

## **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, policies, 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 and promote patient safety;
- 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 Compliance 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 based on nominations by the Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine or until earlier resignation. The Board may remove any member from the Committee at any time with or without cause. 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, report regularly to the Board on its activities, and make recommendations to the Board as appropriate. The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, but no less than four times annually. The Committee may request any officer or employee of the Company, or the Company’s outside counsel or consultants to meet with the Committee. However, the Committee shall meet regularly without such members present. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

## **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, oversee, and approve the fees and other retention terms of healthcare regulatory, and other special or independent legal counsel or other experts and advisors, as it deems appropriate. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any healthcare regulatory, special or independent legal counsel or other experts or advisors, and the authority granted in this Charter shall not affect the ability or the obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Any communications between the Committee and its healthcare regulatory and special or independent legal counsel will be privileged communications.

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 of any healthcare regulatory or other special or independent legal counsel or other experts or advisors employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **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.

As Amended November 7, 2018