



## **GOVERNANCE GUIDELINES OF CROSS COUNTRY HEALTHCARE, INC.**

The Governance and Nominating Committee of Cross Country Healthcare, Inc. (the “Company,” or “we”) has developed, and our Board of Directors (the “Board”) has approved, the following governance guidelines (these “Guidelines”). These Guidelines reflect the Board's judgment as it relates to sound corporate governance practices by which the Board oversees the Company's business affairs. These Guidelines are subject to further refinement or changes from time to time as the Board may find necessary or advisable.

### **1. Role of the Board of Directors and Management**

Our officers and employees, under the direction of our Chief Executive Officer (“CEO”) and the oversight of our Board, work to advance the interests of the Company’s stockholders. In addition to advising and overseeing management, the Board also performs a number of specific functions including, but not limited to: (1) overseeing CEO succession planning, (2) reviewing, approving and monitoring fundamental financial and business strategies and operations and major corporate actions, (3) assessing major risks facing the Company and reviewing options for their mitigation, and (4) ensuring processes are in place for maintaining the integrity of the Company.

The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and members of the Board, and by carrying out the Board responsibilities with diligence and integrity.

### **2. Board Size**

In accordance with the Company’s Bylaws, the Board, upon the recommendation of the Governance and Nominating Committee, has determined that the Board should have between six and nine members. The Board determines the number of directors and periodically evaluates whether the size of the Board should be increased or decreased.

### **3. Selection of Board Members**

The Board nominates director candidates for election by the stockholders. Vacancies on the Board are filled by a majority vote of the Board. Any director appointed to the Board to fill a vacancy or newly created directorship is subject to election at the Company’s next Annual Meeting of Stockholders. The Governance and Nominating Committee is responsible for recommending director candidates to the Board for nomination and election. In making its recommendations to the Board, the Governance and Nominating Committee considers, among other things, the qualifications of individual director candidates in light of the criteria described below. The Governance and Nominating Committee may use a variety of sources, including executive search firms and stockholder recommendations, to identify director candidates. The Governance and Nominating Committee retains any search firms and approves payment of their fees. The Governance and Nominating Committee and any search firm engaged to assist with director recruitment must include a diverse set of qualified candidates in the pool from which the Governance and Nominating Committee selects director candidates.

The Governance and Nominating Committee will review candidates, if any, recommended by stockholders. All candidates are reviewed in the same manner, regardless of the source of the

recommendation. Stockholders wishing to suggest director candidates should submit their suggestions in writing to the attention of the Corporate Secretary of the Company in accordance with the provisions of the Company's Bylaws.

The Governance and Nominating Committee shall review each directors' overall service to the Company during their respective terms, including the number of meetings attended, level of participation, quality of performance, and any relationships and transactions that might impair such directors' independence.

#### **4. Board Membership Criteria and Diversity**

The Governance and Nominating Committee establishes selection criteria for directors. At a minimum, each director must possess: (1) a reputation for the highest ethical and moral standards, (2) good judgment, (3) a positive record of achievement, (4) business knowledge and experience relevant to the Company, and (5) the ability and willingness to commit sufficient time to the Board. The Governance and Nominating Committee shall seek candidates with broad backgrounds and experience that will enable them to serve on and contribute to any of the Board's three standing committees. This assessment includes issues of diversity and experience in different substantive areas. The Board seeks the best director candidates based on the skills and characteristics required without regard to race, color, national origin, religion, disability, marital status, age, sexual orientation, gender, gender identity and expression, or any other basis protected by federal, state or local law. Board diversity is valued and provides many benefits, including creativity, variety in approaches to problem solving, and the ability to work effectively.

#### **5. Election of Directors**

As provided in the Company's Bylaws, in an uncontested election, director will be elected at the Company's Annual Meeting of Stockholders if the votes cast for a nominee's election exceed the votes cast against such nominee's election, with any incumbent director who fails to receive such a majority vote obligated to tender his or her resignation, and the Board obligated to decide and state publicly within 90 days whether it has accepted that resignation and the reasons for that decision.

#### **6. Term Limits; Retirement Age; Death**

The Board does not believe that arbitrary term limits on directors' service are appropriate. Directors who have served on the Board for an extended period of time have valuable institutional knowledge and are able to provide insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives. However, any Board member reaching the age of 75 shall not be eligible to stand for re-election at the Annual Meeting of Stockholders occurring after his or her 75th birthday; provided, however, the Board may vote to waive the mandatory retirement of any such director on an annual basis. Any non-employee Board member who retires from the Board and who is at least 70 years old or has served on the Board for at least seven years shall be entitled to accelerated vesting of equity grants on his/her last date of service. In addition, unvested equity grants awarded to a non-employee Board member on or after June 1, 2022 for Board services shall accelerate vesting upon such member's death.

#### **7. Resignation or Refusal to Stand for Reelection**

In the event that a director intends to resign from or refuses to stand for reelection to the Board, they must tender written notice of such intent directly to the Chair of the Board, who will share such notice with legal counsel. The Board shall determine the action, if any, to be taken with respect to such notice.

