



**GOVERNANCE GUIDELINES  
OF  
CROSS COUNTRY HEALTHCARE, INC.**

The Governance and Nominating Committee of Cross Country Healthcare, Inc. (the “Company,” or “we”) has developed, and our Board of Directors has approved, the following governance guidelines:

**1. Role of the Board of Directors and Management**

Our officers and employees, under the direction of our Chief Executive Officer (“CEO”) and the oversight of our Board of Directors, work to advance the interests of the Company’s shareholders. In addition to advising and overseeing management, the Board also performs a number of specific functions including, but not limited to: (1) selecting, evaluating and setting the CEO’s compensation; (2) overseeing succession planning of executives (3) reviewing, approving and monitoring fundamental financial and business strategies and operations and major corporate actions, (4) assessing major risks facing the Company and reviewing options for their mitigation, and (5) ensuring processes are in place for maintaining the integrity of the Company.

The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and members of the Board, and by carrying out the Board responsibilities with diligence and integrity.

**2. Board Size**

It is the current sense of the Board and the Board Governance and Nominating Committee that the Board should have between six and nine members. The Board determines the number of directors and periodically evaluates whether the size of the Board should be increased or decreased. There are currently seven directors on our Board.

**3. Selection of Board Members**

The Board nominates director candidates for election by the stockholders. Vacancies on the Board are filled by a majority vote of the Board. Any director appointed to the Board to fill a vacancy or newly created directorship is subject to election at the Company’s next Annual Meeting of Stockholders. The Governance and Nominating Committee is responsible for recommending director candidates to the Board for nomination and election. In making its recommendations to the Board, the Governance and Nominating Committee considers, among other things, the qualifications of individual director candidates in light of the criteria described below. The Governance and Nominating Committee may use a variety of sources, including executive search firms and shareholder recommendations, to identify director candidates. The Committee retains any search firms and approves payment of their fees.

**4. Board Membership Criteria**

The Governance and Nominating Committee establishes selection criteria for directors. At a minimum, each director must possess: (1) a reputation for the highest ethical and moral standards, (2) good judgment, (3) a positive record of achievement (4) business knowledge and experience relevant to the Company, and (5) the ability and willingness to commit sufficient time to the Board. The Governance

and Nominating Committee shall seek candidates with broad backgrounds and experience that will enable them to serve on and contribute to any of the Board's three standing committees.

## **5. Election of Directors**

As provided in Section 2.1 of the Company's Bylaws, directors will be elected at the Company's Annual Meeting of Stockholders by a majority of the votes cast.

## **6. Term Limits; Retirement Age**

The Board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe in a mandatory retirement age. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives. The Board self-evaluation process described below will be an important determinant for Board tenure.

## **7. Directors With Significant Job Changes**

The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board. The Board, and specifically the Governance and Nominating Committee, will then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

## **8. Limitation Regarding Service on Other Boards**

Without specific approval from the Board, no director may serve on more than four public company boards (including the Company's Board) and no member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee). A director should notify the Chairman of the Governance and Nominating Committee in a timely fashion of his or her appointment to or resignation from the board of directors of another public company. The Company's Chief Executive Officer shall serve on no more than two other public companies' boards of directors and shall obtain the approval of the Governance and Nominating Committee prior to accepting such nomination or appointment.

## **9. Committees**

The Board has three committees: an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with Company Bylaws and the Committee's charter. Current charters of these committees are published on the Company's website, and will be mailed to stockholders upon written request.

## **10. Director Independence**

The Board shall be comprised of a majority of independent directors, as defined in Nasdaq Stock Market Marketplace Rule 5605(a)(2). The Board also believes that directors who do not meet that "independence" standard also make valuable contributions to the Board and to the Company due to their unique background, knowledge and experience. The Board has determined six of the seven current directors are "independent directors" under the Nasdaq Stock Market Marketplace Rule 5605(a)(2).

