WEST COAST
COMMUNITY BANCORP

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The primary function of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of West Coast Community Bancorp (the “Company”) is to (i) identify individuals qualified to become members of the Board, (ii) approve and recommend director candidates to the Board, (iii) develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to the Company, and monitor compliance with such principles and policies, (iv) evaluate the composition of the Board committees, (v) track Board skill sets and evaluate Board performance, (vi) monitor Board meetings and Board member involvement, (vii) assist in the selection and development of management, and (viii) manage Board member continuing education. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Composition and Delegation

The Committee shall be composed of at least three (3) members, with the exact number determined from time to time by the Board. Each member of the Committee shall be a member of the Board and meet the independence requirements established by the Board and applicable laws and regulations, including the requirements of the Securities and Exchange Commission (“SEC”), the listing standards of the Nasdaq Stock Market LLC (“Nasdaq”). The members of the Committee shall be appointed annually by the Board, which shall designate one member of the Committee as its Chairperson. The Board may remove any member from the Committee at any time with or without cause. The Committee when appropriate may delegate authority to one or more designated members of the Committee, the Board or Company officers.

The Committee shall have sole authority to retain and terminate any search firm that is used to identify director candidates and the sole authority to approve fees and other retention terms. At the Company’s expense, and as the Committee deems appropriate, it may also retain independent counsel and other consultants to assist the Committee without seeking further Board approval with respect to the selection, fees or retention terms for any such advisers.

Duties and Responsibilities

<u>The Committee shall:</u>

Oversee Director Selection

1. Review, interview, approve and recommend for Board consideration director candidates based on the Director Selection Guidelines outlined in Exhibit A to this Charter, and advise the Board with regard to nomination or election of director candidates.

2. Periodically review, approve and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in Exhibit A to this Charter.

3. Determine procedures for the review, approval and recommendation of director candidates, as appropriate.

4. Maintain an inventory of the skills, capabilities and other desirable characteristics that are currently represented on the Board and any additional skills that may be needed.

5. Maintain a list of potential Board members and periodically update the status of those potential Board members.

6. Recommend to the Board the slate of director nominees to be proposed at the next annual meeting of shareholders or special meeting of shareholders, as applicable.

7. Recommend to the Board director nominees to fill vacancies on the Board.

8. Review and recommend to the Board whether to seek and accept a director's offer to tender his/her resignation.

Oversee Board and Board Performance

9. Periodically review and recommend to the Board the appropriate size of the Board within the range authorized in the Company's Bylaws.

10. Periodically review, at least annually, the independence of all Board and committee members under the relevant independence standards.

11. Establish and periodically review performance criteria/expectations for directors in areas of attendance, preparedness, candor and participation.

12. Establish, coordinate and review with the Chairperson of the Board criteria and method for the annual evaluation of the performance and effectiveness of the Board and its committees, and oversee the communication of the results of such evaluations to the Board.

Oversee Board Leadership

13. Oversee succession planning for the Board and Board leadership appointments, including for the Chairperson of the Board, the Lead Independent Director (if one is serving) and Chairpersons of the committees.

14. Develop and recommend to the Board procedures for the selection of the Chairperson of the Board and, if the Chairperson is also the Chief Executive Officer ("CEO") or another employee of the Company, the Lead Independent Director of the Board.

15. Develop and recommend to the Board procedures for evaluating the Chairperson of the Board and the Lead Independent Director (if one is serving) and for communicating such review to the Chairperson of the Board.

Oversee Meeting Procedures

16. Provide support, when requested, to the Chairperson of the Board, the Lead Independent Director (if one is serving), and the CEO, for the completion of the annual meeting calendar for the Board.

17. Ensure that executive sessions take place regularly in conjunction with scheduled Board meetings.

18. Provide support, when requested, to the Chairperson of the Board or Lead Independent Director (if one is serving), in the preparation of agendas for organizing and running Board meetings.

19. Review the subject matter, detail and process for distribution of Board materials to ensure that directors have adequate time to review materials and prepare for meetings.

Oversee Board Committee Matters

20. Review, as appropriate, the number, type, functions, structure and operations of Board committees, and recommend changes to the Board.

21. Review and recommend to the Board, as appropriate, the membership of Board committees and advise the Board with regard to the selection of Chairpersons of each such committee.

