

## **RESOURCES CONNECTION, INC. CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines were initially adopted by the Board of Directors (the “Board”) of Resources Connection, Inc. (the “Company”), a Delaware corporation, on July 10, 2003. These Guidelines shall be reviewed, reassessed and approved annually by the Company’s Board.

### **I. ROLE OF THE BOARD OF DIRECTORS**

1. Management is responsible for the day-to-day business operations of the Company. The basic responsibility of the Board is to exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its shareholders. Within this framework, the Board also considers the Company’s ethical behavior and may consider the interests of other constituents, including the Company’s clients, employees and the communities in which it functions.
2. The Board provides oversight with respect to the strategic direction and key policies of the Company. It approves major initiatives, advises on key financial and business objectives, and monitors progress with respect to these matters.
3. The Board, directly and through its Audit Committee, provides oversight of the material accuracy and integrity of the financial statements of the Company; the independent auditors’ qualifications and independence; the performance of the Company’s internal audit practices and independent auditors; and the compliance by the Company with legal and regulatory requirements.
4. The Board selects and annually evaluates the performance of the Chief Executive Officer. Through its Compensation Committee, the Board also collaborates with the Chief Executive Officer in the evaluation and compensation of senior management. In addition, the Compensation Committee, on behalf of the Board, oversees compensation and benefits plans; human resources policies and programs of the Company; administers the equity-based incentive compensation plans of the Company; and considers from time to time and, when appropriate, makes recommendations to the Board as to the development and succession plans for the senior management of the Company.
5. The Company’s Third Amended and Restated Bylaws (the “Bylaws”) provide that the Chairman shall be the Chief Executive Officer, unless the Board vests this position in another person.

## II. COMPOSITION OF THE BOARD AND SELECTION OF DIRECTORS

1. The size and composition of the Board should be appropriate for effective deliberation of issues relevant to the Company's businesses and related interests. A substantial majority of the members of the Board shall be, in the business judgment of the Board, "independent" under the rules of The Nasdaq Stock Market (each, an "Independent Director").

2. Whenever the Chairman is also the Chief Executive Officer or is a director who does not otherwise qualify as an Independent Director, the Independent Directors shall designate from amongst themselves an individual to serve as the Lead Independent Director of the Independent Directors for a term of one year. The name of the Lead Independent Director then serving shall be disclosed in the public filings of the Company. The Lead Independent Director will have the following duties and responsibilities:

a. The Lead Independent Director will chair the regular executive sessions that only the Independent Directors attend, as well as facilitate communications, under unusual circumstances and with the consent of the Independent Directors, among Directors and with shareholders.

b. The Lead Independent Director shall also be responsible for meeting with the Chief Executive Officer to review his or her performance on an annual basis. The Lead Independent Director shall coordinate this review process with feedback from the Compensation Committee, as well as from the other Directors.

c. In addition to any other responsibilities determined from time to time by the Independent Directors or the Board, the Lead Independent Director shall serve as the focal point for the Independent Directors regarding resolving conflicts with or terminating the Chief Executive Officer, cooperating with the Chief Executive Officer in resolving conflicts with the Independent Directors, and coordinating feedback to the Chief Executive Officer on behalf of Independent Directors regarding business issues and Board management. The Lead Independent Director will also serve as a special counsel to the Chief Executive Officer.

d. The Lead Independent Director shall assure that there is sufficient time for discussion for all agenda items.

3. The credentials of prospective Director candidates are reviewed by the Corporate Governance and Nominating Committee. Nominees are selected through a process based on criteria set with the concurrence of the full Board and re-evaluated periodically. The criteria weighed in the Director selection process include: the candidate's personal integrity, intelligence, sensitivity to the Company's corporate culture and responsibilities, the relevance of the candidate's

experience to the business of the Company; enhancing the diversity of the Board; the candidate's independence from conflict or direct economic relationship with the Company; and the ability of the candidate to attend Board meetings regularly and devote an appropriate amount of effort in preparation for those meetings. It also is expected that Independent Directors nominated by the Board shall be individuals who possess a reputation and hold positions or affiliations befitting a Director of a like-size, publicly held Company, and are actively engaged in their occupations or professions or are otherwise regularly involved in the business, professional or academic community. Honorary Directors shall not be appointed.

All new Directors must participate in the Company's Director Orientation Program. This orientation includes presentations by senior management to familiarize new Directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its independent auditors. In addition, each Board Committee also provides new Committee members with appropriate background information about the workings of the Committee. The Board encourages, but does not require, formal Board continuing education.

4. The Corporate Governance and Nominating Committee annually reviews Director suitability and the continuing composition of the Board; it then recommends Director nominees who are voted on by the full Board. The Board believes that, if this evaluation is appropriately performed, strict term limits would not be in the Company's best interests. The Board shall be divided into three Classes, and the terms of each class shall be classified so that only one Class will be elected each year.

5. Any significant change in circumstances that may relate to a Director's qualifications as a Director is considered in determining suitability for continued Directorship. In addition, an analysis and review of potential conflicts by the Corporate Governance and Nominating Committee and the Board are conducted 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. Directors shall give the Chairman of the Corporate Governance and Nominating Committee notice of any such significant change in circumstances, proposed additional for-profit or charitable Director affiliation or proposed transaction involving the Company.

