

**SELECT MEDICAL HOLDINGS CORPORATION
SELECT MEDICAL CORPORATION**

QUALITY OF CARE AND PATIENT SAFETY COMMITTEE CHARTER

(Reviewed and Reauthorized on 02/14/19)

**SELECT MEDICAL HOLDINGS CORPORATION
SELECT MEDICAL CORPORATION
QUALITY OF CARE AND PATIENT SAFETY COMMITTEE CHARTER**

Purpose.

The Quality of Care and Patient Safety Committee (the “Committee”) is appointed by the Boards of Directors (together, the “Board”) of Select Medical Holdings Corporation and Select Medical Corporation (the “Company”) to assist the Board in fulfilling its oversight responsibilities relating to the review of the Company’s policies and procedures relating to the delivery of quality medical care to patients. The Committee shall maintain communication between the Board and the senior officers with management responsibility for medical care. The Committee shall review matters concerning or relating to the quality of medical care delivered to patients, efforts to advance the quality of medical care provided and patient safety. The Committee shall have general oversight and management responsibilities for the Company’s enterprise-wide Patient Safety Evaluation System established pursuant to the Patient Safety and Quality Improvement Act. 42 U.S.C. § 299b-21 *et seq.* The Committee shall make regular reports to the Board and shall review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board.

Composition.

The Committee shall consist of not less than two (2) members selected by the full Board. Each committee member shall be appointed for a term of one (1) year at the meeting of the Board held in conjunction with the Company’s Annual Meeting of Stockholders. The Chair of the Committee shall be designated by the Board. Committee members may be removed and replaced by the Board.

Meetings of the Committee.

The Committee shall meet at such times and from time to time as it deems appropriate, but not less than once each year. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee shall report to the Board at each regularly scheduled Board meeting on significant results of its activities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear and understand each other. Except in extraordinary circumstances as determined by the Committee’s chair, notice shall be delivered to all Committee members at least forty eight (48) hours in advance of the scheduled meeting.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or stock exchange rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

General Authority.

The Committee shall have the authority to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company. The Committee is further authorized to utilize the services of the Company's regular corporate legal counsel with respect to legal matters.

Committee Authority and Responsibilities.

The powers and duties of the Committee are as follows:

1. Review plans for the quality, safety, risk and clinical services improvement strategies.
2. Review the policies and procedures developed to promote quality patient care and patient safety.
3. To the extent it may deem necessary or appropriate, retain or approve the recommendation of any senior officer with management responsibility for medical care for the retention of, consultants or other advisors from time to time concerning quality of patient care and patient safety matters.
4. Review, in conjunction with the relevant Company departments, the development of internal systems and controls to carry out the Company's standards, policies and procedures relating to quality of patient care and patient safety, including, without limitation, controls designed to facilitate communication across the organization regarding patient care and safety improvement opportunities and activities and the evaluation thereof.
5. Review, as appropriate, information relating to quality, clinical risk, patient safety and performance improvement.
6. Oversee and manage, through one or more designees, the Company's enterprise-wide Patient Safety Evaluation System established in accordance with Patient Safety and Quality Improvement Act. 42 U.S.C. § 299b-21 *et seq.*
7. Take such other actions and perform such services as may be referred to it from time to time by the Board, including the conduct of special reviews as it may deem necessary or appropriate to fulfill its responsibilities.

Effective Date.

This Quality of Care and Patient Safety Committee Charter was adopted by the Board and became effective on May 2, 2012.