

**STRATEGIC PLANNING COMMITTEE  
of SunLink Health Systems, Inc.  
CHARTER**

This Strategic Planning Committee Charter was adopted by the Board of Directors (the “Board”) of SunLink Health Systems, Inc. (the “Corporation”) on September 15, 2008.

**Purpose**

The purpose of the Strategy Planning Committee (the “Committee”) is to assist the Board and the Chief Executive Officer in its oversight of the Corporation’s long-term strategy development and implementation.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Corporation’s Code of Regulations. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s discretion.

Notwithstanding the foregoing, the Committee’s responsibilities are advisory and limited to oversight. It is not the duty of the Committee to develop the Corporation’s strategic plan or implement such plan. Instead, such duties remain the responsibility of the management of the Corporation, subject, however, to the general oversight responsibilities of the Board. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Corporation and of the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the information provided to the Committee by such persons, professionals or experts.

The power and authority of the Committee is subject to the provisions of the Laws of the State of Ohio, the Corporation’s Articles of Incorporation and the Code of Regulations.

**Membership**

The Committee shall consist of three members of the Board who are independent pursuant to the rules of the American Stock Exchange (or such other exchange on which the company’s shares are listed).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members serve at the pleasure of the Board and may be removed from the Committee at any time, with or without cause, by the Board.

## **Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Corporation's Code of Regulations.

The Committee shall meet at least twice during each fiscal year and more frequently as the Committee deems desirable. The Committee shall meet separately and may also meet periodically with management.

All directors who are not members of the Committee may attend and observe meetings of the Committee, but will not be entitled to participate in discussions or deliberations absent an invitation to do so by the Committee, and in any event shall not be entitled to vote on matters coming before the Committee. The Committee may, at its discretion, include in its meetings members of the Corporation's management or any personnel employed or retained by the Corporation or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

The Committee may utilize the services of the Corporation's regular legal counsel or other advisors of the Corporation but, should it deem it necessary or appropriate, the Committee may retain any other experts, advisors or counsel. The Corporation shall provide for appropriate funding, as determined by the Committee for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall also have access to the Corporation's senior management, as necessary or desirable to carry out the Committee's responsibilities.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

## **Powers and Responsibilities**

1. In carrying out its responsibilities, the Committee's policies and procedures may remain flexible, in order to best react to changing conditions and to assist the Board and management in developing and implementing the Corporation's long-term strategies.
2. As may be appropriate from time to time, the Committee may recommend for Board approval actions that address the Corporation's strategic initiatives, including but not limited to solicited and unsolicited takeover offers for the Corporation, possible acquisition targets, asset sales or major purchases. For avoidance of doubt, the Committee shall not have power or authority to authorize

- (i) the making of or acceptance of any tender offer, (ii) any merger or consolidation, (iii) any asset sale or acquisition, or (iv) any strategic transaction, all such power and authority being retained by the Board.
3. The Committee shall discuss with the Corporation's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Corporation's long-term strategies.
  4. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.
  5. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

### **Rules and Procedures**

The presence of a majority of the Committee members shall be necessary to constitute a quorum. The affirmative vote of a majority of the members present shall be necessary for the adoption of any resolution.