Annual Meeting, please vote your shares: (1) via the Internet, (2) via a toll-free telephone call, or (3) if you received a paper copy of this proxy statement, by completing, signing, dating and returning the enclosed proxy as soon as possible in the postage paid envelope provided. You can simplify your voting and reduce our costs by voting your shares via the Internet or telephone. We have designed the Internet and telephone voting procedures to allow shareholders to vote their shares and to confirm that their instructions have been properly recorded. If you hold your shares in the name of a bank or broker, the availability of telephone and Internet voting will depend on the voting processes of the applicable bank or broker. Therefore, we recommend that you follow the voting instructions on the form you receive from your bank or broker. If you do not choose to vote by the Internet or telephone, and you received a paper copy of this proxy statement, please complete, date, sign and return the proxy card.

You may revoke your proxy at any time by notice to the Corporate Secretary of SunTrust, by submitting a proxy having a later date, or by appearing at the Annual Meeting and voting in person. All shares represented by valid proxies received pursuant to this solicitation and not revoked before they are exercised will be voted in the manner specified therein. If you return your proxy and do not specify how you would like your

shares voted, then the proxies for the proposals described below will be voted as recommended by the Board of Directors, which we refer to as the Board.

### **Quorum and Voting**

**Quorum.** The presence, either in person or by proxy, of a majority of the shares entitled to vote constitutes a quorum at a meeting of the shareholders. Abstentions and broker non-votes will be counted as shares present in determining whether a quorum exists at the Annual Meeting.

**Vote Required.** If a quorum is present, in order to be elected each nominee for election as director must receive more votes cast for such nominee's election than against such nominee's election (Item 1). If a quorum is present, all other matters shall be approved if the votes cast favoring the action exceed the votes cast opposing the action.

**Broker Non-Votes.** A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee has not received voting instructions from the beneficial owner and the nominee does not have discretionary voting power with respect to that item. If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials have been forwarded to you by your broker or nominee (the record holder) along with a voting instruction card. As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions. Under New York Stock Exchange rules, brokers or other nominees may not vote your shares on certain matters unless they receive instructions from you. Brokers or other nominees who are New York Stock Exchange members are expected to have discretionary voting power only for Item 3, the ratification of Ernst & Young LLP as our independent auditor, but not any other items. As a result, if you do not provide specific voting instructions to your record holder, New York Stock Exchange rules will allow the record holder to vote only on Item 3, and not on Items 1, 2, and 4. Accordingly, it is important that you provide voting instructions to your broker or other nominee so that your shares may be voted.

**Effect of Abstentions and Broker Non-Votes.** If your shares are treated as a broker non-vote or abstention, your shares will be counted in the number of shares represented for purposes of determining whether a quorum is present. However, broker non-votes and abstentions will not be included in vote totals (neither for nor against) and therefore will not affect the outcome of the vote.

### **Record Date and Shares Outstanding**

Each common shareholder of record at the close of business on February 19, 2015 the record date is entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. Each share of SunTrust common stock entitles the holder to one vote

## **Table of Contents**

### **Proxy Statement**

on any matter coming before a meeting of our shareholders. Our Perpetual Preferred Stock, Series A, B, E, and F, generally are not entitled to vote. On February 19, 2015, the record date for the Annual Meeting, there were 524,797,778 shares of SunTrust common stock outstanding.

### **Communications with Directors**

The Board has adopted a process to facilitate written correspondence by shareholders or other interested parties to the Board. Persons wishing to write to the Board or a specified director, including the Lead Director, the non-management directors as a group, the chairman of a Board committee, or a committee of the Board, should send correspondence to the Corporate Secretary at SunTrust Banks, Inc., P.O. Box 4418, Mail Code 643, Atlanta, Georgia 30302. All communications so received from shareholders or other interested parties will be forwarded to the members of the Board or to the applicable director or directors if so designated by such person.

