

**Washington Federal, Inc. and Washington Federal  
Regulatory Compliance Committee Charter**

**PURPOSE**

The Regulatory Compliance Committee has been created by the Board of Directors (individually and collectively the “Board”) of Washington Federal, Inc. and of Washington Federal (the “Companies”). The Committee oversees the Companies’ compliance (“Compliance”) with laws and regulations applicable to the Companies’ banking business, including the statutes and regulations administered by the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Consumer Financial Protection Bureau (“Regulators”).

**COMPOSITION**

The Committee will consist of at least three Directors appointed annually by the Board on the recommendation of the Nominating and Governance Committee. The Board will also appoint a Chair and Vice Chair of the Committee, the latter to act when the Chair is unavailable.

**MEETINGS**

The Committee will meet semi-annually or more often as it or the Board deems appropriate. The Chair will call meetings, establish agendas, preside over meetings, and report the activities of the Committee as requested by the Board.

**AUTHORITY**

In discharging its responsibilities, the Committee shall have the authority to:

- Oversee the Companies’ policies, procedures, programs, and training relating to Compliance.
- Review and evaluate Reports of Examination and other findings and communications from Regulators and the adequacy of the Companies’ responses to Regulators.
- Review and evaluate the adequacy of the Companies’ internal and external Compliance audits and the Companies’ responses to those audits.
- Require any employee of the Companies to attend a meeting of the Committee or to provide reports or other information to the Committee.
- Retain such independent experts as it deems appropriate.

## **RESPONSIBILITIES**

The Committee will:

- Review with Management and report to the Board regarding the Companies' Compliance functions and their material Compliance risks.
- Assess and report to the Board on the adequacy of the Bank's Compliance Program and Management's performance of that Program.
- Review with Management and monitor the Companies' responses to examination and audit findings and Regulators' communications and actions.

## **CHARTER**

The Committee shall review the terms and scope of this Charter annually and will recommend any proposed changes to the Board for approval. This Charter shall be posted on the Company's website.

*Approved by the Board of Directors October 28, 2013*