

TENET HEALTHCARE CORPORATION'S
QUALITY, COMPLIANCE AND ETHICS PROGRAM CHARTER

Effective September 27, 2011

PREAMBLE

Tenet Healthcare Corporation (“THC”) hereby sets forth this Charter for its Quality, Compliance and Ethics program for Tenet¹. Tenet’s adherence to the provisions of this Charter is intended to (1) support and maintain THC’s and Tenet’s present and future responsibility with regard to participation in federal health care programs; (2) further THC’s goals of establishing an organization that (a) fosters and maintains the highest ethical standards among all Tenet employees, officers and directors, physicians practicing at Tenet facilities and contractors that furnish health care items or services; (b) values its compliance with all state and federal laws and regulations as a foundation of its corporate philosophy; and (c) aligns with Tenet’s core values of quality, integrity, service, innovation and transparency. The primary focus of the Tenet Compliance Program is on the requirements of Medicare, Medicaid and all other federal health care programs. This Charter shall apply to any facility or business in which Tenet owns an interest of more than 50% or for which Tenet manages the day-to-day operations of the facility or business.

I. QUALITY, COMPLIANCE AND ETHICS PROGRAM

The Tenet Quality, Compliance and Ethics Program includes the following:

¹ As used in this Charter, Tenet shall refer to subsidiaries and/or affiliates of Tenet Healthcare Corporation. The hospitals and hospital programs described in this Charter are owned and/or operated by subsidiaries or affiliates of Tenet Healthcare Corporation.

1. *Quality, Compliance and Ethics Committee of the Board of Directors.* THC's Quality, Compliance and Ethics Committee of the Board of Directors ("Board QCE Committee") is comprised of at least three outside directors of THC's Board of Directors. The Board QCE Committee is responsible for the review of matters brought to its attention or information requested related to Tenet's Quality, Compliance and Ethics Program.

a. The Board QCE Committee shall provide oversight of the Tenet Quality, Compliance and Ethics Program.

b. The Board QCE Committee shall consider on a periodic basis (or, as appropriate, on an *ad hoc* basis), reports from the Tenet Chief Compliance Officer, Chief Medical Officer and other Tenet sources (including the Tenet Management Quality, Compliance and Ethics Committee) that also are responsible for monitoring and addressing quality, compliance and ethics issues. The Board QCE Committee shall be responsible for oversight of the adequacy of the budget of the Tenet Ethics and Compliance Department ("Ethics and Compliance Department") so that its budget and funding are sufficient to meet its annual needs as set forth in the annual work plan of the Ethics and Compliance Department. The Board QCE Committee shall meet at least quarterly and shall keep a record of its proceedings for review by the full Board of Directors as appropriate.

2. *Chief Compliance Officer.* Tenet has a Chief Compliance Officer who is responsible for the management and operations of the Ethics and Compliance Department. The Chief Compliance Officer shall be a senior officer of Tenet and shall report directly to the Board QCE Committee, as well as to Tenet's Chief Executive Officer ("CEO") for administrative purposes.

a. The Chief Compliance Officer shall make regular (at least quarterly) reports regarding compliance matters directly to the CEO and the Board QCE Committee of THC. The Chief Compliance Officer shall be authorized to report to the Board of Directors (including the Board QCE Committee) at any time.

b. To further his/her Ethics and Compliance Program duties, the Chief Compliance Officer shall have the authority to monitor and perform risk assessments of the business and health care delivery activities engaged in by Tenet, Tenet employees, directors, contractors, agents and staff physicians. The Chief Compliance Officer shall have the authority to establish a periodic reporting mechanism to fulfill his/her reporting obligations to the CEO and Board QCE Committee. The Chief Compliance Officer may also reasonably request and have access to any Tenet business record at any time in furtherance of the mission of ensuring Tenet's compliance with applicable federal and state laws and regulations and company policies.

c. The Chief Compliance Officer shall be responsible for developing an annual Compliance Work Plan and annual budget for the Ethics and Compliance Department and presenting such budget and Work Plan to the CEO and Board QCE Committee. The Ethics and Compliance Department shall be separate from the Tenet Law Department. The Chief Compliance Officer shall have the independent authority and budget to engage external legal counsel as the Chief Compliance Officer may deem necessary from time to time.

