

# ASGN Incorporated

## CORPORATE GOVERNANCE GUIDELINES

### I. General

The Nominating and Corporate Governance Committee (the “**N&CG Committee**”) of the Board of Directors (the “**Board**”) of ASGN Incorporated (the “**Company**”) has adopted the following corporate governance guidelines (the “**Guidelines**”) in order to preserve and strengthen the structure and processes of the Board. The Guidelines, the charters of the Board committees and the Code of Ethics for Principal Executive Officer and Senior Financial Officers provide the framework for the corporate governance of the Company. The Board will review these Guidelines annually or more often if deemed necessary.

The Guidelines set forth procedures and guidelines with respect to (i) the selection, composition and evaluation of the Board and (ii) the practices and processes of the Board.

### II. Selection, Composition and Evaluation of the Board

#### a. Board Composition

Independent Directors shall constitute a majority of the Board, and the Audit, Compensation, and Nominating and Corporate Governance Committees shall be entirely comprised of “Independent Directors.” “**Independent Director**” shall mean a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship that, in the opinion of the Company’s Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director, and who meets the requirements for Director independence established by applicable laws, rules and regulations, the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (“**NYSE**”), or such other exchange on which the Company’s equity is listed and traded. The Board believes it is important to retain the flexibility to allocate the responsibilities of the offices of the Chair and the Chief Executive Officer in any manner that it determines to be in the best interest of the Company at a given point in time.

In accordance with the requirements of the NYSE, Independent Directors must meet in regularly convened executive sessions (“**Independent Director Sessions**”) at least once per year. If the Chair of the Board is not an Independent Director, the Independent Directors shall select an Independent Director to chair each Independent Director Session.

#### b. Committees

The Board has established committees to assist the Board in discharging its responsibilities. The standing committees shall be Audit, Compensation, and Nominating and Corporate Governance. Each standing committee shall have a written charter explicitly delegating certain authority to such committee. Such charters shall be periodically reviewed and modified, and shall be submitted to the N&CG Committee for its approval and subsequent recommendation for approval by the full Board. All committee actions must be ratified by the Board, unless taken pursuant to an explicit delegation of authority

to the committee. The Board has the flexibility to form a new committee, disband a current committee or establish ad hoc committees to address particular issues or circumstances, as the Board deems appropriate.

**c. Qualifications**

In considering potential candidates for director, the N&CG Committee considers the entirety of each candidate's credentials. Qualifications for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing composition of the Board. The N&CG Committee develops, recommends and reviews with the Board qualifications for director candidates. Directors must possess the highest personal and professional ethics, integrity and values.

**d. Process for Identifying and Evaluating Director Candidates**

The N&CG Committee will seek to identify director candidates based on input provided by a number of sources, including (i) N&CG Committee members, (ii) other directors of the Company, (iii) stockholders of the Company, (iv) the Chief Executive Officer or Chairman of the Company, and (v) third parties. The N&CG Committee also has the authority to consult with, obtain advice and assistance from, retain or terminate internal or outside legal, accounting or other advisors or search firms to assist in the identification of qualified director candidates as the N&CG Committee may deem appropriate in its sole discretion. As part of the identification process, the N&CG Committee will take into account the number of expected director vacancies that need to be filled and whether existing directors have indicated a willingness to continue to serve as directors if re-nominated.

Once director candidates have been identified, the N&CG Committee will then evaluate these candidates in light of the qualifications required and any additional factors that it deems necessary or appropriate. Existing directors who are being considered for re-nomination will be re-evaluated based on their performance as directors, as well as to ensure that they continue to meet the qualifications required. All candidates submitted by stockholders will be evaluated in the same manner as all other director candidates, provided that the procedures set forth in Section II(e) below have been followed.

After completing the identification and evaluation process described above, the N&CG Committee will recommend to the full Board the nomination of a number of candidates equal to the number of director vacancies that will exist at the meeting of the Company's stockholders. The Board will then select and designate nominees for election as directors for stockholders to consider and vote upon at the stockholders' meeting.

**e. Stockholder Recommendations of Director Candidates**

**1. General Policy**

The N&CG Committee will consider director candidates recommended by stockholders provided that such recommendations are submitted in accordance with the procedures set forth below.

