

**CHARTER FOR THE CLINICAL
QUALITY COMMITTEE OF THE BOARD
OF DIRECTORS OF
AVEANNA HEALTHCARE HOLDINGS INC.**

May 26, 2017

This clinical quality committee charter (the "Charter") was adopted by the Board of Directors (the "Board") of Aveanna Healthcare Holdings Inc. (the "Company") on May 26, 2017. This charter was subsequently amended on July 26, 2017.

Purpose

The Clinical Quality Committee (the "Committee") is appointed to assist the Board in fulfilling its oversight responsibilities evaluating and monitoring: (1) the programs, policies, procedures and performance improvement practices of the Company and its direct and indirect subsidiaries (collectively, the "Company Group") that support and enhance the quality of care provided by the Company Group; (2) the Company Group's compliance with applicable healthcare laws, regulations, policies, professional standards and industry guidelines; and (3) the Company Group's compliance with its code of conduct (the "Code of Conduct"); and (4) report on the Company Group's compliance with healthcare laws, regulatory requirements, as well as Corporate Integrity Agreement.

Organization

The Committee shall be comprised of at least four directors. The members of the Committee shall be appointed and removed by the Board. The Board also shall designate a committee chair (the "Committee Chair"). The initial members are Devin O'Reilly, Sheldon Retchin, Tony Strange and Robert Williams and the initial Committee Chair shall be Sheldon Retchin.

The Committee shall meet at least twice a year and as often as necessary to carry out its responsibilities. It shall regularly report to the Board on its findings and matters within the scope of its responsibility.

Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee. Nothing herein is intended to expand any applicable standards of liability under state or federal law for directors or managers of the Company.

A quorum at any Committee meeting shall be at least a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held. Notwithstanding the foregoing, any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee Chair shall be responsible for establishing the agenda for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee prior to the meeting. The Committee shall maintain minutes of all its meetings to document its activities and recommendations.

Committee Authority and Responsibilities

The Committee shall have the authority and responsibility to:

- Evaluate at least annually and review and concur with or reject, as the Committee deems appropriate, management's appointment, termination, or replacement of the Company Group's Chief Clinical Officer.
- Review with the Chief Clinical Officer the Company Group's adoption, implementation and periodic review of policies and procedures designed to provide that each individual cared for in the Company Group's facilities or by its employees receives the appropriate level of care.
- Review with the Chief Clinical Officer and the Company Group's clinical leadership the Company Group's performance on established internal and external benchmarks of clinical performance and outcomes.

- Review with the Chief Clinical Officer and the Company Group's clinical leadership the effectiveness of the Company Group's clinical staff credentialing process.
- Work with Chief Clinical Officer to set annual goals and objectives for clinical initiatives.
- Establish and review clinical operating metrics including reviewing incident reports.
- Review home health agency evaluations.
- Apprise the Board on the Company Group's clinical compliance and performance improvement efforts with appropriate internal and external sources.
- Review clinical compliance required for licensing and regulatory compliance.
- Review results of all CHAP surveys.
- Review results of all state regulatory surveys.
- Monitor and review clinical training requirements.
- In consultation with the Board, take any other actions necessary or advisable from time to time to comply with applicable laws and regulations.
- Review with the Company's compliance officer the adoption, implementation and periodic review of policies and procedures of the Company and its Subsidiaries (collectively, the "Company Group") that are designed to comply with all applicable healthcare laws, regulations, quality of care issues, professional standards and industry guidelines, as well as the Company Group's policies and Code of Conduct.
- Review compliance with all components of the Pediatric Services of America, Inc. corporate integrity agreement dated July 27, 2015.
- Review with the Company's compliance officer the development and maintenance of internal systems and controls to carry out the Company Group's policies and procedures relating to clinical compliance matters and ethics.
- Review with the Company Group's legal counsel as necessary legal matters that may have a material impact on the Company Group's compliance and regulatory status and any material inquiries or reports from regulators or governmental agencies pertaining to clinical outcomes or quality of care related compliance issues.
- Monitor the independent review organization to comply with any corporate integrity agreement with any governmental agency.
- Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.