3. *Ethics and Compliance Department.* Tenet's Ethics and Compliance Department, which is managed by the Chief Compliance Officer, is responsible for the operation of Tenet's Corporate Compliance Program and for ensuring Tenet's compliance with all applicable federal and state laws related to federal health care programs. The Ethics and Compliance Department shall focus its efforts on overseeing compliance in eight key areas: (1) quality; (2) medical

necessity; (3) qualified providers and staff; (4) providing care without financial incentives; (5) providing care in a licensed, accredited facility; (6) patient rights; (7) correct reimbursement; and (8) correct documentation, coding, charging and billing. Among its responsibilities, the Ethics and Compliance Department shall be responsible for (1) annually assessing, critiquing, and (as appropriate) drafting and distributing company policies and procedures; (2) developing, providing and tracking two hours of ethics training to all new Tenet employees and, as appropriate, directors, contractors and agents within the first 30 days of employment/engagement and one hour of general refresher training each year thereafter; (3) developing, providing and tracking two hours of job-specific training to those who work in clinical quality, coding, billing, cost reporting and referral source arrangements within the first 30 days of employment/engagement and one hour of job-specific specific refresher training each year thereafter; (4) developing, providing and tracking two hours of annual training on ethics and clinical quality oversight to the members of each hospital governing board; (5) creating and disseminating the company's Standards of Conduct and obtaining certifications of adherence to the Standards as a condition of employment; (6) maintaining and promoting the Tenet Ethics and Compliance Action Line (telephone hot line), which allows confidential reporting of issues on an anonymous basis and emphasizes Tenet's no retaliation policy; (7) responding to and resolving all compliance-related issues that arise from the Ethics Action Line and compliance reports received from Tenet facilities and Hospital Compliance Officers (utilizing any compliance reporting software that Tenet may employ for this purpose) or any other source that results in a report to the Ethics and Compliance Department; (8) ensuring that appropriate corrective action and disciplinary action is taken by Tenet when non-compliant conduct and/or improper contractual relationships are identified; (9) monitoring and measuring Tenet's adherence to all

applicable Tenet policies and legal and regulatory requirements related to federal health care programs; (10) directing an annual screening of individuals for exclusion from federal health care program participation as required by federal regulations; (11) maintaining a database of all arrangements involving the payment of anything of value between Tenet and any physician or other actual or potential source of health care business or referrals to or from Tenet; and (12) overseeing annual audits of clinical quality, referral source arrangements, outliers, charging, coding, billing, and/or other compliance risk areas as may be identified from time to time. Audits shall be conducted by Tenet's Audit Services Department, Quality Management Department or other appropriate internal or, as necessary, external audit resources. Audit results shall be reported to the Management Quality, Compliance and Ethics Committee, executive management and the appropriate Board committee. The arrangements database shall include documentation from legal counsel whether the arrangement meets a Stark exception and/or Anti-Kickback safe harbor, as applicable.

a. Ethics and Compliance Department Structure

The Ethics and Compliance Department shall be comprised of the Regional Compliance Directors who report to the Chief Compliance Officer and Hospital Compliance Officers who report to the Regional Compliance Directors. The Ethics and Compliance Department shall also be responsible for areas such as Ethics, Training, Policies and Procedures, Privacy and Security, Coding Compliance and Billing Compliance.

b. Coordination With Other Tenet Departments

The Ethics and Compliance Department shall interact and coordinate with the Tenet Law Department to facilitate information-sharing about compliance-related issues, including compliance-related legal matters such as legal audits, internal investigations, and external

investigations of Tenet operations. The Tenet Ethics and Compliance Department will seek legal counsel, as appropriate, for legal advice and to protect the company's legal rights and interests. The Ethics and Compliance Department also shall coordinate with and have the cooperation of all other Tenet corporate departments, including (but not limited to) the following: Clinical Quality, Quality Management, Audit Services, Conifer, Finance, Human Resources and Government Programs to appropriately and adequately address and respond to Tenet's ethics and compliance-related issues. Under the oversight of the head of the Audit Services Department, the Audit Department shall periodically review the effectiveness of Tenet's Ethics and Compliance Program and shall report the results of such review to the appropriate Board Committee.

