

## **Authority and Purpose**

The Nomination & Governance Committee (the “Committee”) has been established by the Boards of Directors (each a “Board” and collectively, the “Boards”) of Community West Bancshares, a California Corporation (the “Company”), and Community West Bank, a California banking corporation (the “Bank” and, together with the Company and its direct and indirect subsidiaries, the “Organization”) to assist the Boards in identifying qualified individuals to become board members, consistent with criteria approved by the Boards, to determine the composition of the Boards, to recommend to the Boards the director nominees for the annual meetings of shareholders of the Company and the Bank and to assure that an appropriate governance structure is established. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Boards shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Bylaws and the applicable laws.

## **Committee Membership**

The members of the Committee shall be directors of the Company and the Bank. The Committee shall consist of no fewer than three (3) members, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with the member’s exercise of independent judgment as determined by the board and applicable laws and regulations, (including for these purposes NASDAQ Rule 5605(a)(2)).

The Committee members are appointed by the Boards at their annual organizational meetings and shall serve until their successors shall be duly qualified and appointed. The Boards may remove or add a member at any time.

## **Structure and Meetings**

The Committee shall conduct its business in accordance with this Charter, the Company’s Bylaws, and direction by the full Board.

The Committee Chair shall be an outside director of the Company or in the absence of the Chair, his/her designee.

The Committee will meet no less frequently than semi-annually, unless changed by majority approval. Additional meetings may occur as the Chair or a majority of the members of the Committee deems advisable in accordance with the Company’s Bylaws. A majority of the Committee, but not less than two (2) members shall constitute a quorum for the transaction of business.

The Committee Chair will preside at each meeting and shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chair of the Committee (or other member designated by the Chair or the Committee in the Chairperson’s absence) will cause to be kept minutes of all its proceedings, which will be maintained with the books and records of the Company. The Committee will report its actions to the next meeting of the Board and Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting

requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws of Company, or applicable federal and California laws, rules and regulations.

## **Duties and Responsibilities**

The Committee shall be responsible for the following.

### **Director & Committee Nominations**

- A. Identify individuals qualified to become Board members, consistent with criteria described below and/or as approved by the Board.
- B. Recommend to the Board director nominees for election at each annual meeting of stockholders or to fill vacancies on the Board.
- C. Formulate and recommend for adoption by the full Board a policy for consideration of nominees for election to the Board who are recommended by stockholders of the Company.
- D. Consider candidates recommended by the stockholders of the Company in accordance with the Board's policy for such consideration.
- E. Consider the following qualifications or factors when evaluating and selecting potential new directors:
  - commitment to ethical conduct and personal and professional integrity as evidenced through the person's business associations, service as a director or executive officer or other commitment to ethical conduct and personal and professional integrity as evidenced organizations and/or education;
  - objective perspective and mature judgment developed through business experiences and/or educational endeavors;
  - the candidate's ability to work with other members of the Board and management to further the Company's goals and increase stockholder value;
  - the ability and commitment to devote sufficient time to carry out the duties and responsibilities as a director;
  - experience at policy making levels in various organizations and in areas that are relevant to the Company's activities;
  - the skills and experience of the potential nominee in relation to the capabilities already present on the Board;
  - broad experience in business, finance or administration, and familiarity with business matters;
  - familiarity with the commercial banking industry;
  - prominence and reputation, and ability to enhance the reputation of the Company; and
  - activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board.
- F. In considering diversity of the Board (in all aspects of that term) as a criteria for selecting nominees to the Board the Committee shall take into account various factors and perspectives, including differences of viewpoint, high quality business and professional experience, education, skills and other individual qualities and attributes that contribute to Board heterogeneity, as well as race, gender and national origin.

- G. Consider the impact of a material change in qualifications of a director arising from the retirement or a change in the principal occupation, position or responsibility of a director as such a change relates to continued service on the Board.

### **Annual Board & Committee Assessment**

- A. Oversee the self-evaluation of the Boards.
- B. Review each director's independence and report findings to the Boards.
- C. Evaluate the Boards' performance and annually review the appropriate skills and characteristics required of board members in the context of the current make-up of the Boards, including such factors as business and professional experience, diversity and personal skills in finance, real estate capital markets, government regulation, financial reporting and other areas that are expected to contribute to an effective board.
- D. Review the effectiveness, structure and operations of committees of the Board and the qualifications of members of the Board committees, and recommend to the Board the directors to serve or be removed as members of each committee and to recommend additional committee members to fill any vacancies.

### **Corporate Governance Guidelines**

- A. Develop for Board approval a set of corporate governance guidelines applicable to the Company, periodically review and assess these and their application, and recommend to the Board any changes that the Committee deems appropriate.
- B. Develop for Board approval the Company's Code of Conduct and periodically review and assess the Code of Conduct its application, and recommend to the Board any changes that the Committee deems appropriate.
- C. Manage the implementation and enforcement of the Code of Conduct, including determining an appropriate response to material violations of or non-compliance with the Code of Conduct and reporting any material violations to the appropriate regulatory body when appropriate.
- D. Periodically review the charters for all Board committees and recommend any proposed revisions to the Board for approval.
- E. Review and make recommendations to the Board regarding any shareholder proposals to be included in the proxy statement for the annual meeting of shareholders.
- F. Manage and evaluate the Board Succession Plan on a regular basis.

### **ESG and Sustainability Matters**

- A. Review the Organization's Environmental, Social and Governance (ESG) and sustainability strategy, initiatives and policies.
- B. Review and monitor the operational, regulatory and reputational risks and impacts of ESG on the Organization and provide insight and guidance with respect to the Organization's management of such risks and impacts.
- C. Review and discuss reports from management regarding the Organization's progress towards its key ESG objectives.

- D. Provide input and guidance with respect to communications with employees, customers, shareholders and other stakeholders, as appropriate, regarding the Organization's position on or approach to ESG matters.
- E. Oversee the Company's engagement with shareholders and other interested parties concerning corporate governance, environmental and social matters and related governance disclosures.
- F. Coordinate environmental risks with the Risk Committee and the Loan Committee, and social matters with the Compensation committee.

### **Continuing Education**

Oversee a plan or program for the continuing education of directors, as appropriate.

### **Miscellaneous**

- A. Coordinate with management, including the Chief Financial Officer and the Chief Risk Officer, and with the Audit Committee and the Risk Oversight Committees (which coordination may be through the Committee Chairs) to help ensure that these Committees have received the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of asset liability management and risk assessment guidelines and policies
- B. In addition to any other communication, on at least an annual basis, the Committee shall provide reports to the Risk Oversight Committee the significant activities undertaken by the Committee in support of the Risk Oversight Committee's overall responsibility and oversight of the Organization's risk management framework. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and material matters.
- C. Receive reports, as necessary and appropriate, from the Chief Financial Officer, the Chief Risk Officer and/or the Organization's independent auditors regarding the results of assessments and reviews of governance and oversight as well as internal control systems and processes.

### **Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an evaluation of its own performance at least bi-annually. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

### **Committee Resources**

The Committee may retain outside experts for advice on any matter under review as it may deem necessary or appropriate with prompt notice to the Board Chair. The Committee may form and delegate authority to subcommittees when appropriate.