



CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (“Board”) of Kforce, Inc. (the “Firm”) has established a Corporate Governance Committee (the “Committee”) pursuant to Article III of the Firm’s Bylaws as a permanent standing committee with the authority, responsibility and specific duties described in this Charter (the “Charter”). This Charter and the composition of the Committee are intended to comply with applicable rules and regulations of the National Association of Securities Dealers Automated Quotation System (“NASDAQ”), and the Firm’s Bylaws.

1. Purpose and Scope. The purposes of the Committee are to: (a) encourage and enhance communication among independent directors; (b) provide a forum for the independent directors to meet separately from management in order to comply with applicable NASDAQ rules and best corporate governance practices; (c) provide leadership and oversight to the Firm relating to ethical standards; and (d) provide a channel for frank communication with the CEO of the Firm.

2. Committee Composition.

A. *Members.* The Committee shall consist of all directors of the Board who are “independent” under NASDAQ and Securities and Exchange Commission rules. The Board will assess and determine the qualifications of the Committee members on no less than an annual basis.

B. *Term and Selection of the Chairman.* The members of the Committee shall be appointed annually by the Board and the Board shall select the Chairman of the Committee. The Chairman of the Committee shall serve as the Board's lead independent director and shall communicate, as the Chairman of the Committee deems appropriate, with the Chairman of the Board and/or Chief Executive Officer regarding issues raised at Committee meetings or otherwise. In addition, the Committee may delegate to the Chairman such power and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee or by a subcommittee, which the Committee has the authority to form and delegate to, consisting of one or more Committee members, when appropriate.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be held as deemed appropriate by the Committee. The Committee may hold meetings at such times and places as the Committee determines. However, the Committee shall meet at least twice a year in conjunction with regularly scheduled Board meetings. Committee meetings may be held in person or telephonically.

3. Committee Authority. The Committee shall have the authority and responsibility to employ consultants (including, without limitation, accountants and lawyers) to assist it in performing its duties, to approve the terms of any such engagement, and to set the fees paid to any such consultant. The Committee shall have full access to any relevant records of the Firm

and may request that any officer or other employee of the Firm or the Firm's outside counsel meet with any members of, or consultants to, the Committee.

4. Other Delegated Responsibilities. The Committee shall also carry out such other duties that may be expressly delegated to it by Board resolutions from time to time.

5. Limitation of the Committee's Role. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to conduct investigations or to ensure compliance with applicable laws and regulations.

6. Charter Review. This Charter will be reviewed by the Committee from time to time.

7. Publication. This Charter shall be placed on the Firm's website and shall be accessible to the public.