

**UNITEDHEALTH GROUP  
BOARD OF DIRECTORS  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER  
November 7, 2008**

**INTRODUCTION AND PURPOSE**

UnitedHealth Group (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. The business and affairs of the Company are governed by (or under the direction of) a Board of Directors ("Board"), so that the recommendation and selection of qualified individuals to be Board members is crucial to the successful operation of the Company. The Nominating and Corporate Governance Committee's (the "Committee") 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 the independence requirements of the Company's Standards for Director Independence, the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission (the "SEC"). 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 annually 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. 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. Identification, Evaluation and Recommendation of Board Candidates

- Identify, evaluate and recommend to the Board individuals for (i) the Board to nominate for election as directors at either an annual or special meeting of shareholders, and (ii) election to the Board to fill vacancies existing on the Board.
- Formulate and administer policies and procedures for identifying, evaluating and recommending director candidates, including consideration of nominees recommended by shareholders, to stand for election at an annual or special meeting of shareholders or to fill a vacancy existing on the Board.
- Review and make recommendations to the Board whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits.
- Administer the process outlined in the Company's Bylaws concerning shareholder nominations for director candidates.
- Consider any resignation offered by a director who (i) receives a greater number of votes "against" his or her election than votes "for" such election, or (ii) changes the primary career responsibility he or she held when elected to the Board, and recommend to the Board whether to accept such resignation.

## 2. Board Structure and Organization

- Develop an annual evaluation process for the Board, its committees and individual directors and ensure the execution of such annual evaluation.
- Recommend to the Board directors to serve as members of each committee and, in consultation with the Chairman of the Board, as committee chairs.
- Review periodically, but at least annually, the size and skills of the Board and each standing committee and recommend to the Board such changes that the Committee believes desirable.

## 3. Corporate Governance

- Review periodically as it deems appropriate, but at least annually, the Company's Standards for Director Independence, recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors should be deemed independent directors under the then-current standards and under any recommended modifications to the standards.
- Review periodically as it deems appropriate, but at least annually, the requirements of a "financial expert" under applicable rules of the SEC and NYSE, assess which directors should be deemed financial experts and recommend to the Board the determination that such directors are "financial experts."
- Monitor emerging corporate governance trends and oversee and evaluate the Company's corporate governance policies and programs and recommend to the Board such changes the Committee believes desirable.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review these principles at least annually.
- Review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement.
- Oversee and review on a periodic basis the continuing education program for directors and the orientation program for new directors.

#### 4. Executive Officers

- Review periodically, but not less than annually, persons serving as Company officers and recommend to the Board election of persons to serve as Company officers and the identification of such officers who shall be designated as “executive officers” pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- Develop a succession planning process through which the Board, in consultation with the Chief Executive Officer, may identify potential successors of the Company’s executive officers, including the Chief Executive Officer.

#### 5. 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. The duty to oversee an annual evaluation of the performance of management, included in the NYSE Listed Company Manual as a duty of the Committee, has been delegated to the Compensation and Human Resources Committee.

### **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 appropriate to discharge its duties and responsibilities, including retaining outside counsel, outside search firm 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 counsel, search firm or advisor, including sole authority to approve its fees and other retention terms.