### **Shareholder Proposals for Next Year's Meeting**

A shareholder who desires to have his or her proposal included in next year's proxy statement in accordance with Rule 14a-8 of the Securities Exchange Act of 1934 must deliver the proposal to our principal executive offices no later than the close of business on November 16, 2015 and not before October 17, 2015 in order to be timely under such rule and our bylaws. The submission should include the proposal and a brief statement of the reasons for it, the name and address of the shareholder (as they appear in our stock transfer records), and the class and number of our shares beneficially owned by the shareholder. In addition, the proponent should provide a complete description of any material economic or other interest of the proponent and of their affiliates and associates in order to satisfy the requirements of our Bylaws and to allow us to satisfy the requirements of SEC Regulation 14A. Proposals should be addressed to SunTrust Banks, Inc., Post Office Box 4418, Mail Code 643, Atlanta, Georgia 30302, Attention: Corporate Secretary. In addition, SEC rules generally permit management to vote proxies in its discretion for such proposals (1) provided we advise shareholders in next year's proxy statement about the nature of the matter and how management intends to vote on such matter, if we receive notice of the proposal on or after October 17, 2015 and before the close of business on November 16, 2015; and (2) provided we advise shareholders in next year's Proxy Statement that such proxy will confer such authority and if we do not receive notice of the proposal on or after October 17, 2015 and before the close of business on November 16, 2015.

### **Attending the Meeting and Other Matters**

Only persons who can demonstrate that they were shareholders of record on the record date (February 19, 2015) or their proxies

are entitled to attend and participate in the Annual Meeting. If your shares are held in a brokerage account or by another nominee, you must obtain and bring to the Annual Meeting a proxy or other evidence of ownership from your broker or nominee giving you the right to vote such shares. If you are a shareholder of record and received your proxy materials (or notice of internet availability of proxy materials) by mail, your admission ticket is attached to your proxy card (or notice of internet availability of proxy materials). If you received your proxy materials by e-mail and voted

your shares electronically via the Internet, you can print an admission ticket after you have voted by clicking on the link provided. If you are a beneficial owner, bring the notice or voting instruction form you received from your bank, brokerage firm or other nominee for admission to the meeting. You also may bring your brokerage statement reflecting your ownership of common stock as of February 19, 2015 with you to the meeting. Large bags, cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting, and individuals not complying with this request are subject to dismissal from the Annual Meeting. In the event of an adjournment, postponement or emergency that changes the time, date or location of the Annual Meeting, we will make an announcement, issue a press release or post information on our website, investors.suntrust.com under the heading Governance, to notify shareholders. If any other item or proposal may properly come before the meeting, including voting on a proposal omitted from this Proxy Statement pursuant to the rules of the SEC or incident to the conduct of the meeting, then the proxies will be voted in accordance with the discretion of the proxy holders.

### **Householding**

As permitted by applicable law, we may deliver only one copy of this Proxy Statement, our annual report, or our notice of internet availability of proxy materials to shareholders residing at the same address unless the shareholders have notified us of their desire to receive multiple copies of the Proxy Statement. This is known as householding. We do this to reduce costs and preserve resources. Upon oral or written request, we will promptly deliver a separate copy to any shareholder residing at an address to which only one copy was mailed. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A. ( Computershare ), you are considered a shareholder of record with respect to those shares. Shareholders of record residing at the same address that receive multiple copies of the Proxy Statement may contact our transfer agent, Computershare, to request that only a single copy of the Proxy Statement be mailed in the future. Contact Computershare by phone at (866) 299-4214 or by mail at 250 Royall Street, Canton, MA 02021. If your shares are held in a brokerage account or bank, you are considered the beneficial owner of those shares. Beneficial owners should contact their broker or bank.

**Table of Contents**

**Corporate Governance**

**Corporate Governance**

**Majority Voting**

Our Bylaws provide for the annual election of directors. The Bylaws further provide that, in an election of directors in which the only nominees for election are persons nominated by the Board (an uncontested election), in order to be elected each nominee must receive more votes cast for such nominee's election than against such nominee's election. If the director election is not an uncontested election, then directors are elected by a plurality of the votes cast. In connection with uncontested director elections, votes cast exclude abstentions with respect to a director's election.

