

Civitas Solutions, Inc.

Charter of the Quality and Risk Management Committee

Amended and Restated: Effective September 14, 2018

The Board of Directors of Civitas Solutions, Inc. and its subsidiaries (the “Company”), as of September 14, 2018, has adopted this amended and restated Charter which describes the authority, responsibilities and specific duties of the Quality and Risk Management Committee (the “Committee”).

Composition

The Committee shall consist of no fewer than three (3) Directors to be appointed by the Board of Directors. The Board of Directors shall appoint a member of the Committee to serve as its Chair, and the Chair shall generally direct the business of the Committee. A majority of the Committee members shall satisfy the independence requirements of the New York Stock Exchange. 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 the Company’s 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 will coordinate its oversight of service delivery risk with the Audit Committee in such a manner as the committees or their chairs deem 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 periodically report on its activities to the Board and to make such recommendations and findings as it deems appropriate.
- 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 periodically, but not less than four (4) times per year. Meetings may be called by the Chair 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.

The Committee may meet in executive session outside the presence of management. The Committee will meet periodically with the Chief Compliance Officer to discuss any matter that the Committee believes should be discussed privately. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

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 first to the Nominating and Corporate Governance Committee and then the Board of Directors for approval.