

# EMERGENCY MEDICAL SERVICES CORPORATION

## Corporate Governance and Nominating Committee Charter

This Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee (the “**Committee**”) shall be to assist the Board in fulfilling its responsibility to the stockholders, potential stockholders and investment community by:

- identifying individuals qualified to become directors and selecting, or recommending that the Board select, the candidates for all director positions to be filled by the Board or by the stockholders;
- developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- otherwise taking a leadership role in shaping the corporate governance of the Company.

### 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 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."

The Committee members shall be appointed annually by the Board and 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 at least 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 schedule and 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:

#### A. Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all director positions to be filled by the Board or by the stockholders at an annual or special meeting, and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy. In identifying candidates for membership on the Board, the Committee will solicit ideas for other directors and may make its own inquiries and solicit suggestions from management, stockholders and other sources.
3. Invite to its meetings any director, officer or employee of the Company, or such other person as it deems appropriate to assist it in performing its responsibilities.
4. Establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.
5. Evaluate the suitability of candidates for nomination to the Board, taking into consideration the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors, and considering the general qualifications of the potential nominees, such as:
  - Integrity and honesty,
  - The ability to exercise sound, mature and independent business judgment in the best interests of the stockholders as a whole,
  - A background and experience with healthcare, operations, finance or marketing or other fields which will complement the talents of the other Board members,

- Willingness and capability to take the time to actively participate in Board and Committee meetings and related activities,
- Ability to work professionally and effectively with other Board members and Company management,
- Availability to remain on the Board long enough to make an effective contribution, and
- Absence of material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues.

and see that all necessary and appropriate inquiries are made into the backgrounds of such candidates.

6. Advise the Board on changes in Board compensation.
7. Oversee the evaluation of the board and management, including reviewing the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change of status.

**B. Committee Selection, Composition and Evaluation**

1. Recommend members of the Board to serve on the committees of the Board, on an annual basis, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding removal of any member of any committee.
2. Recommend members of the Board to serve as the Chairman of the committees of the Board.
3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
4. Recommend the establishment of special committees as may be necessary or desirable from time to time to address ethical, legal or other matters relating to corporate governance that may arise.

**C. Corporate Governance**

1. Review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.

2. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and in compliance with NYSE listing standards, and to monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines, and recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of the Company's by-laws, and in the policies and practices of the Board.
3. Review policies and procedures relating to meetings of the Board, shareholder communication with directors, director attendance at the annual general meeting of stockholders and carrying out the Board's responsibilities.
4. Review policies and procedures relating to stockholder participation in corporate governance.

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.