UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

January 31, 2023

Natalie H. Cline
HCA Healthcare, Inc.

Re: HCA Healthcare, Inc. (the "Company")
Incoming letter dated January 30, 2023

Dear Natalie H. Cline:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by United Church Funds et al. (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponents have withdrawn the Proposal and that the Company therefore withdraws its December 20, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: Matthew J. Illian
United Church Funds

HCA Healthcare

December 20, 2022

VIA EMAIL: shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporate Finance
Office of Chief Counsel
100 F Street, NE Washington, DC 20549

Re: HCA Healthcare, Inc. – Exclusion of Shareholder Proposal Submitted by United Church Funds and Rhia Ventures as Representative of the Marguerite Casey Foundation

Dear Sir or Madam:

HCA Healthcare, Inc. (the "Company"), respectfully submits this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to notify the Securities and Exchange Commission (the "Commission") of the Company's intention to exclude from the Company's proxy materials for its 2023 annual meeting of shareholders (the "2023 Proxy Materials"), a shareholder proposal submitted to the Company by United Church Funds in a letter dated November 9, 2022 and by Rhia Ventures (the "Representative") on behalf of the Marguerite Casey Foundation (the Marguerite Casey Foundation, together with United Church Funds, the "Proponents") in a letter dated November 11, 2022 (the "Shareholder Proposal"). All references to "Company," "HCA" and "HCA Healthcare" as used throughout this document refer to HCA Healthcare, Inc. and its affiliates.

The Company requests confirmation that the Commission's staff (the "Staff") will not recommend to the Commission that enforcement action be taken against the Company if the Company excludes the Shareholder Proposal from its 2023 Proxy Materials pursuant to Exchange Act Rule 14a-8(i)(10), on the basis that the Company has already substantially implemented the Shareholder Proposal.

Pursuant to Exchange Act Rule 14a-8(j) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), the Company is submitting electronically to the Commission this letter and the exhibits attached hereto, and is concurrently sending a copy of this correspondence to the Proponents, no later than eighty (80) calendar days before the Company intends to file its definitive 2023 Proxy Materials with the Commission.

Exchange Act Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Shareholder Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

The Shareholder Proposal

On November 9, 2022 and November 11, 2022, the Company received the following Shareholder Proposal from the Proponents for inclusion in the 2023 Proxy Materials:

Proposal [-] — Hospital Policies Concerning Pregnant Patients' Right to Access Abortion in Emergencies

Resolved, Shareholders request that the Company report on its current policy regarding availability of abortions in its operations, including but not limited to whether such policy includes an exception for the life and health of the pregnant person, and how the Company defines an emergency medical condition.

Supporting Statement

HCA Healthcare operates hospitals and other acute health care facilities in 13 states that have adopted laws severely restricting access to abortion. According to its 2022 Factsheet: "HCA Healthcare is one of the nation's leading providers of healthcare services with 182 hospitals and 2,300+ sites of care, including surgery centers, freestanding ERs, urgent care centers, home health, and physician clinics located in 20 states."

Although most abortions are not performed in a hospital setting, those that are performed in a hospital are often the most serious and complicated abortions, including those performed because a woman's life or health is in danger or in later stages of pregnancy, when severe fetal anomalies are first detected.

As many as 30% of pregnancies end in miscarriage, and the methods of managing a miscarriage are the same as for abortion. Some untreated miscarriages can lead to complications that can be life-threatening. Ectopic pregnancies (1-2% of all pregnancies) are never viable. (Washington Post, 7.16.22)

It has been widely reported that in states that have passed severe restrictions on abortion, doctors have been struggling with the legality of providing terminations for ectopic pregnancies, incomplete miscarriages, or other circumstances where miscarriage is inevitable or the health or life of the pregnant woman is in danger. Some patients have been denied care by health care providers. (Associated Press, 6.16.22; Bloomberg, 7.12.22; Washington Post, 7.16.22; Texas Tribune, 7.15.22; Kaiser Health News, 8.8.22)

The Department of Health and Human Services, under guidance from the executive order of President Biden, clarified that the Emergency Medical Treatment and Active Labor Act (EMTALA) preempts any state law which prohibits abortion and does not include an exception for the life and health of the pregnant person. Therefore, healthcare providers are required to provide stabilizing medical treatment, including abortion, to a patient who presents to the emergency department and is found to have an emergency medical condition.

A copy of the Shareholder Proposal from the Proponents is attached hereto as Exhibit A.

Basis for Exclusion

We respectfully request that the Staff concur in our view that the Shareholder Proposal may be excluded from the 2023 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Shareholder Proposal through the Company's policy titled "EMTALA – Definitions and

General Requirements" REFERENCE NUMBER: LL.EM.001 (the "EMTALA Policy") and its statement discussing availability of abortions in its operations (the "Statement"), each of which is posted publicly on its website, and copies of which are attached hereto as Exhibit B and Exhibit C, respectively.

Analysis

I. The Shareholder Proposal May Be Excluded Pursuant to Rule 14a-8(i)(10) Because The Company Has Substantially Implemented The Shareholder Proposal.

A. Background

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if "the company has already substantially implemented the proposal." As detailed below, the Company has already made available publicly information regarding the availability of abortions in its operations and how it defines an emergency medical condition. Under the "substantially implemented" standard, a company may exclude a shareholder proposal when the company's actions address the shareholder proposal's underlying concerns, even if the company does not implement every aspect of the shareholder proposal. *Masco Corp.* (Mar. 29, 1999) (permitting exclusion on substantial implementation grounds where the company adopted a version of the proposal with slight modification and clarification as to one of its terms). *See also Starbucks Corp.* (Jan. 19, 2022) (permitting exclusion on substantial implementation grounds of a proposal requesting public disclosure of the company's non-discrimination and civil rights reports and training manuals where the company had already made some reports public and publicly disclosed certain information regarding employee training efforts); *MGM Resorts International* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exxon Mobil Corp. (Rossi)* (Mar. 19, 2010) (permitting differences between a company's actions and a shareholder proposal so long as the company's actions satisfactorily address the proposal's essential objectives); *Texaco, Inc.* (Mar. 28, 1991) ("a determination that the [c]ompany has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal"). The purpose of Rule 14a-8(i)(10) is to "avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management." *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983); Exchange Act Release No. 34-12598 (July 7, 1976) (discussing Rule 14a-8(c)(10), the predecessor to Rule 14a8(i)(10)).

The Staff has previously considered and granted no-action relief pursuant to Rule 14a-8(i)(10) with respect to proposals requesting certain reports on the basis that those proposals were substantially implemented. *See e.g., Chemed Corp.* (Mar. 28, 2022) (concurring with the company's exclusion of a proposal substantially similar to the prior year's proposal where the company was already complying with the prior year's proposal by publishing semi-annual political spending reports); *Exxon Mobil Corp.* (Mar. 20, 2020) (concurring with the company's exclusion of a proposal requiring the Company to issue a report describing how the company can reduce its contribution to climate change and align with the Paris Agreement's standard where such information is made available in the Company's public report); *AutoZone, Inc.* (Oct. 9, 2019) (concurring with the company's exclusion of a proposal requesting the Board to issue a report on sustainability to shareholders taking into consideration certain SASB standards where existing public disclosures align with the guidelines of the proposal); *Hess Corp.* (Apr. 11, 2019) (concurring with the company's exclusion of a shareholder proposal that requested a report on how the company can reduce its carbon footprint in alignment with greenhouse gas reductions where the company had met the essential objective through its annual sustainability report and other existing company disclosures); *Entergy Corp.* (Feb. 14, 2014) (same); *IDACORP, Inc.* (Apr. 1, 2022) (same); *Wal-Mart*

Stores, Inc. (Feb. 21, 2017) (concurring with the company's exclusion of a shareholder proposal that requested the company to establish time-bound quantitative goals for reducing food waste and a report with plans to achieve those goals where the company had already adopted such goals and the company website contained information on how the company planned to achieve those goals); *Mondelēz International, Inc*. (Mar. 7, 2014) (concurring with the company's exclusion of a shareholder proposal that requested reporting on the company's process for identifying and analyzing potential and actual human rights risks in the company's operations and supply chain where the company had already provided the requested information in several different locations on the company website); *The Wendy's Co.* (Apr. 10, 2019) (same); *Caterpillar Inc.* (Mar. 11, 2008) (concurring with the company's exclusion of a shareholder proposal that requested the company to prepare a global warming report where the company had already published a report containing information on its environmental initiatives); *Wal-Mart Stores, Inc.* (Mar. 10, 2008) (same); *PG&E Corp.* (Mar. 6, 2008) (same); *The Dow Chemical Co.* (Mar. 5, 2008) (same); Alcoa Inc. (Feb. 3, 2009) (same).

B. The Company's Publicly Posted EMTALA Policy and Statement Substantially Implemented the Shareholder Proposal

The Shareholder Proposal, entitled "Hospital Policies Concerning Pregnant Patients' Right to Access Abortion in Emergencies," requests that the Company report on its current policy regarding availability of abortions in its operations, including but not limited to whether such policy includes an exception for the life and health of the pregnant person, and how the Company defines an emergency medical condition. As discussed in more detail below, the Company has already substantially implemented both aspects of the Shareholder Proposal through its publicly available EMTALA Policy, posted on the Company's website years before the Company's receipt of the Shareholder Proposal, and its publicly available Statement, posted on the Company's website on December 20, 2022, approximately five weeks following receipt of the Shareholder Proposal. Notably, the Statement was tailored to address the concern raised in the Shareholder Proposal that was not explicitly addressed by the EMTALA Policy. The Company's EMTALA Policy is publicly available at https://hcahealthcare.com/util/forms/ethics/policies/legal/llem001-a.pdf, and the Statement is publicly available at https://hcahealthcare.com/legal/index.dot#responsible-disclosure.

