

AUDIT COMMITTEE CHARTER

This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Tenet Healthcare Corporation (the “Company”).

Purpose

The Committee’s purpose is to oversee (i) the accounting, reporting and financial practices of the Company and its subsidiaries, including the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements applicable to auditing and accounting matters, (iii) the independent auditors’ qualifications and independence, and (iv) the performance of the independent auditors and the Company’s Audit Services Department.

Duties and Responsibilities

The Committee’s primary duties and responsibilities are:

(1) With respect to the independent auditors,

- to be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditors engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which independent auditors shall report directly to the Committee;
- to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and permissible non-audit services to be provided by the independent auditors;
- to discuss with the independent auditors any relationships or services that may impact the quality of audit services or the objectivity and independence of the Company’s independent auditors;
- to review, at least annually, a formal written statement from the independent auditors (the “Auditors’ Statement”), which shall describe (i) the auditors’ internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues, and (iii) (to assess the auditors’ independence) all relationships between the independent auditors and the Company;
- to review an annual attestation report by the independent auditors on management’s annual report on internal control over financial reporting;
- to obtain and review in connection with any audit a timely report from the independent auditors relating to the Company’s annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments of financial information within GAAP that have been

discussed with management, ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences; and

- to oversee the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner, and to assure the rotation takes place when necessary;

(2) With respect to accounting principles and policies, financial reporting and internal control over financial reporting,

- to review and approve the analysis provided by management, the Audit Services Department and the independent auditors of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;
- to consider and discuss any reports or communications (and management’s or the Audit Services Department’s responses thereto) submitted to the Committee by the independent auditors (including those required by or referred to in the Statement of Auditing Standards (SAS) No. 114, as it may be modified or supplemented, or other professional standards);
- to meet separately, at least once every fiscal quarter, with management, the independent auditors and, if appropriate, the director of the Audit Services Department;
- to discuss with the director of the Audit Services Department the scope of the annual audit and to receive a quarterly internal audit report from the Audit Services Department and any independent internal auditors the Company may have retained;
- to review and discuss with the independent auditors any significant matters arising from any audit, including: (i) any audit problems or difficulties the independent auditors encountered in the course of the audit, such as any restrictions on their activities or access to requested information, and (ii) significant disagreements with management, as well as management’s response to those matters; and to resolve, if necessary, any disagreements between management and the independent auditors regarding financial reporting;
- to review the form of opinion the independent auditors propose to render to the Board of Directors and shareholders;
- to discuss, as appropriate, (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies, (ii) analyses prepared by management and/or the independent auditors setting forth significant financial

reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

- to review management's annual report on internal control over financial reporting;
- to review the adequacy and effectiveness of the Company's disclosure controls and procedures;
- to review the Company's guidelines and policies with respect to risk assessment and risk management related to financial reporting and internal controls;
- to discuss the major financial risk exposures of the Company, and to review the steps management has taken to monitor and control such exposures;
- to review with the Company's attorneys and outside counsel any legal, compliance or regulatory matters that could have a material effect on the Company's business, financial statements or compliance policies;
- to review the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies;
- to review and discuss the Company's audited financial statements and quarterly financial statements with management and the independent auditor and recommend to the Company's Board of Directors that the audited financial statements be included in the Company's Form 10-K;
- to review and approve the Company's annual and quarterly reports filed with the Securities and Exchange Commission ("SEC"), including (i) the financial statements contained therein, (ii) the disclosure under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (iii) the disclosure and certifications of the Chief Executive Officer and Chief Financial Officer under Sections 302 and 906 of the Sarbanes-Oxley Act;
- to establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
- to review and discuss any reports concerning material violations submitted to the Committee by the Company's attorneys or outside counsel pursuant to the SEC's attorney professional responsibility rules; and
- to establish clear policies for the hiring by the Company of employees or former employees of the independent auditors;

- (3) With respect to the Company's disclosure obligations, to prepare a report of the Committee for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations;
- (4) to review the disclosure in the Company's annual proxy statement regarding the operations of the Committee;
- (5) To report regularly to the Board on its activities, as appropriate; and
- (6) To perform any other activities consistent with this Charter, the Company's Articles of Incorporation and the Company's Bylaws as the Board or this Committee may deem necessary, advisable or appropriate for the Committee to perform.

Organization

Members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Committee at all times shall consist of at least three directors, each of whom the Board has determined is "independent" under the rules of the New York Stock Exchange, Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and the independence standards in the Company's Corporate Governance Principles.

The Board shall also determine that each member of the Committee is financially literate, that one member of the Committee has accounting or related financial management expertise and whether any member of the Committee is an "audit committee financial expert," as defined by the rules of the SEC.

No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee, and this determination is disclosed in the Company's annual proxy statement.

The Nominating and Corporate Governance Committee shall nominate and the Board shall elect one member of the Committee as its chairperson. The Committee shall maintain minutes of its meetings and report regularly to the Board on its activities. The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, but no less than once every fiscal quarter. The Committee may request any officer or employee of the Company, the Company's outside counsel or the independent auditors to meet with the Committee or its consultants.

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make the report.

Resources and Authority of the Audit Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special or independent legal counsel, accountants or other experts and advisors, as it deems necessary or appropriate.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- compensation to the independent auditors for all services provided to the Company and compensation to any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation of any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Amendment

This charter shall not be amended except upon approval of a majority of the Company's independent Board members or as otherwise required by law or regulation.