

SOUTHWEST BANCORP, INC.
GOVERNANCE COMMITTEE CHARTER
June 24, 2010

I. PURPOSE AND RESPONSIBILITIES

1. Purpose:

- a. The Governance Committee shall serve at the behest of the Board of Directors (the “Board”) of Southwest Bancorp, Inc. (“Southwest”). The purpose of the Committee is to develop and recommend to the Board a set of corporate governance guidelines for the Board including, but not limited to the processes of: strategic planning, succession planning, Board performance management, and Board membership.
- b. The Committee shall work cooperatively with executive management to assure shareholders and stakeholders that an appropriate governance structure exists and shall operate to establish and monitor the processes that ensure Southwest’s decisions are in the best interests of shareholders.

2. The specific responsibilities of the Committee include:

a. Corporate Governance Guidelines:

- i. The Committee shall develop and recommend to the Board for approval a set of corporate governance guidelines for the Board.
- ii. The Committee shall keep abreast of developments with regard to corporate governance and review the adequacy of the corporate governance guidelines on an annual basis and recommend to the Board any changes deemed necessary or desirable.

b. Strategic Planning:

- i. The Board recognizes that one of its primary tasks is to oversee Southwest’s strategic direction, and its strategic plan development and implementation. While the nature and extent of the Board’s involvement in strategy will depend on the particular circumstances, the Board has empowered the Committee to be responsible for the ongoing oversight of the corporate strategic planning framework.
- ii. The Committee will establish the strategic planning framework, within which management will establish the specific processes to develop, execute and monitor Southwest’s strategic plans. The framework will include, but not be limited to:
 1. Key factors that should be considered during the strategy formulation process (including, without limitation, economic, environmental, ethical, financial, leadership, operational, political, reputational, strategic, competitive and technological risks and opportunities).
 2. Key components that should be included in the strategic plans (the clearly articulated and well-supported expression of Southwest’s

vision and strategy, identification and setting of strategic goals and expectations).

3. The means for the Committee and Board to assess, question and evaluate the strategic plans cooperatively with management, prior to the plans being submitted to the Board for approval.
 4. The means to monitor the implementation of plans and assess progress toward achieving the strategic goals and expectations.
 5. Guidelines to clarify the roles that management and the Board each play in the strategic planning process.
- iii. The Committee will work cooperatively with management to include management's voice in developing and updating the strategic planning framework and a strategic planning process consistent with the framework's guidelines.
- iv. During the strategic planning process, the Committee will act on behalf of the Board to:
1. Assist management in assessing whether management has the business plans and financial, operational, and human resource requirements necessary to implement the strategy.
 2. Regularly review, discuss, and, when necessary, suggest revisions to management's vision.
 3. Understand, identify, and discuss the key issues, assumptions, risks, and opportunities that relate to the development and implementation of appropriate Southwest strategies.
 4. Assist management to plan and implement a strategic planning retreat or special session for the Board and management.
 5. Ensure the Board is equipped with knowledge of the particular circumstances of Southwest's business and the industry in order to provide strategic questioning and input and recognize any critical strategic discontinuities in management's strategic thinking and planning.
- v. Management will develop the proposed strategic plan within the established framework and process and will present it to the Committee for review, discussion, revision if necessary, and approval.
- vi. The strategic plan approved by the Committee will be presented to the Board by Management, with input from the Committee, for approval by the Board.
- vii. Any unresolved issues between Management and the Committee with respect to the proposed plan or which the Committee otherwise believes should be resolved by Board will be presented to the Board for resolution.

- c. Succession Planning:
 - i. The Board recognizes that one of its primary tasks is to prepare for the succession of the Chief Executive Officer (“CEO”) and other senior officers. The Board has empowered the Committee to be responsible for the ongoing oversight of the succession planning process.
 - ii. The Committee shall establish and at least annually review the criteria for selection of the CEO, as well as steps for CEO succession in the event of an emergency or the retirement of the CEO.
 - iii. At least annually, the Committee shall review and evaluate Southwest’s management development and succession plans and make recommendations to the Board with respect to the selection of individuals to hold the positions of CEO and other senior officer positions. The Committee will hold these plans in strictest confidence.
 - iv. The Committee shall ensure the succession planning process is aligned with Southwest’s vision and strategic plan, so that candidates considered for succession are equipped with the talents, skills and competencies required to effectively pursue the vision and achieve the strategic plans.
- d. Evaluation Process:
 - i. The Committee shall develop and recommend to the Board an annual performance evaluation process for the Board and its committees. The Committee shall oversee the process which the Board and its committees use to conduct annual performance evaluations.
 - ii. The Committee shall gather and review information for the annual evaluation of the Chairman of the Board and the CEO, to be presented to the full Board for its discussion and review.
 - iii. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.
- e. Board Processes:
 - i. The Committee shall make recommendations to the Board regarding the operations and procedures of the Board, such as meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
 - ii. The Committee shall review and recommend to the Board policies regarding the size and composition of the Board, and the compensation of non-employee directors.
- f. Criteria for Nomination to the Board:
 - i. The Committee shall set general criteria for nomination to the Board. The general criteria for nomination to the Board shall be annexed to this Charter.

