

**UNITEDHEALTH GROUP
BOARD OF DIRECTORS
COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER
November 7, 2008**

INTRODUCTION AND PUPOSE

UnitedHealth Group Incorporated (the "Company") is a publicly held company and operates in a complex, dynamic, highly competitive, and regulated environment. In order to assure the kind of informed decision making beneficial to the Company, much of the Board of Director's oversight occurs through its standing committees, such as the Compensation and Human Resources Committee (the "Committee"). The Committee's primary purpose is to carry out and perform the responsibilities and duties set forth in this Charter.

COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom the Board has determined meets (a) the Company's Standards for Director Independence, (b) the independence requirements of the New York Stock Exchange ("NYSE"), (c) the requirements of a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and (d) the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. The members of the Committee are appointed by the Board and serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

MEETINGS

The Committee shall meet at least four times per year at a place and time determined by the Chair, or more frequently as necessary. To the extent practicable, each Committee member shall attend each regularly scheduled Committee meeting in person. 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 or by written action signed in the manner and by the number of Committee members required under the Company's Articles of Incorporation and Bylaws and applicable law. The Chair shall convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Committee may invite to its meetings any member of management and such other persons as it deems appropriate in order to carry out its responsibilities, including, but not limited to, tax experts, attorneys and accountants. All other Board members have a standing invitation to attend meetings of the Committee.

RESPONSIBILITIES AND DUTIES

The Committee has the following responsibilities and duties:

1. Executive and Director Compensation

- Oversee the Company's policies and philosophy related to total compensation for executives, which shall be approved by the full Board by an affirmative vote of a majority of the Board members.
- Approve annual and long-term performance goals and objectives for the Company's executive officers.
- Review and approve the compensation practices for the Chief Executive Officer ("CEO") and other executive officers, including base salary, short-term incentive compensation and long-term incentive and equity awards, taking into account such factors as the Committee deems appropriate.
- Make recommendations to the Board with respect to the adoption or amendment of the Company's incentive compensation plans in which the Company's executive officers participate, including equity-based plans, employee benefit plans and executive compensation deferral plans and approve the adoption or amendment of any other incentive compensation plans.
- Establish the Company's employment arrangements with its CEO and other executive officers. Conduct the annual performance reviews for the CEO and oversee the performance evaluations of other executive officers. The Committee shall consider the input of the full Board when performing its annual performance review of the CEO. The performance review shall involve the review and approval of corporate goals and objectives relevant to compensation and an evaluation of the performance in light of these goals and objectives. In determining the long-term incentive component of compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given in past years.
- Review the form and amount of director compensation at least annually, and make recommendations to the Board.
- Make recommendations to the Board regarding the approval or modification of any compensation plan in which a director is eligible to participate and approve or disapprove any modifications as delegated by the Board.
- Monitor compliance of directors and executive officers with the Company's program of required stock ownership.

2. Incentive Plans

- Oversee and make recommendations to the Board with respect to the approval of any new equity-based compensation plan or any material change to an existing plan subject to receipt of shareholder approval, if necessary.

- Oversee the administration of the Company's incentive and equity-based plans, including employee stock purchase plan, and perform the functions of the Committee outlined in such plans, including the determination of whether to grant any equity awards under such plans.
 - Review, at least annually, the Company's policy regarding equity awards and monitor compliance with the Company's policies regarding equity awards.
3. Disclosure
- Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") and make recommendations to the Board regarding the information to be included in the CD&A in the Company's annual proxy statement or other applicable SEC filing.
 - Prepare a report for inclusion in the Company's proxy statement or other applicable SEC filing in accordance with SEC rules and regulations.
4. Other Responsibilities
- Report regularly to the Board on Committee actions and any significant issues considered by the Committee.
 - Perform such other functions as assigned by law, the Company's Articles of Incorporation or Bylaws, or the Board.

DELEGATION

The Committee may, in its discretion, form and delegate authority to subcommittees, including a single member, when appropriate and consistent with applicable law.

PERFORMANCE EVALUATION

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend to the Board any revisions to this charter deemed necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

RESOURCES AND AUTHORITY

The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining outside counsel, outside compensation consultants and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to retain and terminate any such consultant, including sole authority to approve its fees and other retention terms.