

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF CBIZ, INC.**

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and investigations and studies of the Audit 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) assist the Board in its oversight responsibilities regarding (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent accountant’s qualifications and independence and (4) the performance of the Company’s internal audit function and the independent accountant; (b) prepare the report required by the United States Securities and Exchange Commission (the “*SEC*”) for inclusion in the Company’s annual proxy statement; (c) appoint, retain, compensate, evaluate and terminate the Company’s independent accountant; (d) approve audit and non-audit services to be performed by the independent accountant; and (e) 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, the independent accountant, the internal auditors and management of the Company.

The independent accountant is ultimately accountable to the Committee, which has the sole authority to appoint, oversee and, where appropriate, replace the independent accountant. The Committee has direct responsibility for the compensation and oversight of the work of the independent accountant (including resolution of disagreements between management and the independent accountant regarding financial reporting) in connection with preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee also has direct responsibility to appoint, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent accountant and any other registered public accounting firm, as applicable, shall report directly to the Committee.

II. COMPOSITION

The Committee shall be composed of three or more members (including a Chairman), all of whom shall be “independent directors,” as such term is defined in the effective rules and regulations of the SEC, including Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the New York Stock Exchange, unless a member of the Committee is exempt from the independence requirements under the effective rules and regulations of the SEC and the New York Stock Exchange. The members of the Committee and the Chairman shall be selected no less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairman) 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 a member of the Committee if he or she has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. 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 effective rule or regulation of the SEC or any securities exchange or market on which shares of the common stock of the Company are traded. All members of the Committee shall be financially literate, as determined by the Board, and at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. The Chairman shall maintain regular communication with the chief executive officer, chief financial officer, the lead partner of the independent accountant and the manager of the internal audit.

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 until 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.

Except for Board and Committee fees, a member of the Committee shall not be permitted to accept any fees paid directly or indirectly for services as a consultant, legal advisor or financial advisor or any other fees as prohibited by the effective rules of the SEC and the New York Stock Exchange. In addition, no member of the Committee may be an affiliated person of the Company or any of its subsidiaries. Members of the Committee may receive their Board and Committee fees in cash, Company stock or options or other in-kind consideration as determined by the Board or the Compensation Committee, as applicable, in addition to all other benefits that other directors of the Company receive. If any director serving on the Committee is also serving on the audit committee of three or more other public companies, the Board must make a determination, as promptly as practicable following the time when the Company first becomes aware of such circumstances and thereafter on a periodic basis but no less frequently than annually, that such simultaneous service does not impair the ability of such director to effectively serve on the Committee, and such determination must be disclosed in the Company’s proxy statement issued in connection with the Company’s annual meeting of stockholders.

III. MEETING REQUIREMENTS

The Committee shall meet as necessary, but at least four times each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairman, 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 Chairman pro tempore, in the absence of the Chairman, 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, employees, outside counsel, the independent accountant, the internal audit 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 Chairman of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and regularly reporting the Committee's actions to the Board.

As part of its responsibility to foster free and open communication, the Committee should meet periodically with management, the internal auditors and the independent accountant in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately. In addition, the Committee or at least its Chairman should meet with the independent accountant and management quarterly to review the Company's financial statements prior to their public release consistent with the provisions set forth below in Section IV. The Committee may also meet from time to time with the Company's investment bankers, investor relations professionals and financial analysts who follow the Company.

IV. COMMITTEE RESPONSIBILITIES

In carrying out its 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. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

A. Oversight of the Financial Reporting Processes

1. In consultation with the independent accountant and the internal auditors, review the integrity of the organization's financial reporting processes, both internal and external.

2. Review and approve all related-party transactions.

3. Consider the independent accountant's and management's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting. Consider alternative accounting principles and estimates.

4. Review and discuss with management and the independent accountant management's report on internal control over financial reporting and the independent accountant's attestation of the report prior to filing of the Company's Forms 10-K.

5. Annually review major issues regarding the Company's auditing and accounting principles and practices and its presentation of financial statements, including the

adequacy of internal controls and special audit steps adopted in light of material internal control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

6. Discuss with management and legal counsel the status of pending litigation, taxation matters, compliance policies and other areas of oversight applicable to the legal and compliance area as may be appropriate.

7. Meet at least annually with the chief financial officer, the internal auditors and the independent accountant in separate executive sessions.

