

CORPORATE GOVERNANCE GUIDELINES

The board of directors (the “Board”) of Robert Half International Inc. (the “Company”), acting on the recommendation of the Nominating and Governance Committee, has adopted these Corporate Governance Guidelines to promote the effective functioning of the Board and to assist the Board in fulfilling its responsibilities.

1. Director Qualifications

Nominees for directorship will be selected by the Nominating and Governance Committee. When identifying potential candidates for nomination as director, the Nominating and Governance Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing directors or officers, recommendations from a third-party search firm, or suggestions from stockholders. In evaluating individuals for nomination as director, the Nominating and Governance Committee shall select individuals who (a) have skills and experience that can be of assistance to management in operating the Company’s business and (b) demonstrate integrity, accountability and judgment and (c) can be expected to add to the total mix of individuals on the Board of Directors so as to give the Company a Board that is effective, collegial, diverse and responsive to the needs of the Company. Other factors that may be considered include (i) experience with small to mid-size businesses (the Company’s principal client base), (ii) a record of entrepreneurial success and/or (iii) financial or accounting experience.

The Board will have a majority of directors who meet the criteria for independence established by the New York Stock Exchange. Such criteria include the requirement that no director shall be considered independent unless the Board affirmatively determines that he has no material relationship with the Company. Any relationship with the Company shall be deemed to be not material if (a) the director meets the independence requirements set forth in Sections 303A.02(b)(i) through 303A.02(b)(v) of the New York Stock Exchange’s Listed Company Manual and (b) the relationship is not required to be disclosed pursuant to Section 404(a) of Regulation S-K adopted by the Securities and Exchange Commission.

Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company’s board or audit committee. No director may serve on the board of directors or the audit committee of more than three public companies without the approval of the Nominating and Governance Committee.

The Board does not believe it should establish term limits or a mandatory retirement age. While term limits or a mandatory retirement age could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

2. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's charter.

Directors are expected to attend the Annual Meeting of Stockholders, Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

The Nominating and Governance Committee, which is comprised of independent directors, shall select one of its members who has served at least one year as a member of the Board as the "Lead Director." The duties of the Lead Director shall be as specified in Appendix A hereto. The identity of the Lead Director shall be disclosed in the Company's annual proxy statement.

The agenda for each Board meeting shall be established by the Chairman in consultation with the Lead Director. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management directors will meet in executive session before or after each Board meeting and at such other times as they deem appropriate. The Lead Director shall preside at these meetings.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All of the members of these committees will be independent directors under the criteria established by the New York Stock Exchange. Committee members will be appointed by the Board.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers, Employees and Advisors

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary 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 the Company and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

The Board and Committees shall have the autonomy to retain such outside professionals to act as advisors as may be deemed necessary or appropriate in the discharge of their duties. The Company shall provide appropriate funding for such advisors.

5. Director Compensation

Compensation of each independent director shall be determined from time-to-time by the Board, in its discretion, and may consist of any one or more of (a) an annual cash fee for serving on the Board, (b) a cash payment for each Board meeting attended, (c) an annual cash fee for each Committee on which the director serves, (d) an annual grant of stock options, or (e) an annual grant of restricted or unrestricted stock.

6. Related Party Transactions

Directors and officers are expected to report any transaction that the Company would be required to disclose pursuant to Item 404(a) of Securities and Exchange Commission Regulation S-K (a “Related-Party Transaction”) to the Nominating and Governance Committee. All such Related-Party Transactions shall be subject to the review and approval of the non-interested members of the Nominating and Governance Committee. In determining whether to approve any such transaction, the Nominating and Governance Committee will consider such factors as it deems relevant, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in arm’s length negotiations with an unrelated third party.

7. Director Orientation and Continuing Education

To the extent requested, the Company shall make available an orientation program for all newly elected directors so that they may be fully informed as to their responsibilities and the means at their disposal for the effective discharge of such responsibilities. This orientation will include presentations by senior management to familiarize the new director with the Company’s strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the orientation program. Other programs will be scheduled from time-to-time as deemed appropriate.

8. Chief Executive Officer

If the Board so determines, the same individual may serve as both Chairman of the Board and Chief Executive Officer.

The Chief Executive Officer shall be the official spokesperson of the Company in dealings with the press or third parties. The Chief Executive Officer may delegate specific tasks to one or more officers or employees.