## **2. Procedures for Submitting Recommendations**

In making recommendations to the Board for director nominees for the annual meeting of stockholders, the N&CG Committee will consider any written suggestions of stockholders received by the Secretary of the Company by no later than 120 days prior to the anniversary of the Company's proxy statement issued in connection with the prior year's annual meeting of stockholders. Suggestions shall be mailed to:

ASGN Incorporated  
Attn: Secretary  
26745 Malibu Hills Road  
Calabasas, California 91301

The manner in which director nominee candidates suggested in accordance with this policy are evaluated shall not differ from the manner in which candidates recommended by other sources are evaluated. Stockholders wishing to suggest a candidate for director should include in their written correspondence:

- A statement that the writer is a stockholder and is proposing a candidate for consideration by the N&CG Committee;
- The name and contact information for the candidate;
- A statement of the candidate's business and educational experience;
- Information regarding, criteria and qualifications to be considered under the Company's Corporate Governance Guidelines and the terms of the N&CG Committee's charter, sufficient to enable evaluation of the candidate; and
- A statement detailing any relationships between the candidate and any customer, business partner or competitor of the Company.

### **f. Retirement**

The Board intends to assess the qualifications of the directors on an ongoing basis and therefore has determined not to establish a mandatory retirement policy.

### **g. Conflict of Interest**

To ensure the absence of any actual or potential conflict of interest between a director and the Company, directors will procure the consent of the Chairman of the Board and the Chairman of the N&CG Committee prior to accepting any invitation to serve on a competing corporate board of directors, or in any role with a governmental body or advisory group if such entities could be considered to be directly or indirectly competitive with the present or reasonably foreseeable future business of the Company.

As to any specific matter, the Board, after consultation with counsel, will determine whether a director has an interest in or other conflict with such matter. It is the responsibility of each director to bring any potential conflict of which he or she is aware to the attention of the full Board, whether such conflict involves himself or herself or another director. The Board believes that any director with an interest in a matter before the Board or a committee should recuse himself or herself from the deliberations and voting thereon.

### **III. Board Practices and Processes**

#### **a. Agendas**

The Chair of the Board will set meeting agendas in collaboration with committee Chairpersons after taking into account the suggestions of all directors. As a general rule, Board materials related to agenda items shall be provided to directors sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.

#### **b. Written Guidelines & Policies**

The N&CG Committee shall maintain corporate governance guidelines and operational policies for the Board and its committees, which shall be periodically reviewed and modified.

#### **c. Attendance**

Directors are expected to attend all scheduled Board and committee meetings and conduct advance review of Board and committee meeting materials.

Based on agenda items and leadership development objectives, the Company's principal officers, other members of senior management and other persons the directors deem appropriate (including legal and financial advisors) may be invited to attend Board and/or committee meetings.

Independent Director Sessions will be conducted as the Independent Directors deem appropriate to foster open discussion without the presence of management.

#### **d. Independent Advice**

The Board and all committees may engage and retain legal and other expert advice and independent outside advisors, as needed, at the Company's expense from a source independent of management. The Company shall provide appropriate funding, as determined by the Board or any Committee, to compensate such advisors, as well as to cover the administrative expenses incurred by the Board and its Committees in carrying out their responsibilities.

#### **e. Access to Senior Management**

Directors shall contact management as needed and shall have open access to Company officers and employees and such open access shall include the authority to hold meetings with any such person without senior management present.

**f. Compensation of the Board**

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope. Compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.

**g. Director Orientation and Education**

New directors shall participate in an orientation program. In addition, continuing directors shall be provided with education on appropriate subjects as determined by the Board.

**h. Management Succession**

The Board shall approve and maintain a succession plan for the senior executive officers. The Board (i) develops criteria for the selection and performance review of senior executive officer positions that reflect the Company's business strategy; (ii) routinely reviews and discusses succession planning and (iii) identifies potential successors for senior executive officer positions. The Board also maintains an emergency succession plan that is reviewed periodically.

**i. Self-Evaluation**

The Board and each of the Committees will perform an annual self-evaluation.

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**Effective Date:** August 21, 2013