## **8. Directors with Significant Job Changes**

The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board. The Board, and specifically the Governance and Nominating Committee, will then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.

## **9. Limitation Regarding Service on Other Boards**

Each person serving as a director must devote the time and attention necessary to fulfill the obligations of a director. Key obligations include appropriate attendance at Board and committee meetings and appropriate review of preparatory material.

Unless the Board determines that the carrying out of a director's responsibilities to the Company will not be adversely affected by the director's other public company directorships: directors who also serve as an executive officer of a public company will not serve on more than a total of two public company boards (including the Company's Board); and directors who are not executive officers of a public company will not serve on more than three public company boards in addition to the Company's Board. Without specific approval from the Board, no member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee).

A director should notify the Chairperson of the Governance and Nominating Committee in a timely fashion of his or her appointment to or resignation from the board of directors of another public company. The Company's CEO shall obtain the approval of the Governance and Nominating Committee prior to accepting any such nomination or appointment to the board of directors of another public company. All service on boards and committees of other organizations should be consistent with the Company's Code of Ethics and Business Ethics Policy (the "Code").

## **10. Board Committees**

The Board has three committees: the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities; provided, however, that no removal of a committee shall result in the Company's noncompliance with any applicable rules or regulations. Each committee will perform its duties as assigned by the Board in compliance with Company Bylaws and the respective committee's charter. Current charters of the committees are published on the Company's website, and will be mailed to stockholders upon written request.

The Board periodically considers the composition of its committees, but the Board does not believe that a formal policy of rotation is appropriate.

Each committee has the authority to engage outside experts, advisors and counsel to the extent it considers appropriate to assist the committee in its work.

## **11. Director Independence**

The Board shall be comprised of a majority of independent directors under the applicable criteria for independence established under the applicable listing rules of the Nasdaq Stock Market (the "Nasdaq Rules") ("Independent Directors").

Because it is not possible to anticipate or explicitly provide for all potential situations that may affect independence, the Board will periodically review each director's status as an Independent Director and whether any Independent Director has any other relationship that, in the judgment of the Board, would interfere with the director's exercise of independent judgment in carrying out such director's

responsibilities as a director. The Board will make an annual determination whether each director is “independent” under the applicable Nasdaq Rules.

The Audit Committee, Compensation Committee, and Governance and Nominating Committee shall be composed entirely of Independent Directors under the applicable criteria for independence established by the Nasdaq Rules and, in the case of the Audit Committee and the Compensation Committee, all additional applicable independence requirements that are set forth in the Nasdaq Rules and the rules and regulations of the Securities and Exchange Commission. The members of these committees also meet the other membership criteria specified in the respective charters for these committees, reflecting applicable standards for member independence. Each director shall notify the Board of any change in circumstances that may impact their independence. If so notified, the Board will reevaluate, as promptly as practicable thereafter, such director's independence. An Independent Director who ceases to qualify as such after election to the Board will be required to tender a resignation as a director promptly to the Board, which will consider whether to accept or reject the resignation, taking into consideration the effect of such change on the interests of the Company.

## **12. Position of Chairman**

Those members of the Board who are considered Independent Directors shall elect the Chair of the Board. The role of the CEO and Chair may be separated or combined, which will be determined by the Board as it deems appropriate. The Board believes that whether to have the same person occupy the offices of Chair of the Board and CEO should be decided by the Board, from time to time, in its business judgment after considering relevant factors, including the specific needs of the business and the best interests of the Company and its stockholders. If the Board decides the offices of Chair of the Board and CEO should be combined, the Board shall elect a Lead Director.

The authority and responsibilities reserved for the Chair shall include, without limitation, the following:

- Presiding at all meetings of the Board;
- Presiding at all meetings of the stockholders of the Company, or appointing another member of the Board to preside in accordance with the Bylaws;
- Setting the agenda for each Board meeting and ensuring that the Board agenda is appropriately directed to the matters of greatest importance to the Company;
- Calling special meetings of the Board, as appropriate, in accordance with the Bylaws;
- Maintaining an effective working relationship with the members of management and the Board;
- Overseeing the process of informing the Board through timely distribution of information and reports; and
- Performing such other duties as specified or as needed by the Board from time to time, Meetings of the Board; Executive Sessions.

Board meetings are scheduled in advance and held no less than quarterly, during which the Board reviews and discusses reports by management on the performance of the Company, the Company's progress on its strategic plan, the Company's plans and prospects, as well as immediate issues facing the Company. The Board holds special meetings as required. Each director is expected to attend both scheduled and special meetings, and they are expected to attend the Annual Meeting of Stockholders in person or virtually or via telephone. The Independent Directors will also meet regularly in executive session, i.e., without management present, presided over by the Chair of the Board or the lead director if the current Chair of the Board is the CEO. These executive session discussions may include such topics as the Independent Directors determine.

