



**COMPUTER PROGRAMS AND SYSTEMS, INC.
LEAD DIRECTOR CHARTER**

(As adopted by the Board of Directors on October 30, 2017)

- I. **Background:** If the Chairperson of the Board of Directors (the “Board”) of Computer Programs and Systems, Inc. (the “Company”) is not independent under Nasdaq listing standards, the Board considers it to be useful and appropriate that an independent director be designated to serve in a lead capacity (the “Lead Director”) to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine.

- II. **Responsibilities:** The specific responsibilities of the Lead Director are:
 1. Board Meetings/Executive Sessions: Preside at all meetings of the Board at which the Chairperson of the Board (the “Chairperson”) is not present and all executive sessions of the independent directors.
 2. Board Performance: Optimize Board performance through regular feedback from the other directors that ensures that diverse viewpoints of all directors are heard, and creates a climate of constructive candor in which frank and thoughtful discussion occurs.
 3. Independent Directors Meetings: Be authorized to call meetings of the independent directors.
 4. Chairperson Liaison: Serve as the principal liaison between (a) the Chairperson and the independent directors and (b) the Chief Executive Officer of the Company and the independent directors.
 5. Meeting Schedules and Agendas and Information for the Board: Provide input from the Board to the Chairperson with regard to the scheduling of Board meetings and the preparation of agendas for Board meetings and executive sessions of the independent directors; Work with the Chairperson to ensure the quality, quantity, appropriateness and timeliness of meeting materials and all information sent to the Board.
 6. Outside Advisors and Consultants: Be authorized to, at the Company’s sole expense, select, retain and consult with outside advisors and consultants who report directly to the Board on board-wide issues.
 7. Stockholder Communication: Be available, when appropriate, for consultation and direct communication with the Company’s major stockholders.
 8. Committee Membership and Leadership: Recommend to the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance



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Committee”) and to the Board selections for the membership and chairperson positions for each Board committee.

9. **Director Candidates:** Interview, along with the chairperson of the Nominating and Corporate Governance Committee, all director candidates and make recommendations to the Nominating and Corporate Governance Committee and the Board.
10. **Chief Executive Officer Oversight:** Oversee the process of hiring and employing the Chief Executive Officer of the Company.
11. **Charter Review:** Review this Charter in consultation with the independent directors and recommend to the Board for approval any modifications or changes.

III. **Appointment of Lead Director:** The Lead Director shall be elected by a majority of the Board for renewable one (1) year terms and until such earlier time as he or she ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the Board.

IV. **Qualifications of Lead Director:** The Lead Director must:

1. Qualify as an independent director under applicable securities laws, rules or regulations, and applicable stock exchange requirements or guidelines and any other regulatory rules;
2. Be available to work effectively and closely with and in an advisory capacity to the Chairperson of the Board;
3. Be available to discuss effectively with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairperson of the Board;
4. Help optimize the effectiveness of the Board and ensure that it operates independently of management; and
5. Be familiar with Board governance and related procedures through experience as an independent director or as a chair of a Board committee or related positions.

V. **Absence of Lead Director:** If the Lead Director is not present at any meeting of the Board, a majority of the independent directors present shall select a director (who satisfies the qualifications set forth in Section IV) to act as Lead Director for the purpose and duration of such meeting.