

PROVIDENCE  
SERVICE  
CORPORATION

**Charter of the Nominating and Governance Committee**  
(effective May 4, 2017)

**PURPOSE AND POLICY**

The primary purpose of the Nominating and Governance Committee (the "Committee") shall be to act on behalf of the Board of Directors (the "Board") of The Providence Service Corporation, a Delaware corporation (the "Company"), in 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. The Committee shall also provide oversight assistance in connection with the Company's legal and regulatory compliance programs as established by management and the Board.]The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

**COMPOSITION**

The Committee shall consist of at least two members of the Board. Each Committee member shall satisfy the independence requirements of NASDAQ and any rules or regulations promulgated by the Securities and Exchange Commission (the "SEC") applicable to Committee members as in effect from time to time (including NASDAQ rule 5606(e)), or otherwise qualify for an exemption existing under NASDAQ's corporate governance standards.

The Committee members, including the Chairperson of the Committee, shall be appointed by and serve at the discretion of the Board, shall serve for such term or terms on the Committee as the Board may determine or until earlier resignation, removal or death, and may be removed from the Committee only by majority vote of the full Board. Vacancies occurring on the Committee shall be filled by the Board. If the Chairperson is not present at a meeting, the members of the Committee may designate an acting Chairperson. The Chairperson shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board.

A member shall promptly notify the Committee and the Board if the member no longer meets any of the requirements set forth in the first paragraph of this section, and such member shall be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available under applicable rules with respect to such member's continued membership on the Committee and should be made.

**MEETINGS**

The meetings and other actions of the Committee shall be governed by the provisions of the Company's Bylaws applicable to meetings and actions of the committees of the Board. The Committee shall hold

such regular or special meetings as its members shall deem necessary or appropriate but shall meet no less than once a year. A majority of the Committee members shall constitute a quorum.

The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

## **AUTHORITY**

The Committee shall have the authority to retain and determine the compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes and such other matters as may from time to time be delegated to the Committee by the Board:

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

1. Determine what types of backgrounds are needed to help strengthen and balance the Board and establish criteria for selecting new directors.
2. 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.
3. Conduct background and qualifications checks of persons it wishes to recommend to the Board as candidates or to fill vacancies.
4. Conduct director evaluations prior to re-nomination of directors for election.
5. Review 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.
6. 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.

7. 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.
8. 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 and Compliance Matters***

1. 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.
2. 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.
3. Create, maintain and recommend to the Board for adoption a Code of Ethics for directors, officers and employees.
4. Appoint a Chief Compliance Officer to establish and maintain compliance with the Company's Code of Ethics and obtain an annual report of the Chief Compliance Officer.
5. Consider any other corporate governance issues that arise from time to time, and recommend appropriate actions to the Board.
6. Review directorships in other public companies held by or offered to directors and senior officers of the Company.
7. Assist management in the review of director and officer liability insurance requirements and the alternative methods available for satisfying them.
8. Oversee the Company's legal and regulatory compliance related policies and practices. Review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, and regarding legal matters and compliance with legal and regulatory requirements, including any material reports or inquiries from regulatory or governmental agencies.

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

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

***Succession Planning and Other Matters***

1. Make recommendations to the Board with respect to the election of officers, potential successors for key management positions, including the Chief Executive Officer.
2. Obtain advice and assistance from internal or external legal, accounting or other advisors as required for the performance of its duties.
3. Conduct an annual evaluation of the performance of the Committee.
4. Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
5. Investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
6. To perform such other functions and to have such powers as may be assigned to the Committee by the Board, or as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

With respect to these responsibilities, and to minimize administrative burdens, the Committee will work with management to define adequate thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally).

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of NASDAQ applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.