

CORPORATE GOVERNANCE GUIDELINES OF CBIZ, INC.

These Corporate Governance Guidelines (these “Guidelines”) set forth certain guiding principles of corporate governance for the Board of Directors (the “Board”) of CBIZ, Inc., a Delaware corporation (the “Company”), and as such are not intended to be either all-encompassing or self-limiting. The Board reserves the right to amend, modify, change, or not enforce certain of these Guidelines at any time where such is deemed desirable or necessary, and permissible by law or applicable regulation. Moreover, reasonable exceptions to these Guidelines can be made at the recommendation of the Chief Executive Officer of the Company (the “CEO”) and upon the approval of the Board.

I. DIRECTOR QUALIFICATION STANDARDS

A. Board Membership Criteria

The Board has created the Nominating and Governance Committee, to which it has granted the authority to select nominees for Board membership, in accordance with the criteria set out in the charter of the Nominating and Governance Committee, as well as in compliance with the independence requirements set forth in Sections 303A.01 and 303A.02 of the NYSE Corporate Governance Rules, as well as any other director independence standards as may apply to the Company under applicable law or regulation. The Board will annually review and determine the independence of each director, and in so doing will carefully consider all facts and circumstances it deems relevant to the determination. Board members have an affirmative obligation to promptly inform the Chief Legal Officer and Corporate Secretary of changes in their circumstances or any transactions or relationships that may impact their designation by the Board as “independent.”

B. Size, Classes and Terms of the Board

The characteristics of the Board and its committees (“Committees”) shall be determined in accordance with the standards set out in the Certificate of Incorporation (the “Charter”) and the Bylaws (the “Bylaws”) of the Company, the charters of the Committees, and resolutions of the Board. In accordance with the terms of those standards, the number of Board members may vary from time-to-time and shall be fixed by resolution of the Company’s stockholders or the Board. These directors are divided into three (3) classes. Directors’ terms are generally three (3) years, and directors may be elected to an unlimited number of terms, provided they continue to meet the director selection criteria of the Nominating and Governance Committee.

C. Director Resignation Policy

The Company’s Bylaws provide that the vote required for election of directors in an uncontested election shall be decided by a majority of the votes cast with respect to a nominee at a meeting of stockholders, at which a quorum is present, by the stockholders entitled to vote in the election. Any nominee for director in an uncontested election at a stockholder meeting who does not receive a “majority of the votes cast” for his or her election must tender his or her resignation from the Board and all committees thereof. The Nominating and Governance Committee will assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such tendered resignation. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating

and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

In determining whether to recommend that the Board accept any resignation offer, the Nominating and Governance Committee may consider all factors believed relevant by its members. The Board will act on the Nominating and Governance Committee's recommendation and publicly disclose its decision and rationale within 90 days from the publication of the election results.

II. COMMITTEES OF THE BOARD

The Board has three standing Committees: an Audit Committee, a Compensation and Human Capital Committee and a Nominating and Governance Committee. The Board may add new committees or remove existing committees as it deems advisable and as permissible under applicable law or regulation in the fulfillment of its responsibilities. Each Committee will perform its duties as assigned by the Board in compliance with the Bylaws and the applicable Committee's charter.

Each of the standing Committees has its own written charter. For each committee, the charter sets forth the responsibilities, duties and authorities, the qualifications and procedures and how such Committee will report to the Board. Each Committee member must satisfy the membership requirements set forth in the relevant Committee charter.

The Chair of each Committee will determine the frequency of Committee meetings, consistent with the Committee's charter and the Company's needs.

III. DIRECTOR RESPONSIBILITIES AND PERFORMANCE

A. Director Duties

The duties of the Board and its Committees shall be determined in accordance with the standards set out in the Charter and Bylaws, the charters of the Committees, and resolutions of the Board.

B. Board Meeting and Procedures

1. Selection of Agenda Items for Board Meetings

- (a) The Board will hold regularly scheduled meetings at least four times a year and will hold additional meetings as necessary. The Board Chair will establish the agenda for each Board meeting, and each Committee Chair will establish the agenda for the respective Committee. Each Board member is free to suggest to the Board Chair the inclusion of items on the agenda.
- (b) Information relevant to a director's understanding of matters to be addressed at a Board or Committee meeting will be provided sufficiently in advance of meetings to the extent practicable to allow directors to prepare for discussion of the items at the meeting.

