

SkyWest, Inc.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose of Committee

The primary purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SkyWest, Inc. (the “Company”) are to identify individuals qualified to serve as members of the Board and its committees, to develop and recommend to the Board a set of corporate governance principles applicable to the Company and to provide oversight of the corporate governance affairs of the Board and the Company. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership

The Committee shall consist solely of at least two directors of the Company, each of whom shall be “independent” under the rules of the Nasdaq National Market.

Members of the Committee shall be nominated by the Committee and appointed by the Board. Members shall serve at the pleasure of the Board and for such terms as the Board may determine.

Committee Structure and Operations

The Nominating and Corporate Governance Committee shall designate one member of the Committee as its Chair. In the event of a tie vote on any issue, the Chair’s vote shall decide the issue. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Chair, with further meetings to occur when deemed necessary or desirable by the Committee or the Chair.

General Committee Duties and Responsibilities

- 1) The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines and provide oversight of the corporate governance affairs of the Board and the Company.
- 2) The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- 3) The Committee shall identify individuals believed to be qualified to become directors, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of the Company’s shareholders or, if applicable, at a special meeting of the Company’s shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by the Company’s shareholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate, consistent with the Company’s Corporate Governance Guidelines. The Committee may consider candidates proposed by management, but is not required to do so.
- 4) The Committee shall identify directors qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.

- 5) The Committee shall make recommendations to the full Board on director compensation consistent with the rules promulgated by the Nasdaq National Market.
- 6) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and the Company's management.
- 7) The Committee shall periodically report to the Board on the status of professional development and succession planning for the Company's senior executives, including policies and principles regarding succession of the Chief Executive Officer.
- 8) The Committee shall maintain minutes or other records of its meetings and make regular reports to the Board (at least annually) of the Committee's work.
- 9) The Committee shall consider questions of possible conflicts of interest of directors and nominees, as such questions arise.
- 10) If the Chief Executive Officer of the Company is serving as a director of the Company and resigns or retires from his or her office as Chief Executive Officer, the Committee shall review the continued appropriateness for his or her service as a director in light of the change in position and the circumstances of the Company, and shall recommend to the Board the appropriateness of the director's resignation from the Board.

Annual Duties and Responsibilities

1. The Committee shall meet at least once during each calendar year and periodically as the Committee determines necessary in order to fulfill its duties.
- 2) The Committee shall annually review the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board as it deems appropriate.
- 3) The Committee shall annually review its own performance and recommend to the Board any proposed changes to this Charter or to the Committee.
- 4) The Committee shall annually meet with the Chairs of the other committees of the Board to evaluate the performance of such committees. The Committee shall discuss the results of the evaluations and reviews, including its own self-evaluation, with the full Board following the end of each year.
- 5). The Committee shall annually review with the Board the desired skills and characteristics of directors, as well as the composition of the Board as a whole, and shall present to the Board a list of individuals recommended for election to the Board at the annual meeting of shareholders, and for appointment to the committees of the Board (including the Committee).
- 6). The Committee shall annually conduct an evaluation of the performance of the Board and management, including the receipt and review of comments from directors, and report its findings and any related recommendations to the Board.
- 7). The Committee shall annually review the Chief Executive Officer's performance and communicate the results of its review to the other directors in a meeting that is not attended by the Chief Executive Officer.
- 8) The Committee shall annually review the compensation paid to directors for Board and committee service and make recommendations to the Board for any adjustments.

Authority of the Committee

- 1) The Committee has sole authority to retain and terminate any search firm used to identify director candidates or to assist the Committee, and has sole authority to approve the search firm's fees and other retention terms.
- 2) The Committee is authorized to form and delegate responsibilities to subcommittees when appropriate.
- 3) The Committee is authorized to obtain advice and assistance from and engage internal or external legal, accounting, or other advisors. The Committee is authorized to direct the Company to pay such persons such fees as the Committee determines necessary or appropriate.
- 4) In any situation in which the Committee is required to make a report or recommendation to the Board, the Committee may make all or a portion of such report or recommendation to a committee of the Board, ad hoc or standing, if it determines in good faith that limiting its report or recommendation to such a committee is necessary in order to preserve the integrity of the consideration of its report or recommendation.