

# **RESOURCES CONNECTION, INC. CHARTER OF THE AUDIT COMMITTEE**

This amended and restated charter is adopted by the Audit Committee of the Board of Directors of Resources Connection, Inc., a Delaware corporation, on August 6, 2009. This charter shall be reviewed, reassessed and approved annually by the Audit Committee and the Company's Board of Directors.

## **I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Audit Committee of the Board of Directors (the "Board") of Resources Connection, Inc. (the "Company") and the manner in which those responsibilities shall be performed, including the structure, processes and membership requirements.

The primary function of the Audit Committee is to oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company, including (a) the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements, (c) the independent auditors' qualifications and independence, and (d) the performance of the Company's internal audit function and independent auditors.

While the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. Consequently, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable rules and regulations. These are the responsibility of management and the independent auditors.

## **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Audit Committee will be comprised of three or more directors of the Board. All members of the Audit Committee must be directors who meet the knowledge requirements and the independence requirements of applicable law and the corporate governance standards of NASDAQ in effect from time to time (subject to any exceptions allowed by such rules and any waiver granted by such authorities). At least one member of the Audit Committee must qualify as an "audit committee financial expert" (as defined by the Securities and Exchange Commission). The Company will disclose in its annual report required by Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), whether or not it has at least one member who is an audit committee financial expert. In any event, the Audit Committee must include at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual's financial sophistication, such as being or having been a chief executive

officer, chief financial officer, or other senior officer with financial oversight responsibilities (which person may also be an “audit committee financial expert”). The members of the Audit Committee will be appointed by and serve at the discretion of the Board. The Chairperson of the Audit Committee will be appointed by the Board.

The Audit Committee may form and delegate authority to subcommittees when appropriate.

### **III. MEETINGS**

The Audit Committee will meet four times per year on a quarterly basis, or more frequently as circumstances require. A special meeting of the Audit Committee may be called by the Chairperson and will be called promptly upon the request of any two Audit Committee members. The Audit Committee will require members of management, the independent auditors, and others to attend meetings and provide pertinent information, as necessary. The Audit Committee will meet in separate executive sessions with management or the Company’s independent auditors (with such frequency as it determines) to discuss any matters that the Audit Committee (or any of these groups) believes should be discussed privately.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

In recognition of the fact that the Company’s independent auditors are ultimately accountable to the Audit Committee, the Audit Committee will have the sole authority and responsibility to select, evaluate, and, where appropriate, replace the independent auditors or nominate the independent auditors for stockholder approval. The Audit Committee will approve all audit engagement fees and terms and all non-audit engagements with the independent auditors. The Audit Committee may consult with management but will not delegate these responsibilities.

To fulfill its responsibilities and duties, the Audit Committee will:

With respect to the independent auditors:

1. Be directly responsible for the appointment, compensation, retention (and termination), evaluation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and, where appropriate, the termination and replacement of such firm. Such independent auditor shall report directly to and be ultimately accountable to the Audit Committee. The Audit Committee has the ultimate authority to approve all audit engagement fees and terms, with the costs of all engagements to be borne by the Company.

2. Have the sole authority to review in advance, and pre-approve, (i) all auditing services to be provided by the independent auditors and (ii) all non-audit services to be provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act of 1934, and in connection therewith to approve all fees and other terms of engagement. Such pre-approval can be given as part of the Audit Committee's approval of the scope of the engagement of the independent auditors or on an individual basis. The approved non-audit services must be disclosed in the Company's periodic public reports required by Section 13(a) of the Securities Exchange Act of 1934 in accordance with rules promulgated by the Securities and Exchange Commission. The pre-approval of non-audit services can be delegated by the Audit Committee to one or more of its members, but the decision must be presented to the full Audit Committee at the next scheduled meeting.
3. Review the performance of the Company's independent auditors on at least an annual basis.
4. At least annually, obtain and review an annual report from the independent auditors describing (i) the independent auditors' internal quality control procedures and (ii) any material issues raised by the most recent internal quality control review, peer review, or Public Company Accounting Oversight Board review, of the independent auditors, or by inquiry or investigation by government or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with such issues.
5. Ensure the independence of the independent auditors pursuant to all applicable laws and regulations; and be responsible for ensuring the Audit Committee's receipt from the independent auditors of a formal written statement delineating all relationships between the independent auditors and the Company, consistent with the applicable requirements of the Public Company Accounting Oversight Board, for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent auditors.
6. Confirm that the lead or coordinating audit partner having the primary responsibility for the audit or review and the concurring or reviewing audit partner of the independent auditors are rotated at least every five years and that the other audit partners on the Company's account are rotated at least every seven (7) years, in accordance with rules promulgated by the Securities and Exchange Commission.
7. Obtain and review timely reports from the independent auditor regarding (i) all critical accounting policies and practices to be used by the Company; (ii) all

alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) all other material written communications between the independent auditor and management, including any management letter or schedule of unadjusted differences.

