

Cerner Corporation

Corporate Governance Guidelines

The following Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board"), and together with charters of the Board committees, provide the framework for the governance of Cerner Corporation ("Cerner" or the "Company"). These Guidelines have been developed over the course of Cerner's history and have been formally adopted by the Board to assure that the Board will have the necessary authority and practices in place to review and evaluate Cerner's business operations as needed and to make decisions that are independent of Cerner's management.

The Board recognizes that these Guidelines must continue to evolve to meet the changing needs of Cerner, its shareholders and changing requirements. These Guidelines are subject to future refinement or changes as the Board may find necessary or advisable for Cerner in order to achieve these objectives.

1. **The Role of Management and the Board.** Cerner's business is conducted by its associates, managers and officers, under the direction of the chief executive officer ("CEO") and the oversight of the Board, to enhance the long-term value of Cerner for its shareholders.

The Board is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served.

Both the Board and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including associates, candidates, clients, suppliers, Cerner communities, government officials and the public at large.

2. **Functions of the Board.** The Board has four, regularly scheduled meetings each year at which the Board reviews and discusses reports by management on the performance of Cerner, its plans and prospects, as well as immediate issues facing the Company. Where appropriate, the Board shall approve fundamental operating, financial, risk management and other corporate strategies, as well as major plans and objectives and shall monitor the effectiveness of management policies and decisions, including the execution of strategies. Directors are expected to attend all regularly scheduled Board and committee meetings. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- a. selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- d. assessing major risks facing the Company---and reviewing options for their mitigation; and
- e. ensuring processes are in place for maintaining the integrity of the Company---the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with clients and suppliers and the integrity of relationships with other stakeholders.

3. **Qualifications.** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. Cerner endeavors to have a diverse board representing varied and in depth experience in business, healthcare, information technology, government and in areas that are relevant to the Company's global activities. As a result, the

Board will seek diversity of background, experience, ethnicity, gender, race and skills among its members.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time.

Directors who also serve as CEOs or in equivalent positions for public companies should not serve on more than two boards of public companies in addition to the Cerner Board, and other directors should not serve on more than four other boards of public companies in addition to the Cerner Board, unless the Board determines that special circumstances exist and that it is in the best interests of Cerner. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Cerner Board. Directors are expected to inform the CEO and the chairperson of the Nominating, Governance & Public Policy Committee of any public company directorships that they have been offered. In addition, no director shall serve on the board of directors of any Cerner competitor.

Cerner's directors are not subject to term limits because the Board has determined that the knowledge, expertise and continuity provided by those directors who have experience with Cerner and who continue to meet the qualifications set forth above are valuable to Cerner. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and selection process described in these Guidelines.

A non-employee director will not be nominated for a director position following the director's 75th birthday, unless the Board determines that special circumstances exist and that such nomination is in the best interests of Cerner.

Directors up for re-nomination each year must meet the same standards and requirements and go through the same review process for consideration for re-nomination as those being considered as a newly appoint/elected candidate. As a director's term is expiring, the director is to notify the Chairman of the Board; Nominating, Governance & Public Policy Committee ("NG&PP Committee") chairperson; or another NG&PP Committee member and affirmatively indicate the director's interest in being re-nominated. The NG&PP Committee will consider any directors indicating an interest in being re-nominated, comparing such director's qualifications to the then agreed upon current requirements and desired characteristics for the open seat(s) and as compared to other potential external Board candidates. A director that is being considered for re-nomination shall recuse him/herself and leave the meeting while such director's qualification for re-nomination is being considered. New nominees will also be screened by the NG&PP Committee to ensure each candidate has qualifications which compliment the overall competencies of the Board; the screening process includes conducting a background evaluation and an independence determination.

4. **Chairman of the Board and Chief Executive Officer.** The Board believes that it is important to retain the flexibility to allocate the responsibilities of the offices of chairman of the board and CEO in any manner that it determines to be in the best interests of Cerner. The Board specifically reserves the right to vest the responsibilities of chairman of the board and CEO in the same individual and currently believes that it is in Cerner's best interests for the CEO to serve as the chairman of the board.

5. **Independence of Directors.** A majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of independence in The NASDAQ Stock Market listing standards

(Marketplace Rule 5605) as well as other factors that will contribute to effective oversight and decision-making by the Board. All of the members of the Audit Committee, Compensation Committee and the Nominating, Governance & Public Policy Committee shall be independent. The Board has determined that all of Cerner's non-employee directors are independent.

All future non-employee directors will be independent. It is the Board's goal that at least two-thirds of the directors will be independent under the Nasdaq guidelines. Directors who do not meet the Nasdaq independence standards also make valuable contributions to the Board and to the Company by reason of their experience and wisdom.

