

**CHARTER OF
THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF HEALTH NET, INC.
AS AMENDED AND RESTATED ON DECEMBER 12, 2005**

I. PURPOSE OF THE COMMITTEE

The purposes of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of Health Net, Inc. (the "Company") shall be to identify individuals qualified to serve as directors of the Company, consistent with criteria established by the Board, and to select individuals so qualified as director nominees at each annual meeting of Company stockholders; to nominate individuals to fill vacancies on the Board which occur between annual meetings of Company stockholders; to recommend individual Board members for designation as members of committees of the Board; to advise the Board with respect to the Board's composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and advise the Board with respect to the corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board and the Company's management.

II. COMPOSITION, MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall be composed of three or more directors, all of whom shall be appointed by the Board after the Board's review of the Committee's recommendations with respect thereto. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE") and any additional requirements that the Board deems appropriate.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board, after the Board's review of the recommendations of the Committee with respect thereto, at the first meeting of the Board following the annual meeting of stockholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the directors then in office that are independent directors, as determined by the Board in accordance with the listing standards of the NYSE. On an annual basis, one member of the Committee shall be designated as Chairman of the Committee by the Board after the Board's review of the recommendations of the Committee with respect thereto. No person may serve as Chairman of the Committee for more than three consecutive terms.

The Committee shall fix its own rules of procedure, which shall be consistent with applicable law, the certificate of incorporation and bylaws of the Company and this Charter. The Committee shall meet as provided by its rules of procedure, which meetings shall be held at least four times annually or more frequently as circumstances require. Any member of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the

Committee, and the vote of a majority of the members thereof present at a meeting at which a quorum is present shall be the act of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. RESPONSIBILITIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

- (a) To establish procedures for evaluating the suitability of potential director nominees proposed by management or shareholders.
- (b) To review qualifications of candidates for Board membership from whatever source received and identify individuals qualified to become Board members, consistent with criteria established by the Board from time to time.
- (c) To select the director nominees for election by the stockholders or appointment by the Board, as the case may be, and to select individuals to fill vacancies on the Board which occur between annual meetings of stockholders of the Company, in each case pursuant to the bylaws of the Company, which selections shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation, NYSE listing standards or the Company's bylaws.
- (d) To recommend to the Board criteria relating to tenure as a director, such as retirement age, limitations on the number of times a director may stand for reelection, the

continuation of directors in an honorary or similar capacity and the definition of independence as it relates to the directors.

(e) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to determine whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by the NYSE.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To make recommendations on the frequency and structure of Board meetings.

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor committee structure and operations (including authority to delegate to subcommittees) and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall not be exclusive and shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To develop and review periodically, and at least annually, the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.

(b) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board and Management

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the management of the Company, including the Chief Executive Officer of the Company. Such responsibility shall include responsibility for implementing and overseeing a process for the Board to perform a self-evaluation of its performance on at least an annual basis. The Committee shall establish procedures to allow it to exercise these oversight functions.

IV. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board and the nominations and appointments to the Board made by the Committee, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary. The Committee shall have the sole authority to retain or 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, such fees to be borne by the Company.