4. *Hospital Compliance Officers.* Tenet shall create and staff, as appropriate, the position of Hospital Compliance Officer ("HCO") responsible for each of its hospitals (for the purpose of this Charter, a "hospital" is any hospital, ambulatory surgery center, skilled nursing facility, clinic or group of clinics, or other location where health care items or services are provided by Tenet or one of its subsidiaries and Conifer). Each HCO shall have sufficient management authority, responsibility, and resources to permit the effective performance of his/her duties. Each HCO is responsible, in coordination with the Chief Compliance Officer, the Regional Compliance Directors, and Ethics and Compliance Department, for implementation and oversight of the Tenet Ethics and Compliance Program at the hospital and all applicable federal and state laws related to federal health care programs. The HCO shall report to the Regional Compliance Director (all hiring and termination decisions shall be made by the Regional Compliance Director with input as needed from the Chief Compliance Officer) and shall have a dotted line reporting to the hospital CEO. The HCO's duties shall include the following: advising and directing hospital employees including senior executives, and contractors on Ethics and

Compliance Program matters, supporting the overall effectiveness of the Ethics and Compliance Program by providing input on applicable compliance-related policies and procedures, reporting on ethics and compliance-related issues to the Chief Compliance Officer (or his/her designee), the appropriate Regional Compliance Director, and senior hospital executives, and serving as the hospital information resource for ethics and compliance issues.

5. *Regional Compliance Directors.* Tenet's Chief Compliance Officer shall be assisted by a Regional Compliance Director in each of Tenet's Regions. The Regional Compliance Director shall be responsible, in his/her respective Region, for supporting the efforts of the Chief Compliance Officer through: (a) collecting, aggregating, and ensuring timely receipt and distribution of Monthly Compliance Reports from HCOs; (b) serving as a source of information and a point of contact for HCOs regarding Tenet Ethics and Compliance Program matters; (c) assisting with the identification and assessment of hospital, regional, and company compliance risk areas; (d) assisting the Chief Compliance Officer, the Corporate Compliance Program staff, and HCOs with compliance training material and programs; (e) ensuring that each HCO performs a timely and thorough review of each ethics and compliance allegation and provides appropriate documentation for closure; (f) ensuring that each HCO is performing the duties required under the HCO job description and (g) assisting the Chief Compliance Officer with Corporate Compliance Program special projects. The Regional Compliance Director shall directly supervise the HCOs in his/her Region.

6. *Chief Medical Officer.* Tenet has a Chief Medical Officer who is responsible for the management and operations of the Clinical Quality Department. The Chief Medical Officer shall be a senior officer of the company. The Chief Medical Officer shall make regular (at least quarterly) reports regarding clinical quality to the CEO and the Board QCE Committee of THC.

The Chief Medical Officer shall be authorized to report to the Board of Directors (including the Board QCE Committee) at any time.

7. *Clinical Quality Department.* Tenet's Clinical Quality Department is responsible for monitoring clinical quality at Tenet hospitals and facilities including patient safety, clinical audits, physician credentialing, privileging and peer review programs, evidence-based medicine programs, standards of clinical excellence, quality metrics on the balanced scorecard and other performance standards and oversight of utilization management and review.

8. *Management Quality, Compliance and Ethics Committee.* Tenet's Management Quality, Compliance and Ethics Committee ("MQCE") shall be chaired by the Chief Compliance Officer and shall include, at a minimum, the Chief Operating Officer and the Department Heads for the Clinical Quality, Law Department, Human Resources, Audit, Government Programs and a representative from Conifer. The MQCE provides senior management level oversight of the company's compliance with the legal and regulatory requirements of the federal health care programs. The MQCE oversees and advises on the effectiveness of the Ethics and Corporate Compliance Program and makes decisions on investments in the Program, which are communicated to Tenet's QCE Committee for ratification as appropriate. The MQCE also provides the final review and approval of all Tenet policies and reviews the results of audits related to the quality, compliance and ethics program. The MQCE shall be familiar with Tenet's ethics and compliance policies and procedures and shall monitor, with input from the Ethics and Compliance Department, all ethics and compliance-related issues that may have a material impact on the operations of Tenet. The MQCE shall meet at least quarterly and shall keep a record of its proceedings for review by the Board QCE Committee or the THC Board of Directors as appropriate.

