

LEAD DIRECTOR CHARTER
SURGICAL CARE AFFILIATES, INC.

(As adopted by the Board of Directors on August 21, 2015)

I. Background: The Board of Directors (the “Board”) of Surgical Care Affiliates, Inc. (the “Company”) considers it to be useful and appropriate that a non-employee/independent director be designated to serve in a lead capacity (the “Lead Director”) to coordinate the activities of the other non-employee/independent directors and to perform such other duties and responsibility as the Board may determine.

II. Responsibilities: The specific responsibilities of the Lead Director are:

1. Board Meetings/Executive Sessions: Preside at all meetings of the Board at which the Chair of the Board (the “Chair”) is not present, including executive sessions of the independent directors.

2. Board Performance: Optimize Board performance through regular feedback that ensures that diverse viewpoints of all directors are heard, and creates a climate of constructive candor in which frank and thoughtful discussion occurs.

3. Independent Directors Meetings: Be authorized to call meetings of the independent directors.

4. Chairman Liaison: Serve as a principal liaison between the Chair and the independent directors.

5. Agenda, Meeting Schedule and Information for the Board: Provide input from the Board to the Chair with regard to Board agendas and schedule of meetings; Work with the Chair to propose an annual schedule of major discussion items for the Board’s approval; Work with the Chair to ensure the quality and timeliness of meeting materials.

6. Outside Advisors and Consultants: Be authorized to retain outside advisors and consultants who report directly to the Board on board-wide issues.

7. Stockholder Communication: In appropriate and limited circumstances and in conjunction with management, make himself or herself available for consultation and direct communication with the Company’s major stockholders.

III. Appointment of Lead Director: The Lead Director shall be elected by a majority of the Board for renewable one (1) year terms and until such earlier time as he or she ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the Board.

IV. Qualifications of Lead Director: The Lead Director must:

1. Qualify as an independent director under applicable securities laws, rules or regulations, and applicable stock exchange requirements or guidelines and any other regulatory rules;
2. Be available to work effectively and closely with and in an advisory capacity to the Chair of the Board;
3. Be available to discuss effectively with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chair of the Board;
4. Help optimize the effectiveness of the Board and ensure that it operates independently of management; and
5. Be familiar with Board governance and related procedures through experience as an independent director or as a chair of a committee of the Board or related positions.

V. Absence of Lead Director: If the Lead Director is not present at any meeting of the Board, a majority of the non-employee/independent directors present shall select a director (who satisfies the qualifications set forth in Section IV) to act as Lead Director for the purpose and duration of such meeting.