

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF CRA INTERNATIONAL, INC.

*As Approved by the Board of Directors on January 8, 2004  
and Amended on April 15, 2010 and May 18, 2011*

The Board of Directors (the "Board") of CRA International, Inc., (the "Company") has affirmed its support for the continued existence of the Nominating and Corporate Governance Committee (the "Committee") of the Board.

**Composition:**

The Committee shall be composed of at least three members of the Board, all of whom shall satisfy the independence and other requirements of applicable law and the listing standards of The NASDAQ Stock Market, Inc. (each Director who satisfies such requirements is referred to herein as an "Independent Director"). One of the Committee members shall serve as chairperson at the direction of the Board, or, if designated, by majority vote of the Committee. The Committee and its chairperson shall be appointed, and may be removed or replaced, by the Board. The Board shall determine the compensation of the Committee members.

**Purpose:**

The purpose of the Committee shall be to:

1. advise the Board concerning appropriate composition of the Board and its committees, including identifying individuals qualified to serve on the Board and its committees;
2. recommend to the Board the Company's Director nominees;
3. advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them;
4. develop, review from time to time and recommend to the Board a Code of Ethics and such amendments as may be necessary from time to time;
5. oversee the evaluation of the Board;
6. inform the Board on the oversight of enterprise risk management procedures to be undertaken by the Company; and
7. perform such other functions as the Board may assign to the Committee from time to time.

**Duties and Responsibilities:**

A. General

The Committee may from time to time develop and propose for approval by the Board certain corporate governance guidelines (as they may be in effect from time to time, the "Guidelines"), which Guidelines may include provisions relating to:

1. composition of the Board;
2. operation of the Board; and
3. Board interaction with the Company's management.

On an ongoing basis, the Committee shall assist the Board in carrying out the Guidelines, monitor the compliance by the Board and its committees with the Guidelines, review and reassess the Guidelines and propose to the Board appropriate revisions to the Guidelines. In addition, the Committee shall do all things necessary to accomplish the purpose of the Committee as described above. The Committee may form and delegate authority to subcommittees when appropriate.

B. Specific

In addition to its general duties, the Committee also shall have certain specific responsibilities. These shall include:

1. Recommend to the Board the nominees for election as Directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall refer to the Guidelines in its assessment and determination for this responsibility.
2. Monitor and report to the Board any current relationship between any Independent Director and the Company that adversely affects the independent judgment or actions of such Independent Director.
3. Subject to appropriate actions by the Board and the Company's stockholders, assure that the Board contains a majority of Independent Directors.
4. Monitor the size of the Board.
5. Review annually with the Board and Chief Executive Officer the appropriate skills and characteristics required for the Board as a whole and the skills and characteristics actually represented on the Board. In the event that there is not a satisfactory match of such required skills and characteristics with the actual skills and characteristics of the Board, the Committee shall initiate actions designed to create such a satisfactory match.
6. Develop lists of desirable Director candidates, screen prospective candidates and share information concerning the candidates and the process with the Board, soliciting input from other members of the Board. In its discretion, the Committee shall also develop policies and procedures for consideration of Director candidates recommended by the Company's security holders. The Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates and shall have the authority to approve the search firm's fees and retention terms.
7. Extend to each prospective Director approved by the Board the invitation to stand for election to the Board. The Committee's chairperson will normally extend this invitation.
8. Review the contribution made by each Director prior to the time such Director would normally be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.
9. Assure that the chairperson of each Board committee reports annually to the full Board an assessment of his or her committee's performance.
10. Review annually the need for any changes in the number, charters, or titles of Board committees or the Guidelines and discuss any recommendations arising from this review with the full Board.
11. Recommend to the full Board the composition of each committee of the Board and the individual Director to serve as chairperson of each committee.

12. At the beginning of each fiscal year, share with the full Board the Committee's planned agenda for the ensuing year and assure that other Board committees do the same.
13. Seek feedback annually from all Directors on the performance of the Chief Executive Officer, guide the Board's process of appraising the Chief Executive Officer's performance and provide its findings to the Compensation Committee for incorporation in its annual review of the Chief Executive Officer's compensation.
14. Review and monitor the succession plan for the Chief Executive Officer, report periodically to the Board on the status of that plan and assure that the Chief Executive Officer has obtained succession plans for each of the senior officers of the Company who report to him.
15. Determine whether other activities prescribed by the Guidelines are carried out.
16. Oversee and report annually to the Board with an assessment of the Board and its committees to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation and supervise the conduct of the evaluation.
17. Provide updates to the Board at least annually on the oversight of the enterprise risk process undertaken by the Company.

#### Procedures:

1. Meetings. The Committee shall meet at the call of its chairperson or a majority of its members, preferably immediately before or after regular Board meetings. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee shall determine. The Committee, in discharging its responsibilities, may meet privately for advice and counsel with officers or employees of the Company, independent consultants, lawyers, or any other persons knowledgeable in the matters under consideration. The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. The Committee, without further action by the Board, is authorized to cause the Company to pay the compensation of such advisors and consultants.

The Committee may also meet by telephone conference call or by any other means permitted by law or the Company's bylaws, as in effect from time to time.

2. Action. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.
3. Rules. The Committee may determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the chairperson, and designation of a secretary.
4. Chairperson Responsibilities. The chairperson of the Committee shall report to the Board concerning the Committee's determinations and shall present the Committee's recommendations for approval whenever necessary or desirable.
5. Secretary Responsibilities. The secretary shall be designated by the Committee and need not be a member of the Committee. The secretary shall attend meetings and prepare minutes.
6. Compensation. Each member shall be paid compensation as set by the Board for his or her services as a member of the Committee.