9. *Regional Compliance Committees.* Each Tenet Region shall have a Regional Compliance Committee (“RCC”). The Regional Compliance Committee shall be chaired by the RCD of the Region and include the Regional Senior Vice President, Regional VP of Finance, and other appropriate senior level executives from the Region (e.g., Quality, Human Resources, and Audit). The Regional Compliance Committee shall be responsible for assisting the RCD in implementing the Tenet Ethics and Compliance Program at the facilities within the Region, and for ensuring compliance by those facilities with all federal and state laws and regulations related to federal health care programs. The Regional Compliance Committee also shall be responsible for reporting, as appropriate, on compliance issues to the RCD or the Chief Compliance Officer. The RCC shall take all responsible steps to meet on monthly basis and shall keep a record of its proceedings for review by the respective RCD.

10. *Hospital Compliance Committees.* Each Tenet hospital shall have a Hospital Compliance Committee (“HCC”). The Hospital Compliance Committee shall be chaired by the HCO of the hospital and include the hospital CEO, CFO, CNO, the Director of Human Resources, and other appropriate senior level executives from other hospital departments. The Hospital Compliance Committee shall be responsible for assisting the HCO in implementing the Tenet Ethics and Compliance Program at that hospital, and for ensuring compliance by the hospital with all federal and state laws and regulations related to federal health care programs. The Hospital Compliance Committee also shall be responsible for reporting, as appropriate, on compliance issues to the HCO, the Regional Compliance Director or the Chief Compliance Officer. The HCC shall take all responsible steps to meet on monthly basis and shall keep a record of its proceedings for review by the respective RCD and Ethics and Compliance Department as appropriate.

11. *Hospital Compliance Program Obligations.* Each Tenet facility shall adhere to the requirements of this Charter. The facility-level requirements include:

(a) refunding all overpayments received from federal health care programs within sixty days of identification. An Overpayment means the amount of money Tenet has received in excess of the amount due and payable under any federal health care program requirement; (b) prior to employment, engagement or granting of privileges, screening all employees, contractors and active members of the hospital medical staff for exclusion from federal healthcare program participation as required by federal regulations; (c) reporting the following to the Chief Compliance Officer in a monthly compliance report:

- (i) A violation of the obligation to provide items or services of a quality that meets professionally recognized standards of health care where such violation has occurred in one or more instances and presents an imminent danger to the health, safety or well-being of a federal health care program beneficiary or places the beneficiary unnecessarily in high-risk situations;
- (ii) Overpayments of \$100,000 or more;
- (iii) Probable violations of civil, criminal or administrative laws governing federal health care programs for which penalties or exclusion may be authorized;
- (iv) Notice of a government investigation or inquiry involving federal health care programs or litigation

alleging fraud involving federal healthcare programs;

and

- (v) The opening, closing, purchasing, sale or change in location of a Tenet business unit or location.

12. *Individual Compliance Program Obligations.* During the performance of their duties for Tenet, Tenet employees, contractors, agents and members of the THC Board of Directors are required to adhere to the Standards of Conduct, policies and procedures and other Quality, Compliance and Ethics Program requirements described in this Charter.

II. ANNUAL PERFORMANCE EVALUATIONS

Tenet shall make a commitment to quality, compliance and ethics and proper execution of Tenet's standards set forth in this Charter a component of the annual performance evaluations of every Tenet employee. In addition, the Chief Compliance Officer and SVP of Human Resources shall annually assess whether to modify any individual incentive compensation awards to reflect positive or negative individual performance in quality, compliance, ethics and financial controls.

At least annually, the Chief Compliance Officer shall deliver a report to the Board QCE Committee outlining Tenet's significant compliance and ethics activities for the year. The purpose of the report is to provide information to the Board Committee so that it can perform its oversight function. The report shall include significant changes in leadership, compliance structure and processes, training results, the amounts returned to federal healthcare programs during the prior year and updates on significant audit findings and compliance matters reviewed during the prior year. In addition, the Ethics and Compliance Department shall review and

reassess, at least annually, the adequacy of its Charter and recommend to the Board QCE Committee any improvements to the Charter that the Ethics and Compliance Department considers necessary or appropriate.