

Barrett Business Services, Inc.

Charter for the Nominating and Governance Committee As Adopted by the Board of Directors as of April 23, 2012

Purposes

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors to assist the Board in (1) identifying individuals qualified to become members of the Board, (2) making recommendations to the Board with regard to the size and composition of the Board and committees of the Board, (3) recommending to the Board Corporate Governance Guidelines for the Company, and (4) evaluating the Board and its members.

Authority

The Committee shall have sole authority, as it deems appropriate, to select, retain and replace search firms to identify director candidates, independent counsel, and other outside advisers to carry out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel 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 a subcommittee.

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 and other requirements set forth in Rule 5605(a)(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. 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 requirements for Committee membership.

Funding

The Committee shall have the authority to determine and receive from the Company the amount of funding required for (1) compensation to advisers retained by the Committee, including search firms to identify director candidates, and (2) ordinary administrative expenses of the Committee in carrying out its responsibilities.

Roles and Responsibilities

The Committee shall:

1. Develop and recommend to the Board for its approval criteria for nomination to the Board. The current criteria for nomination to the Board are set forth in Annex A to this Charter.
2. Annually consider the size, composition, functions and needs of the Board and consider and recommend to the Board for its selection candidates for membership on the Board. Each year, the Committee shall review the performance of individual Board members and recommend to the Board the director nominees for election at the next annual meeting of stockholders. The Committee shall consider and recommend to the Board for its selection candidates to fill vacancies on the Board to serve until the next annual meeting of stockholders.
3. As part of its director selection process, consider to the extent appropriate candidates from a variety of sources, including nominees proposed by stockholders of the Company. Stockholders wishing to suggest a director candidate for nomination by the Committee may do so by sending the candidate's name, biographical information and qualifications to the Chair of the Committee care of the Corporate Secretary, Barrett Business Services, Inc., 8100 N.E. Parkway Drive, Suite 200, Vancouver, Washington 98662.
4. Oversee an annual evaluation of the performance of the Board as a whole, and review the annual reports of the Board committees regarding their self-evaluation of their performance.
5. Consider at least annually whether to recommend changes in the Board committee structure and determine Board committee membership standards.
6. Select, evaluate (including with respect to satisfaction of applicable independence requirements), and consider whether to recommend to the Board changes in the membership on Board committees (including the Chairs) prior to each annual meeting of stockholders and recommend nominees to fill vacancies as they arise.
7. Monitor the independence (within the meaning of the Nasdaq listing standards) of Board members and the overall Board composition.
8. Develop and recommend to the Board for approval a set of Corporate Governance Guidelines applicable to the Company. The Committee shall review these guidelines on an annual basis and recommend to the Board for its approval any changes deemed necessary or desirable.

9. Select and recommend to the Board nominees for appointment by the Board as officers of the Company and oversee the appointment by the Chief Executive Officer of the non-Board-appointed officers of the Company.
10. Assist the Board in developing succession and continuity plans for principal executive officer positions.
11. Oversee an orientation program for new Board members and continuing education for all Board members.
12. Perform such other duties as are assigned to the Committee by the Board.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. 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.

Meetings and Procedures

The Committee shall hold at least one regularly scheduled meeting 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 each member of the Committee and other 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.

ANNEX A
CRITERIA FOR NOMINATION TO THE BOARD

1. Directors must be of the highest ethical character and share the values of Barrett Business Services, Inc. (the "Company"), as represented in the Company's Code of Business Conduct and in its Corporate Governance Guidelines.
2. Directors should hold or have held a generally recognized position of leadership that demonstrates the ability to exercise sound judgment in a wide variety of matters.
3. It is the Company's policy that a majority of the members of its Board of Directors shall be independent within the meaning of the Nasdaq listing standards. In addition:
 - (a) Directors must be of an independent cast of mind and be willing to share their views with their colleagues,
 - (b) Directors should be independent of any particular constituency and be able to represent all of the Company's stockholders, and
 - (c) Directors are expected to provide independent and candid advice to the Company.
4. All directors must evidence a willingness to:
 - (a) devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time,
 - (b) understand the Company's business and keep informed on its operations,
 - (c) understand the Company's reporting system and its system of internal controls, and
 - (d) exercise care, balance, fairness, and due deliberation in the decision-making process.
5. Directors are expected to attend all Board meetings, meetings of all committees on which they are members and all annual meetings of stockholders.
6. Directors are expected to engage in collegial debate and colloquy with other directors. A Board or committee meeting should be a free and open exchange of ideas and opinions.
7. Directors are expected to undertake to comply with the Board's policy that each director have a substantial investment in the Company and with stock ownership guidelines established by the Board.
8. Directors are expected to be available to offer advice and guidance to the Chief Executive Officer at times other than regularly scheduled Board meetings.