



**Kforce Inc.**  
**Corporate Governance Committee Charter**

Effective: October 27, 2017.

The Board of Directors ("Board") of Kforce Inc. (the "Firm") has established a Corporate Governance Committee (the "Committee"), composed of members of the Board of Directors, which shall have the authority described below. 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.

**I. PURPOSE AND SCOPE**

The purposes of the Committee are to: (a) encourage and enhance communication among directors who are "independent", as defined by the applicable NASDAQ rules ("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; (d) provide a channel for frank communication with the CEO of the Firm; (e) periodically review and recommend to the full Board any changes to the Firm's Corporate Governance Guidelines, and (f) oversee the Board's evaluation process.

**II. COMPOSITION**

A. *Members.* The Committee shall consist of all directors of the Board who are Independent Directors. 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. If the Chairman of the Board is not an Independent Director, 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 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. Attendance and participation in a meeting may take place by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

**III. 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.

#### **IV. 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.

#### **V. LIMITATION OF THE COMMITTEE'S ROLE**

The Committee has only 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.

#### **VI. CHARTER REVIEW**

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

#### **VII. PUBLICATION**

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