



AMEDISYS, INC.
CORPORATE GOVERNANCE GUIDELINES

Purpose

The Board of Directors (the "Board") of Amedisys, Inc. (the "Company") has adopted the following guidelines to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These guidelines *should* be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation, Bylaws and other corporate governance documents. These guidelines are subject to modification from time to time by the Board.

Role of the Board and Management

The Company's business is conducted by its officers and employees, under the direction of its Chief Executive Officer and under the oversight of the Board, to enhance the long-term value of the Company for its stockholders. The Board is elected by the Company's stockholders to oversee management and to ensure that the long-term interests of the stockholders are being served.

Director Qualifications

A majority of the Board's members will be "independent," as such term is defined by the rules of the NASDAQ Global Select Market.

Directors should possess the highest personal and professional ethics, integrity and values. Directors must also have an inquisitive and objective perspective, practical wisdom and mature judgment. Directors must develop an understanding of the Company's business and have a willingness to devote adequate time to carrying out their duties. The Nominating and Governance Committee of the Board shall monitor the mix of skills, experience and background to assure that the Board has the necessary composition to effectively perform its oversight function.

Lead Director

Whenever the Chairman of the Board is an executive officer of the Company, the Board shall appoint one of the independent directors, within the meaning of the then-effective rules of the NASDAQ Global Select Market, as Lead Director of the Company to lead the Board in fulfilling its

duties effectively, efficiently and independent of management. Specifically, the Lead Director is responsible for the following:

- (A) Enhance Board Effectiveness
 - (1) Ensure the Board works as a cohesive team under his/her leadership.
 - (2) Ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making.
 - (3) Ensure a process is in place to monitor best practices which relate to the responsibilities of the Board.
 - (4) Assess the effectiveness of the overall Board, its committees and individual directors on a regular basis.

- (B) Manage the Board
 - (1) Provide input to the Chairman on the scheduling and preparation of agendas for Board and committee meetings.
 - (2) Consult with the Chairman, the Chairman of the Nominating and Governance Committee and the Board on the membership of, chairs for, and effectiveness of, Board committees.
 - (3) Consult with the Chairman on the retention of consultants who report directly to the Board.
 - (4) Along with the Chairmen of the standing Board committees, ensure that the independent directors meet at least annually to discuss, without management present, (i) whether delegated committee functions are being carried out and reported to the Board, (ii) Chief Executive Officer and Board performance, (iii) succession planning, (iv) strategic planning, and (v) such other issues as the independent directors deem appropriate.
 - (5) Chair Board meetings when the Chairman is not in attendance.

- (C) Liaison between Board and Management
 - (1) Communicate to management as appropriate the results of private discussions among independent directors.

Director Selection

The Nominating and Governance Committee will solicit and receive recommendations for candidates to fill any Board vacancies and will review the qualifications of potential director candidates. The Nominating and Governance Committee will present any recommended candidates to the full Board for consideration. The Nominating and Governance Committee may engage the services of third party search firms to assist in identifying or evaluating director candidates.

Stockholders may propose a nominee for consideration by the Nominating and Governance Committee by sending the following information to the Company's Corporate Secretary, at Amedisys, Inc., 5959 S. Sherwood Forest Blvd., Baton Rouge, Louisiana 70816, who will forward the information to the Chairman of the Nominating and Governance Committee:

- Name, mailing address and telephone number of the stockholder;
- The proposed nominee's name, mailing address and telephone number;
- A statement whether the proposed nominee knows that his or her name is being suggested by the stockholder, and whether he or she has consented to being suggested and is willing to serve;
- The proposed nominee's resume or other description of his or her background and experience;
- The proposed nominee's relationship to the stockholder; and
- The stockholder's reasons for proposing that the individual be considered.

Any candidates submitted by stockholders will be evaluated on the same basis as any other director candidates.

Term Limits and Retirement Policy; Resignation of Management Directors upon Separation of Employment

The Board does not believe that arbitrary term limits on directors' service or a mandatory retirement age are the best way to maximize the effectiveness of the Board in carrying out its oversight function. As an alternative, the Board will periodically review the appropriateness of each Board member's continued service.

The Board expects that when a member of Company management who serves on the Board resigns from his or her executive position, he or she will simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time by the Nominating and Governance Committee, which will submit its recommendations regarding the person's continued service to the full Board for consideration.

Size of the Board

The number of directors that constitutes the Board shall be fixed from time to time by a resolution adopted by the Board in conformity with the requirements stated in the Company's Bylaws. The Nominating and Governance Committee shall periodically review the size and composition of the Board to ensure that the current number of members most effectively supports the Company.

Service on Additional Public Company Boards

No member of the Board of Directors shall serve on more than five (5) public company boards, including service on the Company's Board.

Director Responsibilities and Board Functions

The Board is elected by the stockholders to oversee management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors, which are reserved to the Company's stockholders.

The full Board has five regularly-scheduled in-person meetings per year and monthly telephone meetings during those months in which no in-person meeting is held, with additional in-person and telephonic meetings held as necessary. Each director is expected to attend each in-person and telephonic meeting, absent illness, family emergency or similar unforeseeable circumstance. At each of the in-person meetings, the independent (non-management) directors will meet in executive session without management present. Meetings of the independent directors will be chaired by the Lead Director, who will at all times be an independent director.

Information that is relevant to the Board's consideration of matters to be discussed at a meeting will, whenever possible, be distributed to directors sufficiently in advance of the meeting date to permit directors to prepare for a discussion of such matters.

