

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
ENVISION HEALTHCARE CORPORATION**

Adopted on December 1, 2016.

This Nominating and Corporate Governance Committee Charter (the “Charter”) sets forth, among other things, the purpose, membership and duties and responsibilities of the Nominating and Corporate Governance 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) 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, (b) developing and recommending to the Board a set of corporate governance principles applicable to the Corporation and (c) otherwise taking a leadership role in shaping the corporate governance of the Corporation.

**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”), each of whom, in the judgment of the Board, shall be independent under applicable New York Stock Exchange (“NYSE”) listing standards. 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 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.

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 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.

##### *(a) Board Selection, Composition and Evaluation*

- (a) Recommend to the Board appropriate criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
- (b) 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.
- (c) Invite to its meetings any director, officer or employee of the Corporation, or such other person as it deems appropriate to assist it in performing its responsibilities.

- (d) 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.
- (e) 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:
  - i. Integrity and honesty;
  - ii. The ability to exercise sound, mature and independent business judgment in the best interests of the stockholders as a whole;
  - iii. A background and experience with healthcare, operations, finance or marketing or other fields which will complement the talents of the other Board members;
  - iv. Willingness and capability to take the time to actively participate in Board and Committee meetings and related activities;
  - v. Ability to work professionally and effectively with other Board members and the Corporation's management;
  - vi. Availability to remain on the Board long enough to make an effective contribution;
  - vii. Satisfaction of applicable independence standards; and
  - viii. 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.

- (f) 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.
- (g) Make recommendations for changes in the size of the Board as appropriate.
- (h) *Committee Selection, Composition and Evaluation*
  - (i) 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.

- (j) Recommend members of the Board to serve as the Chair of the committees of the Board.
- (k) 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.
- (l) Oversee the Board's evaluation of each committee.
- (m) 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.
- (n) *Corporate Governance*
  - (a) Review the direct and indirect relationships of members of the Board with the Corporation or its management and assist the Board with its determination of the independence of its members.
  - (b) Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation 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 the Committee deems appropriate in those guidelines, in the corporate governance provisions of the By-laws, and in the policies and practices of the Board.
  - (c) Review policies and procedures relating to meetings of the Board, stockholder communication with directors, director attendance at the annual general meeting of stockholders and carrying out the Board's responsibilities, including oversight and periodic review of the Board Communication Policy, and recommending any changes to the Board.
  - (d) Review policies and procedures relating to stockholder participation in corporate governance.
  - (e) As Committee Chair, approve delegations by the General Counsel of his or her obligations under the Policy on Trading in Securities to such other officers or members of the Legal Department as may be designated from time to time.
  - (f) In collaboration with the Compensation Committee, direct the Board's oversight of Chief Executive Officer succession planning, including the Board's evaluation of the policies and principles for Chief Executive Officer selection, as well as

policies regarding succession in the case of an emergency or retirement of the Chief Executive Officer.

- (g) Develop and oversee the Corporation's education and orientation program for new directors and its continuing education program for directors.

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.

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Corporation to such consultant or search firm, including the fees, terms and other conditions for the performance of such services.

## **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.