According to the Statement, the Company's hospitals and facilities work with licensed physicians who use their extensive training and experience to exercise their independent medical judgment to assess patients' needs and determine the course of treatment consistent with applicable federal and state laws and regulations. In medical emergency circumstances, a licensed and appropriately credentialed physician at an HCA Healthcare hospital may perform an emergency abortion that such physician (exercising his or her independent medical judgment) determines and documents as meeting an applicable federal requirement or state law exception. As always, our focus is to provide quality care for our patients.

Consistent with the federal Emergency Medical Treatment and Active Labor Act ("EMTALA") statute and regulations, HCA's EMTALA Definitions and General Requirements Policy (previously defined as the "EMTALA Policy") provides:

> POLICY: The hospital with an emergency department must provide to any individual, including every infant who is born alive, at any stage of development, who "comes to the emergency department" an appropriate Medical Screening Examination ("MSE") within the capability of the hospital's emergency department, including ancillary services routinely available to the emergency department, to determine whether or not an

> emergency medical condition ("EMC") exists, regardless of the individual's ability to pay. The EMTALA obligations are triggered when there has been a request for medical care by an individual within a dedicated emergency department ("DED"), when an individual requests emergency medical care on hospital property, other than in a DED, or when a prudent layperson would recognize that an individual on hospital property requires emergency treatment or examination, though no request for treatment is made. If an EMC is determined to exist, the hospital must provide either: (i) further medical examination and any necessary stabilizing treatment within the capabilities of the staff and facilities available at the hospital; or (ii) an appropriate transfer to another medical facility.

The EMTALA Policy defines Emergency Medical Condition ("EMC") as:

> 1. A medical condition manifesting itself by acute symptoms of sufficient severity (including severe pain, psychiatric disturbances and/or symptoms of substance abuse) such that the absence of immediate medical attention could reasonably be expected to result in:
> a. Placing the health of the individual (or, with respect to a pregnant woman, the health of the woman or her unborn child) in serious jeopardy;
> b. Serious impairment to bodily functions; or
> c. Serious dysfunction of any bodily organ or part; or
> 2. With respect to a pregnant woman who is having contractions:
> a. that there is inadequate time to effect a safe transfer to another hospital before delivery; or
> b. that transfer may pose a threat to the health or safety of the woman or the unborn child; or
> 3. With respect to an individual with psychiatric symptoms:
> a. that acute psychiatric or acute substance abuse symptoms are manifested; or
> b. that the individual is expressing suicidal or homicidal thoughts or gestures and is determined to be a danger to self or others.

Beyond EMTALA, applicable state statutes restricting abortion services may contain varying exceptions or affirmative defenses when an abortion is necessary to save the life of or during a medical emergency of the pregnant person, although the scope of these exceptions or affirmative defenses may be narrower than the EMTALA definition of "emergency medical condition." For example, the Texas statute banning abortion after fertilization contains the following exceptions when licensed physicians exercise reasonable medical judgment:

- an ectopic pregnancy
- a life-threatening physical condition aggravated by, caused by or arising from a pregnancy that places the pregnant female at risk of death
- a life-threatening physical condition aggravated by, caused by or arising from a pregnancy that poses a serious risk of substantial impairment of a major bodily function of the pregnant female.[1]

Accordingly, and consistent with the Statement, licensed and appropriately credentialed physicians at the Company's hospitals may perform an emergency abortion that such physician (exercising their

[1] *See* Tex. Health & Safety Code Ann. §§ 170A.002 and 245.002.

independent medical judgment) determines and documents as meeting an applicable federal requirement or state law exception or an affirmative defense.

The EMTALA Policy and Statement, discussed above, amply demonstrate that the Company has substantially implemented the essential objective of the Shareholder Proposal by furnishing information on the Company's position regarding, "availability of abortions in its operations, including but not limited to whether such policy includes an exception for the life and health of the pregnant person, and how the Company defines an emergency medical condition." For the above reasons, the Company has substantially implemented the Shareholder Proposal, and it may be excluded from the 2023 Proxy Materials in reliance on Rule 14a-8(i)(10).

Conclusion

Based on the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Shareholder Proposal from its 2023 Proxy Materials on the basis that the Shareholder Proposal has been substantially implemented by the Company. Should the Staff disagree with the Company's conclusions regarding the omission of the Shareholder Proposal, or should any additional information be desired in support of the Company's position, I would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of your response. If the Staff has any questions regarding this request or requires additional information, please contact the undersigned by phone at (615) 344-5881 or by email at John.Franck@HCAHealthcare.com.

Sincerely,

John M. Franck II
Vice President — Legal and Corporate Secretary
HCA Healthcare, Inc.

cc: United Church Funds
Rhia Ventures on behalf of Marguerite Case

Exhibit A

Shareholder Proposal

EXHIBIT A

UNITED CHURCH FUNDS

Via email & FedEx

November 7 2022

John M. Franck II
Corporate Secretary at HCA Healthcare, Inc.,
One Park Plaza, Nashville, Tennessee 37203

Dear Mr. Franck:

United Church Funds (UCF) is filing the attached proposal requesting that HCA Healthcare Inc. report on its policies concerning pregnant patients' right to access abortion in emergencies. UCF is the lead filer for this proposal for inclusion in the 2023 proxy statement, in accordance with the Securities and Exchange Commission's Rule 14a-8 and may be joined by other shareholders as co-filers.

UCF has continuously beneficially owned, for at least a year as of November 7, 2022, at least $25,000 worth of the Company's common stock. Verification of this ownership is attached. UCF intends to continue to hold such shares through the Company's 2023 annual meeting of shareholders. A representative of the filers will attend the annual meeting to move the resolution as required by SEC rules.

Per SEC requirements, I am available to meet with the company via teleconference on November 18 at 1pm CST / 2pm EST or December 2 at 1pm CST / 2pm EST or at other times that are mutually convenient. Please direct all future correspondence regarding this proposal to me via the information below. We look forward to having productive conversations with the company.

Sincerely,

Matthew J. Illian
Director of Responsible investing
475 Riverside Drive, Suite 1020
New York, NY 10115

BNY MELLON

November 7, 2022

Re: United Church Funds Verification of Ownership

To whom it may concern,

This letter is to confirm that BNY Mellon as custodian for United Church Funds holds at least $25,000.00 worth of **HCA Healthcare, Inc.** stock. Further, United Church Funds has continuously held this position for at least twelve months prior to **November 7, 2022** and intend to continue holding the requisite number of shares of common stock through the date of the next Annual Meeting of Shareholders.

If you have any questions regarding this information, please contact me at Sincerely,

Glen Metzger, Vice President Relationship Manager
The Bank of New York Mellon

HOSPITAL POLICIES CONCERNING PREGNANT PATIENTS' RIGHT TO ACCESS ABORTION IN EMERGENCIES

WHEREAS:

HCA Healthcare operates hospitals and other acute health care facilities in 13 states that have adopted laws severely restricting access to abortion. According to its 2022 Factsheet: "HCA Healthcare is one of the nation's leading providers of healthcare services with 182 hospitals and 2,300+ sites of care, including surgery centers, freestanding ERs, urgent care centers, home health, and physician clinics located in 20 states."

Although most abortions are not performed in a hospital setting, those that are performed in a hospital are often the most serious and complicated abortions, including those performed because a woman's life or health is in danger or in later stages of pregnancy, when severe fetal anomalies are first detected.

As many as 30% of pregnancies end in miscarriage, and the methods of managing a miscarriage are the same as for abortion. Some untreated miscarriages can lead to complications that can be life-threatening. Ectopic pregnancies (1-2% of all pregnancies) are never viable. (Washington Post, 7.16.22)

It has been widely reported that in states that have passed severe restrictions on abortion, doctors have been struggling with the legality of providing terminations for ectopic pregnancies, incomplete miscarriages, or other circumstances where miscarriage is inevitable or the health or life of the pregnant woman is in danger. Some patients have been denied care by health care providers. (Associated Press, 6.16.22; Bloomberg, 7.12.22; Washington Post, 7.16.22; Texas Tribune, 7.15.22; Kaiser Health News, 8.8.22)

The Department of Health and Human Services, under guidance from the executive order of President Biden, clarified that the Emergency Medical Treatment and Active Labor Act (EMTALA) preempts any state law which prohibits abortion and does not include an exception for the life and health of the pregnant person. Therefore, healthcare providers are required to provide stabilizing medical treatment, including abortion, to a patient who presents to the emergency department and is found to have an emergency medical condition.

RESOLVED:

Shareholders request that the Company report on its current policy regarding availability of abortions in its operations, including but not limited to whether such policy includes an exception for the life and health of the pregnant person, and how the Company defines an emergency medical condition.

10/30/2022 | 2:33:32 PM PDT

Shelley Alpern
Director of Shareholder Advocacy
Rhia Ventures

Re: Authorization to File Shareholder Resolution

Dear Shelley Alpern,

The undersigned ("Stockholder") authorizes Rhia Ventures to file a shareholder resolution on Stockholder's behalf with the named Company for inclusion in the Company's 2023 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Marguerite Casey Foundation (S)
Company: HCA Healthchare
Subject: Hospital policies concerning pregnant patients' right to access abortion in emergencies

The Stockholder has continuously owned an amount of Company stock for a duration of time that enables the Stockholder to file a shareholder resolution for inclusion in the Company's proxy statement. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2023.

