

**UNITEDHEALTH GROUP INCORPORATED  
BOARD OF DIRECTORS  
PUBLIC POLICY STRATEGIES AND RESPONSIBILITY COMMITTEE CHARTER  
November 7, 2008**

**INTRODUCTION AND PURPOSE**

UnitedHealth Group Incorporated (the "Company") is a publicly-held company and operates in a complex, dynamic, highly competitive, and regulated environment. The Company's business is highly regulated at both the federal and state level. The Company is committed to constructively participating in the development of healthcare policy, in good corporate citizenship and in improving the health and quality of the life of communities that it serves. The Public Policy Strategies and Responsibility 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 a number of directors as determined by the Board of Directors (the "Board"). 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. Public Policy

- Oversee, in cooperation with management the identification, evaluation and monitoring of social, legislative, regulatory and policy issues, both domestic and international, that affect or could affect the Company's business reputation, business activities and performance and review the Company's public policy positions in relation thereto.
- Oversee the manner in which the Company conducts its public policy and government relations activities.
- Review and recommend to the Board policies, positions and practices concerning broad public policy issues, including those that relate to:
  - healthcare policy and regulatory issues;
  - civic activities and business practices that impact communities in which the Company does business;
  - the Company's involvement with charitable, political, social, educational and community organizations; and
  - responsible environmental practices.
- Review and recommend to the Board any changes to the Company's Political Contributions Policy periodically.
- Review at least semi-annually political contributions made by the Company and its political action committees and approve the public disclosure of such contributions.
- Oversee the Company's external relations functions and activities.

### 2. Corporate Social Responsibility

- Monitor and evaluate the Company's corporate citizenship programs and community relations activities, including support of charitable, educational, community-based and similar organizations.
- Review and make recommendations to the Board, in cooperation with the Compensation and Human Resources Committee concerning the Company's general philosophy regarding diversity, including as it relates to Company policies and practices in areas other than employee diversity.

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