



# **CHARTER**

## **EXECUTIVE COMMITTEE**

### **BOARD OF DIRECTORS WEST COAST BANCORP ("BANCORP") AND WEST COAST BANK ("BANK")**

#### **I. Composition Of The Committee**

The Executive Committee shall consist of the Board Chair, who shall serve as Committee Chair, the Chief Executive Officer, and the Chair of each other Board Committees.

#### **II. Purpose Of The Committee**

The Committee's purpose is:

- A. To provide efficient means of considering such matters and taking such actions as may require the attention of the Board or the exercise of the Board's powers or authority permitted by law in the intervals between meetings of the Board; and
- B. To serve as a sounding board on strategic and other issues and to provide advice and counsel to the CEO and management as needed.

#### **III. Authority Of The Committee**

- A. The Committee shall have and may exercise all of the powers and authority of the Board as permitted by law.
- B. All acts done and powers conferred by the Executive Committee from time to time shall be deemed to be, and may be certified as being done and conferred under authority of the Board of Directors.

#### **IV. Duties And Responsibilities Of The Committee**

The Committee shall:

- A. Report regularly on its meetings and its activities to the Board;
- B. Maintain appropriate minutes and records of its meetings and make such material readily available for inspection by any Director, whether or not an Executive Committee member;
- C. Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials;
- D. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- E. Form and delegate authority to subcommittees when appropriate;
- F. Annually review the Committee's performance; and
- G. Review and reassess the adequacy of the Charter annually and recommend to the Board any proposed changes to this Charter.

#### **V. General**

- A. With respect to joint sessions of the Committee:
  - (1) The committee may meet simultaneously as a committee of Bancorp and Bank, though it should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where Bancorp and the Bank may have different interests; and
  - (2) The committee should consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between interests of Bancorp and those of the Bank or the Bancorp's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict and for ensuring compliance with Bancorp's policies regarding Sections 23A and 23B of the Federal Reserve Act.

- B. In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:
- (1) One or more officers or employees whom the Committee member reasonably believes to be reliable and competent in the matters presented;
  - (2) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and
  - (3) Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.