



CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee shall represent and assist the Board in fulfilling its oversight responsibility regarding the Board's structure, organization, performance and effectiveness. The Corporate Governance Committee shall identify candidates for Board membership consistent with criteria approved by the Board; recommend the selection of such candidates as director nominees for each annual meeting of shareholders; and, develop and recommend to the Board a set of corporate governance practices.

Membership

The Corporate Governance Committee of the Board of Directors of CIGNA Corporation shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance Committee and may be removed by the Board of Directors in its discretion. All members of the Committee shall satisfy all applicable independence requirements.

Authority and Responsibilities

The Corporate Governance Committee shall:

- review, evaluate, advise, and report to the Board on the structure, organization, performance, and effectiveness of the Board including development of and recommendation to the Board of corporate governance principles;
- review, advise, and report to the Board on the compensation of active and retired Directors, including assisting in the administration of director compensation plans as authorized by the Board (for which purpose and any other purposes, the Corporate Governance Committee shall be deemed to be the successor committee to the Committee on Directors); and
- advise the Board with respect to Board membership and procedures governing the election of directors by shareholders, develop and recommend for Board approval criteria for selecting new directors, consider suggestions from all sources and identify individuals qualified for Board membership, and recommend to the Board persons to be nominated for election by the shareholders at the Annual Meeting of Shareholders or by the Directors as necessary to fill Board vacancies.

The Corporate Governance Committee shall exercise oversight of the Corporation's positions on and policies with respect to:

- the director to preside at executive sessions of non-management directors and/or the procedure by which such presiding director is chosen;
- the means by which interested parties may make their concerns known to non-management directors;
- significant shareholder relations issues;
- corporate political contributions; and,
- the Corporation's charitable contributions.

Governance, Structure and Operations

The Corporate Governance Committee shall:

Annually:

- evaluate and assess its performance and
- reassess the adequacy of its charter and recommend any proposed changes to the Board for approval.
- In order to carry out its responsibilities, have the authority, in its sole discretion, to retain and terminate any firm used to identify director candidates, including the sole authority to approve the firm's fees and other retention terms.
- Regularly report to the Board with respect to its activities and decisions.