

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Nominating and Governance 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 review and oversee the composition, meeting requirements, and performance evaluations of the Board and its committees and to recommend to the Board for adoption Corporate Governance Guidelines applicable to the Board and its committees.

### **II. Duties and Responsibilities**

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

#### *A. Board Composition and Director Candidates*

1. Subject to the applicable provisions of the Corporation’s Articles of Incorporation, recommend the number of directors to comprise the Board at any given time.
2. Identify, review the qualifications of, and recruit candidates for election to the Board, including “Authority Appointed Directors”, as such term is defined in the Bylaws.
3. Recommend to the Board candidates for election or reelection to the Board at each annual meeting of the Board.
4. Develop and recommend to the Board criteria for identifying and evaluating director candidates.
5. Recommend to the Board qualified candidates as necessary to fill board vacancies and newly created directorships based on established criteria.
6. Assess the performance and independence of incumbent directors in determining whether to recommend them for reelection to the Board of Directors.

#### *B. Board and Committee Organization and Performance Evaluation*

1. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the chairs of its committees.

2. Review periodically all Board committees and recommend to the Board, as the Committee deems appropriate, changes in the number, size, structure, responsibilities, membership and chairs of the committees.

3. Recommend that the Board establish such special committees as may be necessary or appropriate.

4. Oversee the annual evaluation of the Board.

### *C. Governance*

1. Recommend to the Board for approval Corporate Governance Guidelines.

2. Review and assess the adequacy of the Company's Corporate Governance Guidelines annually and recommend any revisions deemed appropriate to the Board of Directors.

### *D. General*

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

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

3. Report on a regular basis, but no less frequently than annually, to the Board concerning nominating and governance matters. 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.