



AMN HEALTHCARE SERVICES, INC.

CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER

I. Purpose

The primary objectives of the Corporate Governance and Compliance Committee (the “Committee”) are:

A. Governance

To assist the Board of Directors (the “Board”) by (i) identifying individuals qualified to become Board members and recommending that the Board select the director nominees for the next annual meeting of shareholders; (ii) reviewing the performance of the Board and Board Committees on an annual basis; (iii) monitoring corporate governance developments and recommending to the Board a set of guidelines applicable to the Company that ensures high standards of corporate governance; (iv) overseeing the Company’s executive succession planning process and making recommendations to the Board with respect to potential successors to the Chief Executive Officer (“CEO”); and (v) overseeing the Company’s shareholder engagement program as it relates to corporate social responsibility (“CSR”) matters.

B. Compliance

To assist the Board in fulfilling its oversight responsibilities with respect to all aspects of the Company’s ethics and compliance programs (the “Compliance Programs”) other than financial compliance and technology security risks, which shall be the responsibility of the Audit Committee of the Board (the “Audit Committee”). The Committee’s oversight responsibilities for ensuring the operation and effectiveness of the Compliance Programs shall include, without limitation, (i) the Company’s healthcare and employment regulatory compliance and (ii) risk oversight with respect to the credentialing of candidates to ensure that the Company is placing qualified healthcare professionals.

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 four 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 Governance 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 shareholders 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:

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

C. With respect to shareholder engagement:

1. Oversee the Company's shareholder engagement program as it relates to CSR matters, including environmental, social and corporate governance issues.
2. Consider CSR-related feedback and recommendations provided by the Company's shareholders.

To fulfill its Compliance responsibilities, the Committee shall:

D. With respect to oversight of the Compliance Programs:

1. Review and discuss the Company's framework, approach and process with respect to the Compliance Programs.
2. Review the process for communicating the Compliance Programs to team members, healthcare professionals and vendors/consultants, and monitoring compliance therewith.
3. Approve procedures for (a) the receipt, retention and treatment of notices and complaints received by the Company in connection with the Company's Code of Conduct; (b) the confidential, anonymous submission by employees of the Company of concerns regarding violations of the Company's Code of Conduct; and (c) the direct reporting to the Committee by the person with operational responsibility for the Compliance Programs on any matter involving criminal conduct or potential criminal conduct related to non-financial matters.
4. Review and discuss with the Chief Clinical Officer and other key management, as appropriate, relevant clinical quality metrics, compliance with relevant credentialing and staffing certification standards, performance improvement and compliance with related laws and regulations.
5. Regularly meet with the Company's Chief Legal Officer to discuss the Compliance Programs and reports of violations of the Company's Code of Conduct.

6. Review the results of significant investigations, examinations or reviews performed by regulatory authorities related to non-financial matters, and management's responses.
7. Review any attorneys' reports containing evidence of material violations of securities laws and breaches of fiduciary duty or other similar violations of federal or state law, in partnership with management, except to the extent that such violations and/or breaches relate to financial reporting or other financially-related disclosures, which shall be reviewed by the Audit Committee.

E. Other:

1. Report regularly to the Board.
2. 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.
3. 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 Committee shall have the sole authority to (a) select and retain and terminate a search firm to be used to identify and review credentials of director candidates; (b) recommend to the Board a CEO search firm for CEO searches; and (c) conduct or authorize investigations into any matters within its scope and responsibilities. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent legal counsel and such other advisors and consultants 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 may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Consistent with the foregoing and for the avoidance of doubt, 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 any search firms, advisors or consultants engaged to perform services for the Company, any independent outside counsel, and any other advisors to the Committee.

Last Revised Upon Approval of Committee: December 18, 2018