

Barrett Business Services, Inc.

Charter for the Risk Management Committee

Adopted by the Board of Directors

February 26, 2018

Purposes

The Risk Management Committee (the Committee) is appointed by the Board of Directors (the "Board") to provide oversight of the Company's enterprise-wide risk management framework and Corporate Risk Function, including the strategies, policies, procedures, processes, and systems established by management to identify, assess, measure, monitor, and manage the major risks facing the Company. The Committee will assist the Board and its other committees that oversee specific risk-related issues by enhancing the understanding on the part of management and the Board with regard to the Company's overall attitude to activities involving risk. The Committee will also serve as a resource to management by overseeing enterprise-wide risk management activities and effectiveness across the entire Company and across all risk types.

While the Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing and maintaining an effective risk management framework.

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, and representatives of the Company's outside counsel, independent auditors, other consultants engaged by the Company, and advisers retained by the Committee, to attend a meeting of the Committee or to meet with any members of, or advisers 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 comprise 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 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. The Chair of the Committee shall be appointed by the Board to serve a one-year term. The Chair and other members may serve unlimited successive one-year terms 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 independent counsel and other advisers retained by the Committee, and (2) ordinary administrative expenses of the Committee in carrying out its responsibilities.

Specific Responsibilities

1. Risk Management Framework. The Committee will consider for approval and periodically review the Company's risk management policies, practices, and governance structures used by management to execute its risk management program, including those relating to the following:
 - a. maintaining a strong risk culture;
 - b. defining risk roles and responsibilities across the Company;
 - c. establishing protocols and processes for issue escalation and reporting; and
 - d. facilitating appropriate credible challenge of business decisions.
2. Risk Coverage Statement. The Committee shall review and discuss the Company's risk coverage statement, which defines the key risk types facing the Company, including conduct risk, information security risk (including cyber defense management), interest rate risk, liquidity risk, insurance risk, market risk, model risk, and technology risk.
3. Investment Guidelines. Investment guidelines for all investment portfolios will be reviewed and approved by the Committee annually. The Committee shall receive a quarterly report regarding compliance with investment guidelines for each portfolio.
4. Risk Appetite. The Committee shall annually review and recommend to the Board the articulation and establishment of the Company's risk appetite, and shall approve amendments to the Company's risk limits and its established risk appetite (including key risk types and cross-functional risk areas).
5. Risk Framework and Policies.
 - a. The Committee shall approve and periodically review the functional framework and oversight policies established by management for the key risk types identified in the Company's risk coverage statement. The functional framework and oversight policies, which outline the structures, practices, policies, systems, reports, processes, and roles and responsibilities for managing those key risks, may, in some cases, be reviewed and approved by another Board committee primarily responsible for the oversight of the specific risk type, in which case such other Board committee will recommend the related risk framework and policies for approval by the Committee.
 - b. The Committee may request updates or changes to any risk framework and policies that were reviewed and approved by one of the Board's other committees, based on the Committee's assessment of the enterprise-wide risk exposures and other matters that it deems appropriate or that are required to be approved by the Committee by applicable law or regulation.
6. Insurance Risk. The Committee shall meet quarterly to review the results of the Workers Compensation Committee's deliberations and will meet periodically in separate executive session with such members of management as it deems appropriate.
7. Collaboration with Audit Committee. The Committee shall meet periodically with the Audit Committee to discuss insurance risk, information security risk (including the Company's cyber defense management program), and other technology risks, as well as other matters of common interest as determined by the two committees.

8. Emerging Risks and Other Risk Issues. The Committee shall receive regular reports from management regarding emerging risk and other selected risk topics and/or enterprise risk issues. The Committee may request the Board and/or another committee of the Board to review, discuss and assume oversight responsibility for any newly identified risk issues.
9. Other Authority; Self-Evaluation; and Charter Review.
 - a. The Committee shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
 - b. The Committee will review and assess the adequacy of this Charter annually. The Committee may recommend amendments to this Charter at any time and submit the proposed amendments to the Board for approval.
 - c. The Committee will conduct an annual evaluation of how well the Committee 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 four regularly scheduled meetings each year.

The Committee shall maintain written minutes or other records of its meetings and activities, including risk management decisions and other approvals. 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.

Each member of the Board's other committees is expected to bring to the attention of his or her committee Chair any risk issues that such committee member believes should be reviewed by the Committee.