



**WellCare Health Plans, Inc.**

**Regulatory Compliance Committee Charter**

I. Purpose

WellCare Health Plans, Inc. (the "**Corporation**") is committed to establishing a culture of integrity and trust, to conducting all of its business dealings in compliance with applicable federal and state laws, rules and regulations and to operating with the highest standards of business ethics. The principal purpose of the Regulatory Compliance Committee (the "**Committee**") of the board of directors (the "**Board**") of the Corporation is to assist the Board in overseeing the Corporation's regulatory compliance program, policies and procedures, including the Corporation's: (i) compliance with federal and state laws, rules and regulations applicable to the business of the Corporation and its affiliates; and (ii) compliance with the Corporation's code of conduct and business ethics and related policies by employees, officers, directors and other agents of, and those providing services for, the Corporation and its affiliates.

II. Appointment, Composition, Qualification and Term of Office

- The members of the Committee shall be appointed by the Board based on nominations by the Corporation's Nominating and Corporate Governance Committee.
- The Committee will consist of not fewer than three members of the Board.
- The Nominating and Corporate Governance Committee shall recommend, and the Board shall appoint, one member of the Committee to serve as Chairperson 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.

The Corporation's Corporate Compliance Committee, Compliance Department and Chief Compliance Officer shall advise, report to and support the Committee and take appropriate actions to assist the Committee in performing the Committee's responsibilities under this Charter, including, but not limited to, identifying issues and policies to be reviewed by the Committee and coordinating presentations and the distribution of information to the Committee. The role of the Committee is one of oversight and does not extend to planning or conducting audits and investigations or in assuring that the Corporation's business is conducted in accordance with relevant laws and other applicable standards. These are the responsibilities of management.

### 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 four times each year.
- Meetings of the Committee may be called as needed by the Committee Chairperson, the Chairperson of the Board, the Lead Director 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 Chairperson will preside, when present, at all meetings of the Committee. In the event the Chairperson 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. In the event that 50% of the Committee members favor taking an action, the Chairperson's vote shall decide whether such action is taken. The Committee may meet by telephone or videoconference and may take action by unanimous 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 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 assist the Committee in performing its duties.
- Minutes of each meeting shall be kept and distributed to all members of the Committee.
- The Committee may form, and to the extent legally permissible, may delegate authority to, a subcommittee of the Committee when the Committee deems it appropriate or desirable.

### IV. Regulatory Compliance Responsibilities

The Committee shall perform the following functions:

- Provide oversight of the structure, operation and efficacy of the Corporation's compliance program, including, without limitation:
  - The Corporation's compliance efforts with respect to its code of conduct and business ethics and relevant federal and state laws, regulations or other legal standards (excluding matters of financial reporting that shall be subject to the oversight of the Audit and Finance Committee), including, but not limited to,

those relating to Medicare, Medicaid, sales and marketing programs, federal and state privacy laws and fraud and abuse laws.

- The adequacy, efficacy and implementation of the Corporation’s annual compliance audit plan developed by the Chief Compliance Officer relating to the Corporation’s compliance activities and programs.
  - The adequacy of the organization, responsibilities, plans, results, budget, membership, staffing and operations of the Corporation’s Corporate Compliance Committee and Compliance Department. The Committee shall review and approve each annual Compliance Department budget.
  - The status of, and management’s response to, legislative, regulatory and legal developments that may affect the business of the Corporation and its affiliates.
  - The adequacy and efficacy of the Corporation’s compliance policies and procedures.
  - The Corporation’s performance under the Corporate Integrity Agreement (the “**CIA**”) between the Corporation and the Office of Inspector General of the U.S. Department of Health & Human Services (the “**OIG**”).
- Regularly meet with the Chief Compliance Officer and, as necessary, members of the Corporate Compliance Committee and Compliance Department regarding the implementation and effectiveness of the Corporation’s code of conduct and business ethics.
  - Regularly review compliance audits, or summaries of such audits, corrective action plans and the results of such plans.
  - Review the Corporation’s code of conduct and business ethics not less than annually and make recommendations to the Board regarding proposed revisions to the code of conduct and business ethics.
  - Receive and review periodic reports from the Chief Compliance Officer regarding, among other things: (i) compliance-related activities undertaken by the Corporation; (ii) reports on on-going compliance training programs; (iii) calls received by the Corporation’s anonymous hotline, and the investigation and resolution of those matters; (iv) other complaints and allegations relating to the Corporation’s regulatory compliance matters (for avoidance of doubt, the Committee will not address any complaints regarding accounting or auditing matters; the Audit and Finance Committee shall be responsible for such matters); (v) notifications regarding the adoption of, and revisions to, compliance policies and procedures and (vi) not less than annually, a compliance program report incorporating each of the elements of an effective compliance program identified by the Centers for Medicare & Medicaid Services.
  - Report to and coordinate with the Audit and Finance Committee regarding regulatory compliance matters that may affect the Corporation’s business, financial statements or compliance policies, including any material reports or inquiries from regulatory or governmental agencies.

- Receive reports from, and coordinate with, the Audit and Finance Committee regarding regulatory compliance issues arising as a result of the Corporation's internal audit function.
- Consult with the Compensation Committee as needed with respect to compliance measures that may, from time to time, be factored into the Corporation's compensation programs.
- Remain informed of political contributions made by the Corporation or the Corporation's political action committees; monitor the Corporation's political spending, receive periodic reports from the General Counsel and the senior executive responsible for Government Affairs, or their designees, and review the purpose and benefits of the expenditures.
- On an annual basis for so long as the CIA is effective, review the effectiveness of the Corporation's compliance program, document the Committee's findings and conclusions in writing for submission to the OIG and adopt any related resolutions as required by the CIA.
- Together with the Chief Executive Officer, provide oversight of the performance of the Chief Compliance Officer, including by providing input for the annual evaluation of the performance of the Chief Compliance Officer, Compliance Department and Corporate Compliance Committee. The Chief Executive Officer shall consult with the Committee prior to terminating or hiring a Chief Compliance Officer. In the event the need to terminate a Chief Compliance Officer is urgent and there is insufficient time to call a meeting of the Committee, the Chief Executive Officer may instead consult with the Chairperson of the Committee regarding such proposed termination.
- Prepare and submit or provide to the Board periodic reports on its activities and significant matters as the Committee deems appropriate, including reporting on political expenditures.

V. Other Responsibilities

- 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.

VI. Disclosure

- Publish this Charter on the Corporation's website.

*Originally approved by the Board of Directors: April 11, 2008*

*Revised: February 6, 2009*

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