

**EVCI CAREER COLLEGES HOLDING CORP.**  
**Nominating Committee Charter**  
**(Effective March 31, 2005)**

**Status**

The Nominating Committee is a committee of the Board of Directors (the "Board").

**Membership**

The Nominating Committee shall consist of two or more directors all of whom, in the judgment of the Board shall be independent in accordance with the Nasdaq Stock Market's listing standards.

Members of the Nominating Committee may be removed with or without cause by the Board.

**Purpose**

The Nominating Committee is appointed by the Board to:

- identify individuals qualified to become Board members and
- recommend to the Board, for its selection, director nominees for the next annual meeting of stockholders and to fill vacancies on the Board.

**Responsibilities**

In determining who to recommend to the Board as a director nominee, the Committee shall be guided by the following:

- if not an EVCI employee, the ability to be an independent director
- educational background, work experience and business acumen generally
- willingness and ability to dedicate the time and resources necessary for the diligent performance of the duties of an EVCI director
- professional experience that is relevant to EVCI's business and strategic plans
- an understanding of the disciplines relevant to the success of a public education company in today's regulatory and business environment
- character and ethics
- reputation in the business community

- previous service on boards, including public companies
- a desire and ability to help enhance stockholder value
- actual or potential conflicts of interest
- whether the person has any history of criminal convictions or violations of governmental rules and regulations
- other criteria that are relevant to determining whether the person will function effectively as a director
- in determining whether to recommend a director for re-election, past attendance of the director at Board and, where appropriate, committee meetings and participation in and contributors to the activities of the Board

In determining whether to elect a director or to nominate any person for election by EVCI's stockholders, the Nominating Committee should assess the appropriate size of the Board, consistent with EVCI's bylaws, and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, the Nominating Committee should consider various potential candidates to fill each vacancy. Candidates may come to the attention of the Nominating Committee through a variety of sources, including from current members of the Board, stockholders, or other persons. The Nominating Committee should consider properly submitted proposed nominations by stockholders who are not directors, officers, or employees of EVCI on the same basis as candidates proposed by any other person.

### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

### **Stockholder nominees**

The Committee shall consider properly submitted proposed nominations by stockholders who are not directors, officers, or employees of EVCI on the same basis as candidates proposed by any other person.