



**WellCare Health Plans, Inc.**

**Information Technology Oversight Committee Charter**

I. Purposes

The primary purposes of the Information Technology Oversight Committee (the "**Committee**") of the Board of Directors (the "**Board**") of WellCare Health Plans, Inc. (the "**Corporation**") are to (a) assist the Board in its oversight of the Corporation's major information technology ("**IT**") initiatives, (b) act as a "sounding board" for senior management with respect to the Corporation's IT strategy, (c) assist the Board in its oversight of the Corporation's IT security programs and (d) assist the Audit, Finance and Regulatory Compliance Committee of the Board (the "**AFRC Committee**") in its oversight of the Corporation's IT internal controls and its disaster recovery capabilities and strategies.

II. Appointment, Composition, Qualification and Term of Office

- The members of the Committee will be appointed by the Board based on nominations recommended by the Corporation's Nominating and Corporate Governance Committee (the "**NCG Committee**").
- The Committee will consist of not less than one member of the Board.
- The NCG Committee will recommend, and the Board will appoint, one member of the Committee to serve as Chair of the Committee. Each member of the Committee will serve until such member's successor is duly appointed and qualified or until such member's earlier resignation or removal. Members of the Committee may be removed by the Board.
- The Corporation's Chief Information Officer will be the executive primarily responsible for advising, reporting to and supporting the Committee. The Chief Information Officer shall take appropriate actions to assist the Committee in performing the Committee's responsibilities under this Charter, including, but not limited to, identifying the issues and policies to be reviewed by the Committee and coordinating presentations to the Committee.

III. Committee Meetings – Operating Principles

- The Committee will meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities.
- Meetings of the Committee may be called as needed by the Committee Chair, the Chair of the Board, the Lead Director, if any, or the Chief Executive Officer. Notice of such meetings may be given in a manner consistent with the procedure for giving notice of special meetings of the Board as set forth in the Corporation's bylaws, as amended.

- A majority of the entire Committee shall constitute a quorum for the transaction of business at any meeting of the Committee, and, except as otherwise required by statute or the Corporation's Certificate of Incorporation or bylaws, as amended, the act of a majority of the Committee members present at any meeting at which a quorum is present shall be the act of the Committee.
- The Committee Chair will preside, when present, at all meetings of the Committee. In the event the Chair is not present at a meeting, the Committee members present at the meeting will designate one such member as the acting Chairperson of the meeting. The Committee may meet by telephone or videoconference and may take action by written consent.
- The Committee shall have the authority to obtain advice and assistance from any officer or employee providing services for the Corporation or its affiliates or from any outside legal or other advisor or consultant at reasonable cost without consulting with or obtaining the approval of any officer of the Corporation in advance.
- Minutes of each meeting will be kept and distributed to all members of the Committee.
- The Committee may form and, where legally permissible, may delegate authority to, a subcommittee of the Committee when the Committee deems it appropriate or desirable.

#### IV. Committee Responsibilities

In furtherance of its purposes, the Committee shall perform the following functions:

- Receive reports from Corporation management regarding the Corporation's major IT projects and initiatives and the Corporation's IT disaster recovery policies and process;
- Consult with Corporation management regarding the selection and oversight of vendors for major IT projects and initiatives;
- Review the budget and expenses associated with the Corporation's major IT projects and initiatives;
- Consult with Corporation management regarding the Corporation's overall IT strategy;
- Review the quality and effectiveness of the Corporation's IT security programs;
- Support the AFRC Committee in its review and oversight of the Corporation's IT internal controls, cybersecurity, disaster recovery process and other enterprise risks associated with IT; and
- Provide periodic reports, and make recommendations as appropriate, to the Board regarding the Corporation's IT projects and strategy and any related work by the Committee.

V. Other Responsibilities

- At least annually consider, and recommend to the full Board as appropriate, changes to this Charter.
- Take such further actions or provide such further advice as the full Board may from time to time delegate to the Committee.
- Conduct an annual self-evaluation of the Committee.

VI. Overview of the Committee's Role

- The foregoing list of duties and responsibilities is not exhaustive and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties.
- The Committee's responsibility is one of oversight. It is the responsibility of the Corporation's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and on the accuracy of the information provided to the Committee by such persons or organizations.

VII. Disclosure

- Publish this Charter to the Corporation's website.

*Originally approved by the Board: January 28, 2015*

*Reviewed without revision: May 12, 2015*

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