The entire Board will work with the Nominating and Governance Committee to prepare a succession plan for the Chief Executive Officer, which plan shall be reviewed annually. The succession plan shall specify (1) criteria that reflect the Company’s business strategy, (2) possible internal candidates, (3) methods for identifying external candidates, (4) a formal assessment process for evaluating candidates, and (5) emergency procedures to be followed in the event of a sudden unanticipated vacancy. The succession plan shall further provide that in the event the Board or the Nominating and Governance Committee elects to use a third-party search firm to identify external candidates for the role of Chief Executive Officer that such search firm shall be asked to use its best efforts to include qualified female and racially/ethnically diverse candidates in the initial pool of candidates it presents. The Company’s proxy statement for its

annual meeting of stockholders shall confirm that the Board has adopted a succession plan and that the plan has been reviewed during the past year. The Chief Executive Officer should make available to the Board his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. Annual Performance Evaluation

The Board of Directors, with the participation of the Nominating and Governance Committee, will conduct an annual self-evaluation to determine whether it, its committees and its individual members are functioning effectively.

10. Director Succession

In selecting individuals to fill actual or anticipated vacancies in the Board of Directors, the Nominating and Governance Committee will be guided by the Director Succession Plan attached hereto as Appendix B.

Appendix A

Lead Director Statement of Duties

1. Preside at meetings of the Board when the Chairman is not present.
2. Serve as liaison between the Chairman and the independent directors.
3. Work with the Chairman to establish schedules and agendas for Board meetings and to ensure that there is sufficient time for discussion of all agenda items.
4. Oversee the process of hiring the Chief Executive Officer.
5. Approve the retention of any consultants retained by the Board.
6. Coordinate Board performance evaluations.
7. Have authority to call meetings of the independent directors.
8. Be available to discuss with other directors any concerns they may have.
9. Be available to consult with the Chief Executive Officer regarding the concerns of the directors.
10. Be available to be consulted by any of the senior executives.
11. Be available for consultation with major stockholders.

DIRECTOR SUCCESSION PLAN

The Board of Directors (the “Board”) of Robert Half International Inc. (the “Company”), acting on the recommendation of the Nominating and Governance Committee (the “Committee”), has adopted this Director Succession Plan to assist the Board in identifying and selecting a new director in the event of an anticipated or an unanticipated vacancy in such position.

1. Goals of the Director Succession Plan.

The purpose of the Director Succession Plan is to ensure the orderly identification and selection of new directors in the event of an opening on the Board, whether such opening exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Board, or otherwise. As provided in the Company’s Corporate Governance Guidelines, new nominees for director will be selected by the Committee.

2. Criteria for Selection of New Directors.

In evaluating individuals for nomination as director, the Committee shall select individuals who (a) have skills and experience that can be of assistance to management in operating the Company’s business, (b) demonstrate integrity, accountability and judgment and (c) can be expected to add to the total mix of individuals on the Board so as to give the Company a Board that is effective, collegial, diverse and responsive to the needs of the Company. Other factors that may be considered include (i) experience with small to mid-size businesses (the Company’s principal client base), (ii) a record of entrepreneurial success and/or (iii) financial or accounting experience.

Further, when conducting searches for new directors, the Committee will use its best efforts to include qualified female and racially/ethnically diverse candidates in the pool of nominees and any third-party search firm engaged by the Committee will be asked to use its best efforts to include such diverse candidates in the pool of nominees.

The Committee will insure that, in selecting nominees, the Board will have a majority of directors who meet the criteria for independence established by the New York Stock Exchange.

3. Planning and Review.

On at least an annual basis, the Committee will review the status of the Board. It will consider whether the criteria specified in Section 2 hereof are being met. It shall

determine if there is reason to believe that one or more director slots shall become vacant within the next twelve months. The Committee will report its findings to the Board.

4. Procedure.

If the Committee anticipates that a director position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), or if a director position shall suddenly become vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board nominees for election as director. When identifying potential candidates for nomination as director, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing directors or officers, recommendations from a third-party search firm, or suggestions from stockholders. With respect to the suggestion of nominees by stockholders, the Board and the Committee believe that the publicly available Procedure for Stockholders to Suggest Director Nominees, adopted by the Board in February 2004, provide optimal procedures relating to the suggestion of candidates by stockholders. The Committee shall have the authority to retain whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluate potential nominees.

5. Assessment of Candidates.

The Committee shall make an initial assessment of each candidate. It shall select from this pool one or more candidates for an initial interview by one or more members of the Committee. No candidate shall be selected for submission to the Board without such candidate having been interviewed by all members of the Committee. When the Committee identifies an individual that it believes meets the criteria set forth in Section 2 hereof and should be elected director, it will notify the Board and arrange for the individual to be interviewed by the non-Committee members of the Board.

6. Emergency Succession.

If a director slot should suddenly become vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as rapidly as possible to implement the process described herein.

7. Communication of Policy.

This policy shall be posted on the Company's website.