

# **UNITED SURGICAL PARTNERS INTERNATIONAL, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

February 25, 2003

The board of directors (the “Board”) of United Surgical Partners International, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee of the Board (the “Committee”).

### **Purposes**

The purposes of the Committee are:

1. to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. to recommend to the Board director nominees for each committee of the Board;
3. to advise the Board about appropriate composition of the Board and its committees;
4. to advise the Board about and recommend to the Board appropriate corporate governance practices and to assist the Board in implementing those practices;
5. to assist the Board in its annual review of the performance of the Board and its committees;
6. to assist the Board in developing a succession plan; and
7. to perform such other functions as the Board may assign to the Committee from time to time.

### **Composition**

The Committee shall consist of at least three members, all of whom are members of the Board. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall satisfy the applicable requirements of the Nasdaq Stock Market, Inc.

The Board shall appoint the members of the Committee. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time.

### **Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form, and delegate some or all of its

authority to, subcommittees when it deems appropriate. Without limiting the generality of the foregoing, the Committee shall have authority, and is entrusted with the responsibility, to do the following:

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and modifications to those guidelines.
2. The Committee shall make periodic reports to the Board on succession planning.
3. The Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. The Committee's assessment as to the qualifications of Board member candidates shall include consideration of skills and experience in the context of the needs of the Board, as well as a prospective member's qualification as independent.
4. The Committee shall seek to provide that the majority of the members of the Board are independent directors and that each committee of the Board is comprised of members that satisfy the applicable requirements of the Nasdaq Stock Market, Inc. and the Company's corporate governance guidelines.
5. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested and/or a non-employee director under the standards applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.
6. Each year, the Committee shall:
  - review the advisability or need for any changes in the number and composition of the Board;
  - review the advisability or need for any changes in the number, charters or titles of committees of the Board;
  - recommend to the Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee;
  - ensure that the chairperson of each committee report to the Board about the committee's annual evaluation of its performance and evaluation of its charter;
  - receive comments from all directors and report to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year; and

- review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
7. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors.

## **Procedures**

1. ***Meetings.*** The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call or in any other manner in which the Board is permitted to meet under law or the Company's bylaws. The Committee shall keep a written record of its meetings and actions and shall file a copy of such record in the corporate minutes of the Company.
2. ***Quorum and Approval.*** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
3. ***Rules.*** The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.
4. ***Reports.*** The Committee shall make regular reports to the Board, directly or through the chairperson.
5. ***Review of Charter.*** Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
6. ***Performance Review.*** Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
7. ***Fees.*** Each member of the Committee shall be paid the fee, if any, set by the Board for his or her services as a member of, or chairperson of, the Committee.