



## AMN HEALTHCARE SERVICES, INC.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **I. Purpose**

The primary objective of the Corporate Governance Committee (the “***Committee***”) is to assist the Board of Directors (the “***Board***”) by (a) identifying individuals qualified to become Board members, and recommending that the Board select the director nominees for the next annual meeting of stockholders; (b) monitoring corporate governance developments; (c) recommending to the Board a set of guidelines applicable to the Company that ensures it high standards of corporate governance; (d) providing risk oversight with respect to the credentialing of candidates to ensure that the Company is placing qualified healthcare professionals; (e) making recommendations to the Board with respect to potential successors to the Chief Executive Officer (“CEO”); (f) overseeing the Company’s stockholder engagement program as it relates to corporate governance issues; and (g) reviewing the Board’s performance on an annual basis.

#### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements within the requisite timeframe. The members of the Committee and the designation of the Chairperson of the Committee shall be determined by the Board upon the recommendation of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

#### **III. Meetings**

The Committee shall meet at least two times per year or more frequently as circumstances require. The Chairperson 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 upcoming meeting. The Committee may invite such members of management to its meetings as it deems appropriate.

The Chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as each other director in advance of the meeting.

#### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

##### **A. With respect to director succession and board and committee performance:**

1. Identify and recommend qualified candidates with diverse backgrounds and experiences to the Board for nomination and election at the next annual meeting

of stockholders or for appointment to fill vacancies.

2. Recommend to the Board whether to accept or reject the resignation of an incumbent director who fails to receive the required vote for re-election, or determine whether other action should be taken.
3. Have the authority to retain and terminate a search firm to identify and review credentials of new director candidates.
4. Make recommendations to the Board with respect to membership on committees of the Board.
5. Receive comments from all directors regarding the Board's performance on an annual basis and report annually to the Board with an assessment of its performance.
6. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend appropriate changes to the Board.
7. Maintain an orientation program for new directors and continuing education programs for all directors.
8. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.

**B. With respect to executive management succession planning:**

9. Review and evaluate annually the Company's succession planning for the CEO and other members of the Company's executive management.
10. Provide an annual report to the Board on the Company's executive management succession plan.
11. Make recommendations to the Board with respect to potential successors to the CEO.
12. Make recommendations to the Board relating to retention of a CEO search firm.

**C. With respect to quality oversight:**

13. Review and discuss with management relevant quality metrics, compliance with relevant credentialing and staffing certification standards, performance improvement, and compliance with related laws and regulations.
14. Review and discuss with management the Company's enterprise risk

management process relating to the Company's quality program.

15. Periodically meet with the Chief Clinical Officer to discuss the Company's quality program.

**D. With respect to stockholder engagement**

16. Oversee the Company's stockholder engagement program as it relates to corporate governance issues.
17. Consider corporate governance-related feedback and recommendations provided by the Company's stockholders

**E. Other:**

18. Report regularly to the Board.
19. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
20. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

**V. Resources**

The Corporate Governance Committee shall have the sole authority (a) to select and retain and terminate a search firm to be used to identify and review credentials of director candidates; and (b) to recommend to the Board a CEO search firm for CEO searches. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search firms, legal counsel and advisors.

**Last Revised and Approved: December 18, 2017**