

# EMERGENCY MEDICAL SERVICES CORPORATION

## Compensation Committee Charter

This Compensation Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Emergency Medical Services Corporation (the “**Company**”) on December 14, 2005.

*This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.*

### I. PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) shall be to carry out the Board’s overall responsibility relating to compensation of the Company’s officers, including overseeing (i) the compensation of the chief executive officer, (ii) the Company’s employee stock option or other equity-based compensation plans and programs and (iii) the Company’s management compensation policies.

### II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom, in the judgment of the Board, shall be (i) independent, if required, under any then applicable New York Stock Exchange (the “**NYSE**”) listing standards to which the Company is subject, after giving effect to any exemption for "controlled companies", (ii) a non-employee director for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) an outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986.

No member of the Committee shall be eligible to participate in any compensation plan or program of the Company or any subsidiary of the Company that is administered or overseen by the Committee.

The Committee members shall be appointed annually by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Chairman of the Committee shall be appointed from among the Committee members by the Board or as otherwise provided in the Company’s by-laws. The Chairman of the Committee shall serve at the pleasure of the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

### **III. MEETINGS**

The Committee shall meet once each year and at such other times as it deems necessary to fulfill its responsibilities. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

In the absence of the adoption by the Board of rules of procedure for the Committee, the Committee shall adopt its own rules of procedure. Meetings may be held telephonically. Written minutes of all Committee meetings shall be kept and maintained with the books and records of the Company.

### **IV. RESPONSIBILITIES**

In furtherance of its purpose, the Committee shall have the responsibility and authority to:

1. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall evaluate at least once a year the chief executive officer's performance in light of these established goals and objectives and, based upon these evaluations, shall determine and approve the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation.
2. Review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such senior executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
3. Administer and grant option and awards under the Company's stock option plan or other equity-based plans or programs.
4. Prepare and publish an annual executive compensation report in the Company's proxy statement in compliance with the rules and regulations of the Securities and Exchange Commission.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and provided that such subcommittee presents its decisions to the full Committee at each of its scheduled meetings.

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

## **V. 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.