- (c) Directors are expected to prepare for and attend all meetings of the Board and the Committees on which they serve and are expected to attend the Company's annual stockholder meeting.
2. Board Materials Distributed in Advance
 - (a) Information that is important to the Board's understanding of the agenda items to be discussed at its meetings, as well as information relating to the plans, goals, operations and results of the Company, should be distributed for review in writing to the Board and its Committees in advance of Board or Committee meetings.
 3. Executive Sessions of Outside Directors
 - (a) Independent and non-management directors shall meet in executive sessions at least twice a year and otherwise as they determine to be necessary or appropriate. To the extent any non-management director would not be considered independent pursuant to these Guidelines, the independent directors of the Board shall meet in executive session at least once per year. At the commencement of each meeting of such independent and non-management directors (or independent directors, as the case may be), the directors present shall first determine which director shall preside over the meeting, and that presiding director shall conduct the meeting. The directors participating in such executive sessions may invite the attendance of any person deemed necessary by the directors to facilitate the business or discussions to be conducted by the directors at such meetings.
 4. Evaluation of Company Officers
 - (a) At least annually, the Board shall assess the performance of the Company, and its officers and senior management based on objective criteria related to strategic and periodic objectives and plans of the Company. The Board will be given the opportunity to review, discuss and approve such objectives and plans prior to their adoption.
 5. Director Compensation
 - (a) Board compensation should be set by the Compensation and Human Capital Committee, and by agreement of the Board, in accordance with its charter. In determining Board compensation, the Compensation and Human Capital Committee and the Board shall be mindful that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary, when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or when the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Board is obligated to critically evaluate each of these matters when determining the form and amount of director compensation and the independence of a director.

C. Board Leadership Structure

The Board does not have a fixed policy regarding the separation of the offices of Chair of the Board and CEO, and believes that it should maintain the flexibility to select the Chair of the Board and its leadership structure, from time to time, based on the criteria that it deems in the best interests of the Company and its stockholders. In an effort to enhance efficiency, independence and informed decision-making, the Board may designate an independent director as Lead Independent Director who shall perform a number of tasks, including without limitation: assisting the Company in recruiting and hiring the CEO; assisting with communications with the investment community, as requested; assisting with and approving meeting agendas and schedules for meetings of the Board; chairing meetings of the independent directors; facilitating communication between the Board and CEO; coordinating and communicating performance evaluations of the CEO; and otherwise assisting the Company and its subsidiaries to promote the growth of the Company and enhance stockholder value.

IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Board members shall have complete and unfettered access to the Company's management. Unless excused for reasonable cause, the CEO, the President, the Chief Financial Officer, and the Chief Legal Officer and Corporate Secretary, as well as such other members of management as the Board deems necessary, shall attend each Board meeting. The Board Chair, as well as the Chair of each of the Audit Committee, Compensation and Human Capital Committee, and Nominating and Governance Committee may designate other individuals to attend Board meetings, as appropriate.

It is expected that Company management or staff invited to such meetings will make presentations, respond to inquiries by the directors, or provide information and advice to the directors on specific matters within the attendee's respective areas of expertise. The Board as a whole, as well as the Audit Committee, Compensation and Human Capital Committee, and Nominating and Governance Committee shall have the ability, at any time, to retain independent outside financial, legal or other advisors as necessary and appropriate, which shall be paid for by the Company.

V. LEADERSHIP DEVELOPMENT

A. Director Orientation and Continuing Education

The Board and the Company will provide an orientation process for new directors that includes the presentation of background material on the Company, its staff, and its markets, meetings with senior management, and visits to Company facilities. The Company encourages, supports, and will pay for continuing education for directors. Opportunities for continuing education will be periodically brought to the Board's attention.

B. Management Succession

At least annually the CEO shall review management development and succession planning with the Board and shall provide the Board with recommendations for successors for members of senior management in the event of their unexpected disability or other unavailability to serve.

C. Annual Performance Evaluation of the Board and Committees

Each of the Board and its Committees shall continuously assess its own performance and shall perform annual written self-assessments in furtherance of this goal. The results of the annual assessments shall be distributed to all directors and Committees, and the results shall be discussed with the Board and the applicable Committees at least annually. The assessment shall focus on the contribution of the Board and its Committees to the Company and attempt to identify methods to improve Board and Committee performance. Directors are encouraged to comment on Board or Committee performance at any time.