The Stockholder gives Rhia Ventures the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name and contact information will be disclosed in the proposal. The Securities and Exchange Commission has confirmed that they remove personally identifiable information from No-Action requests and related correspondence before making these materials publicly available on the Commission's website. The Stockholder acknowledges that their name, however, may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution. The Stockholder supports this proposal.

The Stockholder is available for a meeting with the Company regarding this shareholder proposal. The dates/times will be provided by Rhia Ventures.

The Stockholder can be contacted at the following email address to schedule a dialogue during one of the above dates:
Any correspondence regarding meeting dates must **also be sent to my representative**:

The Stockholder also authorizes Rhia Ventures to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:
Dr. Carmen Rojas, President & CEO
8CCD0278739B447...

Name: Dr. Carmen Rojas, President & CEO

Title:

HOSPITAL POLICIES CONCERNING PREGNANT PATIENTS' RIGHT TO ACCESS ABORTION IN EMERGENCIES

WHEREAS:

HCA Healthcare operates hospitals and other acute health care facilities in 13 states that have adopted laws severely restricting access to abortion. According to its 2022 Factsheet: "HCA Healthcare is one of the nation's leading providers of healthcare services with 182 hospitals and 2,300+ sites of care, including surgery centers, freestanding ERs, urgent care centers, home health, and physician clinics located in 20 states."

Although most abortions are not performed in a hospital setting, those that are performed in a hospital are often the most serious and complicated abortions, including those performed because a woman's life or health is in danger or in later stages of pregnancy, when severe fetal anomalies are first detected.

As many as 30% of pregnancies end in miscarriage, and the methods of managing a miscarriage are the same as for abortion. Some untreated miscarriages can lead to complications that can be life-threatening. Ectopic pregnancies (1-2% of all pregnancies) are never viable. (Washington Post, 7.16.22)

It has been widely reported that in states that have passed severe restrictions on abortion, doctors have been struggling with the legality of providing terminations for ectopic pregnancies, incomplete miscarriages, or other circumstances where miscarriage is inevitable or the health or life of the pregnant woman is in danger. Some patients have been denied care by health care providers. (Associated Press, 6.16.22; Bloomberg, 7.12.22; Washington Post, 7.16.22; Texas Tribune, 7.15.22; Kaiser Health News, 8.8.22)

The Department of Health and Human Services, under guidance from the executive order of President Biden, clarified that the Emergency Medical Treatment and Active Labor Act (EMTALA) preempts any state law which prohibits abortion and does not include an exception for the life and health of the pregnant person. Therefore, healthcare providers are required to provide stabilizing medical treatment, including abortion, to a patient who presents to the emergency department and is found to have an emergency medical condition.

RESOLVED:

Shareholders request that the Company report on its current policy regarding availability of abortions in its operations, including but not limited to whether such policy includes an exception for the life and health of the pregnant person, and how the Company defines an emergency medical condition.

Rhia VENTURES

November 10, 2022

Via Courier

John M. Franck II
Vice President — Legal and Corporate Secretary
HCA Healthcare, Inc.
OnePark Plaza,
Nashville, Tennessee 37203

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Mr. Franck:

Rhia Ventures is co-filing a shareholder proposal on behalf of the Marguerite Casey Foundation ("co-filer"), a shareholder of HCA Healthcare, Inc. ("HCA") for action at the next annual meeting of HCA. The co-filer submits the enclosed shareholder proposal for inclusion in HCA's 2023 proxy statement, for consideration by shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. The co-filer has designated the lead filer, UC Funds, to conduct the initial engagement conversation with the company as required by amended SEC rules but may join the meeting subject to availability.

The co-filer has continuously beneficially owned the requisite shares of HCA common stock required to file a shareholder proposal under Rule 14a-8. Verification of this ownership will be sent under separate cover. The co-filer intends to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

A letter from the co-filer authorizing Rhia Ventures to act on its behalf is enclosed. A representative of the co-filer will attend the stockholders' meeting to move the resolution as required.

The co-filer, represented by Dr. Carmen Rojas, and Rhia Ventures, represented by myself, are available to meet with HCA by telephone on December 5th at 12:00 PM to 1:00 PM ET.

We appreciate the opportunity to engage and seek to resolve the co-filer's concerns. I can be contacted on or by email at to schedule a meeting and to address any questions. Please address any future correspondence regarding the proposal to me at this address.

Sincerely,

Shelley Alpern
Director of Corporate Engagement
Rhia Ventures

Encl: Shareholder Proposal
Marguerite Casey Foundation authorization letter

From:	Pritchett Denine on behalf of Franck John
To:	
Bcc:	Ball Kevin - Nashville; Franck John; Cline Natalie; Denine Pritchett - Corporate Office (Denine.Pritchett@hcahealthcare.com)
Subject:	HCA - Rule 14a-8 Stockholder Proposal
Date:	Tuesday, November 22, 2022 2:21:00 PM
Attachments:	HCA - Letter to Rhia Ventures and Casey Foundation (Nov 2022).pdf image003.png

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Dear Ms. Alpern and Dr. Rojas, enclosed please find HCA's response to your stockholder proposal received from Rhia Ventures on November 11, 2022.

Sincerely,

John M. Franck II
Vice President and Corporate Secretary

HCA Healthcare™
HCAhealthcare.com | Connect With Us

November 22, 2022

VIA EMAIL

Ms. Shelley Alpern
Director of Shareholder Advocacy
Rhia Ventures
Email:

Dr. Carmen Rojas
Marguerite Casey Foundation
Email:

RE: Rule 14a-8 Stockholder Proposal – Hospital Policies Re: Pregnant Patients' Right to Access Abortion in Emergencies

Dear Ms. Alpern and Dr. Rojas:

I am writing on behalf of HCA Healthcare, Inc. (the "Company"), which on November 11, 2022 received from Rhia Ventures, as representative ("Representative") of Marguerite Casey Foundation (the "Proponent") and as co-filer with United Church Funds, a stockholder proposal (the "Proposal") to be included in the Company's proxy statement (the "Proxy Statement") to be sent to the Company's stockholders in connection with the Company's 2023 annual meeting of stockholders (the "Annual Meeting"). We are currently reviewing the Proposal to determine if it is eligible for inclusion in the Proxy Statement; however, in accordance with Rule 14a-8(f) of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), the purpose of this letter is to notify you that the Proposal is procedurally deficient with respect to the requirements of Rule 14a-8(b) described below.

In order to be eligible to submit a stockholder proposal pursuant to Rule 14a-8 for inclusion in a company's proxy statement for its annual meeting of stockholders, Rule 14a-8(b)(1)(i) requires a proponent to have continuously held, as of the date the proponent submits the proposal, at least (i) $2,000 in market value of the company's securities entitled to vote on the proposal for at least three years, (ii) $15,000 in market value of the company's securities entitled to vote on the proposal for at least two years, or (iii) $25,000 in market value of the company's securities entitled to vote on the proposal for at least one year. Moreover, in order to be eligible to submit a stockholder proposal pursuant to Rule 14a-8 for inclusion in a company's proxy statement for its annual meeting of stockholders, the proponent must, pursuant to Rule 14a-8(b)(1)(ii), provide a written statement that the proponent intends to continue to hold the required minimum amount of securities listed above through the date of such annual meeting for which the stockholder proposal is submitted, and must so hold such securities through such date, and, pursuant to Rule 14a-8(b)(2), the proponent must be the registered holder of the requisite securities or if the proponent is not the registered holder of the requisite securities, the proponent must offer appropriate proof of eligibility in accordance with Rule 14a-8(b)(2)(ii) to submit the proposal.

Additionally, Rule 14a-8(b)(1)(iii) requires the proponent to (i) provide the company with a written statement that the proponent is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal, (ii) include in such written statement the proponent's contact information as well as business days and specific times

that the proponent is available to discuss the proposal with the company, and (iii) identify in such written statement times that are within the regular business hours of the company's principal executive offices (as disclosed in the company's proxy statement for the prior year's annual meeting or, if the company's regular business hours are not so disclosed, between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices).

The Company has not been able to verify, based on its stock register, that the Proponent is a registered holder of the Company's common stock. Therefore, the Proponent has not demonstrated eligibility to submit a proposal through submitting evidence of ownership of the Company's common stock as required by Rule 14a-8(b)(2). Because the Proponent does not appear in the Company's stock register as the registered holder of the requisite amount of the Company's common stock, under Rule 14a-8(b)(2)(ii), the Proponent must submit sufficient proof of ownership by either:

(i) submitting to the Company a written statement from the "record" holder of the Proponent's stock in the Company (usually a broker or bank) verifying that, at the time the Proponent submitted the Proposal, it continuously held at least $25,000, $15,000, or $2,000 in market value of the Company's common stock for at least one year, two years or three years, respectively (please note that an account statement from the Proponent's broker or bank will not satisfy this requirement); or

(ii) if the Proponent is required to file, and has filed, a Schedule 13D, Schedule 13G, Form 3, Form 4, and/or Form 5, or amendments to those documents or updated forms, demonstrating that it meets at least one of the requisite ownership amounts and holding periods under Rule 14a-8(b)(1)(i), submitting to the Company: (a) a copy of the schedule and/or form, and any subsequent amendments reporting a change in its ownership level, (b) a written statement that it continuously held the required number of shares for the applicable period as of the date of the statement and (c) a written statement that it intends to continuously hold the required number of shares through the Annual Meeting.

