

## Corporate Governance Guidelines

### Responsibilities of the Board of Directors

#### Basic Responsibilities

The business and affairs of Insperty, Inc. (“Insperty”) are managed by or at the direction of the Board of Directors of Insperty (the “Board” or the “Board of Directors”). The Board of Directors, which is elected by the shareholders, is the ultimate decision-making body of Insperty, except for matters reserved to the shareholders. The Board of Directors selects the Chief Executive Officer and the other officers of Insperty, who are charged with the day-to-day conduct of Insperty's business. The primary function of the Board of Directors is therefore oversight - defining and enforcing standards of accountability that enable executive management to execute their responsibilities fully and in the best interests of shareholders.

In discharging their responsibilities, members of the Board (“Directors”) must exercise their business judgment to act in a manner that they believe in good faith is in the best interests of Insperty and its shareholders. In such exercise, the Directors are entitled to rely in good faith on the honesty and integrity of Insperty's executive management and its outside advisors and auditors. In addition, informing their judgment, Directors are entitled to rely in good faith on the accuracy of the records of Insperty and the information, opinions, reports or statements of Insperty, or employees, officers, committees or advisors of Insperty.

#### Attendance

Directors are expected to attend all or substantially all Board meetings and meetings of the Committees of the Board on which they serve. Directors are also expected to spend the necessary time to discharge their responsibilities appropriately (including advance review of meeting materials) and to ensure that other existing or future commitments do not materially interfere with their responsibilities as members of the Board. Directors are also expected to attend the Annual Meetings of Shareholders.

#### Service on Other Boards

Directors shall not serve on more than five other boards of public companies. The Nominating and Corporate Governance Committee and the full Board take into account the nature of and timing involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company shareholders. Service on boards and/or committees of other organizations should be consistent with Insperty's conflict of interest policies. A Director shall provide advance notice to the Chairman of the Board or Chief Executive Officer of his or her acceptance of an invitation to serve on the board of directors (or similar governing body) of any other public company.

#### Indemnification

Directors shall be entitled to require that Insperty purchase reasonable liability insurance on their behalf and to accord them the benefits of indemnification and exculpation to the fullest extent permitted by applicable law and Insperty's Certificate of Incorporation and the Amended and Restated Bylaws dated March 3, 2011 (the “Bylaws”).

### Structure, Operation and Qualifications of the Board of Directors

#### Size

The Bylaws provide that the Board of Directors shall consist of not less than three nor more than fifteen members, as established by resolution of the Board of Directors. The Board currently has eight members. The Board will periodically review the appropriate size of the Board.

#### Membership Criteria and Composition

The Board of Directors is responsible for selecting candidates for Board membership upon the recommendation of the Nominating and Corporate Governance Committee, and for extending invitations to join the Board of Directors through the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board of Directors, on an annual basis, the requisite skills and characteristics of potential new Board members. This assessment will include all Board members' qualification as independent, as well as consideration of character, judgment, diversity, age, skills, including financial literacy, and experience in the context of the needs of the Board. The Board of Directors recognizes the importance of soliciting new candidates for membership on the Board of Directors and that the needs of the Board of Directors, in terms of the relative experience and other qualifications of candidates, may change over time. Consistent with its charter, the Nominating and Corporate Governance Committee is responsible for screening candidates (in consultation with the Chief Executive Officer), for establishing criteria for nominees and for recommending to the Board a slate of nominees for election to the Board of Directors at the Annual Meeting of Shareholders. Final approval of any candidate shall be determined by the full Board of Directors.

Each Director's continuation on the Board will be reviewed at the expiration of his or her term and before that Director is re-considered for election. In connection with its annual recommendation of a slate of nominees, the Nominating and Corporate Governance Committee shall evaluate the contributions and performance of those Directors selected for re-election. The Board of Directors does not believe that it is advisable to establish term limits for its Directors because they may deprive Insperity and its shareholders of the contribution of Directors who have been able to develop valuable insights into Insperity and its operations over time. The Board believes that as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination processes described in these guidelines.

