

AMN HEALTHCARE SERVICES, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary objective of the Corporate Governance Committee is to assist the Board of Directors by (a) identifying individuals qualified to become Board members, and recommending that the board select the director nominees for the next annual meeting of shareholders; (b) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company; and (c) reviewing the Board's performance on an annual basis.

II. Organization

The Corporate Governance 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 Corporate Governance Committee and the designation of the Chairman of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee.

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

III. Meetings

The Corporate Governance Committee shall meet at least two times per year or more frequently as circumstances require.

The Chairman shall preside at each meeting of the Corporate Governance Committee and, in consultation with the other members of the Corporate Governance Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

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

IV. Authority and Responsibilities

To fulfill its responsibilities, the Corporate Governance Committee shall:

1. Identify individuals qualified to become members of the Board and recommend that the Board select the director nominees for the next annual meeting of shareholders.

2. Make recommendations to the Board with respect to membership on committees of the Board, other than the Corporate Governance Committee.
3. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.
4. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
5. 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.
6. Maintain an orientation program for new directors and continuing education programs for all directors.
7. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Corporate Governance Committee.
8. Review its own performance annually.
9. Report regularly to the Board.
10. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Corporate Governance Committee or the Board deems appropriate.

V. Resources

The Corporate Governance Committee shall have the sole authority to retain and terminate a search firm to be used to identify and review credentials of director candidates.

The Corporate Governance 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 Corporate Governance Committee.