

## CUNA MUTUAL GROUP

### AUDIT COMMITTEE CHARTER

Last Amended: February May 28, 2009

This Audit Committee Charter (“Charter”) is intended to assist the Audit Committee (“Committee”) of the Boards of Directors (collectively, “Board”) of the major corporations comprising the CUNA Mutual Group (CUNA Mutual Insurance Society; CUNA Mutual Investment Corporation; CUMIS Insurance Society, Inc.; and MEMBERS Life Insurance Company (collectively, “Company”) in carrying out its duties and responsibilities. This Charter is in addition to, and is not intended to change or interpret, any applicable federal or state law or regulation, the Board’s Governance Principles, or the Company’s Articles of Incorporation or Bylaws. This Charter, including any failure to comply with any of the provisions of this Charter, is not intended to, and does not, create any legal or fiduciary duties or responsibilities or form the basis for a breach of fiduciary duty or potential liability if not complied with. This Charter is subject to discretionary modification and interpretation by the Committee and/or the Board. The term “Company” as used herein may include, as appropriate, the Company’s subsidiaries and affiliates. This Charter will be posted on the Company’s website, and made available to all employees and any requesting policyholder.

#### A. Mission Statement

The Committee will represent and assist the Board of Directors in discharging its oversight responsibility relating to:

1. Accounting, reporting, financial practices and financial controls of the Company, including the quality and integrity of the Company’s financial statements.
2. Qualifications, independence and performance of the Company’s external auditor.
3. Performance of the Company’s internal audit function.
4. Compliance with legal requirements and the Company’s code of conduct.
5. Oversight of risk management processes.

#### B. Organization

1. The Committee is a permanent standing committee established by the Board. Based on the recommendations of the Governance Committee, the Committee will be elected annually by the Board and will be comprised of at least three directors. All members of the Committee must be “independent,” as defined by the Board in its Governance Principles. Based on the recommendations of the Governance Committee, the Chairman of the Committee will be appointed by the Board annually.

2. Committee members shall have sufficient financial and compliance experience, knowledge and ability to enable them to discharge their responsibilities as members. At least one of these members must have past employment experience in finance or accounting, requisite

professional certification in accounting, or any other comparable experience or background that results in the individual possessing financial expertise.

3. The Committee will meet at least four times a year with authority to convene additional meetings as circumstances require. The Chairman of the Committee will be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairman will preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting will appoint a member to preside at the meeting. The presence of a majority of the members of the Committee will constitute a quorum and the act of a majority of the Committee members present at any meeting at which there is a quorum will be the act of the Committee. The Committee may invite to its meetings Company management, internal auditors, external auditors and other such persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons, except other independent directors, it deems appropriate in order to carry out its responsibilities. As part of its responsibility to foster open communication, the Committee should meet periodically with management (e.g., CEO, CFO, Chief Risk Officer), the Vice President of Internal Audit, the Company's General Counsel and the external auditor, in separate executive sessions.

4. The Committee will make regular reports to the Board through its Chairman, and all actions of the Committee will be reported to the Board through its Chairman at the next regular meeting of the Board. Minutes of Committee meetings will be prepared and will be distributed to all Board members as and when appropriate. The Committee will also report immediately to the Board through its Chairman any improper situation as to which the Committee may become aware as it determines is necessary or appropriate.

5. The Committee will have the power and authority to communicate directly with the Company's external auditors, internal auditors and other members of staff, have access to all records and hire such outside counsel, accountants, experts and other outside advisors necessary or appropriate in order to carry out the duties of the Committee as established by this Charter or as otherwise determined by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for compensation to the external auditor, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6. It is recognized that the members of the Committee are not full-time employees of the Company and they do not represent themselves to be accountants or auditors on behalf of the Company. While the Committee has the responsibilities and powers set forth in this Charter, it is not the Committee's duty to plan or conduct audits or to determine if the Company's financial statements are prepared accurately and in accordance with generally accepted accounting principles and applicable rules, regulations and requirements. These duties are the responsibility of management and the external auditors, who are ultimately accountable to the Committee. Moreover, it is not the Committee's responsibility to independently verify information presented to it, unless special circumstances require independent verification. The statement of the Committee's duties below is, in all respects, qualified by this limitation.

