

STUDENT TRANSPORTATION INC.

INNOVATION AND TECHNOLOGY COMMITTEE CHARTER

The primary purpose of the Innovation and Technology Committee (the “Committee” or “ITC”) of the Board of Directors is to provide understanding, clarification and validation to the Board on the fundamental technological and strategic direction of new ventures and major investment projects within the Company in order to enhance shareholder value as well as to provide strategic direction to management in the aforementioned areas. Innovation and Technology are key contributors to the Company’s long-term competitiveness and profitability.

Composition:

The Board of Directors shall elect annually from its members a committee known as the “Innovation and Technology Committee” or “ITC”, which shall consist of at least two members of the Board at inception, and up to a maximum of four members. The members of the Committee shall be appointed by the Board upon the recommendation of the Compensation, Nominating and Governance Committee (the “CNCG Committee”) based upon experience, education and other skills. The Board, upon recommendation of the CNCG Committee, may fill any vacancies on the Committee and may remove a Committee member from membership on the Committee at any time, with or without cause.

The chairperson of the Committee shall be appointed by the Board based upon the recommendation of the CNCG Committee.

A majority of the Committee members shall constitute a quorum for the transaction of business.

The Committee chairperson or a majority of the Committee members may call a meeting of the Committee.

The Committee, in its sole discretion, may invite members of other Board committees, management, as well as outside advisors or consultants, to attend meetings and to provide pertinent information.

Reports:

The Committee shall report to the Board of Directors on its meetings and review with the Board significant and positive advances or concerns that arise at Committee meetings. Although no minimum number of meetings is required, the Committee will endeavor to meet at least three times a year at a location determined by the Committee Chairperson or a majority of the Committee, including by telephone or teleconference. To the extent permitted by the Company bylaws and charter, the Committee may also take action by unanimous written consent. The Committee shall report on any updates or actions during the quarter at the regular quarterly Board of Directors meetings.

Governance Responsibilities:

- The Committee may form and delegate authority to subcommittees, when appropriate, including non-independent members of management.

- The Committee shall have authority to retain, consult with and compensate outside advisors as the Committee may deem appropriate within established Board guidelines on such expenditures.
- The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
- The Committee shall, on an annual basis, review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board for approval.

General Responsibilities:

The Innovation and Technology Committee of the Company is charged with responsibility for;

- serving as a sounding or advisory board to senior innovation and IT management on issues related to innovation, technology, R&D, strategic direction, product development, intellectual property, new partnerships, and acquisitions or start-ups, complimentary to the core business.
- the oversight of the Company's innovation strategy, reviewing the technology portfolio of assets, staffing in those areas, policies regarding IP (intellectual property) assets, and IT (intellectual technology) strategies. The Committee will comment and recommend if necessary to the Board actions through which new research, development and implementation of hardware, software and or outside consultants may benefit the Company.
- making comments and recommendations to the Board on the validity of management's proposals regarding investments, staffing needs and M&A in new businesses to create efficiencies and to develop new revenue streams and costs reductions to the core school bussing group.
- enhancing the company's program "People as Innovators". The Committee shall examine the Company's measures to keep the management staff motivated, productive, and oriented through new internal communication tools and social media.
- assisting management to develop creative marketing ideas to reach directly to the consumers, i.e. parents and children as well as other stakeholders.
- working to develop, encourage and assist management with marketing initiatives to attract additional revenue streams in a new media world.
- encouraging and reviewing new innovations with the Company's equipment and facilities in green technology to reduce fuel and greenhouse emissions for the benefit of the Company, and its employees, passengers and the communities served.
- developing a measurement and tracking process of significant innovation projects underway, to ensure initiatives and timelines are realistic and met.
- working with IT management to present to the Board an Annual Review Report to ensure compliance procedures are in place, that intellectual property (IP) is secured, and that general safeguards are in place for secure information of the Company and customers, along with advising and commenting the importance of such matters in this area.