



## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### I. Purpose

The Governance and Nominating Committee of West Coast Community Bancorp (the “Company”) serves two purposes: (1) the nominating function is to establish the process of identifying, evaluating and nominating candidates, including candidates proposed by shareholders, for election to the Board of Directors, and (2) the governance function is to develop and recommend to the Board corporate governance principles and policies applicable to the Company, and monitor compliance with such principles and policies.

All references to the Company include its wholly-owned subsidiary, West Coast Community Bank.

### II. Membership

The Board of Directors of the Company shall appoint a Governance and Nominating Committee of at least three (3) members, consisting of a majority of independent directors, and shall designate one member as chairperson. The members of the Governance and Nominating Committee shall serve at the discretion of the Board of Directors. For purposes hereof, an “independent” director is a director who qualifies as independent under the definition of “independence” contained in the Nasdaq Listing Rules.

Candidates proposed as nominees for election to the Company’s Board of Directors shall be evaluated and selected by the “independent” members of the Board of Directors.

### III. Meetings

In accordance with the applicable provisions of the Company’s Bylaws, as amended from time to time, the Committee shall meet at least four times each year at such times and places as the Chairperson of the Committee, in consultation with the other members of the Committee, deems advisable, and shall make such recommendations to the Board as the Committee considers appropriate. Presence of a majority of the Committee members at a meeting of the Committee constitutes a quorum for the transaction of business. The action of a majority vote of those present at a meeting, at which a quorum is attained, will be the act of the Committee. The Chairperson of the Committee, in consultation with the Committee members and management, will determine the agenda of Committee meetings. In lieu of a meeting, the committee may act by unanimous written consent.

The Committee will meet periodically in executive sessions of only the Committee members and, if invited by the Committee in its sole discretion, other independent members of the Board. When appropriate, the Committee may meet in separate executive session with other independent directors, management, employees, general counsel, internal audit, the independent auditor or other consultants or advisors it may retain to discuss matters that the Committee or the other groups believe warrant Committee attention.

Minutes of each meeting shall be prepared by the Chairperson of the Committee or by his/her designee and sent to Committee members. Following an initial review by the Committee members, the Committee will provide the minutes to the Board. The Secretary of the Company shall be responsible for archiving the approved minutes and such responsibility may be delegated to the Chairperson of the Board’s designee. The Committee will also make regular reports to the Board on any significant matters arising from the Committee’s work.

#### **IV. Director Nomination Process and Criteria**

1. Candidates shall be evaluated based on the criteria established by the Board of Directors. Minimum criteria for non-employee candidates includes “independence” and “financial literacy,” as defined under applicable rules promulgated by the Securities and Exchange Commission pursuant to the Sarbanes-Oxley Act of 2002, and Nasdaq Listing Rules. Additional criteria may include (a) satisfactory results of any background investigation, (b) experience and expertise, (c) financial resources, (d) ability to devote the time and effort necessary to fulfill the responsibilities of a director, (e) involvement in community activities in the market areas served by the Company and its affiliates that may enhance the reputation of the Company and its affiliates, and (f) such other criteria as the Board of Directors may determine to be relevant. The Company operates in a highly regulated industry and is subject to the supervision, regulation and periodic examination by state and federal banking regulatory authorities including the California Department of Financial Protection and Innovation, Federal Deposit Insurance Corporation and the Federal Reserve. Directors of the Company are subject to certain rules and regulations and potential liabilities not otherwise applicable to directors of non-banking organizations. Consequently, the Board of Directors may choose to include more extensive inquiries into personal background information including confirmation of the accuracy and completeness of background information by (a) requiring candidates to complete questionnaires to elicit information of the type required to be disclosed by the Company in reports filed with state and federal banking regulatory authorities, or other governmental authorities having jurisdiction over the Company, (b) conducting background investigations by qualified independent organizations experienced in conducting criminal and civil investigatory reviews, and (c) such other personal and financial reviews and analyses as the Board of Directors may deem appropriate in connection with the consideration of candidates
2. Any recommendations by shareholders will be evaluated by the Board of Directors in the same manner as any other recommendation and in each case in accordance with the Governance and Nominating Charter. Shareholders that desire to recommend candidates for consideration by the Company’s Board of Directors should mail or deliver written recommendations to the Company addressed as follows: Board of Directors, West Coast Community Bank, P.O. Box 8426, Santa Cruz, California 95061-9958. Each recommendation should include biographical information indicating the background and experience of the candidate that qualifies the candidate for consideration as a director for evaluation by the Board of Directors. Shareholders who wish to nominate a candidate for election to the Company’s Board of Directors, as opposed to recommending a potential nominee for consideration by the Board of Directors, are required to comply with the advance notice and any other requirements of the Company’s bylaws or applicable laws and regulations.
3. Any candidate nominated for election to the Board of Directors must receive a majority of votes in favor of nomination from independent members of the Board of Directors. Directors who are not independent shall not vote but may be present during the voting.
4. Each candidate shall be required to meet with the Board of Directors.
5. Each existing member of the Board of Directors whose term is ending must be evaluated for nomination to be re-elected. This review will include review of attendance, participation, continuing education, investment in shares, business development and community involvement. In lieu of the information required to be provided by new candidates for election to the Board of Directors described above in paragraph 3, the Board of Directors may rely upon the information contained in the most recent annual Directors and Officers Questionnaire completed by the existing member of the Board of Directors, subject to such updated information as the Board of Directors may deem appropriate. Such existing members

of the Board of Directors must receive a majority of votes in favor of nomination from the other independent directors.

6. The Board of Directors may also elect to use organizations in the future to identify or evaluate candidates for consideration by the Board of Directors.

## **V. Annual Director Nominations**

The Board of Directors shall evaluate and select nominees for election (a) annually prior to distribution of the Company's proxy solicitation materials and (b) at such other times as may be appropriate to fill vacancies in accordance with the Company's bylaws.

## **VI. Governance Duties and Responsibilities**

1. Develop and periodically review, at least annually, the Company's corporate governance policies and ensure that they are appropriate for the Company and comply with applicable laws, regulations and best practices, and recommend any proposed changes to the Board.
2. Periodically review the Company's organizational documents, and recommend any proposed changes to the Board.
3. Develop and periodically review and recommend to the Board in consultation with the Audit Committee appropriate revisions to a code of conduct and code of ethics applicable to the Company's directors, officers and employees pursuant to and at a minimum to the extent required by regulations applicable to the Company from time to time.
4. Monitor compliance with and the effectiveness of the aforementioned codes.
5. Develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance, and monitor compliance with and the effectiveness of such principles and policies, as appropriate.
6. Monitor and review evolving corporate governance trends and best practices.
7. Consider social responsibility, environmental and sustainability matters and recommend to the Board any desirable changes. Review the Company's shareholder feedback relating to governance and social responsibility and management's proposed responses to such feedback.

## **VII. Conflicts**

Any conflicts between the provisions of this Charter and the provisions of the Company's bylaws shall be resolved in favor of the bylaw provisions and nothing contained herein shall be construed as an amendment of the Company's bylaws.