

Blue Cross and Blue Shield of Kansas City Executive Committee Charter

Adopted April 30, 2015

Executive Committee Charter

PURPOSE

The purpose of the Executive Committee of the Board of Directors (the "Board") is to meet in order to review and discuss matters of significant interest to the Corporation.

AUTHORITY

The Executive Committee derives its authority from the Bylaws of the Corporation and the Board of Directors as a whole. In discharging its duties, the Executive Committee shall have sole authority to retain and terminate: (1) Any search firm or consultant; or (2) Any other advisors (including legal counsel or accountants) as the Committee deems necessary to discharge its duties and responsibilities. The Committee shall have sole authority to approve related fees and retention terms.

COMPOSITION

The Executive Committee shall be composed of a minimum of four (4) members but no more than seven (7) members of the Board. Members of the Executive Committee shall be appointed by the Chairman of the Board with ratification by the Board at the Annual Meeting. The Chairman of the Board shall serve as Chairman of the Executive Committee.

MEETINGS

The Committee will meet at the call of the Chairman of the Board. All Committee members are expected to attend each meeting, in person. Occasional participation via tele- or video-conference is permitted; however, in person attendance is preferred. Minutes will be prepared for approval.

RESPONSIBILITIES

The Executive Committee will carry out the following responsibilities and authority:

1. Review and discuss matters of significant interest to the Corporation as determined by the Chairman of the Board.
2. In the event of any disaster or emergency, the Executive Committee may exercise all of the authority of the Board of Directors if it is impossible or impracticable to

convene a meeting of the Board at which a quorum can be present, and is in the best interest of the Corporation for the Committee to act without waiting until a meeting of the Board can be convened. For purposes of any action taken under this provision, three (3) members of the Executive Committee shall constitute a quorum. In the event that a quorum of the Executive Committee does not survive or is incapacitated, all surviving Board members shall become members of the Executive Committee during the continuation of the emergency and until such time as the Board may resume normal operations. The Executive Committee may, if it deems necessary, appoint an Emergency Operations Committee composed of the Chief Executive Officer and such other officers and members of the Board of Directors as it deems appropriate, to operate and preserve the Corporation's business and assets during such disaster or emergency.

3. Conduct a review and evaluation of the Committee's performance, including compliance with this Charter, as needed.

REPORTING RESPONSIBILITIES

This Committee will:

1. Report to the Board of Directors about Committee activities, issues and related recommendations.
2. Distribute copies of all information reviewed by the Committee within 24 hours of Committee Meetings.
3. Provide an open avenue of communication from Committee to Board and Board to management.

Approved by the Board: April 30, 2015