**C. Duties**

1. External Auditors

a. Exercise the sole authority and responsibility to appoint and retain, compensate, oversee, evaluate, and terminate, when appropriate, the external auditor. The external auditor will report directly to the Committee.

b. Consider, at least annually, the qualifications of the external auditor, including by obtaining and reviewing a report by the external auditor describing (i) the external auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review and remedial steps taken to deal with any such issues; and (iii) any material issues raised by an inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditor, and remedial steps taken to deal with any such issues.

c. Approve in advance all audit and permissible non-audit services to be provided by the external auditor. Establish the criteria for permissible and prohibited non-audit services. Establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the external auditor.

d. Consider, at least annually, the independence of the external auditor, including whether the external auditor's performance of permissible non-audit services is compatible with the auditor's independence. Obtain, review and discuss a report by the external auditor: (i) describing any and all relationships between the external auditor and the Company, including any permissible non-audit services provided; (ii) confirming that no prohibited non-audit services were provided by the external auditor; (iii) setting forth the auditors' assertion of their independence in accordance with professional standards; (iv) confirming that an individual has not performed the services of a lead (or coordinating) or concurring audit partner (having primary responsibility for the audit) for the Company for more than five consecutive years (subject to a five-year "time out" period); and (v) an individual has not performed the services of an audit partner, other than those of a lead or concurring partner, for more than seven consecutive years (subject to a two-year "time-out" period).

e. Refrain from engaging an external auditor to perform for the company any audit services if any member of the Company's Board of Directors, or the Company's chief executive officer, president, chief financial officer, chief operating officer, chief accounting officer, general counsel, controller, director of internal audit, director of financial reporting, treasurer, or any person serving in an equivalent position for the company, was employed by that firm and participated in any capacity in the audit of the company during the 1-year period preceding the date of the initiation of the audit.

f. Review and discuss with the external auditor: (i) the scope of the audit, with particular emphasis on the areas to which either the Committee or the auditors believe special attention should be directed; (ii) the results of the annual

audit examination by the auditor, and any problems or difficulties the auditor encountered in the course of its audit work and management's response; and (iii) any reports of the external auditor with respect to interim periods.

g. Review and discuss with management and the external auditor the annual audited financial statements of the Company and the opinions expressed thereon, including: (i) an analysis of the auditor's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; (ii) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the company's selection or application of accounting principles and financial statement presentations, as well as any significant adjustments proposed by the auditors; (iii) the financial aspects of any significant transactions which were not a normal part of operations; (iv) review any proposed audit adjustments identified by the external auditor, and any significant changes in accounting policy; and (v) any concern by the auditors with the Company's financial statements as prepared.

h. Review and discuss with the external auditor the conduct of the Company's audit, including the amount of cooperation received during the audit, the extent to which the resources of the Company were used to minimize time spent, and any recommended changes in the approach to the audit to make it more effective.

i. Receive reports from the external auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls and significant changes in internal controls reported to the Committee by the external auditor or management.

j. Review and discuss with the external auditor any other matters that may be of concern to the Committee or to the external auditor, including the quality of the Company's financial staff and the quality of the Company's internal audit staff.

## 2. Internal Audit

a. Review and discuss with the Vice President of Internal Audit the scope and results of the internal audit program, including the organizational structure of the internal audit function, and the annual internal audit plan and results of audits performed.

b. Review and discuss the qualifications of the internal audit staff. Concur in the appointment, performance assessment, compensation, replacement, reassignment, or dismissal of the Vice President of Internal Audit. Review the adequacy of internal audit staffing, quality of staff and the cooperation received during the performance of their audits.

c. Review and discuss with the Company's Vice President of Internal Audit any other areas of concern to the Committee or to the Vice President of Internal Audit.

d. Annually, review, discuss and recommend changes (if any) to the internal audit charter.

3. Internal Control

a. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities with respect to internal control.

b. Focus on the extent to which internal and external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a system breakdown.

c. Request that the external auditor and internal auditor keep the Committee informed about any fraud, illegal acts, and any material weaknesses or significant deficiencies in internal control. Review and discuss management's implementation of recommendations to remediate any material weaknesses or significant deficiencies in internal control.

d. In consultation with the external auditor and internal auditor, review and discuss the integrity of the Company's financial reporting processes and the internal control structure.

