

Almost Family, Inc.

Charter of the Nominating and Corporate Governance Committee

I. Mission

The Nominating and Corporate Governance Committee exercises general oversight with respect to the governance of the Board of Directors, including with respect to the identification and recommendation to the Board of Directors of proposed nominees for election to the Board.

II. Organization

The Nominating and Corporate Governance Committee shall be composed of at least three directors, each of whom shall be an “independent director” as defined by the rules of the Nasdaq Stock Market. At least one member of the Committee shall be a member of the Board’s Audit Committee. The Committee shall meet at least one time per year.

III. Authority and Responsibilities

The Nominating and Corporate Governance Committee exercises general oversight with respect to the Board of Directors as set forth herein. It reviews the qualifications of and recommends to the Board of Directors proposed nominees for election to the Board.

The Committee, to the extent it deems necessary or appropriate, will:

- make recommendations to the full Board regarding its size and composition and the tenure of directors.
- evaluate the skills and expertise needed by the Board in light of the skills and expertise of the current directors.
- identify individuals qualified to become directors of the Corporation; recommend to the Board nominees to fill vacancies on the Board and the nominees to stand for election (or re-election) as directors at the next annual meeting of shareholders (or, if applicable, a special meeting of shareholders); and have sole authority to engage any search firm retained to identify director candidates, including sole authority to approve the search firm's fees and other engagement terms.
- periodically assess and make recommendations to the Board regarding both the independence of directors under applicable law and the rules of the Nasdaq Stock Market, and service by the Corporation’s directors and executive officers on the boards of other companies and organizations.
- review the duties and composition of the committees of the Board, and identify and make recommendations to the Board regarding directors qualified to serve on

and chair those committees, taking into account the following criteria, as applicable:

- Nasdaq Stock Market criteria for composition of the Audit Committee;
 - criteria for composition of the Compensation Committee under Nasdaq Stock Market rules, Section 162(m) of the Internal Revenue Code and Section 16 of the Securities Exchange Act of 1934; and
 - such other criteria and factors as the Nominating and Corporate Governance Committee deems appropriate.
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- review and make recommendations to the Board regarding the appointment of officers.
 - review proposals and nominations by shareholders and proposed responses.
 - periodically appraise Board performance and lead Board self-evaluation discussion.
 - annually review and assess its performance and charter and recommend to the Board any proposed changes to the Nominating and Corporate Governance Committee charter.