

## **HMS HOLDINGS CORP. LEAD INDEPENDENT DIRECTOR CHARTER**

In accordance with the Corporate Governance Guidelines of HMS Holdings Corp. (the “Company”), if the offices of Chairman and Chief Executive Officer are held by the same person, a majority of the independent directors will annually elect a lead director from among the independent directors (“Lead Independent Director”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent directors.

The Lead Independent Director is responsible for chairing the regular sessions of, and otherwise providing leadership to, the independent directors and performing such other duties and responsibilities as the Board may determine. The specific powers and responsibilities of the Lead Independent Director are as follows:

### **Preside at Executive Sessions**

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.

### **Call Meetings of Independent Directors**

- Has the authority to call meetings of the independent directors.

### **Chairman Liaison**

- Facilitate communications between the other members of the Board and the Chairman and the Chief Executive Officer by serving as the principal liaison; however, each director is free to communicate directly with the Chairman and the Chief Executive Officer;
- Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee; and
- Consult with the Chairman and the Chief Executive Officer on matters relating to corporate governance and Board performance.

### **Board Information, Agendas and Meeting Schedules**

- Work with the Chairman and consult in the preparation of the agendas for each Board meeting;
- May approve certain information sent to the Board; and
- Work with the Chairman in determining the need for special meetings of the Board and approve the number and frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

### **Committee Membership and Committee Chairs**

- Recommend to the Nominating and Governance Committee selection for the membership and chair position for each Board committee.

### **Director Candidates**

- Interview, along with the chair of the Nominating and Governance Committee, potentially qualified director candidates and make recommendations to the Nominating and Governance Committee.

### **Stockholder Communication**

- Be available, when appropriate, for consultation and direct communication with stockholders to the extent authorized by the Board.

### **Advisors and Consultants**

- Has the authority to recommend, retain and consult with outside advisors and consultants, and cause the Company to pay the compensation of such advisors as determined by the Lead Independent Director.

### **Compensation**

- Receive additional compensation as determined from time to time by the Board, upon recommendation of the Compensation Committee of the Board.

### **Charter Review**

- At least annually and in consultation with the independent directors, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.