



CHARTER
of the
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
of the
BOARD OF DIRECTORS
of
TRIAD HOSPITALS, INC.

(as amended through April 23, 2004)

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Triad Hospitals, Inc. (the “Company”) is charged with assisting the Board of Directors in fulfilling its statutory and fiduciary obligations by (i) identifying qualified individuals, screening candidates and making recommendations to the Board of Directors as to persons (a) to be nominated by the Board of Directors for election thereto by the stockholders of the Company, (b) to be chosen by the Board of Directors to fill newly created directorships or vacancies on the Board of Directors or any committee thereunder, and (c) nominated by stockholders of the Company; and (ii) (a) developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company, (b) reviewing and considering developments in corporate governance practices, and (c) evaluating the overall effectiveness of the Board of Directors.

II. ORGANIZATION

A. The Committee shall be composed of three or more directors. Each member of the Committee must be affirmatively determined by the Board of Directors to be an independent director as defined by New York Stock Exchange requirements.

B. The members of the Committee shall be appointed and removed by the Board of Directors. No person may become or remain a member of the Committee if such service would violate any restrictions imposed by the rules and regulations of the Securities and Exchange Commission or any exchange on which the Company’s common stock is traded.

C. The Board of Directors shall designate one of the members as Chairman of the Committee.

III. GOALS, RESPONSIBILITY AND AUTHORITY

A. The Committee shall develop criteria for the selection of individuals to be considered as candidates for election to the Board of Directors. This assessment should address issues such as diversity, experience, integrity, competence,

dedication and skills and should focus on the availability to the Board of Directors of an appropriate mix of skills in fields related to the current or future business directions of the Company, all in the context of the perceived needs of the Board of Directors at that time. The Committee shall periodically review such criteria.

B. The Committee shall identify qualified individuals, screen candidates and make recommendations to the Board of Directors as to persons (i) to be nominated by the Board of Directors for election thereto by the stockholders of the Company, (ii) to be chosen by the Board of Directors to fill newly created directorships or vacancies on the Board of Directors or any committee thereunder, and (iii) nominated by stockholders of the Company.

C. The Committee shall evaluate the performance of each existing director before recommending to the Board of Directors his or her nomination for an additional term as director.

D. The Committee shall monitor changes in the principal employment or affiliation of directors and request the Board of Directors to consider and accept resignation, if necessary.

E. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, as well as sole authority to approve the fees of the search firm and other retention terms.

F. The Committee shall develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company addressing: director qualifications and responsibilities, director access to management and, as necessary and appropriate, to outside advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board of Directors. The Committee shall regularly review issues and developments relating to corporate governance.

G. The Committee shall develop and recommend to the Board of Directors an orientation program for new directors. The program should include background material on the Company, its business, strategic plans and goals, prospects and risk profile, meetings with senior management and visits to Company facilities. As appropriate, the Committee shall prepare additional educational sessions for directors relevant to the Company and its business.

H. The Committee shall develop and recommend to the Board of Directors for its approval an annual self-evaluation process for the Board of Directors and its committees. The Committee shall oversee the annual self-evaluations.

I. The Committee shall review periodically all committees of the Board of Directors and recommend to the Board of Directors changes, as appropriate, in the number, responsibilities and structure of the committees. The Committee shall

review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

J. The Committee shall recommend that the Board of Directors establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.

K. The Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

L. The Committee shall conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board of Directors as needed.

M. The Committee, as it deems necessary and appropriate, shall have the authority to delegate any of its duties hereunder to subcommittees composed solely of members of the Committee.

IV. MEETINGS

A. The Committee shall meet at such times and upon such notice as it may determine.

B. A majority of the members of the Committee shall constitute a quorum for the transaction of business.
