

**AMEDISYS, INC.**  
**BOARD OF DIRECTORS**  
**AMENDED AND RESTATED QUALITY OF CARE COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Amedisys, Inc. (the “Company”) shall appoint from its members a Quality of Care Committee (the “Committee”). This Charter defines the role, authority and responsibilities of the Committee.

**Purposes and Responsibilities**

The primary purposes of the Committee are:

1. To assist the Board in fulfilling its oversight responsibilities relating to the review of the Company’s processes, policies, procedures, and outcomes in connection with the delivery of quality medical care to patients and patient safety; and
2. To assist the Board in fulfilling its oversight responsibilities of management efforts to promote a “culture of quality” throughout the Company.

In connection with the aforesaid matters, the Committee shall maintain communication between the Board and the Company’s Chief Operating Officer and other senior clinical officers (collectively, the “Clinical Services Group”) and, to the extent deemed appropriate by the Committee, (i) the Board and the Company’s Chief Compliance Officer and (ii) the Board and the Company’s General Counsel (or other in-house counsel). It is the intention of the Board and the Committee that all such communications with the Company’s Chief Compliance Officer and/or the Company’s General Counsel (or other in-house counsel) be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.

The Committee shall review matters, as appropriate, concerning or relating to the quality of medical care delivered to the Company’s patients, the Company’s efforts to advance the quality of health care provided and patient safety. The Committee shall make regular reports to the Board and shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board. The Committee will annually evaluate its own performance.

The Committee’s responsibility is oversight. The Committee relies on the expertise and knowledge of management and counsel in carrying out its oversight responsibilities. Management of the Company, including the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Compliance Officer, the General Counsel, and the Clinical Services Group, is responsible for conforming the Company’s conduct to legal and regulatory requirements and to the Company’s internal policies and procedures. Management is also responsible for monitoring the Company’s compliance with applicable laws, regulations, policies and procedures. It is not the duty of the Committee to plan or conduct patient safety or quality audits or to assure compliance with applicable laws or regulations or the Company’s internal policies and procedures.

## **Powers and Duties**

The powers and duties of the Committee are as follows:

1. Receive and review periodic reports from the Chief Operating Officer and/or the Clinical Services Group regarding (i) the Company's efforts and initiatives to advance quality patient care and patient safety, (ii) the Company's efforts to measure and evaluate its clinical quality and patient safety outcomes, (iii) the Company's efforts to employ superior quality of care as a competitive advantage and to facilitate the development of industry best practices based on internal and external data comparisons, (iv) the Company's systems of internal controls and enforcement mechanisms to ensure quality care and patient safety and (v) the Company's processes to promote the reporting of quality and patient safety concerns.
2. Review, as appropriate, Company-produced information relating to quality, clinical risk, patient safety and performance improvement measures and outcomes.
3. Review, as appropriate, copies or summaries of reports prepared by third party consultants or auditors retained to evaluate the Company's quality measures, clinical risk, patient safety or performance improvement measures and outcomes.
4. Monitor the Company's performance on established internal and external benchmarking regarding quality, clinical risk, patient safety and performance improvement measures and outcomes.
5. Review with the Chief Operating Officer and/or the Clinical Services Group the Company's processes and outcomes and its adoption and implementation of policies and procedures in connection with the delivery of quality health care and services to patients and patient safety.
6. In conjunction with management, establish quality metrics to recommend to the Compensation Committee for inclusion in the Company's annual incentive compensation programs.
7. Foster enhanced awareness by the Board of the Company's clinical performance; encourage the development of "industry best practices" in quality and patient safety based on internal and external data comparisons; encourage management to promote a "culture of quality" throughout the Company.
8. To the extent it may deem necessary or appropriate, participate in continuing education programs that promote an understanding of clinical quality and patient safety measurements and the ability to appreciate quality scorecards.
9. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

## **Committee Membership**

The Committee will be comprised of at least three members. The Committee will be (a) composed entirely of directors who meet the definition of “independent” under the listing standards of the NASDAQ Global Select Market and (b) otherwise free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Committee members will be appointed by the Board and/or the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion. The Nominating and Corporate Governance Committee will appoint one member of the Committee as Chair.

## **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities, but the Committee shall meet at least four (4) times a year. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of those present at a meeting (or, in case a quorum at the time consists of two members of the Committee, both members present) shall be required to take formal action of the Committee. Written minutes shall be kept for all formal meetings of the Committee.

As permitted by Section 141 of the Delaware General Corporation Law, the Committee may act by unanimous written consent, and may conduct meetings via conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

All independent directors on the Board may attend Committee meetings without an invitation. The Committee may invite to its meetings members of Company management, outside experts or consultants and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee or an independent director on the Board) from a meeting as the Committee deems appropriate. The Committee shall meet in executive session as part of each meeting. As it deems necessary or appropriate, the Committee shall meet with the Chief Operating Officer and/or members of the Clinical Services Group in a separate executive session to discuss such matters which the Committee members believe should be considered privately.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

The Chair of the Committee shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and appropriate members of management.

## **Committee Authority**

The Committee shall have the authority to (a) retain, at the expense of the Company, the advice and assistance of outside advisors, including clinical and legal advisors, as necessary to fulfill its responsibilities, (b) conduct or authorize investigations into or studies of matters within the

Committee's responsibilities and (c) perform all acts necessary to fulfill its responsibilities and achieve its objectives under this Charter and as otherwise directed by the Board, provided that such acts are not in violation of the Certificate of Incorporation or Bylaws of the Company, the Company's Corporate Governance Guidelines, the Company's Code of Ethical Business Conduct or any laws or regulations applicable to the Company.

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*As approved by the Amedisys, Inc. Board of Directors on October 17, 2019.*