

AMN HEALTHCARE SERVICES, INC.

COMPENSATION AND STOCK PLAN COMMITTEE CHARTER¹

I. Purpose

The Compensation Committee shall have the direct responsibility to discharge the Board's responsibilities relating to compensation of the Company's executive officers and officers at or above the Senior Vice President level that report directly to the Chief Executive Officer and directors. For this purpose, compensation shall include:

- annual base salary;
- incentive opportunities;
- stock option or other equity participation plans;
- the terms of employment agreements, severance arrangements, and change in control agreements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable SEC rules.

II. Organization

The Compensation Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange (NYSE). Members should possess sufficient skills and knowledge to fulfill the responsibilities of the Compensation Committee, including familiarity with various components of executive compensation. The members of the Compensation 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 Compensation Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the NYSE. Any such subcommittee must have a published committee charter.

III. Meetings

The Compensation Committee shall meet at least twice per year or more frequently as circumstances require.

¹ Revised: December 14, 2007.

The Chairman, in consultation with the other members of the Compensation 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 Compensation Committee is circulated to each member of the Compensation Committee as well as each other director in advance of the meeting.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Compensation Committee shall:

1. Review on an annual basis the corporate goals and objectives relevant to Chief Executive Officer (CEO) compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining any long-term incentive component of CEO compensation, the Compensation Committee will also consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
2. In partnership with the CEO, establish the compensation of: (i) all executive officers (other than the CEO); (ii) all officers that are at or above the Senior Vice President level and report directly to the CEO and (iii) and the Company's directors.
3. In partnership with management, make recommendations to the Board with respect to the design of the Company's incentive compensation plans and equity-based plans.
4. Prepare the Compensation Committee Report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and oversee the preparation of the Company's Compensation Disclosure and Analysis as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and recommend its inclusion in the Proxy Statement to the Board of Directors.
5. Approve equity awards and review equity awards made by the CEO pursuant to the authority delegated by the Committee as may be required to comply with applicable tax and state corporate laws.
6. Establish the financial metrics and performance targets under the Company's Senior Management Incentive Bonus Plan.
7. Review and reassess the adequacy of this Charter annually and recommend any appropriate changes to the Board.
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 Compensation Committee or the Board deems necessary or appropriate.

V. Resources

The Compensation Committee shall have the sole authority to retain or terminate consultants to assist the Compensation Committee in the evaluation of director, CEO or officer compensation.

The Compensation Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Compensation Committee.