



## 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 environmental, social and corporate governance ("ESG") matters).

##### B. Compliance

To assist the Board in fulfilling its oversight responsibilities with respect to all aspects of the Company's comprehensive ethics and compliance program (the "Compliance Program") other than financial compliance, including accounting, auditing and financial reporting and disclosure, 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 all areas of the Compliance Program shall include, without limitation, (i) the Company's healthcare and employment regulatory compliance; (ii) providing risk oversight with respect to the credentialing of candidates to ensure that the Company is placing qualified healthcare professionals; and (iii) ensuring the operation and effectiveness of the Compliance Program.

#### 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 ESG matters.
2. Consider ESG-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 Program:**

1. Review and discuss the Company's organizational framework, approach and process for addressing current and emerging non-financial legal and regulatory compliance risks and enforcement trends that may affect the Company's business operations, performance or strategy.
2. Review with the Chief Legal Officer and other appropriate members of management the organizational structure, resources and management's assessment of the effectiveness of the Compliance Program relating to the Company's key legal risks, including requirements relating to the provision of healthcare staffing services and employment matters.
3. Review of the Company's Code of Conduct that guides the Company and its team members in day-to-day operations and the process for overseeing the receipt and investigation of complaints in connection with the Company's Code of Conduct.
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 and performance improvement.

5. 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.

**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, including fulfillment of its oversight responsibilities with respect to the Company's Compliance Program.

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: September 2019**