NRC HEALTH

CHARTER OF THE STRATEGIC PLANNING COMMITTEE

Statement of Purpose

The Strategic Planning Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of NRC Health (the "Company") including, but not limited to the following:

1. Annually conduct a general review of the company's strategic plan.

2. As necessary and when deemed desirable, conduct a review of industry trends and assessment of the effects, if any, on the Company businesses.

3. As necessary and when deemed desirable, conduct an assessment of the Company's products, services and offerings and the viability of such portfolio in meeting the needs of the markets served.

4. As necessary and when deemed desirable, provide recommendations to the Board to establish new and/or alter the current strategic direction of the Company.

Committee Membership and Qualifications

The Committee shall be comprised of at least three members of the Board, each of whom is determined by the Board to be "independent" in accordance with the rules of the Nasdaq Stock Market, Inc. ("Nasdaq").

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

The Chairperson of the Committee shall be appointed by the Board, will chair all regular sessions of the Committee and will set the agenda for Committee meetings.

Meetings

The Committee shall meet as frequently as circumstances dictate.

The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its duties.

Duties

In furtherance of its purpose, the Committee shall have the following duties:

1. The Committee shall report regularly to the Board (i) with respect to any such matters as are relevant to the Committee's discharge of its duties and (ii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.

2. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Studies and Investigations

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its duties that the Committee deems appropriate, and shall have the sole authority to retain independent counsel, consultants or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

Annual Charter Evaluation

The Committee shall review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.