

BAY STATE COLLEGE, INC.

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF TRUSTEES**

Purpose

To exercise the powers of the Board when necessary between regular meetings, subject to any limitations of law. Perform other duties as directed by the full Board.

Duties and Responsibilities

A. The following shall be the activities of the Committee in carrying out its purpose. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. During the intervals between meetings of the Board, the Committee shall have and may exercise the powers of the Board, except as limited by the Corporate Bylaws.
2. Take such other action and do such other things as may be referred to it from time to time by the Board.

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.

The Committee shall have such other duties consistent with its charter as may be delegated to it by the Board.

Composition

The Executive 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 trustees, to serve at the discretion of the Board, and shall be comprised of at least two trustees, each of whom shall meet applicable independence requirements.

The Committee shall consist of the Chairman of the Board and individuals nominated by the Nominating & Corporate Governance Committee of the Board from the members of the Board. Membership shall not exceed three Trustees. Unless otherwise determined by the Board, all members of the Board not appointed members of the Committee shall be alternate members of the Committee. The Board may fill vacancies among the regular members of the Committee by appointment from among its members.

Committee Structure and Operations

The Chairman of the Board of the Corporation shall be the Chair of the Executive Committee. The Committee shall meet as frequently as the Committee as a whole or the Chair may from time to time determine to be appropriate.

The Secretary of the Corporation shall be the Secretary of the Executive Committee unless the Committee designates otherwise.

In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

At all meetings of the Committee a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business or by unanimous written consent.

Whenever at any meeting of the Executive Committee any member of the Committee expresses the judgment that any matter under consideration should be referred to the Board for consideration, it shall be so referred.

Meetings

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.

Reports to Board

The Committee shall report to the Board at the next regularly scheduled board meeting following any action taken by the Committee or regarding any issues that arise in connection with the performance of its responsibilities outlined herein. The Committee shall review and reassess the adequacy of this Charter periodically and obtain the approval of the Board for any proposed change to the Charter.