If the Proponent intends to demonstrate ownership by submitting a written statement from the record holder of the Proponent's shares as set forth in (i) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F ("SLB 14F"), only DTC participants should be viewed as 'record' holders of securities that are deposited at DTC. Under SEC Staff Legal Bulletin No. 14G ("SLB 14G"), a written statement establishing proof of ownership may also come from an affiliate of a DTC participant. SLB 14G also clarified that the Proponent who holds securities through a securities intermediary that is not a broker or bank can satisfy Rule 14a-8's documentation requirement by submitting a proof of ownership letter from that securities intermediary.

Alternatively, if the Proponent's shares are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, proof of ownership must be provided by both (1) the bank, broker or other securities intermediary and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary. The Proponent can confirm whether a particular bank, broker or other securities intermediary is a DTC participant by checking DTC's participant list, which is available on the Internet at https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf.The
Proponent should be able to determine who the DTC participant is by asking its bank, broker or other securities intermediary.

In SEC Staff Legal Bulletin No. 14L ("SLB 14L"), the Staff provided the following as a suggested format for a broker or bank statement providing the required proof of ownership as of the Submission Date for purposes of Rule 14a-8(b):

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least [one year] [two years] [three years], [number of securities] shares of [company name] [class of securities]."

Enclosed for your reference please find (i) a copy of Rule 14a-8 and (ii) guidance from the staff of the Securities and Exchange Commission ("SEC") regarding, among other things, brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(ii)(A) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8, and common errors shareholders can avoid when submitting proof of ownership and revised proposals to companies. Please note, however, that the enclosed guidance is not authoritative and has in some cases been superseded by recent amendments to Rule 14a-8, which amendments are summarized in the enclosed compliance guide prepared by the staff of the SEC.

Rule 14a-8(f) provides that your response, including the required proof of eligibility and the revisions described above, must be postmarked or transmitted electronically no later than fourteen (14) calendar days from the date you receive this notice of defects. If you do not adequately cure the defect within the stipulated timeframe, Rule 14a-8(f) allows the Company to exclude the Proponent's Proposal from the Proxy Statement. Please address any response to me at HCA Healthcare, Inc., One Park Plaza, Nashville, TN 37203, Attention: Corporate Secretary. Alternatively, you may e-mail your response to me at John.Franck@HCAHealthcare.com. Finally, please note that in addition to the eligibility deficiencies cited above, the Company reserves the right in the future to raise any further bases upon which the Proposal may be properly excluded under Rule 14a-8 of the Exchange Act.

Sincerely,

John M. Franck II
Vice President, Legal and
Corporate Secretary

Enclosures:

Rule 14a-8 of the Securities Exchange Act of 1934

Division of Corporation Finance Staff Bulletin No. 14F

Division of Corporation Finance Staff Bulletin No. 14G

Division of Corporation Finance Staff Bulletin No. 14L

Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8:
A Small Entity Compliance Guide

From: Shelley Alpern
Sent: Wednesday, November 30, 2022 11:05 AM
To: Franck John <John.Franck@HCAHealthcare.com>
Cc: daniel
Subject: {EXTERNAL} Re: HCA - Rule 14a-8 Stockholder Proposal

Mr. Franck,

Please find attached proof of long-term, continuous ownership of the Foundation's position in HCA. We hope to speak with you and your colleagues soon about the proposal.

Sincerely,

Shelley Alpern

Rhia Ventures | Director of Corporate Engagement

www.rhiaventures.org

To schedule an appointment with me, visit my Calendly page.

On Tue, Nov 22, 2022 at 3:21 PM Franck John <John.Franck@hcahealthcare.com> wrote:

> Dear Ms. Alpern and Dr. Rojas, enclosed please find HCA's response to your stockholder proposal received from Rhia Ventures on November 11,

2022.

Sincerely,

John M. Franck II
Vice President and Corporate Secretary

HCA Healthcare™
HCAhealthcare.com | Connect With Us

BNY MELLON
ASSET SERVICING
Mellon Bank, N.A.

Nov 17th 2022

To whom it may concern,

BNY Mellon, a DTC participant, acts as the custodian for Account - MARGUERITE CASEY FOUNDATION. As of the date of this letter, the account currently holds 1,383.00 shares on security, HCA HEALTHCARE INC - Cusip – 40412C101, we confirm that the account has had beneficial ownership of at least $25,000.00 in market value of the voting-class securities listed above and had such beneficial ownership continuously for at least 13 months.

If you have any questions, please contact your advisor at Aperio Group, LLC. at 415.339.4177

Sincierly,

Imran Bojgar
Specialist
BNY Mellon

Exhibit B

EMTALA Policy

HCA Healthcare

DEPARTMENT: Legal	**POLICY DESCRIPTION:** EMTALA – Definitions and General Requirements
PAGE: 1 of 18	**REPLACES POLICY DATED:** 1/1/99, 1/1/01, 1/30/04, 8/1/04, 2/1/05, 11/15/06, 7/15/08, 1/15/10, 5/1/10, 5/31/12, 9/1/12, 3/1/13, 3/2/13, 2/1/16
EFFECTIVE DATE: September 1, 2019	**REFERENCE NUMBER:** LL.EM.001
APPROVED BY: Ethics and Compliance Policy Committee	

SCOPE: All Company facilities including, but not limited to, the following hospital departments and hospital-based entities:

Administration
Admitting/Registration
All Clinical Departments
Ambulatory Care Facilities
Ancillary Services
Employed Physicians
Dedicated Emergency Departments
Emergency Department Physicians (ED Physicians)
Quality Management
Finance
Transfer Centers
On-Call Physicians
Contracted Emergency Physician Groups
Hospital-Based Entities
Hospital Departments on and off campus
Hospital-Owned Emergency Vehicles
Hospital-Owned Medical Office Buildings
Nursing
Patient Account Services/Parallon
Risk Management
Urgent Care Centers/Clinics
Off-Campus Provider-Based Emergency Departments
Security Departments
Hospitalists

This policy reflects guidance under the Emergency Medical Treatment and Labor Act ("EMTALA") 42 U.S.C. § 1395dd and associated State laws only. It does not reflect any requirements of The Joint Commission or other regulatory entities. Each facility should ensure it has policies and procedures to address such additional requirements.

PURPOSE: To require, in conjunction with state-specific policies, that an acute care or specialty hospital with an emergency department provide an appropriate medical screening examination and any necessary stabilizing treatment to any individual, including every infant who is born alive, at any stage of development, who comes to the Emergency Department and requests such examination, as required by EMTALA and all Federal regulations and interpretive guidelines promulgated thereunder.

POLICY: The hospital with an emergency department must provide to any individual, including every infant who is born alive, at any stage of development, who "comes to the emergency department" an appropriate Medical Screening Examination ("MSE") within the capability of the hospital's emergency department, including ancillary services routinely available to the emergency department, to determine whether or not an emergency medical condition ("EMC") exists, regardless of the individual's ability to pay. The EMTALA obligations are triggered when there has been a request for medical care by an individual within a dedicated emergency department ("DED"), when an individual requests emergency medical care on hospital property, other than in a DED, or when a prudent layperson would recognize that an individual on hospital property requires emergency treatment or examination, though no request for treatment is made. If an EMC is determined to exist, the hospital must provide either: (i) further medical examination and any necessary stabilizing treatment within the capabilities of the staff and facilities available at the hospital; or (ii) an

appropriate transfer to another medical facility. The Chief Executive Officer of the Hospital, the executive officer responsible for the emergency department, and the Emergency Department Director are responsible for implementing the EMTALA policies outlined herein.

In addition to implementing the Company's EMTALA policy, each facility must develop and implement state-compliant, facility-specific policies regarding the screening and treatment of patients with emergency conditions. These governing policies must support compliance with applicable federal and state regulations. The EMTALA Model Facility Policies are available on the Company's Intranet**.**

Exception for Registered Outpatients and Inpatients. EMTALA obligations do not apply to individuals who have been registered and are receiving outpatient services who then have an EMC while receiving the outpatient services. EMTALA also is not generally applicable to inpatients.* Existing Medicare Hospital Conditions of Participation ("CoP") and relevant state laws protect individuals who are already patients of a hospital and who experience EMCs. However, if an individual comes to the emergency department and is retained for observation status, EMTALA does apply.

> *Case law provides that EMTALA does apply to inpatients who have not been stabilized in Kentucky, Tennessee, Ohio and Michigan. *Moses v. Providence Hospital and Medical Centers, Inc. and Paul Lessem, 6th Circuit Court of Appeals, April 6, 2009*.

DEFINITIONS

Appropriate transfer occurs when: (i) the transferring hospital provides medical treatment within its capacity that minimizes the risks to the individual's health and, in the case of a woman in labor, the health and safety of the unborn child; (ii) the receiving facility has the available space and qualified personnel for the treatment of the individual and has agreed to accept transfer of the individual and to provide appropriate medical treatment; (iii) the transferring hospital sends to the receiving hospital all medical records (or copies thereof) related to the EMC for which the individual has presented, available at the time of transfer, including records related to the individual's EMC, observations of signs or symptoms, preliminary diagnosis, treatment provided, results of diagnostic studies or telephone reports of the studies, and the informed written consent for transfer or certification if applicable, name and address of any on-call physician who has refused or failed to appear within a reasonable time to provide necessary stabilizing treatment when requested by the ED physician to do so, and that any other records that are not readily available at the time of transfer are sent as soon as practicable after the transfer; and (iv) the transfer is effected through qualified personnel, transportation and equipment, as required, including the use of necessary and medically appropriate life support measures during the transfer.

