

Compliance Committee Charter

**[ORGANIZATION NAME]
COMPLIANCE PROGRAM**

**COMPLIANCE COMMITTEE
CHARTER**

The committee shall assure that the [ORGANIZATION NAME] has an effective compliance program in force and effect at all times. The committee shall create, approve, and oversee the compliance program, which shall include specific policies and procedures and related monitoring activities. The compliance program shall ensure compliance with applicable federal and state laws and regulations, as well as compliance with reporting requirements under applicable private arrangements. The compliance program will assist [ORGANIZATION NAME] to operate an ethical and compliant operation.

The committee shall direct the appropriate resources of [ORGANIZATION NAME] to assure that appropriate creation and execution of the compliance program, including the proper records maintenance to document material compliance matters undertaken by the committee. The committee shall receive regular reports from a compliance officer appointed by the committee regarding the discharge of his or her duties, including, but not limited to, the status of internal compliance programs and processes and reported violations of the compliance program and the response to any such alleged violations.

The committee shall have the authority to sanction individual employees responsible under the compliance program and to undertake any investigations it deems appropriate related to the operation of the compliance program. Upon request, the committee shall provide periodic reports to the executive committee or the board of directors.

The compliance officer shall have ultimate responsibility for operating the compliance program, with the support and assistance of the compliance committee. The committee shall consist of ### members, representative of each major department or area. The committee may appoint *ad hoc* members, each to serve at the pleasure of the committee, to assist and advise the committee in carrying out this charter. While the *ad hoc* members of the committee are not entitled to vote on matters formally considered by the committee, the *ad hoc* members shall be entitled to call a meeting of the committee and, further, to have any matter included on the agenda of any meeting of the committee. The committee shall designate the proper manner for calling meetings and the setting of agendas thereto.

The compliance officer and committee shall retain a direct line of communication with and a direct reporting responsibility to the board of directors, executive committee, and CEO.

ARTICLE I
CHAPTER 1
COMPLIANCE

The committee shall ensure that the [ORGANIZATION NAME] has an effective compliance program in force and effect at all times. The committee shall review, approve, and oversee the compliance program which shall include: (a) periodic audits and procedures and related monitoring activities; (b) the compliance program shall ensure compliance with applicable federal and state laws and regulations, as well as compliance with reporting requirements under applicable privacy regulations. The compliance program will assist [ORGANIZATION NAME] to operate an ethical and compliant operation.

The committee shall direct the appropriate resources of [ORGANIZATION NAME] to assure that appropriate creation and execution of the compliance program, including the proper results maintenance to document internal compliance matters undertaken by the committee. The committee shall receive regular reports from a compliance officer appointed by the committee regarding the progress of his or her duties, including, but not limited to, the status of internal compliance programs and processes and reports of violations of the compliance program and the response to any such alleged violations.

The committee shall have the authority to sanction individual employees responsible under the compliance program and to undertake any investigations it deems appropriate related to the operation of the compliance program. Upon request, the committee shall provide periodic reports to the executive committee or the board of directors.

The compliance officer shall have ultimate responsibility for operating the compliance program, with the support and assistance of the compliance committee. The committee shall consist of five members, representative of each major department or area. The committee may appoint ad hoc members, each to serve at the pleasure of the committee, to assist and advise the committee in carrying out this charter. While the ad hoc members of the committee are not entitled to vote on matters formally considered by the committee, the ad hoc members shall be entitled to call a meeting of the committee and, further, to have any matter included on the agenda of any meeting of the committee. The committee shall designate the proper manner for calling meetings and the setting of agendas thereto.

[COMPANY NAME]
EXECUTIVE COMPLIANCE COMMITTEE CHARTER

Adopted [Date]

Introduction and Purpose

[Company Name] (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. The Company's business involves an environment that is highly regulated at both the federal and state level. To assist the Company's senior management in its responsibilities relating to the Company's operational compliance with applicable legal requirements and sound ethical standards, the Company's senior management has established an Executive Compliance Committee, which will provide oversight of and direction to the Compliance Officer and receive a report from the Compliance Officer no less frequently than every quarter.