22. Recommend additional committee members to the Board to fill vacancies as needed.

Oversee Management Selection and Development

23. Review, as appropriate, the procedures for selecting the CEO and, in consultation with the CEO, other executive officers.

24. Prepare or periodically review, as appropriate, the guidelines for, and monitor compliance with, long-range succession planning for the CEO and other executive officers.

25. Prepare or periodically review, as appropriate, emergency succession plans for the CEO and other executive officers.

26. Monitor procedures relating to executive development.

Conduct Director Orientation and Continuing Education

27. Periodically review and recommend revisions, as appropriate, to the Company's director orientation program.

28. Monitor, plan and support budgeted onboarding, continuing education and training activities of the directors.

Establish Governance Policies

29. 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.

30. Periodically review the Company’s organizational documents, and recommend any proposed changes to the Board.

31. Develop and periodically review and recommend to the Board, in consultation with the Audit Committee of the Board, appropriate revisions to a code of conduct and conflict of interest

policy 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.

32. Develop, review and recommend annually to the Board director and executive stock ownership and retention guidelines and monitor progress toward meeting and complying with stock ownership and retention guidelines.

33. Monitor compliance with and the effectiveness of the aforementioned codes and policies.

34. 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.

35. Monitor and review evolving corporate governance trends and best practices.

36. Oversee social responsibility, environmental and sustainability matters.

37. Review shareholders proposal, including those related to governance and social responsibility matters, and management’s proposed responses to such proposals.

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, or other consultants or advisors it may retain to discuss matters that the Committee or the other groups believe warrant Committee attention.

Minutes

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 Company personnel. The Committee will also make regular reports to the Board on any significant matters arising from the Committee’s work.

Evaluation

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an evaluation at least annually of the Committee's performance and make applicable recommendations. The Committee will report to the Board the results of the evaluation.

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EXHIBIT A

Director Selection Guidelines

The Charter of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of West Coast Community Bancorp (the "Company") requires the Committee to develop and periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board upon the recommendation of the Committee.

Director Qualifications

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

1. High standard of personal and professional ethics, integrity and values;

2. Willingness and ability to devote the required time and effort to effectively fulfill the duties and responsibilities related to Board and committee membership including business development, education, board meeting attendance and local community activity from a business and philanthropic perspective;

3. Training, experience and ability at making and overseeing policy in business, government and/or education sectors;

4. Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;

5. Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company's business affairs;

6. Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Company and its constituents; and

7. Willingness to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performances.

Board Composition Selection Criteria

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among others, relating to overall Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

1. Independence;
2. Professional experience;
3. Industry knowledge (e.g., relevant industry or trade association participation);
4. Skills and expertise (e.g., accounting or financial);
5. Leadership qualities;
6. Company board and committee experience;
7. Non-business-related activities and experience (e.g., academic, civic, public interest);
8. Diversity;
9. Board continuity (including succession planning);
10. Board size;
11. Number and type of committees, and committee sizes; and
12. Legal and other applicable requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

Independence of a director shall be determined in accordance with the applicable regulations and rules of the Securities and Exchange Commission ("SEC") and the applicable rules of the Nasdaq Stock Market LLC ("Nasdaq"), in determining independence for purposes of: (A) the Audit Committee, the standards set forth in the Audit Committee Charter shall govern; and (B) the Compensation Committee, the standards set forth in the Compensation Committee Charter shall govern.

Selection Procedures

Potential director candidates should be referred to the Chairperson of the Committee for consideration by the Committee and possible recommendation to the Board. The Committee shall maintain a list of director candidates to consider and propose to the Board, as required. If necessary or desirable, in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any outside consultant to assist the Committee in the identification of director candidates.

The Committee will consider candidates recommended by West Coast Community Bancorp shareholders. Shareholders wishing to suggest director candidates should submit their suggestions in writing to the Chairperson of the Committee, c/o the Corporate Secretary, providing the candidate's name, biographical data and other relevant information. However, doing so does not satisfy the formal requirements for shareholder nominees to the Board, the procedures for which are contained in the Company's Bylaws.

The Committee shall decide on the appropriate means for the review and approval of individual director candidates, including current directors, and the recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Chairperson of the Committee shall initiate the effort to identify appropriate director candidates.