- ii. The Committee shall have responsibility for identifying and recommending to the Board persons to be nominated as new directors of Southwest at the annual meeting and interim directors. The Committee also shall be responsible for interviewing and investigating potential new directors, or causing such interviews and investigations to be made.
- g. Nomination of Directors:
 - i. The Committee shall have responsibility for recommending to the Board whether or not to nominate each director at the next annual meeting of shareholders.
 - ii. The Committee shall annually consider the size, composition, and needs of the Board. The needs of the board will be based on the necessary talents, skills and competencies required of Directors to achieve Southwest's vision and strategy.
 - iii. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of shareholders. Upon the recommendation of the Committee, the Board may elect a director to the Board during the course of the year to serve until the next annual meeting of shareholders.
- h. Committees of the Board:
 - i. The Committee shall review annually the purpose, structure and operations of the committees of the Board of Southwest, recommend to the Board any changes deemed necessary or desirable to the purpose of the committees and whether any committees should be created or discontinued.
 - ii. For the purposes of this charter, committees of the Board are the Audit Committee, the Compensation Committee, and such other Committees designated by the Board.
 - iii. The Committee shall recommend to the Board the directors and Chairman to be appointed to or, where appropriate, removed from each committee of the Board.
 - iv. The Committee's authority under this section is not intended to supersede the authority of the Audit Committee, the Compensation Committee, or any other committee of the Board required by law or its charter.
- i. Director Orientation and Continuing Education:
 - i. The Committee shall review and recommend, as appropriate, director orientation and continuing education programs for members of the Board.
- j. Committee Self-Evaluation:
 - i. On an annual basis, the Committee shall conduct a self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.

- ii. The Committee shall review and reassess the charter of the Committee each year, and recommend any proposed changes to the Board for approval.

II. INTERNAL REPORTS

3. The Committee shall report to the full Board of Directors of Southwest. The Board shall establish the Charter, membership, and duties of the Committee. The Committee shall provide regular reports of its activities to the Board (i) following meetings of the Committee and (ii) with respect to such other matters or recommendations as the Committee deems appropriate in carrying out its duties.

III. MEMBERSHIP

4. The Committee shall consist of at least three members. The Board, by a majority vote, shall establish the number of members, the membership of the Committee, and the Chair of the Committee at the annual organizational meeting and at other times the Board deems appropriate. Members of the Committee shall serve for one year terms or until their earlier resignation, retirement, death, or removal by the Board or until their successors are appointed. No member of the Committee shall be removed except by majority vote of the Board then in office.
5. The Chairman of the Board is an ex officio member of the Committee, subject to his or her compliance with the membership criteria stated below.
6. All members of the Committee are "independent" as defined in federal securities laws and the Listing Standards. Members are not required to fulfill the additional independence requirements for service on the Audit Committee.

IV. MEETING FREQUENCY

7. The Committee shall meet at least three times annually or more frequently as circumstances dictate, and shall meet periodically in executive session.

V. CONDUCT OF MEETINGS

8. The Committee shall establish reasonable rules for the conduct of meetings and required notice of meetings, subject to oversight by the Board and the requirements of this charter.
The Committee shall meet by conference call or in person, and also may act by unanimous consent and by delegation to the extent the Committee determines is necessary for timely action. The Committee will review all delegated actions at its next following meeting. A majority of the Committee constitutes a quorum. Minutes of the Committee shall not be required, but may be kept. Reports and recommendation to the Board of Directors shall be written.

VI. AUTHORITY, SUPPORT, AND ADVICE

9. The Committee may engage independent consultants to help the Committee perform its duties. The Committee also may consult with Southwest's outside counsel. The Committee may rely on the advice of such consultants and outside counsel with respect to matters reasonably believed to be in their expertise.

10. The Committee shall have the authority to delegate any of its responsibilities to subcommittees comprised of one or more members of the Committee as the Committee may deem appropriate in its discretion. Any actions taken by such subcommittees shall be reported to the full Committee as soon as practicable, but in no event later than at the Committee's next meeting.
11. The committee's functions shall be supported by the Executive Vice President, Director of Human Resources and Compliance. Management shall provide access to any senior or executive officer as requested by the Committee in connection with the Committee's duties.

VII. FUNDING

12. Southwest shall provide for appropriate funding for the payment of compensation to independent consultants employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.