

## **Nominating and Governance Committee Charter**

Approved by the Board of Directors as amended and restated on March 4, 2016.

This Nominating and Governance Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of The Providence Service Corporation (the “Company”).

### **I. Purpose**

The Nominating and Governance Committee (the “Committee”) of the Board is responsible for developing and recommending to the Board a set of corporate governance policies for the Company, establishing criteria for selecting new directors, identifying, screening and recruiting new directors and any related matters required by the Delaware Corporate Laws, the U.S. federal securities laws and the listing rules of the Nasdaq Stock Market (“NASDAQ”). The Committee will also select nominees for directors and recommend directors for committee membership to the Board.

### **II. Composition**

The Committee shall be comprised of two or more members, all of whom must qualify as independent directors (“Independent Directors”) under the listing standards of NASDAQ or otherwise qualify for an exemption existing under NASDAQ’s corporate governance standards.

The Committee members shall be appointed by the Board. The Board shall appoint one member of the Committee as chairperson. If the Board fails to elect a chairperson, the Committee members shall elect a chairperson from their members. The chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Committee chairperson is not present at a meeting, the remaining members of the Committee may designate an acting chairperson.

The members shall serve for a term of one year or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the full Board. The Board shall have the authority to fill vacancies or add additional members to the Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director and such member shall be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available under the NASDAQ rules with respect to such member’s continued membership on the Committee.

### **III. Meetings and Procedures**

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- The Committee shall meet at least annually and more frequently as circumstances require.

- The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- The chairperson, in consultation with other members of the Committee, shall set the length of each meeting and the agenda of items to be addressed at each meeting and shall circulate the agenda to each member of the Committee in advance of each meeting.
- A majority of the members of the Committee shall constitute a quorum.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests, except that no director of the Company shall participate in discussions or attend any portion of a meeting of the Committee at which that director's nomination or committee selection is being discussed.
- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained by the Company with the books and records of the Company. The chairperson may designate an officer or employee of the Company to serve as secretary to the Committee.

#### **IV. Responsibilities and Duties of the Nominating and Governance Committee**

The Nominating and Governance Committee has the following duties and responsibilities:

##### **Selection of Director Nominees and Committee Membership**

- Determine what types of backgrounds are needed to help strengthen and balance the Board and establish criteria for selecting new directors.
- Identify and screen individuals qualified to become members of the Board, consistent with the criteria set by the Board and the guidelines set forth below.
- Conduct background and qualifications checks of persons it wishes to recommend to the Board as candidates or to fill vacancies.
- Conduct director evaluations prior to re-nomination of directors for election.
- Establish a process for receiving and considering stockholder proposals and suggestions for director nominations. The Committee shall also review and make recommendations to

the Board regarding proposals submitted by stockholders that relate to corporate governance matters and director nominations.

- Select the slate of nominees of directors to be proposed for election by the stockholders and recommend to the Board individuals to be considered by the Board to fill vacancies. Approvals should follow a review by the Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.
- In the event an incumbent director does not receive a majority of the votes cast in an uncontested election, recommend to the Board whether to accept or reject the resignation of such incumbent director or whether action should be taken.
- Recommend to the Board those directors to be selected for membership on the various Board committees. Recommendations should consider the qualifications for membership on each committee, whether the candidate will be able to devote the requisite time to the Committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.

#### **Develop and Implement Policies Regarding Corporate Governance Matters**

- Recommend to the Board policies to enhance the Board's effectiveness, including with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
- Develop and review periodically, and at least annually, the corporate governance policies of the Company to ensure that they are appropriate for the Company and that policies of the Company comply with applicable laws, regulations and listing standards, and recommend any desirable changes to the Board.
- Create, maintain and recommend to the Board for adoption a Code of Ethics for directors, officers and employees.
- Appoint an Ethics Officer to establish and maintain compliance with the Company's Code of Ethics and obtain an annual report of the Ethics Officer.
- Consider any other corporate governance issues that arise from time to time, and recommend appropriate actions to the Board.
- Review directorships in other public companies held by or offered to directors and senior officers of the Company.
- Assist management in the review of director and officer liability insurance requirements and the alternative methods available for satisfying them.
- Oversee the Company's compliance related policies and practices, that are not within the purview of the Audit Committee or are referred to the Committee by the Board.

### **Evaluation of the Board and Management**

- Oversee annual performance evaluations for the Board as a whole, the directors and management.
- Maintain an orientation program for new directors and continuing education programs for directors.

### **Succession Planning and Other Matters**

- Make recommendations to the Board with respect to the election of officers, potential successors for key management positions, including the Chief Executive Officer.
- Obtain advice and assistance from internal or external legal, accounting or other advisors as required for the performance of its duties.
- Review and evaluate the Committee's performance annually with respect to its evaluation of its performance.
- Review and reassess the adequacy of this Charter on an annual basis and recommend to the Board any appropriate changes.
- Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.
- Oversee the Company's policies and practices, if any, regarding philanthropic and political activities.

### **V. Investigations and Studies; Outside Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such experts and other professionals as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.