



Barrett Business Services, Inc.

**Charter for the Nominating and Governance
Committee as Revised by the Board of Directors on
March 1, 2021**

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) monitoring corporate governance issues affecting the Company and evaluating and recommending to the Board changes in the Company's corporate governance framework;
- (4) overseeing management development and succession plans for the Company's principal executive officers;
- (5) evaluating the performance of the Board and its members;
- (6) evaluating matters related to diversity, including gender, ethnic background, country of citizenship, and professional experience; and recommending, as necessary, measures contributing to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience, and expertise; and
- (7) overseeing the Company's ethics and compliance program, including the Company's compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee).

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 and the Committee Chair 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 listed on the Nasdaq Stock Market and otherwise be 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.

Members may serve unlimited successive one-year terms on the Committee, in view of the independence requirements for Committee membership. The Board may remove or replace any member of the Committee from time to time in its discretion.

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 structure, size, composition, functions, and needs of the Board, and evaluate and recommend to the Board for its consideration candidates for membership on the Board. Each year, the Committee shall review the performance of individual Board members, which may include surveys of individual director performance and director self-evaluations, and recommend to the Board the director nominees for election at the next annual meeting of stockholders. Upon the occurrence of a vacancy on the Board, the Committee may, if it deems appropriate, recommend to the Board one or more candidates to fill the vacancy 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, in care of the Corporate Secretary, Barrett Business Services, Inc., 8100 N.E. Parkway Drive, Suite 200, Vancouver, Washington 98662.
4. Oversee the annual assessment of the performance and effectiveness of the Board as a whole, and review the annual reports of the Board committees regarding their self-evaluations 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 at such other times as it deems appropriate, and recommend nominees to fill vacancies as they arise.
7. Monitor the independence (within the meaning of the Nasdaq listing standards) of directors and the overall Board composition.
8. Review issues and developments relating to corporate governance and periodically consider whether to recommend changes in the Company's corporate governance framework to the Board, including the potential development of a set of corporate governance principles or policies.

9. Periodically consider whether to maintain the separation of the Chairperson and CEO positions.
10. 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.
11. Assist the Board in developing and overseeing management development and succession plans and strategies for principal executive officer positions.
12. Oversee an orientation program for new Board members and continuing education for all Board members.
13. Review and consider shareholder proposals, if any, relating to corporate governance.
14. Review disclosure regarding corporate governance matters required by applicable law, rule, or regulations to be included in the Company's reports or other documents filed with the Securities and Exchange Commission.
15. Perform such other duties as are assigned to the Committee by the Board.
16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
17. 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 three regularly scheduled meetings each year. Additional meetings may be held as a majority of the Committee members or its Chair deems advisable.

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 stated in the Company's Code of Business Conduct and other corporate governance documents.
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 directors will 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 financial statements, public disclosure obligations, and 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 and foster a free and open exchange of ideas and opinions.
7. Directors are expected to comply with stock ownership guidelines adopted by the Board.
8. Directors are expected to make themselves available to offer advice and guidance to the Chief Executive Officer outside of regularly scheduled Board meetings.