

CROSS COUNTRY HEALTHCARE, INC.
Compensation Committee Charter

Purpose

The Compensation Committee (the “**Committee**”) of Cross Country Healthcare, Inc. (the “**Company**”) shall, as applicable: (i) review and approve corporate goals and objectives relevant to Chief Executive Officer (“**CEO**”) compensation; (ii) evaluate the CEO’s performance in light of the goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation; (iii) make recommendations to the Board of Directors of the Company (“**Board**”) with respect to compensation, incentive compensation plans and equity-based plans for all employees, including officers other than the CEO; (iv) produce a Committee report on executive compensation as required by the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement or Annual Report on Form 10-K filed with the SEC; and (v) evaluate on an annual basis the performance of the Committee in accordance with applicable rules and regulations.

Organization

The Board shall appoint a Committee consisting of at least two, and no more than three, directors as may be fixed from time to time by the Board. Each director shall: (i) be a non-management member of the Board; (ii) satisfy the applicable independence requirements and any other applicable rules and regulations, as determined by the Board; (iii) qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time; and (iv) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code, as in effect from time to time (“**Section 162(m)**”).

The Board shall appoint Committee members at its annual organizational meeting, who shall serve for a term of one year, unless any member shall sooner resign or be removed, with or without cause, by the Board prior to the expiration of his or her term. A member of the Committee is eligible for multiple terms as long as the member remains on the Board. The Board may appoint a director to fill any vacancy created on the Committee for any reason, and such successor shall serve for the remainder of the term of the Committee member he or she is replacing. The Committee shall select its chairperson.

A quorum of the Committee consists of a majority of the members. An act of the majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee also may act through unanimous written consent. The Committee may establish one or more subcommittees consisting of one or more members of the Board to focus on specific aspects of its duties and responsibilities and may delegate any of its responsibilities to any such subcommittee if it so chooses, provided that any subcommittee decisions are presented to the full Committee for ratification at its next scheduled meeting.

Structure and Meetings

The Committee shall meet as often as deemed necessary or appropriate in its judgment, either in person or by telephone (but at least twice a year), and shall report regularly to the Board. The chairperson of the Committee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda, together with any other relevant materials, for each meeting is circulated to each Committee member as soon as reasonably practicable in advance of the meeting. Meetings of the Committee may be called by the chairperson or the Secretary of the Company at the request of any member of the Committee.

Duties and Responsibilities

The Committee shall, as applicable:

1. Working in conjunction with the CEO, annually review and set senior executive (other than the CEO) compensation and incentive compensation plans, and exercise any duties specifically delegated to it under the terms of any such plan, and develop guidelines and review the compensation and overall performance of other officers of the Company;
2. Review the level and type of perquisites and other personal benefits provided to the CEO and other senior executive officers, taking into account their levels of salary and other compensation, the value of similar benefits provided at comparable companies and the value of such benefits given to such officers in past years;
3. Review and approve employment agreements, severance arrangements and change in control agreements and provisions, when, and if appropriate, as well as any special supplemental benefits provided to the CEO and other senior executive officers;
4. Annually review and make recommendations to the Board with respect to director compensation;
5. Stay informed as to market levels of compensation and benefits for CEOs, senior executive officers and directors of comparable companies;
6. Monitor compliance with the prohibitions on loans to executive officers and directors under the Sarbanes-Oxley Act of 2002;
7. Review the impact of Section 409A of the Internal Revenue Code, as in effect from to time, and the regulations and guidance issued thereunder, on the Company's nonqualified deferred compensation arrangements (including, without limitation, severance and change in control arrangements in senior executives' employment agreements), and make any such changes to the arrangements as the Committee may deem appropriate;

8. Annually discuss with the CEO his or her plans for succession for the CEO as well as other members of management;
9. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
10. Review any proposed changes to the Company's various employee benefit plans, and to amend such plans as the Committee may deem appropriate; and
11. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable laws, rules and regulations as the Committee or the Board deem necessary or appropriate.

Additionally, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of these goals and objectives and determine and approve the compensation of the CEO based on this evaluation (which, in the case of the long-term incentive component, shall take into account the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given by the Company to the CEO in past years);
2. Working in conjunction with the CEO, annually review and set compensation under the Company's equity-based plans, and exercise any duties specifically delegated to it under the terms of any such plan;
3. Review the Company's policies on the tax deductibility of compensation paid to "covered employees" (as defined by Section 162(m)), and, as and when required, administer plans, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m);
4. Produce an annual report regarding the Company's executive compensation policies and practices for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations; and
5. Review and discuss with management the Compensation Discussion & Analysis Report (the "CD&A"), and reflect in the Company's proxy statement whether the Committee recommended to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.

Performance Self-Evaluation

The Committee shall conduct an annual performance self-evaluation.

Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting and other advisors. The Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of CEO, senior executive and director compensation, including sole authority to approve such firm's fees and other retention terms, and the Company shall provide appropriate funding as determined by the Committee.

Disclosure

This Charter will be made available on the Company's website. The Company shall include a statement in its Annual Report on Form 10-K filed with the SEC indicating that a copy of this Charter is available on its website and in print to any stockholder who requests a copy.