

AMERICA WEST HOLDINGS CORPORATION CORPORATE GOVERNANCE COMMITTEE CHARTER

As adopted by the Board of Directors on February 25, 2003

The role and responsibilities of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of America West Holdings Corporation (the “Company”) are as follows, subject to amendment by the Board from time to time:

ROLE

The Committee’s role is to oversee all aspects of the Company’s corporate governance functions on behalf of the Board, including identifying individuals qualified to become Board members, recommending to the Board the selection of Director nominees for each meeting of the stockholders at which Directors are elected, reviewing and assessing the Company’s Corporate Governance Guidelines and overseeing the monitoring and evaluation of the Company’s corporate governance practices. The Committee’s role includes oversight of the procedures for compliance with significant applicable legal, ethical and regulatory requirements that impact corporate governance.

MEMBERSHIP

Committee membership shall consist of at least three Board members who qualify as independent within the meaning of the Company’s Corporate Governance Guidelines and the rules of the New York Stock Exchange (the “NYSE”) applicable to nominating/corporate governance committee members, as in effect from time to time when and as required by the NYSE. The members of the Committee and the Committee chairperson shall be appointed and removed by the Board.

PROCEDURES

Committee procedures shall be governed by Section 4.16 of the Company’s Bylaws except as otherwise provided by resolution of the Committee or the Board.

OPERATING PRINCIPLES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.

- *Committee Expectations and Information Needs* – The Committee should communicate to the Chief Executive Officer or his designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
- *Resources* – The Committee shall be authorized to access such internal and external resources, including retaining legal, financial or other advisors, as the Committee deems necessary or appropriate to fulfill its defined responsibilities. Without limiting the foregoing, the Committee shall have the sole authority to select, engage and terminate executive search firms to assist the Committee in the identification of Director candidates and compensation consultants to assist in the evaluation of Director compensation. The Committee shall have the sole authority to approve the fees, costs and other terms of engagement of such outside resources.
- *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.
- *Committee Meeting Attendees* – The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
- *Reporting to the Board of Directors* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board. The Committee shall report annually to the Board on the independence of Directors, as determined by the Board from time to time. In addition, minutes from Committee meetings should be distributed to each Board member prior to the subsequent Board meeting.

MEETING FREQUENCY

The Committee should meet as frequently as considered necessary by the Committee or the chairperson, and shall meet at least semi-annually. The Committee shall meet with non-employee Directors in executive session at least annually, without the presence of the Chief Executive Officer.

PRIMARY COMMITTEE RESPONSIBILITIES

The primary Committee responsibilities are:

- *Director Nominations* – The Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or with the Chief Executive Officer (if no Chairman is appointed), has the primary responsibility for identifying, evaluating, reviewing and recommending qualified candidates to serve on the Board. The Committee also has the primary responsibility for evaluating, reviewing and recommending for nomination for reelection to the Board the incumbent Directors. The

Committee should select and recommend as Director candidates and nominees individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are expected to be effective, in connection with the other nominees to the Board, in providing the skills and expertise appropriate for the Company and serving the long-term interests of the stockholders. The selection of nominees for Director to be presented to the stockholders for election or reelection, and the selection of new Directors to fill vacancies and newly created directorships on the Board, shall be made by the full Board based on the recommendations of the Committee.

- *Board Committee Nominations* – The Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or with the Chief Executive Officer (if no Chairman is appointed), and after considering the wishes of the individual Directors, recommends to the entire Board annually the chairmanship and membership of each committee.
- *Director Change of Position* – The Committee is responsible for reviewing and making a recommendation to the Board regarding the continued service of a Director on the Board in the event (i) an employee Director’s employment with the Company is terminated for any reason or (ii) a non-employee Director changes his or her primary job responsibility since the time such Director was most recently elected to the Board.
- *Board Assessment* – The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment includes evaluation of the Board’s contribution as a whole and specific areas in which the Board and/or management believe better contributions could be made, and overall Board composition and makeup. The Committee shall also consider and assess the independence of Directors, including (i) whether a majority of the Board continue to be independent in both fact and appearance, within the meaning prescribed by the Corporate Governance Guidelines and (ii) to the extent applicable with respect to membership on specific committees, whether individual committee members satisfy additional requirements for “independence” and other qualifications promulgated from time to time by the NYSE and the Securities and Exchange Commission. The purpose of the review is to increase the effectiveness of the Board as a whole. The results of such reviews shall be provided to the Board for further discussion as appropriate.
- *Director Education* – The Committee should develop with management and participate in a process for systematic review and communication to the Directors of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and/or the functioning of the Board and its committees.
- *Procedures for Information Dissemination; Director Orientation* – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and to provide orientation to new Directors. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant

and appropriately detailed information to the Board and its committees and new Directors on a timely basis.

- *Director Compensation* – The Committee shall periodically review the compensation paid to non-employee Directors for their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.
- *Corporate Governance Guidelines* – The Committee shall periodically review and assess the Company's Corporate Governance Guidelines and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.
- *Committee Self Assessment* – The Committee shall review, discuss and assess at least annually its own performance as well as the role and responsibilities of the Committee, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the Committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.