

**HEALTH MANAGEMENT ASSOCIATES, INC.**  
**EXECUTIVE COMMITTEE CHARTER**

**I. FORMATION AND STATEMENT OF PURPOSE.**

- 1) Formation of Executive Committee. An Executive Committee (the "Committee") of the Board of Directors (the "Board") of Health Management Associates, Inc. (the "Company") was established in December 2002. In December 2003, this Charter was approved by the Company's Board of Directors as the Committee's Charter.
- 2) Committee's Statement of Purpose. The Board believes it to be in the Company's best interests to have a standing Executive Committee to take such actions and to have such responsibilities as the Board may determine from time to time. The Committee shall perform such tasks as are may be delegated by the Board pursuant to the preceding sentence and which are consistent with this Charter.

**II. ORGANIZATION.**

- 1) Composition of Committee Members. The Committee shall consist of such number of directors as the Board may determine.
- 2) Election and Term of Committee Members. Each Committee member shall be appointed by resolution adopted by the majority of the entire Board and shall hold office at the pleasure of the Board and until his or her successor has been duly appointed and qualified, or until his or her prior resignation or removal.
- 3) Removal or Resignation. Any Committee member may be removed with or without cause by vote of the majority of the entire Board. Any member of the Committee may resign from the Committee at any time by giving written notice to the Board or the Board's Chairman. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the Chairman, and the acceptance of the resignation shall not be necessary to make it effective. The resignation of a director as a Committee member shall not constitute such director's resignation from the Board.
- 4) Place, Time, and Procedural Matters of Committee Meetings. The Committee should meet such number of times per year as the Board may determine. One Committee member shall serve as the Chair of the Committee and the Board shall determine which member shall be the Chair. The Committee will meet at such times and places as shall be determined by the Chair, or as may

be requested by any two Committee members, upon three (3) days notice to each member personally, by mail or by written telecommunication. The agenda of each Committee meeting will be prepared under the direction of the Chair and, whenever reasonably practicable, circulated to each Committee member prior to the meeting date. The Chair will preside, when present, at all Committee meetings. As necessary or desirable, the Chair shall request that members of management, general counsel, and such other persons as the Committee shall determine be present at any Committee meeting or make presentations to the Committee.

5) Action by the Committee. A majority of the Committee shall constitute a quorum. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee. Members of the Committee may participate in a Committee meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by these means shall constitute presence in person at the meeting.

6) Minutes. Minutes shall be prepared for all meetings of the Committee to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and shall be approved as presented or as modified at the next Committee meeting.

### **III. ROLES AND RESPONSIBILITIES.**

The primary roles and responsibilities of the Committee shall be as follows:

1) Fulfill Board Responsibilities. Subject to any limitations imposed pursuant to the Delaware General Corporation Law and the rules and regulations of the New York Stock Exchange, the Committee shall be granted the authority and power of the full Board to act on behalf of the Company as the Board may determine and direct from time to time including, without limitation and if so directed by the Board, authority and power to act on behalf of the Company with respect to capital expenditures and personnel matters which are not the responsibility of any other Committee of the Board.

2) Committee Performance Oversight. The Committee shall conduct on an annual basis a performance evaluation and review of the Committee.

3) Committee Member Qualifications. The Committee shall evaluate and review on a regular basis Committee member qualifications, appointment and removal and Committee structure and operations, including the authority to delegate to subcommittees.

4) Committee Charter Evaluation. The Committee shall review and assess the adequacy of this Charter on an annual basis and shall recommend any proposed changes to the Board for approval.

#### **IV. REPORTING.**

The Committee shall report to the Board on a regular basis, outlining its activities since the previous meeting. This report shall discuss any specific findings observed and actions the Committee has taken as well as the Committee's plans for future meetings.

#### **V. COMPLIANCE.**

All actions of the Committee and all power and authority granted by this Charter are subject to any restrictions and obligations which may be contained in the Company's Certificate of Incorporation or Bylaws, the rules and regulations of the New York Stock Exchange (and any other exchange on which the Company's securities may be traded), the Securities Exchange Act of 1934, as amended, the Delaware General Corporation Law, and other applicable laws, rules and regulations.