6. As a general matter, a retiring Chief Executive Officer (or other Director also serving as an officer of the Company) will resign from the Board at the time of his/her retirement from the Company, unless otherwise requested by the Board. Independent Directors will resign no later than the Annual Shareholders' Meeting coincident with or immediately following their 72<sup>nd</sup> birthday, unless otherwise requested by the Board.

### **III. FUNCTIONING OF THE BOARD**

1. The Board sets the annual schedule of Board and Committee meetings. Committee schedules are recommended by each Committee in order to meet the responsibilities of that Committee.
2. The Board agendas are generally set by the Chairman with ample opportunity for suggestions from other Directors.
3. The Board is provided, in advance of meeting, with agendas and written background information and data with respect to Board/Committee agenda items, as well as other general information relevant to the Company's business. As needed, the Board is also provided with information between meetings.
4. The Chairman of the Board presides at Board meetings. In the event that the Chairman of the Board is unable to attend a meeting of the Board, the Lead Independent Director or his/her designee shall chair the meeting. Members of senior management are included in open sessions of Board and Committee meetings, as appropriate. The Independent Directors of the Company meet at regularly scheduled executive sessions without management. In addition, the Compensation Committee and the Board meet annually in full executive session, without management, to assess the performance of the Chief Executive Officer and consider the Chief Executive Officer's compensation.
5. Board members have full access to Company management. In addition, the Board or any of its Committees have the authority to retain counsel and other independent experts or consultants, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
6. The Board conducts a self-evaluation annually to determine whether it and its Committees are functioning effectively. This review is overseen by the Corporate Governance and Nominating Committee.
7. As a general matter, the Board believes that management speaks for the Company.

### **IV. COMMITTEES OF THE BOARD**

1. Committees support the role of the Board on issues that benefit from consideration by a smaller, more focused subset of Directors. The Board will have at all times an Audit Committee, Compensation Committee and a Corporate Governance and Nominating Committee. All of the members of these Committees will, in the business judgment of the Board, be Independent Directors and meet any other standards of independence required under applicable law. The Board may form other Committees from time to time.

2. The roles of the Committees are defined by the Company's Bylaws and by Committee Charters adopted by the Board.

3. At least annually, the Corporate Governance and Nominating Committee, in consultation with the Chairman and the Chief Executive Officer, reviews Committee assignments (members and chairs). In considering a Director for Committee membership, the Committee takes into consideration any factors it deems appropriate, including without limitation, the Director's experience and background, their relevance to the goals and responsibilities of the Committee, and the Director's Committee preferences. The Committee then makes Committee assignment recommendations on which the full Board votes. Consideration is given to rotating Committee members and Committee chairs periodically, but rotation is not mandated as a policy because the Board believes that there are significant benefits attributable to the continuity and experience gained in service on a particular Committee over time.

4. Committee agendas are set by the respective Committee chairs in consultation with management and other Committee members. Committee chairs report on each Committee meeting at the Board meeting following the Committee meeting. Minutes of Committee meetings are also provided to each Director at the Committee meetings. Each Committee Chairman convenes, as appropriate, executive sessions of Independent Directors of the Committee to discuss its operations and other related matters.

5. In the absence of a Committee chair, the most senior Committee member (in terms of Committee service) chairs the Committee meeting.

## **V. COMPENSATION OF DIRECTORS**

1. At least annually, the Compensation Committee reviews competitive compensation survey information, and considers the appropriateness of the form and amount of Director compensation with a view toward attracting and retaining qualified Directors. The Compensation Committee, in full consultation with the Chief Executive Officer of the Company, shall make recommendations to the Board regarding Director compensation. Any adjustments shall be voted on by the full Board.

2. To promote the ownership of shares of the Company's stock, the Board has approved an annual Director Compensation Policy that includes a cash retainer and a restricted stock award. The Board has also approved Ownership Guidelines for directors and officers.

## **VI. CONDUCT AND ETHICS STANDARDS FOR DIRECTORS**

1. Directors are subject to applicable provisions of the Company's Code of Business Conduct and Ethics and Insider Trading Policy. Among other things, Directors must conduct themselves in a manner that avoids actual or apparent conflicts of interest and that protects the Company's business reputation. A conflict of interest occurs when a Director's private interest interferes in any way – or even appears to interfere – with the best interests of the Company. Except as authorized by the Board, no Independent Director shall have a direct or material indirect economic relationship with the Company. Company loans to, or guarantees of obligations of, Directors and their family members are prohibited.
2. Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Accordingly, Directors are prohibited from taking for themselves personally business opportunities that are discovered through the use of Company property, information or position.
3. Directors, in the course of their Company duties, must comply fully with all federal and state laws applicable to the Company's businesses, and with applicable Company policies (including policies relating to the use of confidential information and insider trading).

## **VII. RELIANCE ON INFORMATION AND INDEMNIFICATION**

In discharging their obligations, Directors are entitled to rely on the honesty and integrity of the Company's executives, and its outside advisors and auditors. The Directors also shall be entitled to have the Company purchase reasonable Directors' and Officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation and Bylaws, and to exculpation as provided by applicable state law and the Company's Certificate of Incorporation.

## **VIII. DISCLOSURE OF GUIDELINES**

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