



**WellCare Health Plans, Inc.**

**Nominating and Corporate Governance Committee Charter**

I. Purpose

The principal purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of WellCare Health Plans, Inc. (the “**Corporation**”) are (i) to identify, in accordance with the criteria approved by the Board from time to time, individuals who are qualified to serve as directors, (ii) to recommend such individuals to the Board, either to fill vacancies that occur on, or new directorships created by, the Board from time to time or in connection with the selection of director nominees for each annual meeting of stockholders, (iii) to periodically assess the size and composition of the Board to ensure the Board can effectively carry out its obligations, (iv) to develop and recommend to the Board a set of corporate governance guidelines and implement and monitor such guidelines adopted by the Board, (v) to oversee the evaluation of the Board and management and (vi) to oversee the Corporation’s efforts to comply with all New York Stock Exchange (the “**NYSE**”) corporate governance listing requirements.

II. Appointment, Composition, Qualifications and Term of Office

The members of the Committee shall be appointed by the Board based on nominations recommended by the Committee.

The Committee will consist of not fewer than three members, each of whom shall be a director who satisfies the independence requirements of the NYSE Listed Company Manual, as interpreted by the Board in its business judgment.

The Committee shall recommend, and the Board shall appoint, one member of the Committee to serve as Chair of the Committee. Each member of the Committee shall 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.

III. Committee Meetings – Operating Principles

- The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case at least once each year.
- Meetings of the Committee may be called as needed by the Committee Chair, the Chair of the Board (the “**Board Chair**”), 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 Chair of the meeting. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.
- The Committee shall have the sole right to retain and terminate search firms and consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve search firm fees and negotiate retention terms in connection therewith.
- 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 without first consulting with, or obtaining the approval of, any officer of the Corporation in advance.
- The Committee may request that members of management or outside consultants and advisors of the Committee be present to assist the Committee in performing its duties.
- Minutes of each meeting will be kept and distributed to the entire 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. Nominating and Corporate Governance Committee Responsibilities

The Committee shall perform the following functions:

- Develop and recommend to the full Board a set of corporate governance guidelines applicable to the Corporation, review such guidelines annually and recommend any modifications thereto to the Board and carry out the responsibilities and duties set forth in such guidelines.
- Consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.
- Seek individuals qualified to be prospective nominees for director for recommendation to the Board, consistent with the criteria identified for the Board.
- Review the qualifications of prospective nominees for director, consistent with criteria approved by the Board, and recommend to the Board a slate of nominees for inclusion in the Corporation's proxy statement and presentation to the Corporation's stockholders at the annual meeting of stockholders. In evaluating candidates for nomination to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including judgment, skill, integrity, reputation, diversity and business and other experience. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Corporation or other sources. In addition, the

Committee shall take into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended, and the listing standards of the NYSE.

- Assist in the preparation of the disclosure regarding director independence and the operations of the Committee, as required for inclusion in the Corporation's proxy statement under Items 407(a) and (c) of Regulation S-K (as in effect from time to time).
- Oversee and assist in the preparation of a discussion of (a) the particular experience, qualifications, attributes or skills of each director and each of the Board's director nominees, and the reasons why each such individual should serve as a director of the Corporation and (b) whether the Committee considers diversity in identifying nominees for director, and if so how, as required for inclusion in the Corporation's proxy statement under Items 401(e)(1) and 407(c)(2)(vi), respectively, of Regulation S-K (as in effect from time to time).
- Review the performance of the Board annually and the performance of Board members before nominating them for re-election.
- Periodically review the composition of the full Board to determine whether additional Board members with different qualifications or areas of expertise are needed to further enhance the composition of the Board and work with management in attracting candidates with those qualifications.
- To develop and oversee the Corporation's orientation program for new directors, periodically review this program and update it as necessary.
- Periodically review all standing or any ad hoc committees and recommend to the full Board, as appropriate, changes in number, function or composition of committees. In evaluating candidates for nomination to committees of the Board, the Committee may take into consideration such factors or criteria as the Committee deems appropriate, including candidates' judgment, skill, integrity, and business or other experience. In addition, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Securities Exchange Act of 1934, as amended, and the listing standards of the NYSE.
- Review any director resignation letter and evaluate and recommend to the Board whether such resignation should be accepted.
- Oversee succession planning for the Chief Executive Officer and the other members of the Corporation's executive management, and, in consultation with the Compensation Committee (the "**Compensation Committee**") of the Board, advise the Board with respect to succession planning, including at least annually, review with the Board development and succession plans for the Chief Executive Officer and the other members of the Corporation's executive management.
- Annually recommend to the full Board a member of the Board to serve as Board Chair as set forth in the Corporation's corporate governance guidelines. In the event the recommended Board Chair is not independent, the Committee shall also recommend to the full Board a member of the Board to serve as Lead Director.
- Periodically review the Corporation's director and officer liability insurance coverage.

- Confer, as the Committee deems appropriate, with the General Counsel on matters of corporate governance.
- Consider questions of independence of members of the Board, service by members of the Board on the boards of directors of more than two other public companies and possible conflicts of interest of members of the Board and executive officers.
- Establish procedures for interested persons to contact the Chair of the Committee or the non-management directors or independent members of the Board as a group.
- To the extent required by applicable insurance laws and regulations, the Committee shall recommend for election the directors of the Corporation's regulated subsidiaries to such subsidiary's shareholders and recommend for election the principal officers of the Corporation's regulated subsidiaries to such subsidiary's board of directors.

V. Other Responsibilities

- Report to the full Board all significant items discussed by the Committee, as the Committee deems appropriate.
- At least annually consider, and recommend to the full Board as appropriate, changes to this Charter.
- Take such further actions as the full Board may from time to time delegate to the Committee.
- Conduct an annual self-evaluation of the Committee and oversee the annual evaluation of the Board.
- Oversee and administer the Corporation's Policy and Procedures with Respect to Related Person Transactions, as delegated by the Board.
- The Chair of the Committee, or the full Committee as necessary, will consult with the Chair of the Compensation Committee with respect to the review of corporate goals and objectives relevant to the compensation of the Chief Executive Officer and with respect to the evaluation of the performance of the Chief Executive Officer in light of those goals and objectives.

VI. Disclosure:

- Publish on the Corporation's website (a) this Charter and (b) the charter of any committee to which the Committee has delegated any of its functions.

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