



**AMERICANWEST BANCORPORATION  
CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Reviewed and Approved March 28, 2006**

**Purpose:**

The Corporate Governance Committee assists in ensuring that the board governance system performs in accordance with recognized standards established by business practice and law. The Committee shall recommend to the Board qualified individuals to become Board members and develop, implement and monitor the Company's corporate governance principles. The Committee shall oversee the Board evaluation processes and make recommendations to the Board regarding Director compensation.

**Committee Membership:**

The Committee shall be appointed by the Board of Directors in accordance with the Company's By-laws. The Committee shall consist of at least three Directors each of whom in the Board's judgment satisfies the independence requirements of Nasdaq and other applicable regulations. The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

**Committee Responsibilities:**

The Committee shall have the following responsibilities to the Board of Directors:

- Recommend a Board structure, a Committee structure and Board and Committee practices (including the size of the Board, the number, function and size of Committees and the number of Board and Committee meetings).
- Recommend Committee assignments, including Committee chairmanships, to the full Board for approval.

- Revise annually the corporate governance guidelines and Committee charters and recommend to the Board any needed changes.
- Review with the Board on an annual basis the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company.
- Establish Board member selection criteria and screen and recruit new Board members.
- Recommend to the Board the existing Board members to be re-nominated, after considering the appropriate skills and characteristics required on the Board, the current makeup of the Board, the results of the individual evaluations of the Directors and the wishes of existing Board members to be re-nominated.
- Review Director Candidates recommended by Directors or Stockholders, including appropriate and necessary inquiries into the background and qualifications of possible candidates.
- Recommend Director nominees for approval by the Board and the Stockholders.
- Develop and recommend standards for determining Director independence in concordance with Nasdaq listing standards and any other legal requirements as shall from time to time be in effect and consider and resolve questions of possible conflicts of interest of Directors.
- Review annually the Company's Code of Business Conduct and Ethics and recommend to the Board any needed changes.
- In consultation with the Compensation Committee, develop and review as needed, Chief Executive Officer succession plan.
- Annually, review the participation and performance of each Director and make recommendations to the full Board as to his/her continuation as a Board member.
- Recommend to the Board the compensation to be paid to Directors.
- Oversee the orientation of new Directors and assess the need for continuing education in governance developments.

### **Committee Structure and Operations:**

The Committee shall:

- Meet at least semi-annually, and such other times as it deems necessary to carry out its responsibilities.

- Appoint a Secretary to keep full and complete records of the proceedings of the Committee. The Secretary need not be a Director.
- Make regular reports of its proceedings to the Board.
- On an annual basis, review its own performance.

The Committee shall have the authority to delegate aspects of its work to subcommittees in its discretion.