

CBIZ, INC.

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (the "Guidelines") comprise a statement of intent by the Board of Directors (the "Board") of CBIZ, Inc., a Delaware corporation (the "Company"), as to the broad contextual backdrop of the parameters of corporate governance, 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 in the future where such is deemed desirable and/or necessary. Moreover, reasonable exceptions to these Guidelines can be made at the recommendation of the Chief Executive Officer (the "CEO") and 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, or such other director independence standards as may apply to the Company under applicable law. The Board will annually review and determine the independence of each director. In making its determination, the Board will carefully consider all facts and circumstances it deems relevant to the determination. Board members have an affirmative obligation to promptly inform the General Counsel 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. At present, the Board consists of eight members, seven of whom are independent under NYSE corporate governance standards. These are divided into three (3) classes. Directors' terms are 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.

II. COMMITTEES OF THE BOARD

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

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

The Chairman 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 of the Company, the charters of the Committees, and resolutions of the Board.

B. Board Meeting and Procedures

1. Selection of Agenda Items for Board Meetings

The Board will hold regularly scheduled meetings at least four times a year and will hold additional meetings as necessary. The Chairman of the Board will establish the agenda for each Board meeting, and each Committee Chairman will establish the agenda for the respective Committees. Each Board member is free to suggest to the Chairman of the Board the inclusion of items on the agenda.

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.

Directors are expected to prepare for and attend all meetings of the Board and the committees on which they serve. Directors are expected to attend the Company's annual stockholder meeting.

2. Board Materials Distributed in Advance

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, whenever practicable, in writing to the Board and its Committees in advance of Board or Committee meetings.

3. Executive Sessions of Outside Directors

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, 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.

C. Evaluation of Company Officers

At least annually, the full Board shall monitor 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 plans prior to their adoption.

D. Director Compensation

Board compensation should be set by the Compensation Committee, and by agreement of the Board, in accordance with its Charter and Compensation Philosophy as set out in the Company's Proxy Statement. In determining Board compensation, the Compensation 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.

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 General Counsel and Corporate Secretary, as well as such other members of management as the Board deems necessary, shall attend each Board meeting. The Chairman of the Board, as well as the Chairmen of each of the Audit Committee, Compensation 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 Committee, and Nominating and Governance Committee shall have the ability, at any time, to retain independent outside financial, legal or other advisors, which shall be paid for by the Company.

V. LEADERSHIP DEVELOPMENT

A. Director Orientation and Continuing Education

The Board and the Company 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 shall 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. The CEO will 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 performance. In addition, each of the Board and its Committees shall perform annual written self-assessments. The results of the annual assessments shall be distributed to all directors and Committees, and the results shall be discussed with the full Board and the respective 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.