QUORUM HEALTH CORPORATION

COMPENSATION COMMITTEE CHARTER

The Board of Directors of Quorum Health Corporation (the “Company”) has established a Compensation Committee (the “Committee”) with general responsibility and specific duties as described below.

COMPOSITION

The Committee shall be comprised of at least two (2) members, each of whom shall be an independent director according to independence standards established by the Governance and Nominating Committee consistent with applicable statutes, regulations and the New York Stock Exchange Listing Standards as may be in effect from time to time. In addition to any other independence standards established by the Governance and Nominating Committee consistent with applicable statutes, regulations and the New York Stock Exchange Listing Standards as may be in effect from time to time, before electing a director to serve on the Committee, the Board shall broadly consider all factors specifically relevant to whether the director has a relationship with the Company that is material to his or her ability to be independent from the Company’s management in connection with the Committee duties, including to, but not limited to, the following: (i) any compensation received by the director from any person or entity (including any consulting, advisory or (ii) the director’s affiliate relationships with the Company, a subsidiary of the other compensatory fee paid by the Company to such director); Company or an affiliate of a subsidiary of the Company. Committee members shall be elected by the board at its annual meeting and shall serve until the successors are duly elected and qualified. The Committee’s chairperson shall designate by the full Board, or if the Board does not do so, by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees where appropriate.

RESPONSIBILITY

The primary purpose of the Committee shall be to (i) assist the Board in discharging its responsibilities relating to compensation of the Company’s executives; (ii) administer the Company’s cash-based incentive compensation plans with regard to the employees to whom Section 162(m) of the Internal Revenue Code applies; (iii) approve awards and grants of equity-based compensation arrangements to directors, employees, and others pursuant to the Company’s equity compensation plans; and (iv) produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

ATTENDANCE

Members of the Committee should endeavor to be present, in person or by telephone, at all meetings; however, two (2) Committee members shall constitute a quorum.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members and presented to Company directors who are not members of the Committee.
SPECIFIC DUTIES

1. In consultation with management, establish the Company’s general policies relating to employee compensation, and oversee the development and implementation of compensation programs.

2. Review and make recommendations to the Board with respect to the adoption amendment and termination of the Company’s management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Committee by and of those plans.

3. Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, set the CEO’s compensation level based on this evaluation, and provide to the Board’s independent directors the results of such evaluation for the purpose of an Annual Performance Review and the CEO; provided that the CEO may not be present during voting or deliberations on his or her compensation.

4. Assess the competitiveness and appropriateness of, determine, and authorize, the salaries, variable compensation, long term incentive plan awards, terms of employment, retirement or severance, benefits, and perquisites of the executive officers of the Company, subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted or determined.

5. Authorize the granting of variable compensation and equity awards to other employees and delegate to the CEO, to the extent the Committee deems appropriate, the authority to allocate such awards among employees other than the executive officers, subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted.

6. Authorize the granting of equity awards to the non-employee members of the Board as recommended by the Governance and Nominating Committee.

7. As requested by the full Board, review management’s long-range planning for executive development and succession, and develop a CEO succession plan.

8. Review and approve, prior to publication, the Compensation Discussion & Analysis (“CD&A”) prepared by management for inclusion in the Company’s proxy statement and/or annual report and furnish an accompanying statement certifying the Committee’s review of the CD&A and approval for publication, in accordance with applicable rules and regulations, and review and approve, prior to publication, the Executive Compensation sections of the proxy statement.

9. At least annually, and as otherwise alerted to relevant circumstances by the Company’s General Counsel, review reports related to director and executive officer transactions in the Company’s stock to evaluate short-swing profit liability under Section 16(b) of the Securities and Exchange Act of 1934.

10. Perform other review functions relating to management compensation and Human Resources policies, as the Committee deems appropriate.
11. Oversee specific risk areas as delegated to the Committee from time to time by the Audit and Compliance Committee, including reviewing regular reports from management regarding the management of such risks and providing a report on such risks to the full Board at each regular meeting of the Board.

12. Conduct an evaluation of the Committee’s performance and charter at least annually, and recommend to the Board such Committee Charter changes as the Committee deems necessary.

13. Regularly report to the Board regarding the Committee’s activities.

APPOINTMENT OF ADVISORS

The Committee shall have the sole authority to retain, seek the advice of, or oversee, compensate and determine the other retention terms of, compensation consultants, independent legal counsel and other advisors (each an “Advisor” and, collectively, the “Advisors”), as it deems necessary for the fulfillment of the Committee’s responsibilities and shall have access to the funds the Committee deems necessary to compensate such Advisors. Before selecting such Advisors, and annually thereafter for existing Advisors, the Committee shall evaluate all factors relevant to such Advisor’s independence, including the following:

a) the provision of other services to the Company by the Advisor’s employer;

b) the amount of fees received from the Company by the Advisor’s employer, as a percentage of the total revenue of the Advisor’s employer.

c) the policies and procedures of the Advisor’s employer that are designed to prevent conflicts of interest;

d) any business or personal relationship of the Advisor with a member of the Committee:

e) any stock of the Company owned by the Advisor; and

f) any business or personal relationship of the Advisor or the Advisor’s employer with an executive officer of the Company.

APPROVAL AND ADOPTION

Reviewed and adopted by the Board of Directors on April 1, 2016 and effective as of April 19, 2016. Revised and amended on February 15, 2018 and November 30, 2018. Reviewed on September 13, 2019.