The Company will not make any personal loans or extensions of credit to directors or executive officers. Other than for regular directors' compensation, no non-employee director may provide personal services for compensation to the Company.

6. **Size of Board and Selection Process.** The Certificate of Incorporation of the Company provides that the number of directors of the Company shall be fixed by, or in the manner provided in, the Bylaws of the Company and divided into three classes, each having a term of three years. Each year the term of office of one class of directors expires. One of the three classes of directors is elected each year, for a three year term, by the shareholders at the annual meeting of shareholders. Shareholders may propose nominees for consideration by the Nominating, Governance & Public Policy Committee by submitting the names and supporting information to: Secretary, Cerner Corporation, 2800 Rockcreek Parkway, North Kansas City, Missouri, 64117 all as more specifically set forth in the Company's most recent Proxy Statement. The Board proposes a slate of nominees to the shareholders for election to the Board. The Nominating, Governance & Public Policy Committee periodically reviews the size of the Board, which could be increased or decreased if determined to be appropriate by the Board. Between annual shareholders meetings, the Board may appoint directors to vacancies or newly created positions.

7. **Majority Voting for Directors.** - Cerner's Bylaws provide that, in the case of an uncontested director election (i.e., where the number of nominees is the same as the number of directors to be elected), directors are elected by the affirmative vote of a majority of the votes cast, in person or by proxy, by the holders of outstanding shares of stock entitled to vote for the election of directors. Any incumbent nominee for director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors, where the election is uncontested, must promptly - following certification of the shareholder vote - tender his or her resignation to the Board. The independent directors (excluding the director who tendered the resignation) will evaluate any such resignation in light of the best interests of Cerner and its shareholders in determining whether to recommend accepting or rejecting the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to Cerner, the overall composition of the Board and whether accepting the tendered resignation would cause Cerner to fail to meet any applicable rule or regulation (including NASDAQ listing requirements and federal securities laws). The director who has tendered his/her resignation shall not participate in the independent directors' discussion/recommendation or the Board's decision. The Board will act on the tendered resignation, and publicly disclose the Board's decision and rationale, within 90 days following certification of the shareholder vote.

The foregoing procedures will be disclosed in the proxy statement related to each annual meeting of shareholders.

8. **Board Committees.** The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation; and, (iii) Nominating, Governance & Public Policy. The current charters of these committees are published on Cerner's website (www.cerner.com),

and will be mailed to shareholders on written request. The committee chairs deliver reports of their meetings to the full Board following each meeting of the respective committees. The committees typically hold meetings in conjunction with the full Board. For example, it is the practice of the Audit Committee to meet in conjunction with the full Board at each of the four regularly scheduled Board meetings. In addition, the Audit Committee meets to review financial results on an as needed basis.

The Board may also establish such other committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and Cerner's Bylaws as the Board deems reasonable and appropriate.

9. **Independence of Committee Members.** In addition to the requirement that a majority of the Board satisfy the independence standards discussed in Section 5 above, members of the Audit Committee must also satisfy any additional Nasdaq independence requirements for audit committees. Specifically, they may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

10. **Executive Sessions.** The independent directors generally meet in executive sessions at each regularly scheduled board meeting and may hold such additional executive sessions as they determine necessary or appropriate. The directors have determined that the chairperson of the Nominating, Governance & Public Policy Committee will preside at such meetings.

11. **Management and Board Evaluation.** The Nominating, Governance & Public Policy Committee or, the Compensation Committee shall annually report to the Board on its evaluation of the CEO's performance. The Board shall review this report, including discussing it outside the presence of the employee directors, to satisfy itself that the CEO is providing the long-term and short-term leadership that the Board deems necessary for Cerner.

Each year, the Board and each of the committees will perform a self-evaluation to determine whether it, its committees and the individual directors are functioning effectively. The Nominating, Governance & Public Policy Committee shall be responsible for seeking comments from all directors and reporting its evaluation of the Board, committee and director performance to the Board on an annual basis. The assessment will be conducted to ensure the Board, committees and individual members are effective and productive and to identify opportunities for improvement. The full Board will discuss the evaluation report to determine what, if any, action could improve the Board, committee and individual director performance. Directors will not be nominated for re-election unless it is affirmatively determined that the director is substantially contributing to the overall effectiveness of the Board.

12. **Setting Board Agenda and Attending Board and Shareholder Meetings.** The chairman of the Board, in consultation with the other Board members, shall set the agenda for meetings of the Board. The chairman of the Board, in consultation with the chairman of each committee, shall set the agenda for the meetings of the applicable committee. Directors and committee members may suggest agenda items and may raise other matters at meetings.