8. Review all analyst reports and press articles about the Company's accounting and disclosure practices and principles.

9. Review all analyses prepared by management and the independent accountant of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any analysis of the effect of alternative generally accepted accounting principle ("GAAP") methods on the Company's financial statements and a description of any transactions as to which management obtained Statement on Auditing Standards No. 50 letters.

10. Review with management and the independent accountant the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

B. Review of Documents and Reports

1. Review and discuss with management and the independent accountant the Company's annual audited financial statements and quarterly financial statements (including disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operation") and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion or review rendered by the independent accountant, considering, as appropriate, whether the information contained in these documents is consistent with the information contained in the financial statements and whether the independent accountant and legal counsel are satisfied with the disclosure and content of such documents. These discussions shall include consideration of the quality and appropriateness of the Company's accounting principles as applied in its financial reporting, including review of audit adjustments (whether or not recorded) and any such other inquires as may be appropriate and the matters required to be discussed by the independent auditor with the Audit Committee under auditing standards established by the Public Company Accounting Oversight Board, including Auditing Standard No. 16, and under the rules and regulations of the SEC and other applicable authorities. Based on the review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited consolidated financial statements in the Company's annual report on Forms 10-K.

2. Review and discuss with management and the independent accountant earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.

The Committee should discuss in advance each earnings release and generally discuss the types of information to be disclosed and the type of presentation to be made in any earnings release or guidance. The failure to do so is not a violation of the Committee's Charter if circumstances do not permit the Committee to meet in advance of an earnings release.

3. Review the regular internal reports to management prepared by the internal auditors and management's response thereto.

4. Review reports from management, the internal auditors and the independent accountant on the Company's subsidiaries and affiliates, compliance with the Company's code(s) of conduct or ethics, applicable law and insider and related party transactions.

5. Review with management and the independent accountant any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.

6. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

7. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

8. Review any restatements of financial statements that have occurred or were recommended. Review the restatements made by other clients of the independent accountant.

C. Independent Accountant Matters

1. Interview and retain the Company's independent accountant, considering the accounting firm's qualifications, independence and effectiveness and approve the scope of the audit for each fiscal year and the engagement fees and other compensation to be paid to the independent accountant.

2. On an annual basis, the Committee shall evaluate the independent accountant's qualifications, performance and independence. In evaluating the independent accountant's qualifications, performance and independence, the Committee should discuss with the independent accountant the independent accountant's independence, take into account the opinions of management and the internal auditors and consider whether the independent accountant's quality controls are sufficient and whether the provision of permitted non-audit services is compatible with maintaining the accountant's independence. The Committee shall present its conclusions with respect to the independent accountant to the Board.

3. Review and evaluate the lead partner of the independent accountant's team for the Company.

4. Obtain and review a report from the independent accountant at least annually regarding: (a) the independent accountant's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm or by any inquiry or investigation by governmental or professional authorities (within the preceding five years) respecting one or more independent audits carried out by the independent accountant, and any steps taken to deal with any such issues and (c) all relationships the independent accountant has with the Company and relevant third parties to determine the independent accountant's independence. In making its determination, the Committee shall consider not only auditing and other traditional accounting functions performed by the independent accountant, but also consulting, legal, information technology services and other professional services rendered by the independent accountant and its affiliates. The Committee shall also consider whether the provision of any of these non-audit services is compatible with the independence standards under the guidelines of the SEC and of the Independence Standards Board and shall approve in advance any non-audit services to be provided by the independent accountant.

5. Review on an annual basis the experience and qualifications of the senior members of the audit team. Discuss the knowledge and experience of the independent accountant and the senior members of the audit team with respect to the Company's industry. The Committee shall ensure the regular rotation of the lead audit partner and audit review partner as required by law and consider whether there should be a periodic rotation of the Company's independent accountant.

6. Review the performance of the independent accountant and terminate the independent accountant when circumstances warrant.

7. Establish and periodically review hiring policies for employees or former employees of the independent accountant.

8. Review and discuss with the independent accountant any problems or difficulties the auditor may have encountered and any "management" or "internal control" letter provided by the independent accountant and the Company's response to that letter. Such review and discussion should include:

- (a) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information and any disagreements with management;
- (b) any accounting adjustments that were proposed by the independent accountant that were not agreed to by the Company;
- (c) communications between the independent accountant and its national office regarding any issues on which it was consulted by the audit team and matters of audit quality and consistency;
- (d) any changes required in the planned scope of the internal audit;
and

- (e) the responsibilities, budget and staffing of the Company's internal audit function.