HCA Healthcare

DEPARTMENT: Legal	**POLICY DESCRIPTION:** EMTALA – Definitions and General Requirements
PAGE: 3 of 18	**REPLACES POLICY DATED:** 1/1/99, 1/1/01, 1/30/04, 8/1/04, 2/1/05, 11/15/06, 7/15/08, 1/15/10, 5/1/10, 5/31/12, 9/1/12, 3/1/13, 3/2/13, 2/1/16
EFFECTIVE DATE: September 1, 2019	**REFERENCE NUMBER:** LL.EM.001
APPROVED BY: Ethics and Compliance Policy Committee	

Born Alive Infant Protection Act of 2002 refers to Section 8 of the United States Code, Title 1, Chapter 1 which defines "person," "human being," "child," or "individual" to include an infant of the species homo sapien who is born alive at any stage of development. "Born alive" refers to an infant that has been completely expulsed or extracted from the mother and who, after such expulsion or extraction, breathes or has a beating heart, pulsation of the umbilical cord, or definite movement of voluntary muscles, regardless of whether the umbilical cord has been cut, and regardless of whether the expulsion or extraction occurs as a result of natural or induced labor, cesarean section, or induced abortion. Infants who are born alive as such have all the rights extended by the U.S. Code, including the rights provided under EMTALA.

Capabilities of a medical facility or main hospital provider means the physical space, equipment, supplies and services (*e.g.*, trauma care, surgery, intensive care, pediatrics, obstetrics, burn unit, neonatal unit or psychiatry), including ancillary services available at the hospital. The capabilities of the hospital's staff mean the level of care that the hospital's personnel can provide within the training and scope of their professional licenses, including coverage available through the hospital's on-call roster. The hospital is responsible for treating the individual within the capabilities of the hospital as a whole, not necessarily in terms of the particular department at which the individual presented. The hospital is not required to locate additional personnel or require staff at off-campus departments to be on call for possible emergencies.

Capacity means the ability of the hospital to accommodate the individual requesting examination or treatment of the transferred individual. Capacity encompasses the number and availability of qualified staff, beds, equipment and the hospital's past practices of accommodating additional patients in excess of its occupancy limits, including if the hospital has customarily accommodated patients by, for example, moving patients to other units, calling in additional staff, or borrowing equipment from other facilities.

Central Log is a log that a hospital is required to maintain on each individual who "comes to the emergency department" seeking assistance that documents whether he or she refused treatment, was refused treatment, or whether he or she was transferred, admitted and treated, stabilized and transferred or discharged. The purpose of the Central Log is to track the care provided to each individual where EMTALA is triggered. The Central Log includes, directly or by reference, logs from other areas of the hospital that may be considered DEDs, such as labor and delivery where an individual might present for emergency services or receive an MSE instead of the "traditional" emergency department; as well as individuals who seek care for an EMC in other areas located on the hospital property other than a DED.

Community Call Plan is a plan that allows a hospital to augment its on-call list by adding to it physicians from another hospital. Such a plan may be developed by two or more facilities and must meet the requirements as set forth in the EMTALA Interpretive Guidelines.

HCA Healthcare

DEPARTMENT: Legal	**POLICY DESCRIPTION:** EMTALA – Definitions and General Requirements
PAGE: 4 of 18	**REPLACES POLICY DATED:** 1/1/99, 1/1/01, 1/30/04, 8/1/04, 2/1/05, 11/15/06, 7/15/08, 1/15/10, 5/1/10, 5/31/12, 9/1/12, 3/1/13, 3/2/13, 2/1/16
EFFECTIVE DATE: September 1, 2019	**REFERENCE NUMBER:** LL.EM.001
APPROVED BY: Ethics and Compliance Policy Committee	

Dedicated Emergency Department ("DED") means any department or facility of the hospital, regardless of whether it is located on or off the main hospital campus, that meets at least one of the following requirements:

1. is licensed by the State in which it is located under applicable State law as an emergency room or emergency department;
2. is held out to the public (by name, posted signs, advertising, or other means) as a place that provides care for EMCs on an urgent basis without requiring a previously scheduled appointment; or
3. during the calendar year immediately preceding the calendar year in which a determination is being made, based on a representative sample of patient visits that occurred during that calendar year, it provides at least one-third of all of its outpatient visits for the treatment of EMCs on an urgent basis without requiring a previously scheduled appointment.
   a. To meet the one-third criteria of being a DED, the hospital must include those individuals in their case count who meet all three criteria:
      (i) all outpatients
      (ii) all walk-in individuals with unscheduled appointments
      (iii) all individuals with EMCs who received stabilizing treatment
   b. If one-third of the total cases being reviewed meet all three criteria above, the hospital has an EMTALA obligation in that department and it becomes a DED for EMTALA purposes.

Emergency Medical Treatment and Labor Act ("EMTALA") refers to Sections 1866 and 1867 of the Social Security Act, 42 U.S.C. § 1395dd, which obligate hospitals to provide medical screening, treatment and transfer of individuals with EMCs or women in labor. It is also referred to as the "anti-dumping" statute and COBRA.

Emergency Medical Condition ("EMC") means:

1. A medical condition manifesting itself by acute symptoms of sufficient severity (including severe pain, psychiatric disturbances and/or symptoms of substance abuse) such that the absence of immediate medical attention could reasonably be expected to result in:
   a. Placing the health of the individual (or, with respect to a pregnant woman, the health of the woman or her unborn child) in serious jeopardy;
   b. Serious impairment to bodily functions; or
   c. Serious dysfunction of any bodily organ or part; or
2. With respect to a pregnant woman who is having contractions:
   a. that there is inadequate time to effect a safe transfer to another hospital before delivery; or
   b. that transfer may pose a threat to the health or safety of the woman or the unborn child; or

3. With respect to an individual with psychiatric symptoms:
   a. that acute psychiatric or acute substance abuse symptoms are manifested; or
   b. that the individual is expressing suicidal or homicidal thoughts or gestures and is determined to be a danger to self or others.

Encounter means a direct personal contact between a patient and a physician, or other person who is authorized by State licensure law and, if applicable, by hospital or critical access hospital ("CAH") staff bylaws, to order or provide hospital services for diagnosis or treatment of the individual.

Hospital means a facility that has a provider agreement to participate in the Medicare Program as a hospital, including a critical access or rural primary care hospital.

Hospital-Based Entity or Provider-Based Entity means a provider of health care services, or a rural health clinic ("RHC"), that is either created by, or acquired by, a hospital for the purpose of providing health care services of a different type from those of the hospital under the name, ownership, and administrative and financial control of the hospital. A hospital-based entity may, by itself, be qualified to participate in Medicare as a provider and the Medicare CoP do apply to a hospital-based entity as an independent entity. Hospital-based entities may be located on or off the hospital campus. Examples of hospital-based entities may include inpatient psychiatric facility (distinct part unit), skilled nursing facility ("SNF"), comprehensive outpatient rehabilitation facility ("CORF") and an RHC.

Hospital Campus ("Campus") means the physical area immediately adjacent to the hospital's main buildings, other areas and structures that are not strictly contiguous to the main buildings but are located within 250 yards of the main buildings, and any other areas determined on an individual case basis by the Centers for Medicare & Medicaid Services ("CMS") Regional Office to be part of the hospital's campus.

Hospital Department or Department of Hospital means a facility or organization that is either created by or acquired by a hospital for the purpose of providing health care services of the same type as those provided by the hospital under the name, ownership, and financial and administrative control of the hospital. A hospital department may not by itself be qualified to participate in Medicare as a provider and Medicare CoP do not apply to a department as an independent entity. Hospital departments may be located on or off the hospital campus.

Hospital with Emergency Department means a hospital with a DED as defined above.

Hospital Property means the entire main hospital campus, including parking lot, sidewalk, and driveway, but excluding other areas or structures of the hospital's main building that are not part of the hospital, such as physician offices, rural health centers, skilled nursing facilities, or other entities that participate separately under Medicare, or restaurants, shops or other non-medical facilities.

DEPARTMENT: Legal	**POLICY DESCRIPTION:** EMTALA – Definitions and General Requirements
PAGE: 6 of 18	**REPLACES POLICY DATED:** 1/1/99, 1/1/01, 1/30/04, 8/1/04, 2/1/05, 11/15/06, 7/15/08, 1/15/10, 5/1/10, 5/31/12, 9/1/12, 3/1/13, 3/2/13, 2/1/16
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APPROVED BY: Ethics and Compliance Policy Committee	

Individual includes every infant who is born alive, at any stage of development pursuant to the Born Alive Infants Protection Act of 2002.

Inpatient means an individual who is formally admitted to the hospital by a physician's order.

Labor means the process of childbirth beginning with the latent or early phase of labor and continuing through the delivery of the placenta. A woman experiencing contractions is in true labor unless a physician, certified nurse-midwife, or other qualified medical person ("QMP") acting within his or her scope of practice as defined in hospital medical staff bylaws and State law, certifies that, after a reasonable time of observation, the woman is in false labor.

Medical Screening Examination ("MSE") is the process required to reach with reasonable clinical confidence, the point at which it can be determined whether or not an EMC exists or with respect to a woman who could be in labor, whether or not the woman is in labor. Screening is to be conducted to the extent necessary, by physicians and/or other QMP to determine whether an EMC exists. With respect to an individual with behavioral symptoms, an MSE consists of both a medical and behavioral health screening.

Medically Indicated Transfer means the transfer of an individual to a facility with a higher level of care or to a facility with a service that the transferring facility does not provide in order to provide further care and treatment to an individual with an EMC.