## **13. Setting the Board Agenda; Advance Distribution of Materials**

The Chair of the Board will determine the agenda with input from the CEO and other Board members. The Board believes it is each director's responsibility to ensure that meeting agendas are appropriate

and that sufficient time and information are available to address the issues requiring attention. Directors are urged to make suggestions for agenda items or additional pre-meeting materials to the CEO or appropriate committee chairperson at any time. The CEO or committee chairperson, as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting.

All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. Each director is expected to review this information in advance of the meeting to facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

#### **14. Access to Employees; Access to Independent Advisors**

The directors shall have full access to Company officers, employees and, as necessary and appropriate, to the Company's independent advisors, including, without limitation, independent legal counsel and independent accountants to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a fuller understanding of matters being considered.

The Board and its committees have the right at any time to retain independent outside auditors and financial, legal, or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside auditors or advisors.

#### **15. Risk Management**

Risk management is primarily the responsibility of the Company's management team, however, the Board is responsible for the overall supervision of the Company's risk management activities. In addition to the reports from the committees, the Board shall receive and review presentations and/or reports throughout the year from various department and business unit leaders that include discussions of risks as necessary. Through sessions focusing on corporate strategy, the Board reviews in detail the Company's short- and long-term strategies, including consideration of risks facing the Company and their potential impact.

#### **16. Annual Compensation Review of CEO and Senior Management**

In accordance with its charter, the Compensation Committee shall annually approve the goals and objectives for compensating the CEO. The Compensation Committee shall evaluate the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Compensation Committee shall also annually approve the compensation structure for the Company's other executive officers.

#### **17. Succession Planning**

The Board, and specifically the Governance and Nominating Committee, shall be responsible for establishing a succession plan for the CEO and other executive officers (including in the event of emergency). The Company's succession plan for the CEO and other executive officers may include identifying potential candidates. The Governance and Nominating Committee shall periodically review and discuss succession planning for the directors of the Board.

## **18. Self-Evaluation**

The Governance and Nominating Committee is responsible for conducting an annual evaluation of the performance of the Board and each of its members. Evaluation results are reported to the Board. The Governance and Nominating Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.

## **19. Ethics and Conflict of Interest**

The Board expects its directors, as well as officers and employees, to act ethically at all times. Members of the Board shall act at all times in accordance with the requirements of the Code, which applies to all employees (including executive officers) and each director in connection with activities relating to the Company. This obligation includes, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings, and respect for and compliance with applicable law. Any waiver of the requirements of the Code with respect to any individual executive officer must be reported to, and be subject to the approval of, the Board and will be disclosed as required by law.

## **20. Board Compensation**

The form and amount of non-employee director compensation is determined by a majority of the Independent Directors, based on recommendations made to the Board by the Compensation Committee. Generally, the Board believes that the level of director compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. In addition, the Board believes that a significant portion of director compensation should align director interests with the long-term interests of shareholders. Directors who also are employed by the Company will not be paid for Board membership in addition to their regular employee compensation.

## **21. No Personal Loans to Directors or Executive Officers**

The Company will not make any personal loans or extensions of credit to directors or executive officers of the Company.

## **22. Director Orientation and Continuing Education**

The Company shall establish an orientation program for new directors that includes applicable information about the Company and presentations by senior management. Periodically, the Company will provide opportunities for directors to visit Company facilities to enhance their understanding of the Company's business and operations and/or gain greater insights through external expertise. The Board, and specifically the Governance and Nominating Committee, shall consider additional education or training, as it deems appropriate.

The Board encourages all directors to participate in third-party continuing education programs to assist in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. Upon approval by the Chair of the Board or the Lead Director, the Company will pay all reasonable expenses related to the continuing director education.

## **23. Board Interaction with Investors, Media, and Others**

The Board values meaningful, constructive communication and engagement with the Company's stakeholders and other interested parties. Management is primarily responsible for direct communication and engagement with stockholders. Inquiries from reporters, media, analysts, institutional investors, stockholders, customers, suppliers, and other constituencies shall be referred to management, the Chairman and/or the Lead Director for response.

## **24. Confidentiality**

The proceedings and deliberations of the Board and its committees are confidential. Each director is required to maintain the confidentiality of information received in connection with his or her service as a director. Stockholders and other interested parties are invited to communicate to the Board, its committees, the Chair, or with non-management and independent directors individually or as a group by writing to:

Cross Country Healthcare, Inc.  
6551 Park of Commerce Boulevard  
N.W., Boca Raton, Florida 33487

Depending on the nature of the communication, either the correspondence will be forwarded to the director(s) named or the matter will be presented in a periodic report to the Board. Notwithstanding the foregoing, the Corporate Secretary may determine not to forward or report items that are unrelated to a director's duties and responsibilities as a Board member, including, without limitation, solicitations and advertisements, junk mail, product-related communications, routine customer complaints, job referral materials such as resumes and surveys, and material that is determined to be illegal or otherwise inappropriate.

## **25. Review of Governance Guidelines**

The Governance and Nominating Committee will review these guidelines as applicable (and at least once a year), and recommend any changes to the Board for approval.

Approved by the Board: November 15, 2023