

BAY STATE COLLEGE, INC.

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF TRUSTEES**

Member Qualification and Selection

The Nominating and Corporate Governance Committee (the "Committee") of Bay State College, Inc. (the "College") and its Chair shall be appointed by the Board of Trustees (the "Board"), by vote of a majority of the independent trustees, to serve at the discretion of the Board, as determined by vote of a majority of the independent trustees, and shall be comprised of at least two trustees, each of whom shall meet applicable independence requirements, including those of the Massachusetts Department of Higher Education and the New England Association of Schools and Colleges.

Meetings

The Committee shall meet as frequently as the Committee as a whole or the Chair may from time to time determine to be appropriate. At all meetings of the Committee a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting. The Committee may also act as otherwise permitted by law or the Company's Bylaws.

Statement of Policy

The Committee shall identify and evaluate individuals for Board and committee membership and chairs. The regulations of the Massachusetts Department of Higher Education (610 CMR 2.07(4)(a)) require that the members of the Board be appointed by the Chief Executive Officer of the parent corporation of the College, Bay State Education Corporation (the "Parent Corporation"). The Committee shall make recommendations to the Chief Executive Officer of the Parent Corporation as to the size of the Board and its committees and as to the suitability of individual candidates for appointment to the Board. The Chief Executive Officer of the Parent Corporation shall not appoint any candidate to the Board unless he or she has been recommended by the Committee. The Committee shall also make recommendations to the Board concerning the role of the Board in the corporate governance process of the College and oversee the evaluation of the Board and its committees.

Responsibilities and Processes

A. Trustee Nominations and Board Structure

1. The Committee shall review and reassess, at least annually, the size, structure, independence, and membership of the Board and its committees (including the Committee) and the charters as needed of such committees to assure that the proper skills, independence, diversity, education and experience are represented on the Board and its committees and make recommendations to the Board or the Chief Executive Officer of the Parent Corporation, as appropriate, concerning such matters. In conducting its review, the Committee shall consider the contributions of existing Trustees, the overall needs of the College, particularly the need to ensure the quality of the College's education programs consistent with the College's stated objectives and mission, and the preferences of the Trustees being considered for appointment to Committees. In assessing the independence of Trustees and candidates for appointment as Trustees the

Committee shall review each Trustee's and each candidate's relationship with the College to determine whether such Trustee or candidate has a direct or indirect financial interest in the College. The Chair of the Committee shall inform all Trustees of the requirement that any Trustee shall inform the Chair before entering into a relationship with the College which may present a conflict of interest or the appearance of a conflict of interest. The Committee shall report annually to the Board as to the independence of each Trustee and the Conflict of Interest Policy Disclosure Forms.

2. The Committee shall, as appropriate, identify individuals qualified to become Board members and otherwise aid in attracting highly qualified candidates as Trustees. The Committee shall evaluate and propose to the Chief Executive Officer of the Parent Corporation nominees for appointment to the Board. The Committee shall consider the independence, knowledge, experience, integrity and judgment of possible candidates for nomination as Trustees, their potential contribution to the diversity of backgrounds, experience and competencies and their ability to devote sufficient time and effort to their duties as Trustees. The Committee shall consider nominees recommended by other members of the Board and the CEO of the Parent Corporation for appointment to the Board provided the names of such nominees, accompanied by relevant biographical information, are submitted in writing to the Committee Chair. The Committee shall recommend for approval by the Chief Executive Officer of the Parent Corporation persons to fill vacancies on the Board. The Board may remove any Trustee from the Committee with or without cause at any time by vote of a majority of the independent trustees.
3. After consultation with the Chairman of the Board and the Chief Executive Officer of the College and consideration of the background of individual Board members, the Committee shall recommend annually to the Board the assignment of members to committees and the designation of committee chairs.
4. Review each Trustee's continuation on the Board every year. This will allow each Trustee the opportunity to confirm his or her desire to continue as a member of the Board. This review allows the Committee to assess the continuing contributions of each Trustee and, if appropriate, to recommend that a particular Trustee step down from the Board
5. The Committee shall review and make recommendations to the Board annually concerning Trustee compensation.
6. The Committee shall annually conduct an assessment of the Board which shall include solicitation and review of comments from each Trustee and shall report to the Board at the end of each fiscal year of the College its findings concerning the Board's performance and contribution to the College and its mission. The Board assessment shall include an assessment of the committees.
8. The Committee shall review and report to the Board annually on the question of whether the College has an adequate plan to ensure consistency and continuity in the event that the Chief Executive Officer of the College should cease to serve.

B. Other Matters

1. The Committee and its members shall have unrestricted access to management. The Committee shall have sole discretion, in its areas of responsibility, at Company expense, to retain and terminate independent advisors, including sole authority to approve the fees and retention terms for such advisors, if it shall determine the services of such advisors to be necessary or appropriate. Should any member of the Committee believe that participation of management or independent advisors in any discussion of a particular

subject at any meeting would be advisable, they are free to request such participation.

2. The Committee shall be available to the Chairman of the Board, the Chief Executive Officer and other Trustees for consultation concerning candidates as Trustees and perform such other functions which from time to time may be assigned by the Board.
3. The Committee may, when appropriate in its discretion, delegate authority with respect to specific matters to one or more members, provided that all decisions of any such members are presented to the full Committee at its next scheduled meeting.
4. The Committee shall have such other duties consistent with its charter as may be delegated to it by the Board.

Reports to Board

The Committee shall report to the Board regularly regarding issues that arise in connection with the performance of its responsibilities outlined herein. The Committee shall review and reassess the adequacy of this Charter at least annually and obtain the approval of the Board for any proposed change to the Charter.