Composition

The Executive Compliance Committee is composed of the following positions:

- Chief Financial Officer
- Senior Vice President of Human Resources
- Chief Executive Officer, ex officio
- Compliance Officer
- General Counsel
- Corporate Controller
- Chief Information Officer or designee
- Chief Operational Officer and President, ex officio
- Internal Auditor representative, ex officio

and such other positions appointed by the Chief Executive Officer.

Meetings

The Executive Compliance Committee shall meet quarterly, approximately 2 weeks before each Board of Directors meeting. A majority of the Committee constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

Responsibilities and Duties

The Executive Compliance Committee will undertake the following responsibilities and duties and any other activities related to the Company's Compliance Program.

Compliance Standards and Policies

- Oversee the development or modification, issuance, distribution and review of the Code of Conduct and appropriate Compliance policies.
- Oversee the development and implementation of employee communication and training regarding the Code of Conduct, policies and ethics and compliance issues.

Employee and Contractor Training

- Oversee the development and implementation of appropriate and adequate training regarding the Code of Conduct, policies and Compliance Program
- Oversee the development and implementation of employee communication regarding the Compliance Program and issues.
- Oversee administration of a certification program for all employees and appropriate contractors to ensure that they receive, read, acknowledge understanding of, and agree to comply with the Company's Code of Conduct and policies.

Reporting and Complaints Processes

- Oversee the Company's processes, including a toll-free telephone number, through which employees may seek advice on application of the Company's Code of Conduct and policies and report potential Code, policy and legal violations.
- Oversee, on the basis of quarterly reports from the Compliance Officer, the investigations of compliance violations reported to the Compliance Officer.

Monitoring and Auditing Compliance With Code of Conduct, Policies and Legal Requirements

- Ensure appropriate internal and/or external audits and surveys are conducted to verify adherence to the Code of Conduct, policies and applicable legal requirements.
- Oversee periodic employee surveys to test awareness of the Company's compliance guidelines and procedures.
- Direct the Compliance Officer to commission special audits as necessary to verify adherence to the Code of Conduct, policies and/or legal requirements.

Enforcement and Discipline

- Oversee appropriate and consistent discipline is imposed for violations of the Code of Conduct, policies and legal requirements
- Receive quarterly reports from the Compliance Officer regarding reported disciplinary action taken during the prior quarter.

Response and Prevention

- Oversee the action taken by the Company to ensure violations of the Code of Conduct, policies and/or legal requirements are remedied.
- Oversee steps taken to prevent similar violations from occurring in the future

**[Company Name]
Executive Business Risk Management,
Compliance and Privacy Committee Charter**

Adopted: [Date]

Background

[Company Name] (the "Company") is publicly-held and operates in a complex, dynamic, highly competitive, and regulated environment. As a result, the Company has implemented Business Risk Management and Compliance programs. The purpose of the Business Risk Management program is to:

- ◆ create an enterprise-wide approach to proactively identifying, managing and monitoring key business risks;
- ◆ place responsibility for managing risk within the Company's business organizations; and
- ◆ change the way people think about risk and their role and responsibility for risk management.

In recognition of the risks that arise out of the Company's highly regulated environment and government business, the Company has also established a Compliance Program. The Compliance Program promotes compliance with laws, contractual obligations and Company policies, as well as ethical business practices. Although Compliance are incorporated in the Business Risk Management process, there are distinct and separate Compliance Program initiatives that require oversight and direction by the Company's senior management.

The Company is committed to maintaining the privacy of consumer information. Maintaining privacy is integrated into both the Business Risk Management Initiative and the Compliance Program. However, as a result of new legal standards, additional oversight and direction is appropriate while the Company implements new processes to promote compliance with the new privacy standards.

Purpose of the Committee

The Committee will review and make recommendations regarding the Company's Business Risk Management, Compliance and Privacy activities in an effort to promote:

- clarity: the programs are clearly communicated;
- consistency: the programs activities are compatible and don't conflict;
- coherence: the programs activities leverage each other to avoid duplication of effort and ensure they fit together.

The Committee is also a forum for the Chief Functional Officers and leaders from the Business Segments to identify and discuss ideas for improving the Company's Business Risk Management, Compliance and Privacy initiatives and activities and resolve issues that cross departmental and Business Segment lines.

