

Civitas Solutions, Inc.

Charter of the Quality and Risk Management Committee

Amended and Restated: Effective March 9, 2018

The Board of Directors of Civitas Solutions, Inc. and its subsidiaries (the “Company”) by unanimous written consent dated September 12, 2014, has adopted this Charter which describes the authority, responsibilities and specific duties of the Quality and Risk Management Committee (the “Committee”).

Composition

The Committee shall consist of at least one and no more than four Directors to be appointed by the Board of Directors. The Board of Directors shall appoint a member of the Committee to serve as its chairman, and the chairman shall generally direct the business of the Committee. The Corporate Secretary shall serve as secretary and management liaison for the Committee. The Board shall have the authority at any time to change the membership of the Committee and to fill vacancies on the Committee.

The Committee shall oversee the Company’s management compliance committee which is responsible for the structure and implementation of our compliance plan and service delivery risk management plan. The members of the management compliance committee shall be appointed by, and serve at the pleasure of the Committee. The management compliance committee shall meet quarterly. The Compliance Officer will report minutes of the management compliance committee’s meetings to the Committee.

Committee Authority And Responsibilities

- The Committee shall oversee our management compliance committee.
- The Committee shall discuss specific material compliance and other legal issues with the Audit Committee, the Chief Legal Officer and the Compliance Officer, as appropriate.
- The Committee shall oversee the Company’s quality improvement programs.
- The Committee shall review the Company’s Code of Conduct periodically and shall make recommendations to the Nominating and Corporate Governance Committee with respect to changes to such Code.
- The Committee shall have the authority to conduct such investigations into matters relating to the Company’s compliance programs as the Committee may deem necessary.

- The Committee shall have the authority to retain such legal and other experts as the Committee may deem appropriate to assist the Committee in the discharge of its duties.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee, Chief Executive Officer, the Secretary or the Compliance Officer of the Company. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company records. A majority of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present at a meeting shall constitute the act of the Committee. Reports of meetings of the Committee shall be made to the Board of Directors at regularly scheduled meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

Committee Review

The Committee shall evaluate its performance periodically and develop the criteria for such evaluation. In addition, periodically, this Charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.