

QUALITY, COMPLIANCE & ETHICS COMMITTEE CHARTER

This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Quality, Compliance & Ethics 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 in its oversight of the Company’s policies and procedures on ethics, quality assurance and legal compliance.

Duties and Responsibilities

The Committee’s primary duties and responsibilities are to:

- oversee the information, procedures and reporting systems the Company and its subsidiaries have in place to provide reasonable assurance that (i) the operations of the Company and its subsidiaries comply with applicable laws and regulations, particularly those related to healthcare providers, (ii) the Company and its subsidiaries act in accordance with appropriate ethical standards, and (iii) the Company and its subsidiaries deliver quality medical care to patients;
- review and approve the Company’s Standards of Conduct, which apply to all of the Company’s employees, including the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller; and receive periodic reports from the Ethics & Business Conduct Department as to the Company’s efforts to educate its employees concerning and promote adherence by employees to the Standards of Conduct;
- receive periodic reports from the Quality Management Department as to the Company’s efforts to advance quality health care;
- review and approve the Company’s compliance program, which is intended to foster compliance with all federal and state laws and regulations applicable to healthcare providers; and receive periodic reports from the Compliance Department as to the Company’s efforts to educate its employees concerning and promote adherence by employees to such laws and regulations;
- review the disclosure in the Company’s annual proxy statement regarding the operations of the Committee; 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.

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.

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.