

**HealthPartners, Inc.
Group Health Plan, Inc.**

Board Charter

The Role of the HealthPartners & Group Health Plan, Inc. Boards of Directors

The HealthPartners, Inc. and Group Health Plan, Inc. Boards of Directors (the “Board”) represent the members’ interest in ensuring the accomplishment of the organization’s mission to improve the health of our members, patients and the community. The business of the organization is managed under the Board’s direction. The Board delegates to the Chief Executive Officer, and through him or her, to other senior management the authority and responsibility for managing the every day affairs of the organization. The Board’s role includes the following:

- The selection, compensation and evaluation of a well-qualified and ethical Chief Executive Officer
- Acting as an advisor and counselor to the Chief Executive Officer and other senior management on significant issues facing the organization including supporting and challenging management in transforming the health care system to one which is more patient and member-centered, safe, effective, timely, equitable and effective
- Planning for Chief Executive Officer and senior management succession and, where appropriate, replacing the Chief Executive Officer
- Developing, implementing and monitoring an executive compensation process that is competitive, fair, unbiased and that supports the goals of the organization
- Guiding, approving and monitoring the organization’s strategic plans
- Understanding, approving and monitoring annual operating and capital plans and budgets
- Understanding and reviewing the organization’s financial statements and reporting and supporting their integrity by engaging independent outside auditors
- Understanding, reviewing and approving actions that affect the strategic direction or fundamental character of the organization
- Nominating directors and overseeing effective corporate governance
- Monitoring the effectiveness of management policies and decisions including the execution of its strategies
- Monitoring ethical and legal compliance and assessing business risk
- Supporting and guiding the organization’s efforts to strengthen relationships with members, patients and the community.