

**CHARTER OF THE COMPLIANCE AND QUALITY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENVISION HEALTHCARE CORPORATION**

Adopted December 1, 2016

This Compliance and Quality Committee Charter (the “Charter”) sets forth, among other things, the purpose, membership and duties and responsibilities of the Compliance and Quality Committee (the “Committee”) of the Board of Directors (the “Board”) of Envision Healthcare Corporation (the “Corporation”).

**1. Purpose**

The purpose and responsibilities of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to (a) the Corporation’s compliance with applicable laws and regulations, except for laws and regulations pertaining to accounting, auditing, taxation or other financial matters, which shall be the responsibility of the Board’s Audit Committee (the “Audit Committee”), (b) the Corporation’s compliance program, (c) the adequacy of the Corporation’s internal and external compliance controls, (d) the effectiveness of management policies, procedures and practices relating to compliance, and (e) the Corporation’s policies and procedures relating to the delivery of quality medical care to patients. The Committee shall advise the Board as to the status of the Corporation’s compliance program and ongoing developments relating to compliance and quality matters. In order to ensure that the Audit Committee is well informed regarding the Corporation’s compliance program, and compliance and quality matters, the Committee Chair shall coordinate and communicate directly with the Chair of the Audit Committee.

For purposes of this Charter, “compliance” shall be defined as the Corporation’s adherence to all laws, regulations and policies applicable to the Corporation and the operation of the Corporation’s businesses, except to the extent that oversight with respect to a law, regulation or policy is expressly assigned or delegated to another committee of the Board of Directors, including laws, regulations and policies pertaining to accounting, auditing, taxation or other financial matters, which shall be the responsibility of the Audit Committee.

**2. Membership**

The Committee shall consist of no fewer than four members of the Board, unless otherwise determined by the Board in accordance with the By-laws of the Corporation (the “By-laws”). The composition of the Committee shall be as set forth in the By-laws. The Committee members and any alternate members will be appointed by the Board on the recommendation of the Board’s Nominating and Corporate Governance Committee and in accordance with the By-laws and may be removed by the Board in accordance

with the By-laws. The Committee members and any alternate members shall serve for such term or terms as the Board may determine. The Committee Chair shall be appointed from among the Committee members by the Board in accordance with the By-laws. In order to ensure that the Audit Committee is well informed regarding the Corporation's compliance program, and compliance and quality matters, the Committee's membership shall include at least one member of the Board who serves concurrently on the Audit Committee.

The Committee may form, and delegate any of its power or authority to, one or more subcommittees only if so authorized by the Board; provided, however, that no subcommittee shall consist of fewer than two Committee members and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

### **3. Meetings**

Regular meetings of the Committee shall be held on such dates and at such times and places as are determined from time to time by the Committee. Special meetings of the Committee shall be held whenever called by the Chairman of the Board of the Corporation, the Committee Chair or the Chief Executive Officer of the Corporation or, in the event of the absence or disability of the Chairman of the Board of the Corporation, the Committee Chair and the Chief Executive Officer of the Corporation, by the Secretary of the Corporation, or by one-third of the Committee members then in office, at such place, date and time as may be specified in the respective notices or waivers of notice of such meetings. Special meetings of the Committee may also be called by resolution of the Board. Any business may be conducted at a special meeting. All Committee meetings may be held telephonically. A quorum for the Committee shall be a majority of its members, unless the Committee has only one or two members, in which case a quorum shall be one member, or unless a greater quorum requirement is established by the Board. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall keep regular minutes of its meetings and report to the Board when required.

The Committee may request that any officer or employee of the Corporation or any representative of the Corporation's outside counsel or other advisors attend any meetings of the Committee (or any portions thereof) or meet with any members or representatives of the Committee, and may provide to such persons such information as the Committee deems necessary or advisable.

The Committee shall meet in separate executive sessions with members of management of the Corporation, including the Chief Compliance Officer and the Chief Medical Officer, periodically as needed. The Committee Chair shall supervise the conduct of the meetings and shall have such other responsibilities as set forth herein or as the Committee may determine from time to time.