8. Review, based upon the recommendation of the independent auditors, the scope and plan of work to be done by the independent auditors for each fiscal year.

With respect to financial statements:

1. Review and discuss with management and the independent auditors the Company's quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and results of the independent auditors' review of the quarterly statements) prior to the public release of such information.
2. Review and discuss with management and the independent auditors the Company's annual audited financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations"), any unusual or non-recurring items, the nature and substance of significant reserves, the adequacy of internal controls and other matters that the Audit Committee deems material prior to the public release of such information. Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.
3. Review with management and the independent auditors material accounting principles applied in financial reporting, including any material changes from principles followed in prior years and any items required to be communicated by the auditors in accordance with AICPA Statement on Auditing Standards 114, as amended or superseded.
4. Recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the Securities and Exchange Commission.
5. Prepare the report of the Audit Committee required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and any other Committee reports required by applicable securities laws or stock exchange requirements or rules.

With respect to periodic and annual reviews:

1. Periodically review separately with management and the independent auditors (i) any significant disagreement between management and the independent auditors in connection with the preparation of the financial statements, (ii) any difficulties encountered during the course of the audit (including any restrictions on the scope of work or access to required information), and (iii) management's response to each.
2. Periodically discuss with the independent auditors, without management being present, (i) their judgment about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements.
3. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the independent auditors or management.
4. Review with management, the independent auditors and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the Securities and Exchange Commission or other regulatory authorities with relevant jurisdiction.
5. Review and discuss with management the Company's earnings press release (including the use of "pro forma" or "adjusted" non-GAAP information) as well as financial information and earnings guidance provided to analysts and rating agencies.

With respect to internal controls, internal audit and risk management

1. In consultation with the independent auditors, review the adequacy of the Company's internal control structure and system, and the procedures designed to insure compliance with laws and regulations.
2. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
3. Review the budget, qualifications, activities, effectiveness and organizational structure of the internal audit function and the performance, appointment and replacement of the lead internal auditor, if any, and review summaries of material internal audit reports and management's responses.

4. Discuss policies with respect to risk assessment and risk management periodically with management and independent auditors, and the Company's plans to monitor, control and minimize such risks and exposures.
5. Discuss with the Chief Executive Officer and the Chief Financial Officer the processes involved in and any material changes or disclosures required as a result of the Form 10-K and 10-Q certification process and any deficiencies in the design or operation of internal controls or any fraud involving management or employees with a significant role in the Company's internal controls.

Other:

1. Conduct an appropriate review of all proposed related party transactions. Related party transactions are all transactions required to be disclosed pursuant to Securities and Exchange Commission Regulation S-K, Item 404. Management shall not cause the Company to enter into any new related party transactions required to be disclosed by S-K Item 404 unless the Audit Committee approves such transactions.
2. Establish the policy for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account.
3. Review any management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issue.
4. Review with management and the independent auditors the sufficiency and quality of the accounting and other financial personnel of the Company.
5. Regularly report to the Board on the Audit Committee's activities and make appropriate recommendations.
6. Conduct an annual performance evaluation of this Audit Committee.
7. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Audit Committee or the Board deems necessary or appropriate.

## **V. RESOURCES AND AUTHORITY**

The Audit Committee has the power, in its sole discretion, to retain such independent counsel, advisors and experts as it deems necessary or appropriate to carry

out its duties. The Company will provide the Audit Committee with appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for:

1. Compensation for the independent auditors 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 any counsel, advisors or experts employed by the Audit Committee pursuant to the first sentence of this Section V; and
3. Ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee will act in reliance on management, the Company's independent auditors, internal auditors, and the representations of advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.

## **VI. DISCLOSURE OF CHARTER**

This Charter will be made available on the Company's website at [www.resourcesglobal.com](http://www.resourcesglobal.com).

**Reapproved by the Board of Directors August 6, 2009.**