

Continuicare Corporation
Nominating and Corporate Governance Committee Charter

A. *Organization*

This charter governs the operations of the nominating and corporate governance committee. The committee shall be members of, and appointed and removed by, the board of directors and shall comprise at least three directors, each of whom are independent of management. Members of the committee shall be considered independent if they meet the independence requirements of the New York Stock Exchange listing standards.

B. *Purpose*

The principal purpose of the committee is to (1) identify and recommend to the board of directors for selection as director nominees individuals qualified to become board members, (2) develop and recommend to the board of directors a set of corporate governance guidelines applicable to the Company, and (3) oversee the evaluation of the board of directors and management. The committee shall also assist the board of directors by reviewing and recommending appointments to the various committees established by the board.

C. *Meetings*

The committee shall meet at least annually or more frequently if circumstances dictate. Meetings of the committee may be held in person or telephonically. A majority of the members constitute a quorum. If a quorum is present, either in person or telephonically, a majority of the members present shall decide any matter brought before the committee. Any member of the committee may call a meeting of the committee upon due notice to each other member at least 48 hours prior to the meeting.

The committee shall provide reports to the board of directors of the actions taken and matters discussed at its meetings. This will generally take place at the board meeting following a committee meeting.

D. *Duties and Responsibilities*

The nominating committee shall be primarily responsible for:

Nominating

- Developing criteria for the selection of director nominees and the nomination process. In furtherance of the foregoing, the committee may, if it deems it appropriate in its sole discretion, establish such procedures as it may deem appropriate for shareholders to submit recommendations for nominees for director.

- Identifying and recommending director nominees to the board of directors for election at each annual meeting of shareholders and for all directorships to be filled by the board of directors, whether created by vacancy, enlargement of the number of directors constituting the entire board of directors or otherwise.
- Annually recommending appointments to the committees of the board.

Corporate Governance

- Developing and recommending to the board of directors for adoption corporate governance guidelines, reevaluating such guidelines periodically and recommending to the board of directors for adoption any revisions that the committee deems necessary or appropriate for the board of directors to discharge its responsibilities more effectively.
- Considering roles and compositions of the various board of directors committees.
- Overseeing the annual self-evaluation of the performance of the board of directors.
- Overseeing the annual evaluation of senior management.

The committee shall evaluate its performance annually and recommend any changes to the board of directors for approval. The committee shall also review and assess this charter annually and submit any proposed amendments to the board of directors for approval.

E. Advisors

The committee shall have the authority, at the expense of the Company, to select, retain, terminate, and approve the fees and other retention terms of legal and other advisors and consultants as it shall deem appropriate without board or management approval.