



BOARD GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

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

II. ORGANIZATION AND COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall meet the independence requirements established by The Nasdaq Stock Market, Inc. (“Nasdaq”) or, with the approval of the Board, satisfy one or more of the exceptions from such independence standards as permitted by Nasdaq requirements.

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 recommend membership and Chairpersons of all Committees of the Board to the Board for its approval.

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 a 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 the subcommittee decisions are presented to the full Committee for ratification at its next scheduled meeting.

III. AUTHORITY

The Committee has the authority to retain and terminate external advisors, such as legal counsel, consultants, and other professionals to the extent that additional expertise is deemed necessary, as determined by the Committee, in fulfilling the Committee’s fiduciary responsibilities. If such advisors are engaged, the Committee shall have sole authority to determine and/or approve the related fees and retention terms. Any communications between the Committee and legal counsel in the course of obtaining

legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have the authority to approve the search firm's fees and other retention terms.

The Committee may form and delegate authority to subcommittees consisting of one or more of its members, other Board members and officers of the Company as the Committee deems appropriate and permitted under applicable rules and regulations in order to carry out its responsibilities.

The Committee shall have the resources and funding necessary or appropriate for the Committee to discharge its duties and responsibilities as set forth in this charter and as required by law or regulation.

IV. 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. 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.

V. 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, consistent with the criteria set forth in the Company's Corporate Governance Guidelines;
- 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; provided, however, in the event that the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election or reelection as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee;
- v. review, assess and develop processes and procedures for considering shareholders' director nominations to the Board;
- vi. recommend to the Board removal of a director where appropriate;

- vii. oversee Board structure and organization, including, but not limited to, making recommendations for appointments of the members to the Committees of the Board of Directors, including the designation of a Chairperson for each Committee;
- viii. make recommendations regarding composition of Board 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. annually review and recommend to the Board any proposed changes to this Charter;
- xii. review and make recommendations about changes to the charters of other the committees of the Board after consultation with respective committee chairpersons and members;
- xiii. oversee the annual performance assessment of the Board, the committees, and individual members;
- xiv. conduct an annual performance self-evaluation of the Committee;
- xv. oversee related party transactions for potential conflict of interest situations 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;
- xvi. oversee succession planning process for CEO and other senior management, including an emergency succession plan for the CEO;
- xvii. 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;
- xviii. oversee the process to communicate with shareholders and respond to their questions regarding strategic, financial or governance-related issues;
- xix. oversee specific risk areas as delegated to the Committee from time to time by the Board, including reviewing reports from management regarding the management of such risks and providing a report on such risks to the Board as appropriate;
- xx. assist the Board with other matters as described in this Charter or as requested by the Board from time to time; and
- xxi. 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.

VI. APPROVAL

Reviewed and approved by the Governance and Nominating Committee on November 16, 2020.