Board Committees

The Board currently has the following standing committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Investments Committee. Each of the members of the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Investments Committee will be "independent" directors, within the meaning of the rules of the NASDAQ Global Select Market and applicable law and will otherwise satisfy all applicable requirements with respect to membership on such committees.

The Audit Committee, the Compensation Committee and the Nominating and Governance Committee will each have written charters. These charters, along with these Corporate Governance Guidelines, will be posted on the Company's website at www.amedisys.com.

The Audit Committee, the Compensation Committee and the Nominating and Governance Committee will each meet on at least a quarterly basis. The Investments Committee will meet on an ad hoc basis, upon the request of the Chief Executive Officer, the Lead Director or the Chairman of that Committee. Each such Committee will meet in executive session as a part of each such quarterly meeting.

The Board may establish additional committees as it deems appropriate from time to time.

Director Access to Management

The Board, and any individual director or group of directors, will have full access to all Company employees at all times. The Board encourages the Chief Executive Officer to invite non-director members of management to address the Board in those instances where an officer's expertise can enhance the Board's understanding of an issue under its consideration.

Retention of Independent Advisors

The Board and each of its committees will have the authority to retain, at the Company's expense, independent financial, legal, accounting and other advisors whenever they may deem necessary or appropriate.

Director Compensation

The Compensation Committee will review on an annual basis whether the Company's director compensation practices compare with those of public companies of comparable size and complexity. Changes in the compensation of directors will be made by the full Board, acting upon the recommendation of the Compensation Committee. Directors who are also members of management will receive no additional compensation for their service as directors.

Director Orientation and Continuing Education; Home Health and Hospice Visits

The Chairman of the Nominating and Governance Committee will work with management to develop an orientation program for all new directors, which orientation program will provide information with respect to, among other things, (i) the legal obligations of directors and (ii) the history, organizational structure and business of the Company.

The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, as well as participation in accredited director education programs. The Board will reimburse directors for expenses incurred in connection with these education programs.

In the interest of further developing an understanding of the Company's industry, the Board encourages each director to participate in one home health or hospice visit annually.

Management Succession

The Board, with input from the Nominating and Governance Committee, will maintain a succession plan for the Chief Executive Officer in the event of an emergency or the retirement of the Chief Executive Officer.

Annual Performance Evaluation of the Chief Executive Officer

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer's compensation levels based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider the Company's relative performance and stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.

Annual Performance Evaluation of the Board

The Board and each of its committees will perform an annual self-evaluation to determine whether they are functioning effectively. As part of this self-evaluation, each Board member shall also evaluate the performance of each of the other directors. Board evaluations will be confidential and administered by the Chairman of the Nominating and Governance Committee, who shall report to the Board each year concerning the results of all Board evaluations. The Chairman of the Nominating and Governance Committee may, at the Company's expense, enlist the assistance of outside advisors in connection with the Board evaluation process should he or she deem it appropriate.

Minimum Share Ownership Requirements

In an effort to more closely align their interests with those of our stockholders:

- Each non-employee (independent) director shall own Company shares with a fair market value equal to at least two times his or her base annual cash retainer
- The Chief Executive Officer shall own Company shares with a fair market value equal to at least three times his or her base salary
- The President and Chief Operating Officer shall own Company shares with a fair market value equal to at least two times his or her base salary

A person holding one of the titles listed above shall have five years from the date that he or she is elected or appointed (as applicable) to the position (or five years from the initial effective date of these Guidelines, whichever date is later) to come into compliance with these ownership requirements.

For purpose of these ownership requirements, shares held through the Company's 401(k) Plan and Employee Stock Purchase Plan and shares held jointly with a spouse will be considered "owned." Nonvested shares, shares underlying unvested restricted stock units and shares underlying unexercised options will not be considered "owned."

Once a person subject to the share ownership requirements listed above accumulates shares with a value equal to the required multiple of base salary or annual retainer, he or she must retain the minimum number of shares originally accumulated to meet the threshold requirement on a going-forward basis. If the Company's stock price subsequently declines after the share ownership requirements are met, he or she will not be required to acquire additional shares.

Conflicts of Interest

Directors will disclose any potential conflicts of interest to the Board and refrain from voting on a matter in which they have a conflict.

Stockholder Ratification of Company's External Auditor

The stockholders shall be requested to ratify the Board's selection of the Company's external auditor at each annual meeting of stockholders.

Communication with the Board of Directors, Lead Director and the Audit Committee

The Board may be contacted by any party via mail at the address listed below.

Amedisys, Inc. Board of Directors
c/o Corporate Secretary
5959 S. Sherwood Forest Blvd.
Baton Rouge, Louisiana 70816

The Lead Director is the presiding director of non-management executive sessions of the Board. The Lead Director may be contacted by any party via mail at the address listed below.

Lead Director – Amedisys, Inc. Board of Directors
c/o Corporate Secretary
5959 S. Sherwood Forest Blvd.
Baton Rouge, Louisiana 70816

The Audit Committee has adopted a process for anyone to send communications to the Audit Committee with concerns or complaints concerning the Company's regulatory compliance, accounting, audit or internal controls issues. The Audit Committee may be contacted by any party via mail at the address listed below.

Chairman – Audit Committee of the Amedisys, Inc. Board of Directors
c/o Corporate Secretary
5959 S. Sherwood Forest Blvd.
Baton Rouge, Louisiana 70816

All communications with the Board, the Lead Director or the Audit Committee are treated confidentially, and stockholders and other interested parties can remain anonymous when communicating their concerns.

Amendment

These guidelines will be periodically reviewed by the Board and may be amended from time to time.

Dated as of April 23, 2009