9. Communicate with the independent accountant regarding (a) alternative treatments of financial information within the parameters of GAAP, (b) ramifications of the use of such alternative disclosures, (c) critical accounting policies and practices to be used in preparing the audit report and (d) other material written communications between the independent accountant and management, such as any management letter or schedule of unadjusted differences.

10. Periodically consult with the independent accountant out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements.

11. Oversee the independent accountant relationship by discussing with the independent accountant the nature and rigor of the audit process, receiving and reviewing audit reports and ensuring that the independent accountant has full access to the Committee (and the Board) to report on any and all appropriate matters.

12. Discuss with the independent accountant prior to the audit the general planning and staffing of the audit.

13. Obtain a representation from the independent accountant that Section 10A of the Exchange Act has been followed and that Section 10A(b) of the Exchange Act has not been implicated.

14. Pre-approve all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent accountant, subject to such exceptions for non-audit services as permitted by the applicable laws and regulations. The Committee may, when it deems appropriate, form and delegate this authority to a subcommittee consisting of one or more Committee members, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next meeting.

D. Internal Audit Control Matters

1. Discuss with management policies with respect to risk assessment and risk management. Although it is management's duty to assess and manage the Company's exposure to risk, the Committee should discuss guidelines and policies to govern the process by which risk assessment and management is handled and review the steps management has taken to monitor and control the Company's risk exposure.

2. Establish regular and separate systems of reporting to the Committee by each of management, the independent accountant and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.

3. Following completion of the annual audit, review separately with each of management, the independent accountant and the internal auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

4. Review with the independent accountant, the internal auditors and management the extent to which changes or improvements in financial or accounting practices have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

5. Advise the Board about the Company's policies and procedures for compliance with applicable laws and regulations and the Company's code(s) of conduct.

6. Establish policies and procedures regarding the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

7. Periodically discuss with and review disclosures made to the Committee by the chief executive officer and chief financial officer (including during their certification process for the Form 10-K and Form 10-Q): (a) significant deficiencies in the design or operation of the internal controls or material weaknesses therein that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud that involves management or other employees who have a significant role in the Company's internal controls.

8. Enforce the policy that no officer, director or any person acting under their direction shall fraudulently influence, coerce, manipulate or mislead the independent accountant for purposes of rendering the Company's financial statements materially misleading

E. Evaluation of Internal Auditors

1. Review activities, organizational structure and qualifications of the internal auditors.

2. Review and concur in the appointment, replacement, reassignment or dismissal of the manager of internal auditing.

3. Consider and review with management and the manager of internal auditing:

(a) significant findings during the year and management's responses thereto;

(b) any difficulties encountered in the course of internal audits, including any restrictions on the scope of the internal auditors' work or access to required information;

- (c) any changes required in the planned scope of the internal auditors' audit plan;
- (d) the internal auditors' budget and staffing; and
- (e) The internal auditors' compliance with The Institute of Internal Auditors' Standards for the Professional Practice of Internal Auditing.

F. Other

1. Regularly report Committee activities to the Board and make such recommendations to the Board as the Committee deems appropriate.
2. Prepare for the Board an annual performance evaluation of the Committee.
3. Review policies and procedures that the Company has implemented regarding compliance with applicable federal, state and local laws and regulations and with the Company's Code of Professional Conduct and Ethics, monitor the effectiveness of those policies and procedures for compliance with U.S. Federal Sentencing Guidelines, as amended, and institute any changes or revisions to such policies and procedures as may be deemed warranted or necessary.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent accountant.

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. INVESTIGATIONS AND STUDIES

The Committee shall have the authority to retain special legal, accounting or other consultants (without seeking Board approval) to advise the Committee. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Company, independent counsel or other advisors or consultants necessary to assist the Committee in any such investigations or studies. The Committee shall have sole authority to negotiate and approve the fees and retention terms of such independent counsel or other consultants. The Company shall provide appropriate funding, as determined by the Committee, for the payment of (i)

compensation to the independent accountant, and legal, accounting or other advisors engaged by the Committee and (ii) ordinary expenses of the Committee that are necessary or appropriate in carrying out its duties.

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 stockholder of the Company who requests it.

Reviewed and re-adopted by the Audit Committee and approved by the Board of Directors on February 7, 2018.

Audit Committee Members

Donald V. Weir, Chairman
Joseph S. DiMartino
Richard C. Rochon
Todd J. Slotkin