

# **CHARTER OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF KFORCE INC.**

## **I. PURPOSE**

The purpose of the Nomination Committee (the "Committee") is to provide assistance to the board of directors (the "Board") of Kforce Inc. (the "Corporation") in the selection of candidates for election to the Board, including identifying, as necessary, new candidates who are qualified to serve as directors of the Corporation and recommending to the Board, the candidates for election to the Board.

## **II. COMMITTEE COMPOSITION**

The Committee is established pursuant to Article III of the by-laws of the Corporation. The members of the Committee shall be elected annually by the Board and hold the office until the earlier of: (i) the election of their respective successors; (ii) the end of their services as a director of the Corporation (whether through removal, resignation, expiration of term or death); or (iii) their resignation from the Committee. The Board shall designate one member of the Committee as chairman (the "Chairman"). The Committee will consist of no fewer than three members who fully satisfy the independence requirements, if any, of the Nasdaq National Market and the Securities and Exchange Commission.

## **III. AUTHORITY**

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.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

## **IV. MEETINGS**

The Committee shall meet as often as the Committee or the Chairman determines, but not less frequently than annually.

The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any action to be taken at any meeting of the Committee

may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority members in attendance. A quorum of the Committee shall be established when a majority of the members of the Committee are present.

## **V. RESPONSIBILITIES OF THE COMMITTEE**

*The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with the applicable law.*

### **A. Directorship Management**

1 The Committee shall, from time to time, establish guidelines for selecting candidates for election to the Board, and periodically review and amend such guidelines as the Committee deems necessary or appropriate. *(Initial guidelines are attached as Appendix A)*

2 The Committee shall identify, as necessary, and evaluate potential candidates for nomination as directors, in such manner as the Committee deems appropriate.

3 The Committee shall recommend to the Board the number of directors to be elected and a slate of nominees for election as directors at the Corporation's annual meeting of shareholders.

4 The Committee shall recommend to the Board persons to be appointed as directors in the interval between annual meetings of the Corporation's shareholders.

5 The Committee shall review the qualifications of the members of the Board on a periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board.

6 The Committee shall establish procedures for, and oversee, the Corporation's director orientation and continuing education programs.

### **B. Annual Evaluation**

The Committee shall review and reassess the adequacy of this Charter (including Appendix A) annually and recommend to the Board any proposed changes to this Charter.

### **C. General**

1 The Committee shall report its activities to the Board at the each regularly scheduled meeting of the Board.

2 The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities.

3 Unless the Committee member has knowledge that would make reliance unwarranted, the Committee members may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared by: (a) one or more officers or employees of the Corporation; (b) legal counsel, independent auditors, or other persons as to matters which the Committee member believes to be within the professional or expert competence of such person; or (c) another committee of the Board of which the Committee member is not a member.

4 The Committee shall perform any other activities consistent with this Charter, the Corporation's articles of incorporation and/or by-laws, and governing law as the Committee or the Board deems necessary or appropriate.

5 The Committee shall make this Charter available on the Corporation's website.

This Charter was approved by the Board on April 7, 2003.

## APPENDIX A

**GUIDELINES FOR SELECTING BOARD OF DIRECTOR CANDIDATES OF  
KFORCE INC.**

In considering possible candidates for election as a director, the Nominating Committee and the other directors should recognize that the contribution of the Board of Directors will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should be guided in general by the following guidelines:

**The Board of Directors should be composed of:**

- 1 Directors who will bring to the Board a variety of experience and backgrounds.
- 2 Directors who will form a central core of business executives with substantial senior management experience, financial expertise and such other skills that would enhance the Board's effectiveness.
- 3 Directors who will represent the balanced, best interests of the Corporation's shareholders as a whole and the interests of the Corporation's stakeholders, as appropriate, rather than special interest groups or constituencies.
- 4 A majority of directors who are independent.

**Each director should:**

- 1 Be an individual of the high character and integrity and have the ability to work well with others.
- 2 Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
- 3 Possess substantial and significant experience which would be of value to the Corporation in the performance of the duties of a director.
- 4 Have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a director.