## Independence of Directors

The Board of Directors shall have a substantial majority of directors who meet the criteria for independence established by applicable law and listing standards of the New York Stock Exchange. No Director shall be deemed independent unless the Board of Directors affirmatively determines that the Director has no material relationship with Insperity. The Board of Directors will consider all relevant facts and circumstances in making a determination of independence. In particular, when assessing the materiality of a Director's relationship with Insperity, the Board of Directors shall consider the issue not merely from the standpoint of the Director, but also from the standpoint of persons or organizations with which the Director has an affiliation. The Board of Directors has adopted the categorical standards set forth on Exhibit A to assist it in making independence determinations. The Board, however, considers all material relationships with each director in making its independence determinations.

Each independent director is expected to notify the Chairperson of the Nominating and Corporate Governance Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such Director's independence.

## Annual Performance Evaluation

The Board of Directors shall conduct a self-evaluation of the performance of the Board of Directors as a whole annually to determine whether it and its committees are functioning effectively. Consistent with its charter, the Nominating and Corporate Governance Committee shall oversee such annual evaluation. The Nominating and Corporate Governance Committee shall develop evaluation criteria for this purpose and may choose to benchmark the practices of other boards of directors; circulate surveys, questionnaires and evaluation forms to Directors; and use such other methods as it may deem helpful and appropriate to assess the Board's effectiveness.

## Offices of Chairman of the Board and Chief Executive Officer

The Bylaws provide that the Board of Directors may choose a Chairman of the Board. The Board of Directors believes that at this time it is in the best interests of Insperity to combine the positions of Chairman of the

Board and Chief Executive Officer. The Board further believes that it is in the best interests of Insperity for the Board to make a determination as to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer when it elects a new Chief Executive Officer or at other times consideration is warranted by circumstances.

The person holding the office of Chief Executive Officer shall submit his resignation from the Board of Directors at the same time that his or her service in such capacity ends, unless that person also holds or is then elected to the office of Chairman of the Board, in which event that person shall retire from the Board at the time that his or her service as Chairman ends unless, in either case, continued service on the Board of Directors is recommended by the Nominating and Corporate Governance Committee and by the Board of Directors.

## Office of Lead Independent Director

In the event the positions of Chairman of the Board and Chief Executive Officer are combined, the Board of Directors believes that it is in the best interests of Insperity to formally designate one of the independent Directors as Lead Independent Director. The Chairperson of the Nominating and Corporate Governance Committee shall be the Lead Independent Director, absent unusual circumstances in which case the independent Directors shall elect by majority vote the Lead Independent Director for the ensuing year. However, in the event the Chairman of the Board is not a current or former executive of the Company and is an independent Director under the listing standards of the New York Stock Exchange, the Chairman shall be considered to be the Lead Independent Director for purposes of these guidelines.

In addition to the duties of all Directors, the Lead Independent Director has the following responsibilities:

1. Prepare and set the agenda for and chair executive sessions of the outside Directors;
2. Call or convene executive sessions of the outside Directors;
3. Authority to set the agenda for meetings of the Board of Directors;
4. Preside at all meetings of the Board of Directors where the Chairman of the Board is not present or has a potential conflict of interest;
5. Serve as liaison and facilitate communications between the independent Directors and the Chairman and Chief Executive Officer;
6. Consult with the Chairman and Chief Executive Officer on matters relating to corporate governance and performance of the Board of Directors; and
7. If the Lead Independent Director is not the Chairperson of the Nominating and Corporate Governance Committee, collaborate with the Nominating and Corporate Governance Committee on possible Director conflicts of interest or breaches of these Guidelines.

## Succession Planning

The Nominating and Corporate Governance Committee shall report periodically to the Board of Directors regarding succession planning, as well as policies regarding succession in the event of an emergency or retirement, with respect to the office of the Chief Executive Officer and other members of executive management as may be determined by the Board of Directors.

## Board Meetings

### Frequency and Conduct of Meetings

The Board of Directors shall meet at least four times a year. Additional meetings may be scheduled as necessary or appropriate in light of circumstances. The Chief Executive Officer and the Board Secretary shall prepare an annual schedule of meetings for the Board of Directors and the standing Committees. To the extent practicable, the schedule shall reflect agenda subjects that are generally of a recurring nature and are expected to be discussed during the year in question. Certain matters shall be addressed by the Board of Directors at

least annually. These matters shall include a review of Insperity's: (i) strategic plan and the principal current and future risk exposures of Insperity; (ii) strategic objectives; (iii) business and financial performance for the prior year, including a review of the achievement of strategic objectives; and (iv) Insperity's compliance with applicable law and New York Stock Exchange listing standards. The proposed annual schedule of meetings of the Board and its standing Committees shall be presented to the Board of Directors for approval.