Movement from Off-Campus Department means the movement of an individual from an off-campus department to the main hospital campus; such movement is not considered a transfer.

National Emergency is an emergency or disaster declared by the President of the United States pursuant to the National Emergencies Act or the Robert T. Stafford Disaster Relief and Emergency Assistance Act and a public health emergency declared by the Secretary of the Department of Health and Human Services pursuant to section 319 of the Public Health Service Act.

Off-Campus Provider-Based Emergency Department means an emergency department, licensed as an emergency department by the state, operating under the Medicare Provider number of the main hospital and located no more than 35 miles from the main hospital campus. While it may sometimes incorrectly be referred to as a Free-Standing Emergency Department, operationally it is considered a provider-based department of the hospital if it operates under the same provider number as the main facility.

On-Call List refers to the list that the hospital is required to maintain that defines those physicians who are on the hospital's medical staff or who have privileges at the hospital, or who are on staff or have privileges at another hospital participating in a formal community call plan and are available to provide treatment necessary after the initial examination to stabilize individuals with EMCs. The list

should be maintained in accordance with the resources available to the hospital and should include the name and direct telephone number or direct pager of each physician who is required to fulfill on-call duties. A practice group's name, answering service, and general office phone numbers are not acceptable under EMTALA. The purpose of the on-call list is to ensure that the DED is prospectively aware of which physicians, including specialists and sub-specialists, are available to provide treatment necessary to stabilize individuals with EMCs. Only physicians that are available to physically come to the ER may be included on the on-call list. A physician available via telemedicine does not satisfy the on-call requirements under EMTALA. The services included in the on-call list will be determined by the hospital administration and physicians in accordance with the resources available to the hospital. Each hospital that utilizes a Transfer Center to facilitate transfers of individuals with EMCs shall provide to the Transfer Center, on a daily basis, an accurate list of physician specialists and sub-specialists available on-call.

Outpatient means a person who has not been admitted as an inpatient but who is registered on the hospital or CAH records as an outpatient and receives services (rather than supplies alone) directly from the hospital or CAH.

Physician means: (i) a doctor of medicine or osteopathy; (ii) a doctor of dental surgery or dental medicine who is legally authorized to practice dentistry by the State and who is acting within the scope of his/her license; (iii) a doctor of podiatric medicine to the extent that he/she is legally authorized to perform by the State; or (iv) a doctor of optometry to the extent that he/she is legally authorized to perform by the State with respect to services related to the condition of aphakia.

Physician Certification refers to written or electronically-penned certifications by the treating physician ordering the transfer prior to the patient's transfer that, based on the information available at the time of transfer, the medical benefits reasonably expected from the provision of appropriate medical treatment at another medical facility outweigh the increased risks to the individual and, in the case of a woman in labor, to the unborn child from effecting the transfer. The certification shall include a summary of the risks and benefits upon which the certification is based and the reason(s) for the transfer. If a physician is not physically present at the time of transfer, a QMP can sign the certification as long as the QMP consults with the physician and the physician agrees with the certification, and subsequently, countersigns the certification. The date and time of such certification should closely match the date and time of the transfer.

Prudent Layperson Observer is a legal standard descriptive of a careful, attentive and diligent individual who is not a medical professional, who, theoretically, believes, based on the individual's appearance or behavior, that the individual present in a DED needs an examination or treatment for a medical condition or the individual present on hospital property, other than the DED, needs an examination or treatment for an EMC.

DEPARTMENT: Legal	**POLICY DESCRIPTION:** EMTALA – Definitions and General Requirements
PAGE: 8 of 18	**REPLACES POLICY DATED:** 1/1/99, 1/1/01, 1/30/04, 8/1/04, 2/1/05, 11/15/06, 7/15/08, 1/15/10, 5/1/10, 5/31/12, 9/1/12, 3/1/13, 3/2/13, 2/1/16
EFFECTIVE DATE: September 1, 2019	**REFERENCE NUMBER:** LL.EM.001
APPROVED BY: Ethics and Compliance Policy Committee	

Qualified Medical Person or Personnel ("QMP") means an individual, in addition to a licensed physician, who is licensed or certified and who has demonstrated current competence in the performance of MSEs, for example:

- Registered Nurse in Perinatal Services, depending on State law
- Psychiatric Social Worker, depending on State law
- Registered Nurse in Psychiatric Services, depending on State law
- Psychologist
- Physician Assistant
- Advanced Registered Nurse Practitioner
- Certified Registered Nurse Midwife

The above-referenced categories are examples of professionals that may be approved by a hospital's governing board as qualified to administer one or more types of initial MSEs and complete/sign a certification for transfer in consultation with a physician when a physician is not physically present in the DED. Each hospital's governing board must make such a determination on behalf of the hospital through the hospital's by-laws or rules and regulations.

Signage refers to the hospital requirement to post signs conspicuously in a DED or in a place or places likely to be noticed by all individuals entering the DED as well as those individuals waiting for examination and treatment in areas other than the DED located on hospital property, (*e.g.,* outpatient departments, labor and delivery, waiting room, admitting area, entrance and treatment areas), informing individuals of their rights under Federal law with respect to examination and treatment for medical conditions, EMCs and women in labor. The sign must also state whether or not the hospital participates in the State's Medicaid program in a State plan approved under Title XIX.

Stabilized with respect to an EMC means that no material deterioration of the condition is likely within reasonable medical probability, to result from or occur during the transfer of the individual from the facility or in the case of a woman in labor, that the woman delivered the child and the placenta.

To Stabilize means, with respect to an EMC to either provide such medical treatment of the condition as may be necessary to assure, within reasonable medical probability, that no material deterioration of the condition is likely to result from or occur during the transfer of the individual from a facility or, in the case of a woman in labor, that the woman has delivered the child and the placenta. Exception applicable to inpatients: If a hospital has screened an individual and found that the individual has an EMC and admits that individual as an inpatient in good faith in order to stabilize the EMC, the hospital has satisfied its responsibilities with respect to that individual under EMTALA.*

*Case law provides that EMTALA does apply to inpatients who have not been stabilized in Kentucky, Tennessee, Ohio and Michigan. *Moses v. Providence Hospital and Medical Centers, Inc. and Paul Lessem, 6th Circuit Court of Appeals, April 6, 2009*.

Transfer means the movement (including the discharge) of an individual outside a hospital's facilities at the direction of any person employed by (or affiliated or associated, directly or indirectly, with) the hospital, but does not include such a movement of an individual who has been declared dead or who leaves the facility without the permission of any such person.

Transfer Center means an entity to facilitate the transfer of emergent patients in need of a higher level of care from a transferring facility to a receiving facility via ground or air ambulance transportation. Such Transfer Center provides staffing to facilitate making arrangements for the transfer of such individuals, while the ED physicians or other physicians in the transferring facility retain the decision-making responsibilities for determining to which receiving facility the individual is transferred and by what means, including personnel, transport type and equipment. The Transfer Center's main role is to facilitate the transfer between the transferring and receiving hospitals and to be a resource for data on the individual hospitals and their capability and capacity to receive transfers at any point in time.

Triage is a sorting process to determine the order in which individuals will be provided an MSE by a physician or QMP. Triage is not the equivalent of an MSE and does not determine the presence or absence of an EMC.

PROCEDURE:

HOSPITAL POLICIES

Each hospital that participates in the Medicare program and provides emergency medical services must develop policies and procedures to ensure compliance with EMTALA requirements relating to the medical screening process. Such policies should contain the following provisions:

A. General Requirements

Any hospital with an emergency department will provide to any individual who "comes to the emergency department" an appropriate MSE within the capability of the hospital's emergency department, including ancillary services routinely available to the emergency department, to determine whether or not an EMC exists, regardless of the individual's ability to pay when a request is made by or on behalf of the individual for medical care, or a prudent layperson would observe that such care is needed, whether the individual is in the hospital's DED or elsewhere on the hospital's campus. EMTALA requires the hospital to do the following:

1. Provide an appropriate MSE to the individual within the capability of the hospital's emergency department to determine whether or not an EMC exists.
2. If the hospital determines that an individual does have an EMC, provide necessary stabilizing treatment to the individual or provide for an appropriate transfer.
3. Not delay examination and/or treatment in order to inquire about the individual's insurance or payment status.
4. Accept appropriate transfers of individuals with EMCs if the hospital has the specialized capabilities not available at the transferring hospital and has the capacity to treat the individuals.
5. If a patient presents to the ED and decides to leave prior to triage, prior to examination or against medical advice ("AMA") following the MSE, the hospital should obtain or attempt to obtain in writing a waiver of right to a medical examination, an informed refusal of examination, or leaving AMA. An appropriate transfer should be offered to a patient who refuses examination or treatment. The appropriate forms are located on HCA's Intranet.
6. Not take adverse action against a physician or QMP who refuses to inappropriately transfer an individual with an EMC, or against an employee who reports a violation of EMTALA requirements.
7. Maintain a list of physicians on call after the initial examination to provide further examination and/or treatment necessary to stabilize an individual,
8. Maintain a central log tracking the care of all individuals who come to the emergency department.
9. Post conspicuously in the emergency department, emergency department waiting area and other places where individuals wait for examination and treatment a sign specifying their rights to examination and treatment for an EMC and whether the hospital participates in the State Medicaid program.

B. Other EMTALA obligations

The following points, together with subject-matter and state-specific policies, more specifically define the EMTALA obligation:

1. In order for EMTALA to be triggered, hospital personnel must be aware of the individual's presence and observe the appearance or behavior, or both, of that person. This also applies to presentments at off-campus DEDs. The hospital must be on notice of the individual's existence and condition for any EMTALA obligation to begin.

