

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 of the Company 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 non-CEO compensation, 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 lead directors;
- act on behalf of the Board in administering benefit plans when Board action is required under the terms of any such plans;
- produce a report of the Committee on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations;
- review and approve 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. 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 Committee shall designate one member of the Committee as its chairperson, 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, including sole authority to approve the firm's fees and other retention terms.