

Barrett Business Services, Inc.

Charter for the Audit and Compliance Committee
As Amended and Restated by the Board of Directors as of
April 23, 2012

Purposes

The Audit and Compliance Committee (the "Committee") is appointed by the Board of Directors to assist the Board in overseeing (1) the Company's accounting and financial reporting processes, (2) the quality and integrity of the Company's financial statements, (3) the compliance by the Company with legal and regulatory requirements relating to its status as a public company, (4) the independence and performance of the Company's independent accountants, and (5) the adequacy of the Company's internal control and disclosure systems and processes.

Authority

The Committee shall have sole authority to retain independent counsel and other advisers as it deems necessary to carry out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. To the extent the Committee deems appropriate and permitted by applicable law, rule or regulation, it may delegate its responsibilities under this Charter to one or more of its members.

Organization

The Committee shall be comprised of at least three qualified directors. The members of the Committee shall be appointed by the Board at its first meeting held following each annual meeting of stockholders. Each member of the Committee shall meet the independence, expertise, and other requirements set forth in Rule 5605(c)(2) of the listing standards for companies quoted on the Nasdaq Stock Market and be otherwise free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. All members of the Committee shall be financially literate, and at least one member of the Committee shall meet the requirements to be an "audit committee financial expert" as defined in the Securities and Exchange Commission's ("SEC's") rules. The Chair of the Committee shall be appointed by the Board to serve a one-year term. Members may serve unlimited successive one-year terms on the Committee, in view of the independence and expertise requirements for Committee membership. A Committee member may not serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such service will not impair the member's ability to serve on the Committee.

Funding

The Committee shall have the authority to determine and receive from the Company the amount of funding required for (1) compensation to any registered public accounting firm engaged for

the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, (2) compensation to independent counsel and other advisers retained by the Committee, and (3) ordinary administrative expenses of the Committee in carrying out its responsibilities.

Roles and Responsibilities

The Committee shall:

1. Appoint, retain (with subsequent submission to the Company's stockholders for ratification), determine the compensation of, evaluate and terminate the Company's independent accountants.
2. Approve all fees and services (including audit and permissible non-audit services) of the Company's independent accountants and any other public accounting firm engaged by the Committee. All such services must be approved in advance of their performance pursuant to policies established by the Committee. The Committee may delegate authority to grant pre-approvals to one of its members, provided each such pre-approval is reported to the full Committee at its next scheduled meeting. The Committee shall receive the letter from the independent accountants required by Rule 3525 of the Public Company Accounting Oversight Board regarding pre-approval of non-audit services.
3. Review and discuss with management and the independent accountants the annual audited financial statements (including matters outlined in SAS No. 61, Communications with Audit Committees, as amended), including major issues regarding or changes in accounting and auditing principles, standards and practices, as well as the adequacy of internal controls that could significantly affect the Company's financial statements.
4. Review analyses prepared by management and the independent accountants of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
5. Review and discuss with management and the independent accountants, as appropriate, earnings press releases and other financial information that the Company proposes to disclose publicly.
6. Review and discuss with management and the independent accountants the Company's quarterly and annual financial reports, including specifically the "MD&A" section, prior to the filing of the Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

7. To review and discuss with management and the independent accountants, as appropriate, the Company's internal system of audit and financial controls and the results of internal audits, any major issues as to the adequacy of the Company's internal controls, and any special audit steps adopted in light of material control deficiencies.
8. Review with management compliance by the Company with the terms of loan agreements or other debt instruments, including indentures, as applicable.
9. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
10. Receive the disclosures and letter from the independent accountants pursuant to the requirements of the Public Company Accounting Oversight Board regarding communications with the independent accountants concerning independence, discuss with the accountants the contents of such disclosures, including any relationships or services that may impact the objectivity or independence of the accountants and, if determined necessary by the Committee, take or recommend that the full Board take appropriate action to oversee the independence of the accountants.
11. Evaluate the performance of the independent accountants, assure the regular rotation of the lead audit partner, as required by law, and, if determined necessary, take appropriate steps to replace the independent accountants.
12. Meet with the independent accountants prior to the audit to review the planning and staffing of the audit.
13. Obtain assurance from the independent accountants that no action or disclosure is required with respect to the Company's financial statements under Section 10A of the Securities Exchange Act of 1934.
14. Discuss with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit.
15. Review with the independent accountants any problems or difficulties the accountants may have encountered and any management letter provided by the independent accountants and the Company's response to that letter. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.

- (b) Any changes required in the planned scope of the audit performed by the independent accountants.
- 16. Prepare the audit committee report required by the SEC's rules to be included in the Company's annual proxy statement.
- 17. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations relating to its status as a public company.
- 18. Review with the Company's outside counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or government agencies.
- 19. Meet at least annually with the Chief Financial Officer, the Company's internal auditing staff, and the independent accountants in separate executive sessions.
- 20. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- 21. Review for potential conflicts of interest and determine whether or not to approve any transaction by the Company with a director, officer or shareholder (including transactions with family members or associates of such persons) that would be required to be disclosed in the Company's annual proxy statement by the SEC's disclosure rules, including monitoring the outside activities of the Company's senior executive officers.
- 22. Oversee compliance with the Company's Code of Business Conduct, including reviewing the Code annually for any needed changes, assessing the implementation of the principles outlined in the Code, and determining whether to approve any waivers of the Code.
- 23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 24. Annually evaluate how well the Committee has performed its duties and fulfilled its purposes during the previous year and report its findings to the full Board.

Subject to the specific responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete

and accurate and are in accordance with generally accepted accounting principles in the United States. This is the responsibility of management and the independent accountants.

Meetings and Procedures

The Committee shall hold at least four regularly scheduled meetings each year.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to all members of the Board. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.