QUALITY AND COMPLIANCE COMMITTEE CHARTER

Purpose

The Quality and Compliance Committee is appointed by the Board to assist the Board in carrying out its oversight responsibility with respect to Quality and Compliance issues and attendant risks and to oversee management's efforts to adopt and implement policies and procedures that require the Company and its employees to deliver high quality services, to act in compliance with high ethical and legal standards, and to be compliant with operational, health, safety, and regulatory requirements and best practices (see Audit Committee Charter regarding financial control, audit, and accounting matters).

Committee Membership

The Quality and Compliance Committee shall consist of no fewer than three members of the Board.

The members of the Quality and Compliance Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Quality and Compliance Committee members may be removed and replaced by the Board.

Committee Powers, Authority, Duties and Responsibilities

1. The Quality and Compliance Committee shall have the authority to engage and obtain advice and assistance from internal or outside legal, accounting or other advisors and the Company shall provide appropriate funding therefore as determined by the Quality and Compliance Committee.

2. The Quality and Compliance Committee shall annually review the Company's programs and practices related to quality and compliance and shall recommend any proposed changes to the Board for approval.

3. The Quality and Compliance Committee shall receive notice of complaints and allegations relating to the Company's operations relating to Quality or Compliance matters received by the Company, through its anonymous complaint procedure or otherwise, that are deemed to be material by the Chief Compliance Officer or the Chairperson of the Committee, and management shall consult with members of the Quality and Compliance Committee regarding the resolution of all such material complaints and allegations. The Quality and Compliance Committee will not deal with any complaints regarding accounting or auditing matters which are material matters that the Audit Committee shall be responsible for.

4. The Quality and Compliance Committee shall be responsible for reviewing the Company's processes for assuring excellent performance and meeting quality performance benchmarks.

5. The Quality and Compliance Committee shall be responsible for overseeing management of risks relating to Quality and Compliance matters, including compliance

with applicable legal, regulatory, operational, health and safety requirements as well as high ethical standards.

6. The Quality and Compliance Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.

7. The Quality and Compliance Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Quality and Compliance Committee accompanied by any recommendation to the Board.

8. The Quality and Compliance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

9. The Quality and Compliance Committee shall annually review its own performance.

10. The Quality and Compliance Committee's responsibility shall be one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from who he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

11. The Quality and Compliance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.