2. The hospital may not establish, maintain or enforce a policy that prohibits personnel from leaving the hospital to examine and/or treat an individual in need of emergency services on the hospital campus. Furthermore, a hospital may not meet its EMTALA obligations merely by summoning emergency medical service ("EMS") personnel, but must use EMS in conjunction with hospital personnel to treat and move an individual who is already on hospital property.

3. A hospital department located **off the hospital campus,** that is **not a DED,** will not be subject to the EMTALA obligations. In off-campus hospital departments that are not DEDs, the hospital is not required to locate additional personnel or require staff at the off-campus department to be on call for possible emergencies. If an individual comes to a non-emergency hospital department located off campus with an EMC, it would be appropriate for the department to call the EMS if it is incapable of treating the patient, and to furnish whatever assistance it can to the individual while awaiting the arrival of EMS personnel. The governing body of a hospital must assure that the medical staff has approved written policies and procedures in effect with respect to an off-campus non-emergency hospital department(s) for appraisal of emergencies and referrals, when appropriate, as stated in 42 C.F.R. § 482.12(f)(3).

C. When the Individual Leaves Before the EMTALA Obligation is Met

1. Leaving DED Prior to Triage ("LPT"). If an individual presents to the DED and requests services for a medical condition, but the individual desires to leave prior to triage, the facility must request that the individual complete the Sign-In Sheet.

    a. Purpose of the Sign-In Sheet**. For those individuals who present to the DED who are not immediately placed in a bed, the Sign-In Sheet must be completed.** The Sign-In Sheet is used to document the date and time of the request for medical screening, pre-registration information, and where applicable, a release of responsibility statement by the individual.
    b. In addition, the Sign-In Sheet also documents the facility's responsibility to provide an MSE and indicates that the facility is ready, willing and able to do so.
    c. If the individual leaves the facility prior to triage but the individual is not seen when he/she leaves, the form also documents the number and time of attempts to locate the individual for screening.
    d. The Sign-In Sheet is to be placed in the permanent medical record or scanned and stored in the electronic Horizon Patient Folder or notebook if the facility does not have Horizon Patient Folder.
    e. Note: The Sign-In Sheet was developed for use in the traditional Emergency Department, including any off-campus provider-based emergency department of the hospital. Modifications to the Sign-In Sheet for use in a Pediatrics ED, Labor and Delivery or a Behavioral Health Unit can be made but any modifications must be approved by the Assistant Vice President responsible for Emergency Department services in the Clinical Services Group and by Corporate Legal before the changes are implemented.

Logistics

a. The Facility must recept, arrive, or pre-register the individual (this process will generate a medical record number.) If an individual presents for an MSE but his or her name is unknown, register utilizing Policy SSD.PP.PTAC.217, Naming Convention for Unidentified Patients.
b. Open a medical record; offer the individual further medical examination and treatment as may be required to identify and stabilize an EMC.
c. Log the individual into the Central Log.
d. Discuss with the individual the risks and benefits involved in leaving prior to the medical screening and document the same.
e. Take all reasonable steps to secure the individual's written informed consent to refuse or withdraw from such examination and treatment by having the individual sign the Waiver of Right to Medical Screening Examination form, if possible. If the individual refuses to sign the Refusal of Treatment Form, the hospital representative who asked the individual to sign the form must document the refusal on the form and the date and time such refusal occurred.
f. Document the individual's waiver of his or her right to an MSE, or the attempts to locate the individual if he or she left without notifying someone.
g. Describe, in the medical record, the examination and treatment that was refused or the request for treatment that was withdrawn.
h. Sign the form, adding the date and time. Note: See Sample Sign-In Sheet and Waiver of Right to Medical Screening Examination on Atlas.

2. Leaving DED after Triage but before an MSE. If an individual presents to the DED and requests services for a medical condition, is triaged and then indicates a desire to leave prior to the MSE ("LPMSE"), the facility should use its best efforts to:
   a. do a complete registration on the individual;
   b. open a medical record;
   c. offer the individual further medical examination and treatment as may be required to identify and stabilize an EMC;
   d. log the individual in the Central Log;
   e. discuss with the individual the risks and benefits involved in leaving prior to the medical screening and document same;
   f. ask the patient to sign the Waiver of Right to Medical Screening Examination form;
   g. if the individual refuses to sign the Waiver of Right to Medical Screening Examination form, hospital personnel should document that the waiver was provided and the individual refused to sign the form;
   h. document the individual's waiver of his or her right to MSE, or the attempts to locate the individual if he or she left without notifying someone;
   i. describe, in the medical record, the examination and treatment that was refused or the request for treatment was withdrawn; and

j. sign the form, adding date and time.

3. Leaving Hospital in Non-DED Prior to an MSE ("LPMSE"). If an individual presents to a department other than a DED and requests care for an EMC or if a prudent layperson would believe such individual required care for an EMC, the department would proceed to move the individual to the DED for an MSE. *If the individual refuses to have the MSE performed, the department personnel must obtain or attempt to obtain Waiver of Right to Medical Screening Examination or appropriate transfer, and such information must be captured on the Central Log in a manner determined by the individual hospital.* If the individual requests to be transferred to a different hospital, such transfer should occur from the hospital's primary DED with appropriate documentation and transfer request implemented by the ED physician and nursing staff. Each Facility should review LPT and LPMSE information as part of its Performance Improvement process.

4. Leaving DED after the MSE. For those individuals indicating a desire to leave the DED against medical advice ("AMA") after receiving an MSE, the facility should use its best efforts to:
   a. complete the registration process and open a medical record;
   b. offer the individual further medical examination and treatment as may be required to identify and stabilize an EMC;
   c. log the individual in the Central Log;
   d. discuss with the individual the risks and benefits involved in leaving against medical advice and document same;
   e. take all reasonable steps to secure the individual's written informed consent to refuse or withdraw from such examination and treatment by having the individual sign the AMA Form, if possible;
   f. describe, in the medical record, the examination and treatment that was refused or the request for treatment was withdrawn; and
   g. sign, date and time the entry.

5. Performance Improvement. Each Facility should evaluate those situations where an individual leaves prior to an MSE or leaves against medical advice after receiving an MSE as part of its Performance Improvement process.

D. On-Call Obligations

1. Each hospital that has a Medicare provider participation agreement (including both the transferring and receiving hospitals and specialty hospitals) is required to maintain a list of physician specialists who are available for additional evaluation and stabilizing treatment of individuals with EMCs.

2. Hospitals must have procedures in place to respond to situations in which a particular specialty is not available or the on-call physician cannot respond because of circumstances beyond the physician's control.

3. A hospital may participate in a community call plan as delineated in the model state policies provided that such plan has been approved by Legal Operations.

4. A current list of physicians who are members of the medical staff and, if applicable, physicians who participate in a community call plan must be available at all times to the emergency department and the Transfer Center.

5. On-call physician specialists have a responsibility to provide specialty care services as needed to any individual who comes to the emergency department either as an initial presentation or upon transfer from another facility.

6. The on-call list maintained for the main hospital emergency department shall be the on-call list for the hospital, including all campuses of the hospital and any off-campus provider-based emergency departments.

7. Each hospital must have in place policies and procedures that define the responsibilities of the on-call physician to respond, examine and treat patients with an EMC. Such policies and procedures must address those situations when a physician cannot respond due to circumstances beyond his or her control or when a hospital chooses to allow simultaneous call, community call, elective procedures or exemptions due to longevity.

E. Transfer Obligations of Each Hospital

1. A hospital may transfer an individual with an EMC that has not been stabilized if the transfer is appropriate, and if:
   a. the individual (or legally responsible person acting on the individual's behalf) requests the transfer after being informed of the hospital's obligations under EMTALA and of the risks of such a transfer. Any such request must be in writing and must indicate the reasons for the requests as well as the risks and benefits of such a transfer;
   b. a physician certifies in writing that based on the information available at the time, the medical benefits reasonably expected from the provision of appropriate medical treatment at another medical facility outweigh the increased risks to the individual or, in the case of a woman in labor, to the woman or unborn child, from being transferred. A summary of the risks and benefits upon which the decision is based must be included; or

c. if a physician is not physically present in the emergency department at the time of transfer, a QMP has signed a certification after a physician, in consultation with the QMP, agrees with the certification and subsequently countersigns the certification. A summary of risks and benefits upon which it is based must be included.

2. A transfer to another medical facility will be appropriate in those cases in which the receiving hospital can provide medical treatment within its capacity that can minimize the risks to the individual's health and, in the case of a woman in labor, the health of the unborn child; and the receiving facility has available space and qualified personnel for the treatment of the individual and has agreed to provide such care.

3. The transferring hospital must send the medical records related to the EMC along with any history, preliminary diagnosis, results of diagnostic studies or telephone reports, and other medical records pertinent to the patient's presenting EMC and the written informed consent or certification required for the transfer. Test results that become available after the individual is transferred should be telephoned to the receiving hospital, and then mailed or sent via electronic transmission consistent with HIPAA provisions on the transmission of electronic data.

4. All transfers must be effected through qualified personnel and appropriate transportation equipment including the use of necessary and medically appropriate life support measures during the transfer. The ED physician has the responsibility for medical decision-making regarding appropriate mode of transportation, equipment needed and qualified personnel for the transport.

5. The receiving facility must accept appropriate transfers of individuals with EMCs if the hospital has specialized capabilities not available at the transferring hospital and has the capacity to treat those individuals.