If a nominee who presently serves as a director does not receive the required vote for reelection in an uncontested election, Georgia law provides that such director will continue to serve on the Board as a holdover director. Georgia corporate law generally gives such unelected holdover directors all of the same powers as directors elected by a majority vote until such holdover-director's successor is elected and qualified. A successor cannot be elected until there is another meeting of shareholders, and these typically occur only once a year unless we incur the time and expense of a special meeting of shareholders. To prevent holdover directors from remaining on our board, and to better effectuate the intentions of our shareholders, our Corporate Governance Guidelines require such a director to tender his or her written resignation to the Chairman of the Board for consideration by the Governance and Nominating Committee (the Committee) within five days following certification of the shareholder vote.

However, the resignation of a director may adversely affect us. For this reason, we do not make resignations tendered in such context automatically effective. Rather, after the director submits his or her mandatory resignation, the Committee will then consider the resignation and, within 45 days following the shareholders' meeting at which the election occurred, make a recommendation to the Board concerning whether to accept or reject the resignation. In determining its recommendation, the Committee will consider all factors deemed relevant by the Committee members including, without limitation, any stated reason or reasons why shareholders did not vote for the director's reelection, the qualifications of the director (including, for example, whether the director serves on the Audit Committee as an audit committee financial expert and whether there are one or more other directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the director's resignation from the Board would be in the best interest of SunTrust and our shareholders. The Committee also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the failure of the director to receive the necessary votes for reelection.

To constrain the Board's discretion in considering such resignations, we have adopted specific procedural requirements in our Corporate Governance Guidelines. In addition to the 45-day deadline above, our Corporate Governance Guidelines require the Board to take formal action on the Committee's recommendation no later than 75 days following the shareholders' meeting at which the election occurred. In considering the Committee's recommendation,

the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant. Our Corporate Governance Guidelines require us to publicly disclose the Board's decision in a Current Report (Form 8-K) filed with the Securities and Exchange Commission together with an explanation of the process by which the Board made its decision and, if applicable, the Board's reason or reasons for rejecting the tendered resignation, within four business days after the Board makes its decision. No director who is required to tender his or her resignation may participate in the Committee's deliberations or recommendation, and the Corporate Governance Guidelines contain provisions addressing how the determination of whether to accept or reject a resignation is made if a majority of the members of the Committee fails to receive the necessary vote for reelection. Generally, in such case, the determination will be made by independent directors who received the necessary vote for election or reelection. If the Board accepts a director's resignation, then any resulting vacancy may be filled by the Board in accordance with the Bylaws, or the Board in its discretion may decrease the size of the Board pursuant to the Bylaws.

### **Corporate Governance and Director Independence**

The Board has determined that all of our directors, except our Chairman and CEO, are independent. Specifically, it determined that the following current directors are independent after applying the guidelines described below: Robert M. Beall, II, Paul R. Garcia, David H. Hughes, M. Douglas Ivester, Kyle Prechtl Legg, William A. Linnenbringer, Donna S. Morea, David M. Ratcliffe, Frank P. Scruggs, Jr., Thomas R. Watjen, and Phail Wynn, Jr. Additionally, each member of our Audit Committee, Compensation Committee, the Governance and Nominating Committee, and Risk Committee is independent. There are no family relationships between any director, executive officer, or person nominated or chosen by us to become a director or executive officer.

We include our independence standards in our Corporate Governance Guidelines. You can view these on our website, [investors.suntrust.com](http://investors.suntrust.com) under the heading Governance. An independent director is one who is free of any relationship with SunTrust or its management that may impair the director's ability to make independent judgments. In determining director independence, the Board broadly considers all relevant facts and circumstances, including the rules of the New York Stock Exchange. The Board considers the issue not merely from the standpoint of a director, but also from that of persons or

**Table of Contents**

**Corporate Governance**

organizations with which the director h