The Chairman of the Board shall chair all meetings of the Board of Directors, except that the Lead Independent Director shall chair those meetings of the Board of Directors, or portions thereof, where the Chairman of the Board is not present or has a potential conflict of interest. The Secretary/General Counsel shall also attend all meetings of the Board, subject to the Board's discretion to excuse this officer from all or portions of any meeting.

#### Agenda

In the absence of the Lead Independent Director exercising his authority to set the agenda, the Chairman of the Board shall establish an agenda for each meeting of the Board of Directors, which may include matters additional to those contemplated by the annual schedule of meetings of the Board of Directors. Directors may suggest the addition of any matter to a meeting agenda. Any Director may raise at any Board meeting subjects that are not on the agenda for the meeting.

#### Information to be Distributed Prior to Meetings

Insofar as practicable, information to inform the Directors about Insperity's business, performance and prospects and regarding recommendations for action by the Board shall be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely. Proprietary or otherwise sensitive materials may be reserved for distribution at the Board meeting. Directors should come prepared to contribute substantively at the meeting by reviewing these materials in advance of the meeting.

### Access to Management, Information and Advisors

Directors shall have full and free access to the management and management information. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer, the Secretary, the Lead Independent Director or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of Insperity and, to the extent not inappropriate, will copy the Chief Executive Officer on any written communications between a Director and management.

The Board encourages the Chief Executive Officer to include in Board meetings key managers who can share their expertise with respect to matters before the Board. This also enables the Board to gain exposure to key managers with future potential in Insperity.

The Board of Directors and each of its Committees shall be entitled, at the expense of Insperity, to engage such independent legal, financial or other advisors, as they deem appropriate, without consulting or obtaining the approval of any officer of Insperity.

### Board Interaction with Institutional Investors, the Press and other Constituencies

The Board believes that management speaks for Insperity. Directors may, from time to time, be contacted by institutional investors, other shareholders, sellers of businesses or potential merger partners, governmental or community officials, analysts or the press to comment on or discuss the business of Insperity. Directors are expected to refrain from communicating with any of the foregoing without prior consultation with the Chief Executive Officer. This policy does not preclude non-management Directors from meeting with shareholders, but it is suggested that any such meetings be held with management present. Any proposed contact by a Director in response to any inquiry by any governmental official shall also be notified in advance to the General Counsel.

## Executive Sessions

Insperty's outside Directors (i.e., all Directors who are not employees of Insperty, regardless of whether the Board has determined that they are independent in accordance with applicable listing standards) shall meet regularly in executive session to review matters concerning the relationship of the Board with the employee Directors and other members of Insperty's management and such other matters as the participating Directors may deem appropriate. An executive session will be held at each regularly scheduled Board meeting. At one of these sessions annually, the agenda for the meeting shall include an evaluation of the performance of the Chief Executive Officer. The Compensation Committee will use the evaluation in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Lead Independent Director will establish the agenda for and preside at executive sessions. In the absence of the Lead Independent Director, the Chairperson of the Nominating and Corporate Governance Committee, or an independent Director designated by the outside Directors, shall preside at executive sessions. The Board shall not take formal actions at such sessions, although the participating Directors may make recommendations for consideration by the full Board. A former employee will not be considered an outside Director for the purposes of executive sessions of the Board.

If Insperty's outside directors include directors who are not independent, the Lead Independent Director will at least once a year schedule an executive session including only independent directors.

## Committees of the Board

### Committee Structure

There are currently three standing Committees of the Board of Directors: (i) Compensation; (ii) Finance, Risk Management and Audit; and (iii) Nominating and Corporate Governance. In addition, the Bylaws provide that the Board of Directors may appoint an Executive Committee. From time to time, the Board may also create additional standing or special Committees in conformity with the Bylaws. Each standing Committee shall have the authority, responsibilities and qualifications for membership delineated in the Bylaws, the resolutions creating such Committee and any applicable charter. The Board of Directors shall have the authority to disband any Committee when it deems it appropriate to do so, provided that Insperty shall at all times have Audit, Compensation and Nominating and Corporate Governance Committees and such other Committees as may be required by applicable law or New York Stock Exchange listing standards.

