

**WELLPOINT, INC.**  
**GOVERNANCE COMMITTEE CHARTER**

(As Amended October 23, 2009)

**I. Purpose of Committee**

The purpose of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of WellPoint, Inc. (the “Company”) is to assist the Board in discharging its responsibilities relating to (a) Board composition and corporate governance by (i) identifying and recommending individuals to the Board for nomination as members of the Board and (ii) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, and (b) determining the compensation of the non-employee members of the Board.

**II. Committee Membership**

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange (the “NYSE”). Members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term as the Board may determine.

**III. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

**IV. Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable as to the size of the Board;
2. To develop and recommend to the Board appropriate criteria for membership on the Board considering the current composition of the Board;
3. To identify individuals qualified to become Board members consistent with the criteria approved by the Board, and to recommend to the Board the Company’s nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill the vacancy either through appointment by the Board or through election by shareholders. The

Committee may consider candidates proposed by management, but is not required to do so;

4. To establish a procedure for the consideration of Board candidates recommended for the Committee's consideration by shareholders;
5. To review and recommend to the Board any necessary changes in the standards to be applied in determining whether a director is independent;
6. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve;
7. To annually review and recommend to the Board compensation and reimbursement arrangements for non-employee directors;
8. To monitor compliance by non-employee directors with the Company's required stock ownership policy;
9. To review directorships in other public companies and health care providers offered to directors of the Company;
10. To oversee the evaluation of the Board and of management;
11. To review and prepare for the Board the results of the annual evaluation of the Board;
12. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to review those guidelines at least once a year;
13. To oversee the design and implementation of director training and development programs;
14. To review and approve all related party transactions that require the Committee's approval pursuant to the Company's Related Party Transaction Policy and Procedures, as in effect from time to time;
15. To prepare and issue the evaluation required under "Performance Evaluation" below;
16. To regularly report on its activities to the Board; and
17. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

To implement its responsibility to oversee the evaluation of management, the Committee shall at a minimum approve the process by which executive management evaluations are conducted by the Compensation Committee.

## **V. Delegation to Subcommittee**

The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee as it deems appropriate.

## **VI. Performance Evaluation**

The Committee shall provide to the Board 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 recommend any improvements to the Committee's Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

## **VII. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants (including consultants or search firms used to identify director candidates and consultants retained to assist in the evaluation of non-employee director compensation), as it deems appropriate, without seeking approval of the Board or management.