4. Corporate Code of Conduct

a. Recommend for Board approval and thereafter annually review and discuss whether the code of conduct is designed to ensure that the Company and its employees comply with the highest business standards of integrity and ethical and moral business conduct. Recommend for Board approval any changes to the code that the Committee considers to be necessary or appropriate. Review management's monitoring of the Company's compliance with its code of conduct, and determine whether management has established a system to enforce this code.

b. Inquire of the appropriate personnel of the Company, the external auditor and the internal auditor as to any deviation from the Company's established code of conduct. Review and discuss periodic reports of all material allegations of violations of the Company's code of conduct.

c. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of the code of conduct and the guidelines for acceptable business practices.

d. Review and discuss the Company's business practices and determine that they are designed to ensure no preferential treatment is given to directors or officers, adopt guidelines to assist directors and officers to identify conflicts of interest and develop other procedures for the enforcement of the Company's conflicts of interest policies, particularly as they apply to directors and officers.

e. Review and discuss the Company's business practices and determine that they are designed to ensure: (i) no director, officer or employee of the Company or any service provider performing significant administrative or business management services for the organization will improperly influence, or cause anyone else to improperly influence, an external auditor in the audit or review of financial statements; and (ii) the Company provides the external auditor with accurate and verifiable information concerning the Company.

f. Review and discuss the Company's procedures for handling complaints related to accounting, internal accounting controls and auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters. Obtain the recommendations of the Company's Vice President of Internal Audit and General Counsel and use its discretion in investigating (or overseeing the investigation of) allegations that are credible and material; and overseeing any appropriate responsive action relating thereto. Review and discuss quarterly reports describing any allegations of wrongdoing with respect to accounting, internal accounting controls and auditing matters.

g. Consider and approve or disapprove of any proposed material transactions involving an actual or perceived material conflict of interest involving any director or senior management officer. With such assistance as the Committee may request from Internal Audit and/or the Office of General Counsel, conduct any necessary investigation of any alleged material conflict of interest involving any director or senior management officer.

h. Review and discuss annually all disclosure certifications related to the Company's code of conduct received from directors and senior management officers.

## 5. Financial Reporting

a. Review and discuss significant accounting and reporting issues including recent professional and regulatory pronouncements and understand their impact on the Company's financial statements.

b. Annually review and discuss with management and the internal and external auditors the significant financial risks and exposures and their impact on their respective audit plans.

c. Review and discuss the Company's annual audited financial statements to determine whether they are complete and consistent with the information known

to Committee members, and recommend to the Board whether the Board should accept the Company's annual audited financial statements.

d. Review and discuss the Company's quarterly unaudited financial statements to determine whether they are consistent with the information known to Committee members.

6. Regulatory, Legal and Tax Matters

a. Review and discuss the effectiveness of the processes used to monitor the Company's compliance with material laws and regulations.

b. Review and discuss the results of management's investigation and follow-up (including disciplinary action) on any alleged fraudulent acts or accounting irregularities.

c. Receive confirmation that all regulatory financial compliance matters have been considered in the preparation of the Company's financial statements.

d. Review and discuss the material findings of any examinations by regulatory agencies such as the Securities and Exchange Commission or state insurance departments and management's action plans to resolve those findings.

e. Review and discuss with the Company's General Counsel any material pending or threatened legal action against the Company or any of its directors or officers.

7. Risk Management

a. Review and discuss the proper allocation of oversight of risk management responsibilities as between the full Board and the standing committees of the Board.

b. Review and discuss the Company's practices with respect to risk assessment and risk management, including the adequacy of processes to: (i) identify and report to the Board the major risks the Company faces; (ii) assess the likelihood that the risks may occur and their potential magnitude; and (iii) address and mitigate the impact of these risks on an ongoing basis.

c. Obtain, review and discuss periodic reports by the Company's Chief Risk Officer addressing the Company's practices with respect to risk assessment and risk management.

8. Other

a. Review and discuss the Company's practices with respect to corporate insurance risk management programs.

b. Review and discuss with management the annual rating agency presentation and any material financial certifications provided to financial institutions pursuant to a line of credit or other major financing vehicle.

c. Under the coordination of the Governance Committee, review and discuss this Charter at least annually and make any amendments that the Committee determines are necessary or appropriate, provided that the Committee may not materially modify its duties hereunder without Board approval.

d. At such times as the Governance Committee may determine to be necessary or appropriate (and under its coordination), participate in a performance assessment of the Committee, its Chairman and its members relative to the Committee's purpose, duties and responsibilities as outlined herein and report the results thereof to the Governance Committee.

e. Perform such other duties and responsibilities as are consistent with the purpose of the Audit Committee and as the Board or the Committee deems appropriate.

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