



BOARD GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Role

The role of the Board Governance and Nominating Committee (the “Committee”) is to develop and recommend to the Board a set of corporate governance principles applicable to Cross Country Healthcare, Inc. (the “Company”) and review them at least annually; determine the qualifications for Board membership and recommend nominees to the Board for approval by shareholders; and ensure a robust and effective performance evaluation process is in place for the Board, the CEO, and senior management, as well as an effective succession planning process for these positions.

Composition

The Committee shall be comprised of two or more independent directors. The members of the Committee and its Chairperson shall be appointed and replaced by the Board. Each member of the Committee must (a) be a director of the Company, and (b) meet the independence requirements established by the NASDAQ Stock Market (NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

Authority

The Committee has the authority to retain and terminate external advisors, such as counsel, consultants, and other professionals to the extent that additional expertise is deemed necessary in fulfilling the Committee’s fiduciary responsibilities.

Meetings

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee will have an agenda and cause to be kept adequate minutes of its proceedings, and will report its actions and activities to the Board. A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall report to the Board, as requested or as the Committee deems necessary, but not less frequently than annually. Members of the Committee should endeavor to be present, in person or by telephone, at all meetings.

Responsibilities and Duties

The principal responsibilities and functions of the Committee are to:

- (i) recommend and oversee the formulation of corporate governance principles for adoption by the Board and review those principles at least annually;
- (ii) determine the desired qualifications, skills, experience, expertise, diversity and characteristics of potential directors;
- (iii) evaluate the composition of the Board and its Committees and determine future requirements;
- (iv) identify and evaluate incumbent and new candidates for nomination to the Board and recommend to the Board for approval the slate of director nominees to be elected by the

- shareholders at the annual shareholders' meeting and act as contact point for shareholder input to the nomination process;
- (v) recommend to the Board removal of a director where appropriate;
 - (vi) make recommendations for appointments of the members to the Committees of the Board of Directors, including the designation of a Chairperson for each Committee;
 - (vii) oversee Board organization, including committees, their responsibilities, workload, and member qualifications;
 - (ix) initiate and oversee a periodic evaluation of the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and Committee meetings and other activities of the directors;
 - (x) monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate;
 - (xi) review and make recommendations about changes to the Charter of the Governance and Nominating Committee;
 - (xii) review and make recommendations about changes to the Charters of other Board Committees after consultation with respective Committee Chairpersons and members;
 - (xiii) oversee the annual performance assessment of the Board, the committees, and individual members;
 - (xiv) consider issues involving related party transactions with directors and similar issues and exercise its authority to consider for approval any related party transactions and, if possible, approve such transactions before they are entered into;
 - (xv) oversee succession planning process for CEO and other senior management;
 - (xvi) design and promote internal communications channels with the Board and management to keep both current on regulatory developments as well as best practices in corporate governance;
 - (xvii) oversee the process to communicate with shareholders and respond to their questions regarding strategic, financial or governance-related issues;
 - (xviii) oversee specific risk areas as delegated to the Committee from time to time by the Board of Directors, including reviewing reports from management regarding the management of such risks and providing a report on such risks to the Board of Directors as appropriate;
 - (xix) assist the Board with other matters as described in this Charter or as requested by the Board from time to time; and
 - (xx) report to the Board regarding the Committee's activities.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee shall perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board.

APPROVAL

Reviewed and approved by the Governance and Nominating Committee on December 19, 2016.