

**RESOURCES CONNECTION, INC.  
CHARTER  
OF THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE**

This charter (this “Charter”) is adopted by the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Resources Connection, Inc., a Delaware corporation (the “Company”), on July 28, 2016. This Charter shall be reviewed, reassessed and approved annually by the Committee.

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Committee and the manner in which those responsibilities shall be performed, including the structure, processes and membership requirements.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two or more Directors, each of whom shall satisfy the independence requirements set forth in the corporate governance listing standards of The Nasdaq Stock Market (“NASDAQ”).

The members of the Committee shall be appointed by, and serve at the discretion of, the Board. A Chairperson of the Committee will be appointed by the Board. The Committee may, from time to time, delegate duties or responsibilities to sub-committees, Company management, or to one member of the Committee, as appropriate and to the extent permitted by applicable law.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

**III. MEETINGS**

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, and may meet with management or individual Directors at any time it deems appropriate to discuss any matters before the Committee.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

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

To fulfill its responsibilities and duties hereunder, the Committee shall:

##### **1. Nominating Functions**

- i. Evaluate the size and composition of the Board at least annually. Determine criteria for selecting new Directors, including desired relevant skills and attributes, and identify and actively seek individuals qualified to become Directors. Criteria that will be used in connection with evaluating and selecting new directors will include, among others, any criteria for prospective Director candidates set forth in the Company's Corporate Governance Guidelines, factors relating to whether the director candidate would meet the definition of independent director required by applicable NASDAQ listing standards, as well as skills, occupation, and experience in the context of the needs of the Board.
- ii. Evaluate the credentials of, and recommend to the Board for selection, Director nominees to be submitted to a stockholder vote at the Company's annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a Director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- iii. Establish procedures to solicit, review, and recommend to the Board potential director nominees proposed by stockholders. Consider any nominations of Director candidates validly made by stockholders consistent with the Board's criteria for evaluating new directors as set forth in the Company's Corporate Governance Guidelines.
- iv. Review and make recommendations to the Board concerning qualifications, appointment and removal of Committee members.

##### **2. Corporate Governance Functions**

- i. Develop, recommend for Board approval, and review on an ongoing basis, the adequacy of the corporate governance principles applicable to the Company. Such principles shall include Director qualification standards, Director responsibilities, Committee responsibilities, Director access to management and independent

- advisors, Director orientation and continuing education, and annual performance evaluation of the Board and Committees.
- ii. Adopt and approve a Code of Conduct that meets the requirements of NASDAQ and applicable law and emphasizes the need for Officers and Directors to act honestly, in good faith and in the Company's best interests. Adopt procedures for monitoring and enforcing compliance with the Code of Conduct, and review the Code at least annually and recommend such changes to the Code as the Committee shall deem appropriate.
  - iii. Review, at least annually, the Company's compliance with the NASDAQ corporate governance listing requirements, and report to the Board regarding such requirements.
  - iv. Analyze and review potential conflicts for any proposed additional Director affiliation or for any proposed transaction involving the Company (or a subsidiary of the Company) in which any Director would have a direct or material indirect economic or beneficial interest.
  - v. Assist the Board in developing criteria for the evaluation of the Board and Committee performance.
  - vi. Evaluate the Committee's own performance on an annual basis.
  - vii. Oversee the Board in its annual self-evaluation and if requested by the Board, assist in the annual evaluation of any other Committee of the Board.
  - viii. Develop orientation materials for the new Directors and corporate governance-related continuing education for all Board members.
  - ix. Review and reassess the adequacy of this Charter, as appropriate, and recommend any proposed changes to the Board for approval.
  - x. Perform any other activities consistent with this Charter, the Company's Third Amended and Restated Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
  - xi. Make regular reports to the Board regarding the foregoing.

## **V. RESOURCES AND AUTHORITY**

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties herein, and to determine the terms, costs and fees for such engagements. The Committee shall have the authority, in consultation with the Chairman of the Board, to retain or terminate any search firm to be used to identify Director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties herein shall be borne by the Company.

## **VI. DISCLOSURE OF CHARTER**

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