#### **4. Responsibilities**

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time.

##### *Compliance Related Duties*

The Committee shall have the following goals and responsibilities with respect to the Corporation's compliance efforts:

- (a) Provide oversight of the Corporation's compliance with applicable laws and regulations, except for laws and regulations pertaining to accounting, auditing, taxation or other financial matters, which shall be the responsibility of the Audit Committee, and communicate significant compliance issues to the Board and to other Board committees;
- (b) Review significant compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
- (c) Regularly review reports of the General Counsel on pending or threatened litigation, any material reports or inquiries received by the Corporation from regulators or governmental agencies, and other matters, including the scope and effectiveness of compliance policies and programs, except for any such reports primarily relating to accounting, auditing, taxation or other financial matters, which shall be the responsibility of the Audit Committee.
- (d) Review reports of the Corporation's Corporate Quality Committee;
- (e) Review and evaluate, at least annually, the effectiveness of the Corporation's compliance staff and compliance and ethics program;
- (f) Review and approve compliance related policies and procedures, including employee standards of conduct and whistleblower policies and procedures, except for such policies and procedures related to accounting, internal controls or auditing matters, which shall be the responsibility of the Audit Committee;
- (g) Report compliance issues that may have significant financial implications to the Audit Committee and otherwise assist the Audit Committee in the discharge of such committee's obligations related to such compliance issues; and

- (h) Meet regularly in executive session with the Corporation's Chief Compliance Officer.

*Quality Related Duties*

The Committee shall have the following goals and responsibilities with respect to the Corporation's quality and patient safety efforts:

- (a) Provide oversight of the Corporation's policies and procedures relating to the delivery of quality medical care to patients;
- (b) Review the policies and procedures developed by the Corporation's Chief Medical Officer and other members of management to advance the quality of health care provided to patients and patient safety, including quality, medical credentialing, accreditation and safety policies and procedures;
- (c) Review, in conjunction with the Chief Medical Officer and other members of management, the development of internal systems and controls to collect and measure quality data and carry out the Corporation's standards, policies and procedures relating to quality of patient care and patient safety;
- (d) Review information regarding the Corporation's quality, clinical risk, patient safety and performance improvement initiatives;
- (e) Review the results of physician and employee satisfaction surveys;
- (f) Ensure communication across the organization regarding patient care and safety improvement opportunities and activities and the evaluation of those activities;
- (i) Review adverse events relating to the quality of patient care and patient safety, along with corrective action plans; and
- (j) Consult with the Corporation's Compensation Committee regarding quality and patient safety related key performance indicators and other compensation measures.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

The Committee may consider other matters and engage in other activities in furtherance of fulfilling the purpose and responsibilities described in Section 1 hereof as the Committee or the Board may deem appropriate.

## **5. Annual Performance Evaluation**

At least annually, the Committee shall perform a review and evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and present to the Board a report of such annual performance evaluation. The Committee shall periodically reassess the adequacy of this Charter and recommend to the Board any proposed changes and improvements to this Charter that the Committee deems appropriate.

## **6. Investigations and Studies; Outside Advisers; Support**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain, at the Corporation's expense, after taking appropriate steps to ensure the absence of any conflicts of interest, such independent counsel or other advisers as it deems necessary. At the request of the Committee, the Corporation shall provide the Committee with an appropriate level of staff and support to allow the Committee to function appropriately. In fulfilling its responsibilities, the Committee shall have full access to all of the Corporation's books, records, facilities, personnel and outside advisors.

## **7. Miscellaneous**

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under the applicable laws of Delaware. Furthermore, nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. Except as otherwise required by laws, rules and regulations applicable to the Committee, 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. This Charter is intended to be consistent with the Board's Corporate Governance Guidelines. This Charter is, and any amendments hereto will be, displayed on the Corporation's website and a printed copy will be made available to any stockholder of the Corporation upon request.