

PACIFIC CAPITAL BANCORP

Board of Directors

Governance Committee Charter

Authority and Role

By resolution dated April 27, 2004, the Board of Directors of Pacific Capital Bancorp restructured the Governance & Compensation Committee into two committees: The Governance Committee and the Compensation & Nominating Committee. The Governance Committee adopted its Charter on June 21, 2004, 2004.

The Governance Committee is appointed by the Board of Directors to assist the Board in fulfilling its corporate governance oversight responsibilities. The Governance Committee shall provide oversight and guidance to ensure that the membership, structure, policies and processes of the Board of Directors and its Committees facilitate the effective exercise of the Board's role in the governance of the Company.

Composition and Meetings

The Governance Committee is a standing committee of the Board of Directors comprised of three or more directors. The members shall be elected to the Committee by the Board, on the recommendation of the Governance Committee, annually or as necessary to fill vacancies in the interim. The Board shall designate one of the Committee members as Chairperson. The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee Chair will review the Company's governance status and any significant findings with the full Board.

Responsibilities and Duties

In carrying out its responsibilities, the Governance Committee shall:

- *Board Committees*: Review and evaluate the policies and practices with respect to the size, composition, independence and functioning of the Board and its Committees. Recommend to the Board those directors to be selected for membership on the various Board Committees. Recommendations should consider the qualifications for membership on each Committee and periodic rotation of directors among the Committees.
- *Corporate Governance Policies and Practices*: Evaluate and periodically review the Board's corporate governance policies and practices to ensure compliance with applicable laws, regulations and listing standards and recommend any desirable changes or additions to the full Board.

- Corporate Governance Guidelines. Annually review the Company's Corporate Governance Guidelines and recommend changes as necessary.
- Self-Evaluation Process. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations and make recommendations to improve the functioning and effectiveness of the Board and its Committees.
- Compliance Programs. Periodically review the adequacy of the Company's ethics compliance programs, director orientation program, and director continuing education program.
- Transaction Disclosure. Review and approve any transaction between the Company and any officer, director or affiliate of the Company that would be required under SEC rules and regulations to be disclosed in the proxy statement.
- Charter and Committee Review. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.
- Other Delegated Duties: Assume such other duties as the Board may delegate to it in accordance with Section 3.9 of the Company's Bylaws.

In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting, or other experts or advisors as it deems necessary in the performance of its duties.