

## **Nominating Committee Charter**

### **SFBC International, Inc.**

#### **1. Purpose**

The Nominating Committee (“Committee”) was established by the Board of Directors of the Company (“Board”) to assist the Board in performing nominating functions with regard to the Board’s membership.

The Committee’s primary function is to identify individuals qualified to become members of the Board and to recommend to the Board the director nominees for consideration at the Company’s annual meeting of stockholders and to recommend to the Board the nominating policies and procedures of the Company.

#### **2. Organization**

The Committee is a standing committee of the Board that is composed solely of independent directors. The Committee shall have no less than three members. A director’s relationship with the Company, and his or her status as an “independent director”, is determined by the Board in view of laws, regulations, and rules that are applicable to the Company, including those of the Nasdaq Stock Market or other principal trading market. The members shall be elected to the Committee by the Board,

on an annual basis or as necessary to fill vacancies in the interim. The Board shall designate one of the members of the Committee as the Committee's chairperson. The Committee members may be replaced by the Board.

### **3. Meetings**

The Committee shall hold meetings when deemed necessary, or advisable, by the Committee's chairperson, the majority of the Committee's members, or otherwise at the direction of the Board. The Committee will make reports to the Board after each Committee meeting, and also when the Committee deems it otherwise necessary or advisable.

### **4. Responsibilities and Duties**

(a) Board Nominees. The Committee will identify and review the qualifications of, and recommend to the Board, individuals qualified to become nominees for membership on the Board and to be submitted to the stockholders for election at each annual meeting of the stockholders. The Committee will also identify and recommend individuals qualified to become directors to be elected by the Board to fill vacancies and newly created directorships. The Committee will also review and consider candidates for election as directors as submitted by stockholders in compliance with applicable law, regulations, and rules and in compliance with the Company's Bylaws.

(b) Guidelines and Selection Criteria. The Committee will develop and recommend to the Board general guidelines and criteria to determine the Company's needs with respect to certain director qualifications, and the assessment of the actual qualifications of nominees in relation to such guidelines and criteria. The Committee will perform a due diligence investigation of each potential nominee which shall include, among other things, a background investigation.

(c) Nominating Committee. The Committee and will periodically evaluate the Company's nominating practices and policies, and make any suggestions or recommendations to the Board for possible improvement in such practices and policies.

(d) Charter and Committee Evaluation. The Committee will review and evaluate the adequacy of this Charter at least annually and the Committee will recommend any proposed changes to the Board for the Board's consideration. The Committee will also annually review its own performance in conjunction with its mandate as provided in this Charter. The results of these evaluations will be reported to the Board.

**By order of the Board of Directors of SFBC International, Inc.**

Effective February 19, 2004