

UNIVERSAL AMERICAN CORP.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to make recommendations to the Board in order to assist the Board with its responsibilities including:

- (i) the identification of individuals qualified to become Board members, consistent with criteria approved by the Board,
- (ii) the selection of the director nominees for the next annual meeting of shareholders,
- (iii) the selection of director candidates to fill any vacancies on the Board,
- (v) to lead the Board in its annual review of the Board’s performance;
- (iv) to develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”),
- (v) to lead the Board in its annual review of the Board’s performance and to oversee the annual review of performance of the Chief Executive Officer and other member of the Company’s management, and
- (vi) to recommend to the Board director nominees for each committee.

In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

II. Membership

The Committee will be composed of not less than three (3) directors, each of whom, in the business judgment of the Board, has experience that would be valuable to providing broad direction to the Board on matters related to corporate governance, and will be appointed by action of the Board and shall serve at the discretion of the Board. Each member of the Committee will also satisfy the “independence” requirements of the New York Stock Exchange and the company’s Corporate Code of Ethics. The General Counsel of the Company or such other officer as is designated by the Board to do so will provide any member of the Committee with a copy of the current “independence” requirements of the New York Stock Exchange upon request.

III. Meetings and Procedures

The Chairman of the Committee (or in his or her absence, a member designated by the Chairman or the Committee) shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee shall meet at least twice annually and more frequently as the Committee deems desirable or as the Chief Executive Officer of the Company may request. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any person it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Committee shall conduct an annual performance evaluation of the Committee. The Committee may form and delegate authority to subcommittees when appropriate; *provided* that any such subcommittee must be comprised solely of members of the Committee and must publish its charter.

IV. Goals and Responsibilities

The goals and responsibilities of the Committee are to:

- (i) initiate the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership;
- (ii) recommend to the Board (annually and as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign) directors for election by the stockholders at the next annual meeting and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below;
- (iii) annually review the performance of individual directors and evaluate and recommend to the Board the nomination for re-election of current directors;
- (iv) evaluate and recommend to the Board the termination of individual directors (in accordance with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Company's other committees), for cause or other reason;

- (v) recommend to the Board director retirement policies;
- (vi) recommend to the Board the membership composition of the Board committees, including the size of the Board and Board committees;
- (vii) make recommendations to the Board regarding the authority of Board committees (including the Committee) to form and delegate authority to subcommittees;
- (viii) recommend to the Board the nomination, for election by the Board, of the Chairman of the Board, the Chief Executive Officer and members of Board-appointed committees;
- (ix) oversee, by providing written criteria therefor, the Board's annual review of the performance of the Board (including its composition and organization) and an annual review of management, and make appropriate recommendations for improving performance;
- (x) review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions;
- (xi) review and reassess the adequacy of the Corporate Governance Guidelines and other corporate governance policies and recommend to the Board any proposed changes thereto to the Board for approval;
- (xii) annually review the performance of the Committee;
- (xiii) periodically report to the Board on its findings and actions, similar to other Board committees;
- (xiv) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will also oversee the review of other committee charters.

Notwithstanding the foregoing, if at any time the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), the selection and nomination of such directors need not be subject to the Committee process.

V. Board Member Selection Criteria

The Committee may consider the following criteria in recommending candidates for election to the Board:

- (i) experience in corporate governance, such as experience as an officer or former officer of a publicly held company;
- (ii) experience in the Company's industry;
- (iii) experience as a board member of another publicly held company; and
- (iv) academic expertise in an area of the company's operations.

VI. Committee Selection Criteria

Each individual nominated to a Board committee will satisfy the following qualifications:

- (i) members of the chartered committees must meet the independence requirements of the New York Stock Exchange and those set forth in the Corporate Governance Guidelines;
- (ii) members of the Audit Committee, Nominating Committee and Compensation Committee satisfy the selection criteria specified in the relevant committee charter;

VII. Committee Resources

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to retain consultants at the expense of the Company. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

VIII. Disclosure of Charter

This Charter shall be made available on the Company's website at www.uafo.com and to any stockholder who otherwise requests a copy, and the company's Annual Report to Stockholders shall state the foregoing.