

FINANCE COMMITTEE CHARTER

This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Grady Memorial Hospital Corporation (the “Corporation”), a nonprofit corporation organized and existing under the Georgia Nonprofit Corporation Code.

I. Purpose

The Committee’s purpose is to assist the Board in its oversight of the Corporation’s financial affairs, including the Corporation’s financial condition, financial planning, operational and capital budgeting, debt structure, debt financing and refinancing and other significant financial matters involving the Corporation.

II. Duties and Responsibilities

The Committee’s primary duties and responsibilities are as follows:

A. Budgets

1. Review and recommend to the Board for approval an annual operating budget for the Corporation and its components, including Grady Memorial Hospital (the “Hospital”) and the Grady Health System.

2. Review and recommend to the Board for approval an annual capital expenditures budget for the Corporation and its components, including the Hospital and the Grady Health System. If deemed appropriate by the Committee, review and recommend to the Board for approval projected capital expenditures budgets for one or more succeeding years.

B. Debt, Financing and Refinancing

1. Evaluate and monitor the Corporation’s long and short-term indebtedness, debt structure, collateral or security therefor, cash flows, and uses and applications of funds.

2. Evaluate and recommend to the Board for approval proposed debt financings and refinancings, including (i) interest rate and whether the rate will be fixed or floating rate; (ii) collateral or security, if any; (iii) issuance costs; (iv) banks, investment banks and underwriters retained or compensated by the Corporation in connection with any financing or refinancing.

3. Review and approve all guarantees or other obligations for the indebtedness of any third party.

4. Periodically review the Corporation's rating from credit rating agencies.

C. Risk Management and Insurance

1. Review and recommend to the Board for approval the Corporation's risk management policies and procedures.

2. Review and recommend to the Board for approval the Corporation's insurance coverages, including (i) identity and rating of carriers; (ii) premiums; (iii) retentions; (iv) self-insurance and captive insurance arrangements; (v) stop-loss policies; and (vi) all other aspects of insurance coverage for healthcare institutions.

D. Investment Policies

1. Review and approve the Corporation's cash management and cash investment policies, utilizing the advice of financial consultants as the Committee deems necessary or desirable.

2. Review and approve the Corporation's investment policies relating to assets of any employee benefit plans maintained and controlled by the Corporation, utilizing the advice of financial consultants as the Committee deems necessary or desirable.

E. General

1. Select and terminate the services of all outside financial advisors, financial consultants, banks, investment banks, and underwriters for the Corporation. Review periodically the Corporation's significant commercial and investment bank relationships.

2. Perform any other duties and responsibilities as the Board may deem necessary, advisable or appropriate for the Committee to perform.

3. Perform such other duties and responsibilities as the Committee deems appropriate to carry out its purpose as provided in this Charter.

4. Report on a regular basis, but no less frequently than quarterly, to the Board concerning the Corporation's financial affairs. Urgent and time sensitive matters shall be reported at the next regular or special Board meeting.

III. Organization

The Committee's membership, the chairperson, the call and conduct of Committee meetings, the preparation of Committee minutes, and the Committee's other activities shall be appointed, conducted and accomplished in accordance with applicable provisions of the Bylaws and the Corporate Governance Principles adopted by the Corporation's Nominating and Governance Committee.

IV. 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 amendments 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.

V. 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 engagement and other retention terms of special counsel or other experts or consultants, as it deems appropriate.

VI. Amendment

This Charter shall not be amended except upon approval by the Board.

Adopted by the Board on _____, 2008.