Composition

The Executive Business Risk Management Committee is composed of:

[Company Name] Chief Financial Officer
[Company Name] General Counsel
UnitedHealth Technologies' Chief Executive Officer
Representative(s) from each Business Organization. As of the effective date of this charter, the following are the designated Business Segment representatives

[Name] [Business Organization]
[Name] [Business Organization]

[Outsourced Internal Auditor] representative, ex officio
[External Auditor] representative, ex officio

The following [Company Name] staff provide administrative support to the Committee and attend Committee meetings:

Director of Business Risk Management
Compliance Officer
Privacy Officer
Deputy General Counsel

Meetings

The Committee shall meet at least three times annually or more frequently as necessary. A majority of the Committee members constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

[COMPANY NAME]
BOARD OF DIRECTORS
COMPLIANCE COMMITTEE CHARTER

Adopted [Date]

INTRODUCTION AND PURPOSE

[Company Name] (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. The Company's business involves an environment that is highly regulated at both the federal and state level. To assist the Board of Directors in its responsibilities relating to reviewing the Company's operational compliance with applicable legal requirements and sound ethical standards, the Board has created a Compliance Committee. The Compliance Committee's primary duties and responsibilities are to:

- Establish, in conjunction with Company management, programs regarding operational and legal compliance and sound business ethics for the Company.
- Oversee the Company's relationships with its principal regulatory authorities.
- Review matters relating to Company education, training and communications to help ensure that the Company's policies and procedures on legal compliance and ethics are properly disseminated, understood, and followed.
- Monitor and review the Company's activities to help ensure that legal requirements and high standards of business and personal ethics are communicated within the Company and are being met by the Company, its employees and business partners.

COMPOSITION

The Compliance Committee shall be comprised of three or more independent directors, selected by the full Board, who are free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

MEETINGS

The Committee shall meet at least [number] times annually or more frequently as necessary. A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

RESPONSIBILITIES AND DUTIES

The Compliance Committee shall be subject to the following principles and shall undertake the following responsibilities and duties.

Development of Guidelines and Procedures

- Oversee the development, issuance, distribution and review of appropriate ethics and legal compliance guidelines and procedures.
- Oversee the development and implementation of guidelines and procedures to ensure satisfactory relationships with the Company's principal regulatory authorities.
- Oversee the development and implementation of employee communication and training on ethics and compliance issues.

Ensure Adequate Guidance, Reporting and Investigation Processes

- Monitor and review periodically the systems that management has established to implement the Company's ethics and compliance guidelines.
- Ensure that the Company maintains clear channels of communication, such as a written process and/or a toll-free telephone line, through which employees may seek advice on application of the Company's compliance guides and report potential compliance violations.
- Oversee and receive periodic reports regarding investigations of compliance violations reported to the Company Compliance Officer.
- Ensure that business units have processes in place for receiving and investigating reports of compliance violations, and advising the Company Compliance Committee of these reports.
- Review, with the organization's counsel, legal compliance matters including corporate securities trading policies.

Monitor Compliance with Compliance Guidelines and Ethics Policies

- Ensure that appropriate internal and/or external audits and surveys are conducted to verify adherence to Company compliance guidelines and procedures,
- Oversee administration of a certification program for all appropriate employees to ensure that they receive, read, acknowledge understanding of, and agree to comply with the Company's compliance guidelines and ethical policies.
- Oversee periodic employee surveys to test awareness of the Company's compliance guidelines and procedures.
- Commission special audits as necessary to verify adherence to the Company's compliance guidelines and procedures.

Governance and Evaluation

- Guide the directors in their self-evaluation and evaluation of corporate governance as and when appropriate.

The Compliance Committee, In conjunction with the Company's Audit Committee, as appropriate, shall:

- Review annually with the independent outside auditor or the General Auditor the results of monitoring of compliance with the Company's Code of Conduct.
- Review current/pending litigation or regulatory proceedings bearing on corporate governance in which the Company is a party.
- Review significant cases of employee conflict of interest and related-party transactions, misconduct, or fraud.
- Monitor audits/examinations by governmental or other regulatory agencies.