

COMPENSATION COMMITTEE CHARTER

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

Purpose

The Committee’s purpose is to assist the Board and management in developing compensation strategies and policies.

Duties and Responsibilities

The Committee’s primary duties and responsibilities are to:

- work with the Company’s Chief Executive Officer (“CEO”) to establish general compensation policies for the Company that (i) support the Company’s overall business strategies and objectives, (ii) enhance the Company’s efforts to attract and retain skilled executives, (iii) link compensation with business objectives and organizational performance, and (iv) provide competitive compensation opportunities for the Company’s key executives;
- review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with other independent directors, as directed by the Board, determine and approve the CEO’s compensation level based on this evaluation;
- review and approve recommendations with respect to the compensation of all other executive officers and senior officers (as identified by the Committee) and all incentive-compensation plans and equity-based plans;
- make recommendations to the Board as to the compensation of the non-employee directors for service on the Board and its committees, and for service as chairpersons or as chairman of the board or lead director;
- act on behalf of the Board in administering benefit plans when Board action is required under the terms of any such plans;
- make recommendations to the Board with respect to any equity-based compensation plans to be submitted for stockholder approval under the New York Stock Exchange listing standards;
- review and discuss with management the Company’s compensation discussion and analysis (“CD&A”) to be included in the Company’s annual proxy statement filed with the Securities and Exchange Commission (“SEC”) and produce a report of the Committee on executive compensation for inclusion in the Company’s annual proxy statement and incorporated by reference in the Company’s annual report on Form 10-K in accordance with applicable SEC rules and regulations;

- review and discuss the disclosure in the Company’s annual proxy statement regarding the operations of the Committee and non-employee director compensation;
- review the compensation structure and policies applicable to employees to confirm that such policies and practices are not reasonably likely to have a material adverse effect on the Company; and
- 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 and the independence standards in the Company’s Corporate Governance Principles. In addition to the foregoing requirement of independence, each of the members of the Committee shall be a “Non-Employee Director” under Rule 16b-3 under the Securities Exchange Act of 1934 and an “outside director” under Section 162(m) of the Internal Revenue Code.

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 four times annually.

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 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 counsel or other experts or consultants, as it deems appropriate. The Committee has sole authority to retain and terminate any consulting firm to assist in the evaluation of director, CEO or senior executive compensation (“Executive Compensation Consultant”), including sole authority to approve the firm’s fees and other retention terms. If the Committee retains an Executive Compensation Consultant, it shall have the sole authority to approve the engagement by the Company of such consultant or any affiliate of the Consultant for other services.

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.