6. The CEO must designate in writing an administrative designee by title responsible for accepting transfers in conjunction with a receiving physician. The CEO administrative designee, in conjunction with the receiving physician, *e.g.*, ED physician, has authority to accept the transfer if the hospital has the capability and capacity to treat the individual.

7. Hospitals may utilize a Transfer Center to facilitate the transfer of any individual from the emergency department of the transferring facility to the receiving facility. The transferring ED physician, after discussion with the individual in need of transfer or his or her legally authorized representative, determines the appropriate receiving facility with the capability and capacity for providing the care necessary to stabilize and treat the individual's EMC. The Transfer Center may provide to the transferring facility a listing of those facilities with the capability and capacity to treat the individual requiring specialized care. The Transfer Center

then facilitates the transfer from the transferring facility to the receiving facility selected by the transferring physician and/or the individual being transferred. Transfer Centers do not: 1) diagnose or determine treatment for medical conditions; 2) make independent decisions regarding the feasibility of transfer; 3) make independent decisions as to where the individual will be transferred; or 4) determine how a transfer shall be effected. The ED physician and the individual to be transferred then make the decision on the receiving facility.

8. The transferring physician is responsible for determining the appropriate mode of transportation, equipment and attendants for the transfer in such a manner as to be able to effectively manage any reasonably foreseeable complication of the individual's condition that could arise during the transfer. Only qualified personnel, transportation and equipment, including those life support measures that may be required during transfer shall be employed in the transfer of an individual with an unstabilized EMC. If the individual refuses the appropriate form of transportation determined by the transferring physician and decides to be transported by another method, the transferring physician is to document that the individual was informed of the risks associated with this type of transport and the individual should sign a form indicating the risks have been explained and the individual acknowledges and accepts the risks. All additional requirements of an appropriate transfer are to be followed by the transferring hospital.

9. **The Transfer Center may make no independent decision to accept or refuse a transfer request on behalf of a facility.** Exception: A CEO may designate a Transfer Center that provides bed management services as the administrative designee for purposes of accepting a transfer on behalf of a facility in conjunction with the receiving physician.

10. Only the CEO, Administrator-on-Call ("AOC"), or a hospital leader who routinely takes administrative call has the authority to verify that the facility does not have the capability and capacity to accept a transfer. Any transfer request which may be declined must first be reviewed with this individual before a final decision to refuse acceptance is made. This requirement applies to all transfer requests, regardless of whether the transfer request is facilitated by a Transfer Center representative or the facility's CEO designee or ED physician. For purposes of this requirement, a Nursing Supervisor, House Supervisor or other similarly titled position is not considered to be an equivalent of the AOC.

11. No individual may convey refusal of a transfer request on a facility's behalf until the AOC or equivalent has verified that the hospital does not have the capacity and capability and made a final determination on acceptance or refusal of the transfer request.

12. At the ED physician's request, the Transfer Center must facilitate a discussion between the ED physician and the on-call physician of the receiving facility. The on-call physician does not have the authority to refuse an appropriate transfer on behalf of the facility.

13. The Transfer Center may, at the request of the transferring facility, provide information on the availability of EMS or transport options for transfer of an individual. However, the Transfer Center may NOT select the EMS or transport service for the transferring facility. The transfer acceptance cannot be predicated upon the transferring facility using a method of transportation chosen by the receiving facility or a Transfer Center.

F. EMTALA and National Emergencies and Disasters

1. Waivers of Sanctions. Sanctions may be waived during an emergency or disaster declared by the President of the United States or during a public health emergency declared by the Secretary of the Department of Health and Human Services for those facilities to which EMTALA applies that are located within the declared emergency or disaster area.
   a. Such waivers are permitted for;
      i. the inappropriate transfer arising out of the circumstances of the emergency of an individual who has not been stabilized; or
      ii. the direction or relocation of an individual to receive an MSE at an alternate location pursuant to an appropriate and activated State emergency preparedness plan or State pandemic preparedness plan.
   b. Waiver of sanctions applies only to hospitals with DEDs that are located in an emergency area during an emergency period.

2. Hospital Responsibility.
   a. For a waiver to apply, the hospital will receive a reminder from the Regional Office that:
      i. a hospital with a DED must activate its disaster protocols; and
      ii. the State must have activated an emergency preparedness plan or pandemic preparedness plan in the emergency area.
   b. The waiver of sanctions will be for the 72-hour period starting with the hospital's activation of its disaster protocol.
   c. For an infectious pandemic disease, the Regional Office notice will indicate that the waiver may continue past the 72-hour period and remain in effect until termination of the declared public health emergency.
   d. Hospitals that activate their disaster protocol must notify the State Agency as soon as possible.

G. EMTALA Policies and Procedures

All EMTALA policies and related guidance are available on Atlas in the Ethics & Compliance section. The EMTALA Model Facility Policies describe in greater detail the hospitals' obligations. Hospitals must review, adopt, and implement these policies for their facilities.

No facility may edit this policy in a manner that would remove existing language. However, through the use of an addendum to the policy, facilities may add language in order to indicate

additional facility procedures or requirements necessary to carry out the provisions of the policy within the facility.

REFERENCES:

1. Social Security Act, § 1867, 42 U.S.C. § 1395dd, Examination and Treatment for Emergency Medical Conditions and Women In Labor
2. CMS Site Review Guidelines, State Operations Manual
3. 42 C.F.R. § 489.24 Special Responsibilities of Medicare Hospitals in Emergency Cases
4. 42 C.F.R. § 489.20(l)(m)(q) and (r) Basic Commitments
5. 42 C.F.R. § 413.65 Requirements for a determination that a facility or organization has provider-based status
6. EMTALA Model Facility Policies

Exhibit C

The Statement

EXHIBIT C

Disclosure Regarding Pregnancy Termination

HCA Healthcare hospitals and facilities work with licensed physicians who use their extensive training and experience to exercise their independent medical judgment to assess patients' needs and determine the course of treatment consistent with applicable federal and state laws and regulations. In medical emergency circumstances, a licensed and appropriately credentialed physician at an HCA Healthcare hospital may perform an emergency abortion that such physician (exercising his or her independent medical judgment) determines and documents as meeting an applicable federal requirement or state law exception. As always, our focus is to provide quality care for our patients.

January 30, 2023

VIA EMAIL: shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporate Finance
Office of Chief Counsel
100 F Street, NE Washington, DC 20549

Re: HCA Healthcare, Inc. – Notice of Withdrawal of Shareholder Proposal Submitted by United Church Funds and Rhia Ventures as Representative of the Marguerite Casey Foundation

Dear Sir or Madame:

In a letter dated December 20, 2022, HCA Healthcare, Inc. (the "Company"), requested that the staff of the Division of Corporate Finance of the Securities and Exchange Commission concur that we could exclude from the Company's proxy materials for its 2023 Annual Meeting of Shareholders a shareholder proposal submitted to the Company by United Church Funds in a letter dated November 9, 2022 and by Rhia Ventures on behalf of the Marguerite Casey Foundation (the Marguerite Casey Foundation, together with United Church Funds, the "Proponents") in a letter dated November 11, 2022 (the "Shareholder Proposal").

Enclosed as Exhibit A is confirmation, dated January 23, 2023, that the Proponents have withdrawn the Shareholder Proposal. In reliance on this communication, we hereby withdraw the December 20, 2022 no-action request. Accordingly, the Company will not include the Shareholder Proposal in its proxy statement and form of proxy for its 2023 Annual Meeting of Shareholders.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Please address any response to HCA Healthcare, Inc., One Park Plaza, Nashville, TN 37203, Attention: Corporate Secretary. Alternatively, you may e-mail your response to me at Natalie.Cline@HCAHealthcare.com. If we can be of any further assistance in this matter, please do not hesitate to call me at 615-344-9551.

Sincerely,

Natalie H. Cline
Assistant Secretary

Exhibit A

(See attached Notice of Withdrawal)

January 23, 2023

VIA EMAIL: matthew.illian@ucfunds.org and shelley@reprohealthinvestors.org

United Church Funds
475 Riverside Drive, Suite 1020
New York, NY 10115
Attention: Matthew Illian

Rhia Ventures, as Representative of the Marguerite Casey Foundation
47 Kearny Street
San Francisco, CA 94108
Attention: Shelley Alpern

Re: Withdrawal of Shareholder Proposal Regarding Hospital Policies Concerning Pregnant Patients' Right to Access Abortion in Emergencies

Mr. Illian and Ms. Alpern,

HCA Healthcare, Inc. ("HCA") appreciates the dialogue with United Church Funds ("UCF") and Rhia Ventures on behalf of the Marguerite Casey Foundation ("Rhia") regarding the shareholder proposal relating to hospital policies concerning pregnant patients' right to access abortion in emergencies (the "Proposal").

To confirm that UCF and Rhia agree to voluntarily withdraw the Proposal, we would appreciate your signing below and returning a signed copy of this letter by email to natalie.cline@hcahealthcare.com.

We appreciate your investment in HCA and look forward to your prompt response. Please do not hesitate to contact John Franck or me should you have any questions or need any additional information regarding this matter.

Sincerely,

Natalie H. Cline
Assistant Secretary

Agreement to Withdraw Proposal

UCF and Rhia hereby withdraw the Proposal and agree that the Proposal need not appear in HCA's definitive proxy statement for its 2023 annual meeting.

United Church Funds:

Name: Matthew J. Illian
Title: Director of Responsible Investing

Rhia Ventures:

Name: Shelley Alpern
Title: Director of Corporate Engagement