

**CHARTER
OF
THE NOMINATING COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
CROSS COUNTRY HEALTHCARE, INC.**

Statement of Purpose

The purpose of the Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by:

- identifying individuals qualified to become Board members; and
- evaluating and recommending for the Board’s selection nominees to fill positions on the Board.

Composition

The Committee shall be comprised of two or more independent directors. The members of the Committee shall be appointed and replaced by the Board. Each member of the Committee must (a) be a director of the Company, and (b) meet the independence requirements established by the NASDAQ Stock Market (NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall meet as circumstances require but not less frequently than annually. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall report to the Board, as requested, or as the Committee deems necessary.

Responsibilities and Duties

Selection of Directors

1. The Committee shall:
 - (i) evaluate the composition of the Board and its committees and determine future requirements;
 - (ii) determine the desired qualifications, skills, experience, expertise and characteristics of potential directors;
 - (iii) develop, and recommend to the Board for its approval, any specific, minimum qualifications for director nominees, including any specific qualities or skills necessary for one or more directors to possess;

- (iv) develop, and recommend to the Board for its approval, a process for identifying and evaluating director nominees, including nominees recommended by stockholders;
 - (v) develop, and recommend to the Board for its approval, a policy with regard to the consideration of any director candidates recommended by the Company's stockholders, including whether the Committee will consider director candidates recommended by stockholders and procedures to be followed by stockholders in submitting such recommendations;
 - (vi) identify individuals qualified to become Board members and consider and evaluate candidates to fill positions on the Board;
 - (vii) consider and evaluate stockholder nominees for election the Board; and
 - (viii) evaluate and recommend for the Board's selection nominees to fill positions on the Board.
2. Notwithstanding anything to the contrary in this Charter, if the Company is subject to a binding obligation that pre-dates November 4, 2003, and requires a director nomination structure inconsistent with the requirements of this Charter, then the nomination of such directors shall not be subject to review or approval by the Committee.
 3. If the Board authorizes the use of a search firm to identify director candidates, the Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to retain and terminate any such search firm. The Committee shall also have the sole authority to approve the fees and other retention terms of any such search firm.

Other Responsibilities

4. The Committee shall review on a periodic basis the compensation, if any, payable to directors and make recommendations to the Board with respect thereto.
5. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and by-laws, the resolutions of the Board and the applicable provisions of the Delaware General Corporation Law.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee shall perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board.