

## Technology Committee Charter

### *Purpose*

The Technology Committee shall represent and assist the Board of Directors with the oversight of:

- (a) the Company's process, awareness, evaluation and perspective on potentially disruptive technologies and convergences that may represent threats or opportunities for the Company's business operations;
- (b) the Company's process and perspective on strategic technology capabilities that enable transformational business capabilities;
- (c) the Company's process, execution roadmaps, requisite capital, progress in delivering technology-enabled transformational capabilities and their related outcomes; and
- (d) Management's focus on organizational, talent, cultural, and change management enablers required to ensure achievement of those outcomes.

The Technology Committee may also assist the Audit Committee of the Board (the "*Audit Committee*") in its oversight of the Company's information technology (IT) internal controls, cyber security, business continuity and disaster recovery programs.

### *Composition*

The Technology Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors have the ability to read and understand the technology strategy documents prepared by management and external consultants or advisors for the Technology Committee, which at times may include content of a technical nature related to technology design and architecture, interoperability standards, or consumer experience of advanced technologies. At least one member of the Technology Committee shall in the judgment of the Board of Directors be an expert in technology and its application in healthcare and consumer-facing organizations. The Chairperson of the Technology Committee shall be elected by the Board out of those members appointed to the Committee. The Chairperson shall preside at meetings of the Committee.

### *Responsibilities*

The Technology Committee shall:

1. Receive, review and provide feedback on the Company's annual IT strategy report which shall include a summary view of the strategic technology investments, execution roadmap and IT capital plan.
2. Receive, review and provide feedback on the Company's Enabling Technologies Strategy which contemplates investments in technology capabilities which may be considered foundational investments that are non-specific to one or more business strategies, but create capabilities and conditions to enable business strategies.

3. Receive, review and provide feedback on certain High Impact Use Cases (i.e., purpose-driven applications of technology) which management considers highly representative of transformational business capabilities or consumer and provider experiences. Such use cases inform required investments in business and technology capabilities.
4. Receive, review and provide feedback on the Company's annual scan, assessment and report on emerging technologies and innovations deemed likely to be relevant to the Company's future competitiveness and which may represent opportunities or threats to the Company.
5. Receive, review and provide feedback on the Company's Competitive Analysis of the technology capabilities and investments in industry-relevant capabilities being made by Healthcare IT companies, market moving "technology titans," as well as traditional and non-traditional competitors.
6. Receive, review and provide feedback on the Company's IT Operating Strategy, including governance models, operating model and talent assessment.
7. In conjunction with the Audit Committee, receive, review and provide feedback on the Company's ongoing assessment and plan to address IT risks including cyber security, business continuity and disaster recovery risks.

### *Manner of Acting*

The Technology Committee shall meet at least four times annually, or more frequently as circumstances dictate. A majority of the members of the Technology Committee present (in person or by telephone) at any duly authorized meeting of the Technology Committee shall constitute a quorum and approval by a majority of the quorum is necessary for Technology Committee action. Minutes shall be recorded of each meeting held. When appropriate, action may be taken by written consent in lieu of a meeting of the Committee.

### *Delegation*

The Technology Committee may delegate any of its responsibilities and duties to one or more members of the Technology Committee.

### *Reports*

The Chairperson of the Technology Committee (or in his or her absence such other Committee members as the Committee may select) may report on behalf of the Committee to the full Board at each regularly scheduled meeting with respect to any action taken by the Committee if any meetings of the Committee have been held (or action otherwise taken) since the date of the previous Board meeting. The minutes of the meetings held or other record of action taken may be submitted to the Board of Directors for review in lieu of any such report.