

# **Health Insurance Innovations, Inc.**

## **Nominating and Corporate Governance Committee Charter**

Adopted February 7, 2013

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of Health Insurance Innovations, Inc. (the “Company”) to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;
- recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- develop and recommend to the Board the Code of Business Conduct and Ethics for the Company and oversee compliance with such Guidelines and Code; and
- address any matters related to the nomination process required by federal securities laws.

## **Membership**

The Committee shall consist of at least three members. During any period in which the Company is a “controlled company” within the meaning of the NASDAQ rules (unless the Board otherwise determines not to rely on the Nasdaq “controlled company” exemption), the Committee shall not be required to be comprised solely of directors who are deemed by the Board to be independent and meet the independence requirements of Nasdaq. At such time the Company ceases to be a “controlled company” or the Board determines not to rely on the NASDAQ “controlled company” exemption, then, within the period required by the phase-in provisions of the NASDAQ rules applicable to companies who cease to be “controlled companies,” the Committee shall be comprised solely of directors who are deemed by the Board to be independent and meet the independence requirements of NASDAQ.

Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

## **Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
  - review candidates’ qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or NASDAQ rules for Audit Committee, Compensation Committee or other committee membership purposes);
  - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
  - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or

remove individuals after considering issues of judgment, diversity, age, skills, background and experience;

- consider rotation of committee members and committee Chairmen, as appropriate; and
- consider any other factors that are deemed appropriate by the Committee or the Board.

#### *Corporate Governance Matters*

- The Committee shall develop and recommend to the Board the Code of Business Conduct and Ethics for the Company. Committee shall periodically review and reassess the adequacy of such Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- The Committee shall oversee compliance with the Company's Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

#### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

#### **Authority and Delegations**

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

#### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the

other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.