

## **CHARTER OF THE COMPENSATION AND HUMAN CAPITAL COMMITTEE OF THE BOARD OF DIRECTORS OF CBIZ, INC.**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and studies of the Compensation and Human Capital Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CBIZ, Inc., a Delaware corporation (the “*Company*”).

### **I. PURPOSE**

The Committee has been established to: (a) review and approve the Company’s stated compensation philosophy, strategy and structure and assist the Board in ensuring that a proper system of long-term and short-term compensation is in place to provide performance-oriented incentives to management, and that compensation plans are appropriate and competitive and properly reflect the objectives and performance of management and the Company; (b) discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer and other executive officers of the Company and its subsidiaries; (c) review the disclosures in Compensation Discussion and Analysis and prepare an annual compensation committee report for inclusion in the Company’s proxy statement; (d) make recommendations to the Board with respect to incentive-compensation plans and equity-based plans and administer the Company’s equity-based plans; (e) review and discuss with management the Company’s activities, programs and/or systems related to human capital issues; and (f) perform such other functions as the Board may from time to time assign to the Committee. In performing its duties, the Committee shall seek to maintain an effective working relationship with the Board and the Company’s management.

### **II. COMPOSITION**

The Committee shall be composed of at least three, but not more than five, members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the United States Securities and Exchange Commission and the New York Stock Exchange. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3) and an “outside director” as defined by section 162(m) of the Internal Revenue Code. The members of the Committee and the Chairperson shall be selected no less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission or the New York Stock Exchange. The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interest of the Company.

If a member of the Committee ceases to be independent for reasons outside of the

member's reasonable control, his or her membership on the committee may, if so permitted under the then applicable New York Stock Exchange rules, continue under the earlier of the Company's next annual meeting of stockholders or one year from the occurrence of the event that caused the failure to qualify as independent.

### **III. MEETING REQUIREMENTS**

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. 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. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

### **IV. COMMITTEE RESPONSIBILITIES**

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so as to ensure the Company remains in compliance with applicable legal and regulatory requirements. The Committee is expected to discharge its responsibilities within the bounds of its reasonable discretion and according to its sound business judgment, on such periodic basis as it determines appropriate under then existing circumstances.

The Committee shall have responsibility for oversight of the determination, implementation and administration of remuneration, including compensation, benefits and perquisites, of all executive officers and other members of senior management of the Company and its subsidiaries whose remuneration is the responsibility of the Board or whose remuneration the Chief Executive Officer requests the Committee to review and affirm. The Committee shall also review and discuss with management the Company's activities, programs and/or systems related to human capital issues. Such responsibility includes the following:

#### **A. Chief Executive Officer Compensation and Evaluation**

1. To (a) review and approve goals and objectives relevant to the Chief Executive Officer's compensation package, (b) establish a procedure for

evaluating the Chief Executive Officer's performance, (c) annually evaluate such performance in light of the goals and objectives established and (d) have the Committee Chairperson review, after completion of the annual evaluation, with the Chief Executive Officer the results of the Committee's evaluation of the Chief Executive Officer's performance; and

2. To review, at least annually, and set the compensation level, including salary, bonus, incentive and equity compensation of the Chief Executive Officer, after taking into account the annual evaluation of the Chief Executive Officer referred to in the preceding paragraph.

In discharging the responsibilities set forth under this Section IV.A, the Committee may consider (as appropriate and as contemplated by Company policies, plans and programs) individual, team, business unit, regional and Company-wide performance and results against applicable pre-established annual and long-term performance goals, taking into account shareholder return, economic and business conditions, experience and leadership skills, length of time the executive has been in the position, remuneration given to the Chief Executive Officer in the past and comparative and competitive compensation and benefit performance levels. The Committee shall not be precluded from approving compensation awards (with the Board's ratification) as may be required to comply with applicable tax laws (*e.g.*, IRS Rule 162(m)).

**B. Other Executive Officers Compensation and Evaluations**

1. To (a) review and approve goals and objectives relevant to the other executive officers' compensation packages, (b) establish a procedure for evaluating the such executive officers' performance, (c) annually evaluate such performance in light of the goals and objectives established and (d) have the Committee Chairperson review, after completion of the annual evaluation, with each executive officer the results of the Committee's evaluation of such executive officer's performance; and
2. To review, at least annually, and set the compensation level, including salary, bonus, incentive and equity compensation of the executive officers, after taking into account the annual evaluation of each executive officer referred to in the preceding paragraph.