Committees and their Chairpersons shall be appointed by the Board of Directors at least annually at the Annual Meeting of the Board of Directors, on recommendation of the Nominating and Corporate Governance Committee. It is the Board's policy that, with the exception of the Executive Committee (in the event one is created in the future), only outside Directors shall serve on the standing Committees. The members of the Compensation, Finance, Risk Management and Audit and Nominating and Corporate Governance Committees shall also at all times meet the independence and other requirements of applicable law and New York Stock Exchange listing standards. It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not believe that such a rotation should be mandated as a policy because there may be reasons at a given point in time to maintain an individual Director's Committee membership.

Each standing Committee shall have a written charter, which shall be approved by the full Board of Directors and shall state the purpose and responsibilities of such Committee. The charters of the Finance, Risk Management and Audit, Compensation, and Nominating and Corporate Governance Committees will comply with all applicable legal requirements and New York Stock Exchange listing standards. Committee charters shall be reviewed not less frequently than annually to reflect the activities of each of the respective Committees, changes in applicable law or regulation and other relevant considerations, and proposed revisions to such charters shall be approved by the full Board of Directors.

### Committee Meetings

The Chairpersons of the various Committees, in consultation with their Committee members, shall determine the frequency and length of Committee meetings. The Chairperson of each Committee, in consultation with appropriate Company officers, will establish the agenda for each Committee meeting. Committee members and other Directors may suggest the addition of any matter to the agenda for any Committee meeting upon reasonable notice to the Committee Chairperson.

To the extent practicable, information regarding matters to be considered at Committee meetings shall be distributed to Committee members a reasonable period of time before such meetings. The Chairperson of each Committee shall report on the activities of the Committee to the Board of Directors following Committee meetings.

## Compensation of the Board of Directors

The Compensation Committee is charged with the responsibility of reviewing the compensation of the Board of Directors and recommending changes thereto to the full Board of Directors from time to time. In this regard, the Compensation Committee may request that management report to it periodically on the status of the Board's compensation in relation to other similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.

The form and amount of Director compensation and perquisites shall be recommended by the Compensation Committee in accordance with the principles contained in its charter or any related policies, and such Committee shall review the form and amount of such compensation periodically as provided in its charter. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with the full discussion and concurrence by the Board. The Board of Directors continues to believe that an alignment of Director interests with those of shareholders is important. Accordingly, the Board believes that a portion of Directors' compensation should be paid in equity awards or other forms of compensation that correlate with Insperity's market value. The Compensation Committee shall be sensitive to questions of independence that may be raised where Directors' fees and perquisites exceed customary levels for companies of comparable scope and size or when Insperity makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a Director.

## Director Orientation and Continuing Education

New Directors shall participate in an orientation program, which shall generally be conducted within two months of their election. The Chief Executive Officer, the Chief Financial Officer and the Secretary/General Counsel, who may consult as appropriate with the Chairpersons of the standing Committees of the Board of Directors, shall determine the agenda for the orientation program. The orientation program shall address Insperity's strategic plans, financial reporting, significant risk exposures, compliance programs (including its Code of Business Conduct and Ethics) and may include presentations by Insperity's executive management, internal auditors and independent auditors, as well as one or more visits to Insperity's headquarters or other operating sites or facilities. All other Directors shall also be invited to attend each orientation program.

The Board believes it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to better perform their duties and to recognize and deal appropriately with issues that arise. Insperity will provide appropriate funding for these programs.

## Revision to these Governance Guidelines

Each year, the Nominating and Corporate Governance Committee shall reevaluate these Governance Guidelines and recommend to the Board of Directors such revisions, as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively. These Governance Guidelines, along with Insperity's Code of Business Conduct and Ethics and each committee charter shall be published by Insperity in appropriate print and electronic vehicles.

EXHIBIT A  
Independence Guidelines

A relationship falls within the categorical standard if it:

- Is not a relationship that would preclude a determination of independence under Section 303A.02(b) of the NYSE Listed Company Manual;
- Consists of charitable contributions by Insperity to an organization where a director is an executive officer and does not exceed the greater of \$1 million or 2% of the organization's gross revenue in any of the last 3 years; or
- Is not required to be, and it is not otherwise, disclosed in Insperity's annual proxy statement.