

DAVITA INC.
COMPLIANCE AND QUALITY COMMITTEE CHARTER

I. Compliance and Quality Committee Purpose:

The Compliance and Quality Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of DaVita Inc. (the “Company”) to assist the Board in fulfilling its oversight responsibilities in connection with (i) legal and regulatory compliance, primarily as it relates to healthcare, and (ii) patient safety and clinical quality of care programs. The Committee’s primary duties and responsibilities are to:

- Be generally knowledgeable about compliance and quality issues facing the healthcare industry.
- Oversee the Company’s healthcare regulatory compliance program (“Compliance Program”), and monitor the Company’s performance under the Compliance Program.
- Assist the Board with the general oversight of the Company’s patient safety and clinical quality of care programs and monitor the Company’s performance in this regard.
- Together with the Audit Committee, assist the Board with oversight of enterprise risk management and healthcare legal and regulatory compliance. Specifically, the Committee shall work together with the Audit Committee as appropriate to ensure that the Company’s management appropriately identifies and manages key healthcare legal and compliance enterprise risks. The Committee has primary responsibility for oversight of healthcare regulatory and anti-corruption compliance requirements. The Audit Committee assists the Board with oversight of all other legal and regulatory requirements, including those that may have a material impact on the Company’s financial statements.
- Provide an avenue of communication among (i) management; (ii) those persons responsible for the internal compliance function, the patient safety and clinical quality of care functions; (iii) those responsible for auditing compliance, patient safety and clinical quality of care functions; (iv) third parties that may be engaged by management and/or the Board or its committees to assess these functions; and (v) the Board.

II. Compliance and Quality Committee Composition and Meetings

The Committee shall consist of two or more members appointed by, and who serve at the pleasure of, the Board. A majority of the members of the Committee shall be independent, non-executive directors, free from any relationship that would interfere with the exercise of such director’s independent judgment and in accordance with the independence requirements of the New York Stock Exchange (“NYSE”) Corporate Governance Listing Requirements, as amended from time to time.

The Board shall designate one of the members of the Committee as its Chair (the “Committee Chair”), and at least one member of the Committee shall, in the judgment of the Board, have a background in healthcare.

The Committee shall meet at least four times annually. The Committee Chair will direct the preparation of or otherwise approve an agenda in advance of each meeting. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members. The Committee will report regularly to the Board and may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

III. Compliance and Quality Committee Responsibilities and Duties

Legal and Regulatory Compliance Responsibilities

The legal and regulatory compliance oversight responsibilities and duties of the Committee shall include the following:

1. Oversee, review and monitor the effectiveness of the Compliance Program and recommend modifications to the Board, as necessary or appropriate;
2. Review and oversee compliance with Federal healthcare program requirements and anti-corruption laws, rules and regulations;
3. Ensure proper communication of significant healthcare regulatory compliance issues to the Board;
4. Review significant healthcare regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
5. Review and oversee the performance of the Chief Compliance Officer (including providing input to the Compensation Committee of the Board with respect to the compensation of the Chief Compliance Officer), the Management Compliance Committee and the Compliance Department;
6. Periodically evaluate new developments and current and emerging trends in regulation, legislation, public policy, compliance and enforcement that may affect companies in the healthcare industry;
7. Meet no less than four times per year in executive session with the Chief Compliance Officer to discuss, among other things, the Compliance Program and to receive an update on compliance activities initiated or completed during the quarter; and
8. Periodically review the Company's Code of Conduct to ensure that it is adequate and up-to date. In coordination with the Audit Committee of the Board, as appropriate, review any violations of the Company's Code of Conduct by any Company executive officer, senior vice president or other person whose position is equivalent to or above a senior vice president and review, assess and/or recommend corrective action as the Committee determines necessary or appropriate.

Clinical Quality Responsibilities

The patient safety and clinical quality of care oversight responsibilities and duties of the Committee shall include the following:

1. Review clinical quality, safety and clinical services metrics and priorities;
2. Review significant quality or patient safety risk areas and the steps management has taken to monitor, control and report such quality and patient safety risk exposures;
3. Receive reports concerning any new developments or processes relating to scientific, clinical and regulatory quality performance embarked on by the Company;
4. Receive reports regarding material public health, safety and clinical performance matters;
5. Periodically evaluate new developments and current trends with respect to patient safety or quality care that may affect companies in the healthcare industry;
6. Meet no less than four times per year in executive session with the Chief Medical Officer to discuss, among other things, the clinical quality of care program and to receive an update on quality activities initiated or completed during the quarter; and

Other Responsibilities

Other responsibilities and duties of the Committee shall include the following:

1. Annually review and reassess the adequacy of this Charter, and submit any recommended changes to the Charter to the Board for approval;
2. Assess, at least annually, the performance of the Committee with respect to the responsibilities and duties specified in this Charter; and
3. Perform other activities consistent with this Charter, the Company's Bylaws, as amended, and applicable laws as the Committee or the Board deems necessary or appropriate.

The Committee has the authority to conduct and authorize any investigation into any matter within the scope of its responsibilities and shall have direct access to anyone in the Company, as well as any third party who may perform compliance- or quality-related consulting services to the Company. The Committee has the authority to retain, at its sole discretion and at the Company's expense, outside counsel, experts and consultants it deems necessary in the performance of its duties.

The Committee at its discretion may meet directly with third parties, including outside counsel, without the presence of management. Nothing in this Charter shall expand the duties and liabilities of any Company directors or officers beyond any duties and liabilities otherwise imposed by law, statutory or regulatory requirements, or rules of the NYSE.

Approved by the Board of Directors on March 11, 2020