## **11. Positions of Chairman and Chief Executive Officer**

Those members who constitute independent directors, as defined in Nasdaq Stock Market Marketplace Rule 5605(a)(2), shall elect the Chairman of the Board. The role of the Chief Executive Officer and Chairman may be separated or combined, which will be determined by the Board as it deems appropriate.

## **12. Meetings of the Board; Executive Sessions**

Board meetings are scheduled in advance and held no less than quarterly at which the Board reviews and discusses reports by management on the performance of the Company, the Company's plans and prospects, as well as immediate issues facing the Company. The Board holds special meetings as required. Each director is expected to attend both scheduled and special meetings, except if unusual circumstances make attendance impractical. The independent directors of the Company will also meet regularly in executive session, i.e., without management present, presided over by the Chairman of the Board or lead director. These executive session discussions may include such topics as the independent directors determine.

## **13. Setting the Board Agenda; Advance Distribution of Materials**

The Chairman of the Board will determine the agenda with input from the CEO and other board members. The Board believes it is each director's responsibility to ensure that meeting agendas are appropriate and that sufficient time and information are available to address the issues requiring attention. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the CEO or appropriate committee Chairman at any time. The CEO or committee Chairperson, as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting.

All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. Each director is expected to review this information in advance of the meeting to facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

## **14. Access to Employees; Access to Independent Advisors**

The Directors shall have full access to Company officers and employees and as necessary and appropriate to the Company's independent advisors, including independent legal counsel and independent accountants to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board gain a fuller understanding of matters being considered.

The Board and its committees have the right at any time to retain independent outside auditors and financial, legal, or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors.

## **15. Risk Management**

Risk management is primarily the responsibility of the Company's management team, however, the Board of Directors is responsible for the overall supervision of the Company's risk management activities. In addition to the reports from the committees, the Board receives presentations throughout the year from various department and business unit leaders that include discussions of risks as necessary. Through sessions focusing on corporate strategy, the full Board reviews in detail the Company's short and long-term strategies, including consideration of risks facing the Company and their potential impact.

## **16. Annual Compensation Review of CEO and Senior Management**

The Compensation Committee shall annually approve the goals and objectives for compensating the CEO. That committee shall evaluate the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Compensation Committee shall also annually approve the compensation structure for the Company's officers.

## **17. Succession Planning**

The Board shall be responsible for establishing a succession plan for the CEO and senior executives.

## **18. Self-Evaluation and Director Education**

The Governance and Nominating Committee is responsible for conducting an annual evaluation of the performance of the Board and each of its members. Evaluation results are reported to the Board. The Governance and Nominating Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.

## **19. Ethics and Conflict of Interest**

The Board expects its directors, as well as officers and employees, to act ethically at all times and to adhere to the Company's Code of Ethics and Business Ethics Policy.

## **20. Board Compensation**

Generally, the Board believes that the level of director compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. In addition, the Board believes that a significant portion of director compensation should align director interests with the long-term interests of shareholders.

## **21. No Personal Loans to Directors or Executive Officers**

The Company will not make any personal loans or extensions of credit to directors or executive officers.

## **22. Director Orientation**

The Company shall establish an orientation program for new directors that includes applicable information about the Company and presentations by senior management. Periodically, the Company will provide opportunities for directors to visit Company facilities to enhance its understanding of the

Company's business and operations and/or gain greater insights through external expertise. The Board Governance and Nominating Committee shall consider additional education or training, as it deems appropriate.

### **23. Compensation Consultant**

The Compensation Committee has sole authority to retain and terminate compensation consultants that advise the Compensation Committee, as it deems appropriate, including sole authority to approve the consultants' fees and other retention terms. It is the policy of the Compensation Committee that any compensation consultant retained by the Compensation Committee must be independent of Company management.

### **24. Board Interaction with Investors, Media, and Others**

The Board believes that senior management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company at the request of senior management.

### **25. Review of Governance Guidelines**

The policies and practices memorialized in these guidelines have developed over a period of years. The Governance and Nominating Committee will review these guidelines at least annually.

## **APPROVAL AND ADOPTION**

These guidelines were reviewed and approved by the Governance and Nominating Committee on February 22, 2016.