

## **MOLINA HEALTHCARE, INC.**

### **COMPLIANCE COMMITTEE CHARTER**

#### **PURPOSE**

The Compliance Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Compliance Committee's primary duties and responsibilities shall include but not be limited to:

- Be generally knowledgeable about compliance issues facing the Company.
- Together with the Audit Committee, assist the Board of Directors in its oversight of the Company's compliance with applicable legal and regulatory requirements. The Audit Committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting, and investor disclosures). As to all other areas of compliance ("non-financial compliance"), the Compliance Committee shall have oversight responsibility in the first instance; however, the two committees shall meet jointly at least annually to review the major non-financial compliance matters, including: (i) the overall state of compliance; (ii) significant legal or regulatory compliance exposures; and (iii) material reports or inquiries from regulators.
- Oversee the Company's compliance program and monitor its performance.
- Provide an avenue of communication among management, the Compliance Department, and the Board of Directors.

The Compliance Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities. The Compliance Committee and its members are free to talk directly and independently with any Company personnel in discharging its responsibilities.

#### **COMPOSITION AND QUALIFICATIONS**

The Compliance Committee shall consist of at two or more directors (as determined from time to time by the Board of Directors), appointed by, and who serve at the pleasure of, the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. At least one member of the Compliance Committee shall serve concurrently on the Audit Committee. The Board of Directors shall designate one of the members of the Compliance Committee as its chairperson. The Board of Directors may, by majority vote, remove members of the Compliance Committee.

## **RESPONSIBILITIES AND DUTIES**

The Compliance Committee's responsibilities and duties include but are not limited to:

1. Ensure proper communication of significant compliance issues to the full Board of Directors.
2. Review significant compliance risk areas and the steps management has taken to monitor, control, and report such compliance risk exposures.
3. Monitor the effectiveness of the Company's compliance program and recommend improvements as necessary or appropriate.
4. Meet at least quarterly with the Company's chief compliance officer to discuss compliance program activities.
5. Annually review and assess the effectiveness of the Compliance Committee and the adequacy of the reporting and information flows it is receiving, and make such changes as are necessary to maintain and enhance the Committee's effectiveness, including recommending to the Board of Directors any changes to the Compliance Committee's Charter or its composition.
6. Perform such other activities from time to time as are consistent with this Charter, the Company's Bylaws, and applicable laws as the Compliance Committee or the Board of Directors may deem necessary or appropriate.

## **MEETINGS**

The Compliance Committee shall meet at least two times annually or more frequently if circumstances dictate. Two members shall constitute a quorum. A majority of the members present may decide any question brought before the Compliance Committee. At the discretion of the Compliance Committee, the non-voting management liaison to the Compliance Committee designated by the Board of Directors shall attend Compliance Committee meetings.

## **OUTSIDE ADVISERS**

The Compliance Committee, in its sole discretion, shall have the authority to retain or obtain the advice of one or more consultants, independent legal counsel or other advisers. The Compliance Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of any such advisers retained by the Compliance Committee. In addition, the Company shall provide appropriate funding, as determined by the Compliance Committee, for the payment of reasonable compensation to such advisers retained by the Compliance Committee.

*The Compliance Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Compliance Committee relies to a significant extent on information and advice provided by management and independent advisors.*