In discharging the responsibilities set forth under this Section IV.B, the Committee may consider (as appropriate and as contemplated by Company policies, plans and programs) individual, team, business unit, regional and Company-wide performance and results against applicable pre-established annual and long-term performance goals, taking into account shareholder return, economic and business conditions, leadership potential, length of time the executive has been in the position, remuneration given to each executive officer in the past and comparative

and competitive compensation and benefit performance levels. The Committee shall not be precluded from approving compensation awards (with the Board's ratification) as may be required to comply with applicable tax laws (e.g., IRS Rule 162(m)).

C. Incentive-Compensation and Equity-Based Plans

1. To review and to make periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive-compensation plans and equity-based plans;
2. To review and adopt, and to recommend to the Board (and for shareholder approval where required by applicable law, the Certificate of Incorporation, Bylaws or the Board's compensation and benefits policies, plans and programs and amendments thereto, determining eligible employees and the type) amount and timing of such compensation and benefits; and
3. To oversee the administration of such policies, plans and programs and, on an ongoing basis to monitor them to assure that they remain competitive and within the Board's compensation objectives for executive officers and other members of senior management.

D. Other Duties

1. To make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to the Company's executive officers;
2. To review and approve the Company's stated compensation philosophy, strategy and structure in consultation with senior management, including compensation plans, policies and benefit programs;
3. To review and discuss with management the disclosures made in Compensation Discussion and Analysis prior to the filing of the Company's annual report on Form 10-K and proxy statement for the annual meeting of stockholders, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Form 10-K and proxy statement;
4. To prepare an annual compensation committee report for inclusion in the Company's proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the Securities and Exchange Commission;
5. To administer the Company's equity-based compensation plans, including the grant of stock options, restricted stock, performance shares, and other equity awards under such plans;

6. To review and consider recommendations from the Nominating and Governance Committee with respect to the compensation and benefits of directors who are not employees of the Company and to recommend any changes to the Board that the Committee deems appropriate;
7. To perform such other duties as the Board may assign to the Committee; and
8. To oversee the risk assessment of the Company's compensation arrangements applicable to the Company's executive officers and employees and review and discuss at least annually the relationship between risk management policies and practices and compensation; and
9. To advise the Board regarding the stockholder advisory votes that are required by applicable rules of the Securities and Exchange Commission on executive compensation and golden parachutes, including the frequency of such votes; and
10. To review and approve any additional services to be performed for the Company or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation; and
11. To monitor compliance with stock ownership guidelines for the CEO and other executive officers and directors; and
12. To periodically review and discuss with management the Company's activities, programs and /or systems related to:
  - a) succession planning for the executive and senior officers of the Company, in conjunction with the entire Board of Directors;
  - b) employee professional training & development;
  - c) human resources and talent management strategies;
  - d) diversity and inclusion;
  - e) employee engagement; and
  - f) the cultural assessment of the Company.

## **V. ANNUAL EVALUATION PROCEDURES**

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) frequency and length of meetings and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate.

## **VI. STUDIES**

The Committee may conduct or authorize studies of matters within the Committee's scope of responsibilities as described above. The Committee shall have the sole authority to appoint, at the expense of the Company, oversee the work and terminate any independent counsel and such other advisors, and approve their fees and other retention terms, necessary to assist the Committee in any such studies and to fulfill its duties and responsibilities under this Charter. The Committee shall have sole authority to retain and terminate any compensation consultant to be used to survey the compensation practices in the Company's industry and to provide advice so that the Company can maintain its competitive ability to recruit and retain highly qualified personnel. The Committee shall have the sole authority to negotiate and approve the fees and retention terms of any compensation consultant retained. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee. In retaining compensation consultants, outside counsel and other advisors, the Committee must consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act and applicable rules and regulations of the NYSE.

## **VII. MISCELLANEOUS**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.

Reviewed and amended by the Compensation and Human Capital Committee and approved by the Board of Directors on May 9, 2018.

### **Committee Members**

Joseph S. DiMartino, Chairman  
Todd Slotkin  
Benaree Pratt Wiley