

Barrett Business Services, Inc.

Charter for the Nominating Committee
As Adopted by the Board of Directors on
March 19, 2004

Objectives and Purpose

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") assists the Board with respect to Board and Board committee membership and compensation.

Authority

The Committee shall have responsibility for the specific duties described below and the authority to undertake such other duties as are assigned by law or regulation, the Company's corporate charter or bylaws or by the Board.

Organization

The Committee shall be composed of at least two members of the Board, one of whom shall be designated by the Board as the Chair.

Each member of the Committee shall (1) qualify as independent under the Nasdaq listing requirements and (2) 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.

Meetings and Procedures

The Committee shall hold at least one regularly scheduled meeting each year.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace, as needed, search firms to identify director candidates and other outside advisers, including advisers on director compensation, to provide independent advice to the Committee. The Committee shall have the authority to determine and receive from the Company the funding required to compensate such outside advisers and to pay its ordinary administrative expenses in carrying out its responsibilities.

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.

Responsibilities

The Committee shall be responsible for:

1. Monitoring the independence (within the meaning of the Nasdaq listing requirements) of Board members and the overall Board composition.
2. Determining such minimum Board membership qualification standards as it deems appropriate.
3. Evaluating the composition, size, structure and practices of the Board on a periodic basis.
4.
 - a. Identifying and recommending to the Board qualified individuals for Board membership;
 - b. Considering and recommending to the Board nominees to stand for election at the annual meeting of stockholders, including considering recommendations from stockholders; and
 - c. Recommending to the Board director nominees to fill vacancies as they arise.
5.
 - a. Selecting, evaluating (including with respect to satisfaction of applicable independence requirements), and recommending to the Board membership on Board committees (including chair) and nominees to fill vacancies as they arise; and
 - b. Determining Board committee membership standards.
6. As part of its director selection process, the Committee may consider 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., 4724 S.W. Macadam Avenue, Portland, Oregon 97239.
7.
 - a. Selecting and recommending to the Board nominees for appointment by the Board as officers of the Company; and
 - b. Overseeing the appointment by the Chief Executive Officer of the non-Board-appointed officers of the Company.

Barrett Business Services, Inc.
Charter for the Nominating Committee
of the Board of Directors
Page 3 of 3

8. Overseeing (a) an orientation program for new Board members and (b) continuing education for all Board members.
9. Evaluating and making recommendations for compensation of members of the Board.
10. Performing such other duties as are assigned to the Committee by the Board.

The Committee shall have the authority to delegate its functions to a subcommittee thereof.

The Committee shall review and reassess the Committee's charter on a periodic basis and submit any recommended changes to the Board for its consideration.

The Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of its responsibilities described above.