

Corporate Governance Guidelines

Solvis Healthcare, Inc.

Corporate Governance Guidelines

These guidelines have been adopted by the Board of Directors (the "Board") of Solvis Healthcare, Inc. (the "Company"). The guidelines, along with our Certificate of Incorporation, Bylaws and Board Committee charters, form the framework for governance of the Company.

I. Role of the Board of Directors

The Board of Directors is elected annually by the Company's shareowners. The Board oversees and provides policy guidance on the business and affairs of the Company. It monitors overall corporate performance, the integrity of the Company's controls, and the effectiveness of its legal compliance programs. The Board selects the Chief Executive Officer of the Company, elects officers, designates which officers are executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and oversees management. The Board also oversees the Company's strategic and business planning process. This is generally a year-round process involving development and review the business plan and key financial objectives. The Board also reviews and assesses risks facing the Company and management's approach to addressing such risks.

Directors are expected to attend at least 75% of the Board and applicable Committee meetings, absent extraordinary circumstances, and to review meeting materials distributed in advance of such meetings.

II. Director Independence

A majority of the Board shall consist of independent Directors as defined by applicable stock exchange listing standards.

III. Board Membership Criteria

Members of the Board of Directors should have the highest professional and personal ethics and values, consistent with longstanding Company values and standards. They should have broad experience at the policy-making level in business, government, education, technology or public interest. They should be committed to enhancing shareowner value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to responsibly perform all director duties. Each Director must represent the interests of all shareowners. Directors are encouraged to attend the Company's annual meetings of shareowners.

IV. Selection of New Directors

Directors are elected annually by the shareowners at the Annual Meeting. The Board of Directors proposes a slate of nominees for consideration each year. Between Annual Meetings, the Board, in accordance with the Company's Bylaws, may elect Directors to serve until the next Annual Meeting. Formal offers to join the Board or to be included in the slate of

nominees shall be extended by the Company Chairman.

Shareowners may recommend director nominees for consideration by the Board by writing to the Corporate Secretary specifying the nominee's name and the qualifications for Board membership. Following verification of the shareowner status of the person submitting the recommendation, all properly submitted recommendations are brought to the attention of the Board at a regularly scheduled meeting (generally the first or second meeting prior to the issuance of the proxy statement for the Company's annual meeting of shareowners). Shareowners also may nominate directors for election at the Company's annual meeting of shareowners by following the provisions set forth in the Company's bylaws.

V. Board Size

The Bylaws provide that the number of Directors is determined by the Board within a specified range. The Board's size is assessed at least annually. If any nominee is unable to serve as a Director, which is not anticipated, the Board by resolution may reduce the number of Directors or choose a substitute.

VI. Term of Office

Directors serve for a one-year term and until their successors are elected. They stand for election based on the Company's performance record, which is set forth in the Company's annual report and proxy statement. There are no limits on the number of one-year terms that may be served by a Director.

VII. Number and Composition of Board Committees

The Board currently has two Committees: Audit and Compensation. All committee members shall be independent Directors as defined by applicable stock exchange listing standards and as determined by the Board based on a review of the facts and circumstances of each Director or nominee.

Each Committee is chaired by an independent Director who determines the agenda, frequency, and length of Committee meetings and who has unlimited access to management, Company information, and independent advisors, as necessary and appropriate. Each non-employee Director generally serves on one or both Committees. Committee charters shall be posted on the Company's website.

VIII. Standards of Business Conduct

The Board expects all Directors, as well as officers and employees, to display the highest standard of ethics, consistent with longstanding Solvis Group values and standards. The Company has and will continue to maintain a code of conduct, known as the "Standards of Business Conduct." The Board also expects Directors, officers, and employees to acknowledge their adherence to the Standards of Business Conduct. The Audit Committee periodically reviews compliance with the Standards of Business Conduct. Directors are expected to report any possible conflict of interest between the Director and the Company to the Board, and the Board shall take appropriate action.

IX. Succession Planning

The Board plans for CEO succession and reviews senior management selection and succession planning. As part of this process, the non-employee Directors review candidates from time-to-time for senior management positions to ensure that qualified candidates are available for all positions.

X. Board Compensation

Directors receive compensation that is competitive, links rewards to business results, risks, and shareholder returns, and facilitates increased ownership of Company stock. Director compensation consists of cash or equity or a combination thereof. The Compensation Committee reviews the amount and form of director compensation and provides a recommendation to the Board as to such compensation based upon the Committee's consideration of the responsibilities, risks, and time commitment of Company directors, as well as competitive information. The Company discloses all consulting contracts with, or provided compensation other than director fees to, its Directors. The Compensation Committee has full authority to engage, at the Company's expense, third party consultants to advise on compensation levels and compensation components.

XI. Board Access to Senior Management

Directors are encouraged to talk directly to any member of management regarding any questions or concerns the Directors may have. Senior management are invited to attend Board meetings when practical.

XII. Director Orientation and Education

The Company has and will continue to maintain an orientation program that variously includes written material, oral presentations, and site visits. In addition, the Company supports continuing Director education; and generally expects Directors to attend an appropriate continuing education program from time-to-time. The Company will reimburse Board members for expenses associated with continuing education programs. The Secretary of the Company will notify Directors of such educational opportunities.

XIII. Evaluation of Board Performance

The Board and each Board Committee conducts a self-evaluation annually. Committees assess their performance relative to their charter and to best practices. From time-to-time the Committee may engage, at the Company's expense, an independent advisor to evaluate Board effectiveness and to suggest changes to improve Board performance.

XIV. Chief Executive Officer Performance Review and Succession

The Board annually reviews the performance of the CEO. To conduct this review, the chairperson of the Compensation Committee shall gather and consolidate input from all Directors in executive session, and then, based on the factors set forth below as well as such other factors as are deemed appropriate, the chairperson shall present the results of the review to the Board and to the CEO in a private feedback session. The Compensation Committee also shall assess CEO performance annually in connection with determining CEO compensation. Factors to be considered in assessing CEO

performance include strategic vision and leadership, external representation of the Company and management of external relationships, executive officer leadership development and succession planning, Company financial and operational performance, employee morale and motivation, and rapport with the Board. In the event of an emergency or the retirement of the CEO, succession shall be as set forth in the Company's Bylaws.

XV. Stock Ownership Guidelines

The Compensation Committee shall periodically assess the appropriateness of stock ownership guidelines for Directors and senior executives, including whether and to what extent executives should be restricted from selling stock acquired through equity compensation.

XVI. Review of External Board Memberships by Company Executives

The Board reviews and concurs in the election of any employee Director and any Section 16 officer to outside, for-profit board seats. Additional board service by such executives may help to broaden their experience and thereby benefit the Company.

XVII. Non-Employee Directors Whose Responsibilities Change

Individual non-employee directors whose job responsibilities change materially from when they were elected to the Board should volunteer to resign from the Board. Such directors should not necessarily leave the Board. However, there should be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

XVII. Authority to Retain Advisors

The Board and each Board Committee shall have the authority, at the Company's expense, to retain and terminate independent advisors as the Board and any such Committee deems necessary.