

# Clinical Quality Committee Charter

## *Purpose*

The Clinical Quality Committee (the “Committee”) shall represent and assist the Board of Directors (the “Board”) of Humana Inc. (the “Company”) with the oversight of (a) overall member and patient experience; (b) the Company’s efforts to improve the quality, accessibility, and affordability of health care and reduce health disparities; and (c) the Company’s clinical management strategies, initiatives, policies and procedures.

## *Composition*

The Committee shall be composed of three or more directors appointed by, and who serve at the pleasure of, the Board. At least one member of the Committee shall, in the judgment of the Board, have a background in clinical healthcare operations or the direct delivery of care. The Chair of the Clinical Quality Committee shall be elected by the Board out of those members appointed to the Committee. The Chair shall preside at meetings of the Committee.

## *Responsibilities*

The Committee shall:

1. In conjunction with the Company’s management, periodically evaluate new developments and current trends with respect to patient experience and quality care that may affect companies in the healthcare industry.
2. Receive, review and provide feedback on the Company’s efforts to integrate clinical experience and care models that:
  - a. Positively impact member / patient health outcomes;
  - b. Reduce the cost of care and improve health care affordability;
  - c. Improve access to cost-effective, high-quality care;
  - d. Address social determinants of health and reduce health disparities; and
  - e. Improve member / patient experience and satisfaction.
3. Receive, review and provide feedback on the Company’s clinical practices, policies and innovations, including value-based care strategies, clinical and quality trends, and strategic priorities.
4. Receive, review and provide feedback on the quality of the Company’s healthcare services operations, including the quality of the Company’s pharmacy solutions, medical clinic operations and in-home care solutions; member / patient experience; and provider-led models for the delivery of care.
5. Annually review and reassess the adequacy of this Charter, and submit any recommended changes to the Charter to the Board for approval.
6. Assess, at least annually, the performance of the Committee with respect to the responsibilities and duties specified in this Charter.
7. Take such other actions and perform such services as may be referred to it from time to time by the Board, including the conduct of special reviews as it may deem necessary or appropriate to fulfill its responsibilities.

## *Manner of Acting*

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. A majority of the members of the Committee present (in person or by telephone) at any duly authorized

meeting of the Committee shall constitute a quorum, and approval by a majority of the quorum is necessary for 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 Committee may delegate any of its responsibilities and duties to one or more members of the Committee.

### ***Reports***

The Chair of the 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 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 for review in lieu of any such report.