

PROVINCE HEALTHCARE COMPANY
CHARTER
OF THE
NOMINATING AND GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose

The Nominating and Governance Committee of Province Healthcare Company (the “Company”) is appointed by the Board of Directors (the “Board”) to:

- Assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- Recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- Lead the Board in its annual review of the performance of the Board and its committees; and
- Recommend to the Board director nominees for each committee.

2. Composition

The Nominating and Governance Committee (the “Committee”) shall be comprised of no less than three directors, the exact number to be determined by the Board. Each Committee member shall meet the independence requirements of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”), as from time to time in effect.

In addition, each member of the Committee must be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board and serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new member(s) satisfying the independence requirements of the SEC and NYSE. The members of the Committee, or the Board of Directors, shall designate a chairman of the Committee (the “Chairman”).

3. Meetings

The Committee will meet at least four times annually, and more frequently if circumstances dictate. The Committee also should meet at least annually with the executive officers of the Company and other members of management in separate executive sessions to discuss any matters that the Committee or any of these persons believe should be discussed privately. The Committee may set its own rules of procedure and may delegate authority to subcommittees of its members. The Committee shall keep minutes of its activities. The Committee, or the Board of Directors, shall name a Chairman who shall preside at all meetings of the Committee. The Chairman shall also preside at all meetings of the non-management directors of the Company at meetings to be held at least semi-annually.

4. Committee Authority and Responsibilities

- A. The Committee shall select the nominees for election to the Board of Directors at the annual meeting of the shareholders of the Company, and shall select individuals to fill vacancies occurring on the Board, and shall recommend those nominees or individuals to the Board for approval.
- B. The Committee shall develop criteria for selection of members of the Board and its committees. The Committee shall review with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the size and composition of the Board and its committees as a whole. This assessment will include members' qualification as independent, as well as considerations of diversity, age, skills and experience in the context of the needs of the Board.
- C. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. The Committee shall have the sole authority to retain, at the Company's expense, and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- D. The Committee shall consider the qualifications of persons recommended for election to the Board pursuant to properly submitted shareholder proposals and the advisability of nominating such persons for election to the Board.
- E. The Committee shall recommend to the Board directors to serve on committees of the Board.
- F. The Committee will evaluate the performance of individual directors each year.
- G. The Committee shall conduct a director orientation program for new and continuing directors.
- H. The Committee shall consider and plan for the succession of the Company's chief executive officer and key members of senior management. The Committee shall evaluate the qualifications, character, skills and availability of potential successors in the context of the Company's needs.
- I. The Committee shall create and establish a set of Corporate Governance Principles for the Company meeting the requirements of the NYSE.
- J. The Committee shall review and re-assess the adequacy of this Charter and the Company's Corporate Governance Principles annually and recommend any proposed changes to the Board for approval.
- K. The Committee shall monitor the Company's ethical and legal compliance programs and shall establish codes of ethics and conduct for directors, management and employees of the Company. The Committee shall review such programs and codes on a periodic basis and shall recommend any proposed changes to the Board for approval.
- L. The Committee shall conduct its activities in accordance with the policies and principles set forth in the Company's Corporate Governance Principles.
- M. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense.

- N. The Committee shall make reports to the Board at least annually regarding its assessment of the Board's performance and on such other matters as the Committee shall deem advisable.
- O. The Committee shall have any and all additional authority to conduct such other activities or responsibilities delegated to it by the Board of Directors.

5. Annual Performance Evaluation

The Committee will conduct an annual self-evaluation to determine whether it is functioning effectively. The Committee will receive comments from all directors and report annually to the Board with an assessment of its performance. This assessment will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Committee's contribution to the Company and specifically focus on areas in which the Board or management believes the Committee could improve.

Recommended by the Nominating and Governance Committee on March 10, 2003 and adopted by the Board of Directors on March 11, 2003.