



**WellCare Health Plans, Inc.**

**Health Care Quality and Access Committee Charter**

I. Purpose

WellCare Health Plans, Inc. (the "**Corporation**") recognizes that health care quality and access is a critical part of its mission to partner with providers and governments to provide quality, cost-effective health care solutions and to enhance the health and quality of life of the members of the health plans of the Corporation and its affiliates ("**Members**"). The Corporation also recognizes that the quality of the services it provides, and access to those services, is impacted by all aspects of the Corporation's operations. The principal purpose of the Health Care Quality and Access Committee (the "**Committee**") of the board of directors (the "**Board**") of the Corporation is to assist the Board by reviewing, and providing general oversight of, the Corporation's health care quality and access strategy (the "**Health Care Quality and Access Strategy**"). The Committee shall also have general oversight authority regarding matters related to its principal purpose.

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 fewer than two members 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 Executive Vice President, Clinical Operations and Business Development (the "**Executive Vice President**") will be the executive primarily responsible for advising, reporting to and supporting the Committee. The Executive Vice President 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 and the distribution of information 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:

- Periodically review, and consult with the Corporation's management regarding, the Corporation's Health Care Quality and Access Strategy.
- Periodically review, assess and evaluate matters relating to the Corporation's Health Care Quality and Access Strategy, which may include, without limitation:
  - Policies and procedures governing health care quality and access;
  - Care management and disease management programs;
  - Accreditation processes and strategies;

- The collection and reporting of data related to quality metrics and Members' access to health care;
  - Network development strategies;
  - Initiatives to improve access to health care for Members;
  - Procedures for reviewing credentials of physicians, hospitals and other providers providing services to Members;
  - The Corporation's oversight of entities to which its plans have delegated certain of their contractual obligations (sometimes known as "delegated entities");
  - The activities of the quality improvement committees of the Corporation's subsidiaries;
  - The Corporation's efforts to integrate quality goals throughout the enterprise; and
  - Such other matters as the Committee deems appropriate in overseeing the Corporation's execution of the Health Care Quality and Access Strategy.
- Review periodic reports received from the Executive Vice President, such as reports summarizing the Health Care Quality and Access Strategy and other quality and/or access-related activities and efforts undertaken by the Corporation, results of health care quality audits conducted, reports on on-going health care quality training programs and reports of received complaints and allegations relating to the quality of, or access to, the health care provided by the Corporation that are deemed to be material by the Executive Vice President.
  - Prepare and submit to the Board periodic reports on the Committee's activities and significant matters as the Committee deems appropriate.
  - Consult with the Compensation Committee as needed with respect to quality measures that may, from time to time, be factored into the Corporation's compensation programs.

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. Further, the Committee's failure to perform any one or more of the duties and responsibilities set forth herein will not impact the validity of the Committee nor shall it be a reflection on the Committee's effectiveness in fulfilling its purpose.
- 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: April 11, 2008*

*Revised: February 6, 2009*

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