Directors are expected to prepare adequately for and regularly attend meetings of the Board and Board committees on which they serve. In the event a Board member is not able to attend a meeting in person he or she may attend the meeting by videoconference or teleconference, but this should be the exception. Recognizing that situations arise requiring prompt Board action, directors shall make themselves available for special meetings and shall promptly return documents requiring their signature. Directors shall receive prompt notification of such special meetings.

As the Board deems appropriate, non-board members who are employed by the Company may be invited to attend portions of each Board or committee meeting.

Detailed and updated financial and business information is distributed in writing to the Board before each Board or committee meeting. These materials allow for proper preparation and consideration of the subject matter before the Board or committee meeting. Board members are expected to have read the material in advance of the meeting. On those occasions in which the subject matter is very sensitive or unavoidable time constraints do not allow for prior preparation of written materials, the subject will be presented at the meeting.

All directors who are up for election at the annual meeting of shareholders are expected to attend such annual meeting. All other directors, barring unforeseen circumstances, are expected to attend the annual meeting as well.

13. **Ethics and Conflicts of Interest**. The Board expects Cerner directors, as well as all officers and associates of the Company, to act ethically at all times and to acknowledge their adherence to the policies comprising Cerner's Code of Conduct. Any waiver of Cerner's Code of Conduct for any director or executive officer must be approved by the Board or a committee of the Board. Any waiver of any provision of the Code of Conduct that is required to be disclosed under applicable NASDAQ rules or applicable law shall be publicly disclosed at the time and in the manner prescribed by such rules or such law.

If an actual or potential conflict of interest arises for a director as defined in Cerner's Conflicts of Interest Policy, the director shall promptly inform Cerner's Chief Legal Officer or his/her designee. If a significant conflict exists which cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

14. **Reporting of Concerns to Non-Employee Directors or the Audit Committee**. Anyone who has a concern about Cerner's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern as specifically set forth in Cerner's Code of Conduct which is published on Cerner's website (www.cerner.com). Such communications may be confidential and/or anonymous, and may be reported by phone via Cerner's Ethics Hotline (a toll-free phone number that is published on the Company's website (www.cerner.com)) under "About Cerner/Leadership/Corporate Governance".

15. **Compensation of Board**. The Nominating, Governance & Public Policy Committee or the Compensation Committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the Board shall be guided by three goals: compensation should fairly pay directors for work required in a company of Cerner's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and, the structure of the compensation should be simple, transparent and easy for shareholders to understand. At least once each year, the Nominating, Governance & Public Policy Committee or the Compensation Committee shall review non-employee director compensation and benefits.

In accordance with the terms of its Certificate of Incorporation, Cerner shall indemnify the members of the Board to the fullest extent permitted by law.

16. **Succession Plan**. The Board shall approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the Nominating, Governance & Public Policy Committee.

17. **Annual Compensation Review of Senior Management**. The Compensation Committee shall annually approve the goals and objectives for compensating the CEO. The Compensation Committee shall evaluate the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Compensation Committee shall also approve the compensation structure for the Company's executive officers and review and approve the total compensation (cash and equity) of the Section 16 Officers of the Company.

18. **Access to Management and Independent Advisors.** Each director shall have complete access to Cerner's management and non-employee directors are encouraged to contact managers of the Company without the consent or presence of senior corporate officers. Cerner's management will make itself available to answer the directors' questions about Cerner between meetings. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors at the Company's expense.

19. **Access to Associates.** To facilitate contact with all levels of Cerner associates, the Audit committee has established a program for non-employee directors to periodically meet with Cerner associates without corporate management being present.

20. **Shareholder Access to Directors.** The Board provides a process for shareholders to send communications to the Board or any of the directors. Shareholders may send written communications to the Board or any of the directors c/o Secretary, Cerner Corporation, 2800 Rockcreek Parkway, North Kansas City, Missouri 64117. All communications will be compiled by the Secretary of the Company and submitted to the Board or the individual directors, as applicable, on a periodic basis.

21. **Director Orientation and Continuing Education.** Following their election, every newly elected member of the Board shall participate in an orientation program established by Cerner. This orientation program shall include presentations designed to familiarize directors with Cerner and its strategic plans, its significant financial, accounting and risk management issues, Cerner's Code of Conduct, compliance programs and other controls, its senior management and its internal and independent auditors. The program shall also address procedures of the Board, director's responsibilities, the Corporate Governance Guidelines and Board committee charters.

The Board encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education. Directors who do not have significant financial or accounting experience are encouraged to participate in training programs focused on these issues, which are readily available from these institutions. Directors may attend continuing education programs at Cerner's expense.

**As Adopted by the Board of Directors on December 5, 2003,
and Revised by the Board of Directors on March 3, 2004,
March 9, 2005, September 11, 2006, September 16, 2010 and March 5, 2014**