

**Charter of the Executive Committee  
Of the Board of Directors  
Westaff, Inc.**

**Adopted as of August 15, 2007**

**1. Authority and Purpose.**

Pursuant to the Delaware General Corporation Law and the bylaws of Westaff, Inc. (the “*Company*”), the Board of Directors (the “*Board*”) of the Company has established an Executive Committee (the “*Committee*”) for the purpose of assisting the Board in fulfilling its oversight responsibilities. The Committee shall exercise the powers of the Board in managing the business and affairs of the Company during the intervals between Board meetings, when action by the Board is necessary or desirable but convening a special Board meeting is not warranted or practical. The Board has authorized this charter setting forth the powers, responsibilities and functions of the Committee. The Committee shall be subject at all times to the control of the Board which shall have the power to revise or alter any action taken by the Committee; provided, however, that no rights of third parties shall be affected thereby.

**2. Membership, Appointment and Authority.**

The Committee shall be comprised of three or more members of the Board of Directors, at least two of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market, Inc., or other applicable rules that are established by governing law or regulation. The Committee shall include and be comprised of a majority of such independent directors. One of the members of the Committee shall be either (x) the Chief Executive Officer (“CEO”) of the Company if he or she is a member of the Board or (y) if the CEO is not a Board member, the Chairmen of the Board. The CEO (or the Chairman of the Board if the CEO is not a member of the Committee) shall also act as the Chairman of the Committee.

The members of the Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board and shall serve until a successor shall be appointed by the Board. A Committee member may be removed at any time, with or without cause, by (and at the discretion of) the Board. The Committee may delegate any part of its responsibilities to subcommittees of the Committee, so long as the Committee determines that such delegation is in the best interest of the Company and is otherwise allowable by law or regulation.

**3. Executive Committee Powers and Responsibilities.**

The Committee shall have and may exercise all the powers and authorities of the Board in the management and affairs of the Company, except that the Committee shall not have the power to:

- (a) Amend or repeal any provision of the bylaws or Certificate of Incorporation of the Company;

(b) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(c) Fill a vacancy on the Board of Directors or any committee of the Board, including any vacancy on the Committee;

(d) Fix compensation of the directors for serving on the Board or any committee thereof;

(e) Approve or adopt, or recommend to stockholders, any action or matter expressly required under the Delaware General Corporation Law to be submitted to stockholders for approval;

(f) Take any action that may not be lawfully delegated by the Board of Directors under Section 141(c) of the Delaware General Corporation Law, or any other applicable law;

(g) Take any action required under law or the rules and regulations of the Securities and Exchange Commission or of The Nasdaq Stock Market, Inc. to be taken by a committee comprised solely of independent directors, as defined under such law or rules; or

(h) Unless specifically authorized to do so by a prior and express resolution of the Board of Directors, take any action the responsibility for which is specifically reserved to another committee of the Board of Directors, as memorialized in the official charter for such other Board committee.

#### **4. Meetings and Reports; Resources.**

The Committee shall meet as often as deemed necessary by the Chairman of the Committee, or in his or her absence or disability by any Committee member, in order to carry out its responsibilities under this charter. The Committee may request any director, officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting.

The Committee will be governed by the same rules that are applicable to the Board of Directors (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting).

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Committee. Upon request, minutes of each Committee meeting will be submitted to the Board of Directors. In addition, the Committee Chairman will report on the Committee's activities and proceedings at the next ensuing Board meeting, so that the Board is kept fully informed of the Committee's activities on a current basis.