

AMSURG CORP.
COMPENSATION COMMITTEE GUIDELINES

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of AmSurg Corp. (the “Company”) is to enable the Company to attract and retain high quality leadership and to assure that the executive officers of the Company are compensated in a manner consistent with the compensation policies adopted by the Committee, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. The Committee shall also produce an annual report on the Committee’s compensation policies and executive compensation for inclusion in the Company’s proxy statement as required by the Securities and Exchange Commission.

Powers and Duties

The function, powers and duties of the Committee as are follows:

- Review from time to time and approve the Company’s compensation policies to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports organization objectives and shareholder interests.
- Review and approve annually the corporate goals and objectives relevant to the chief executive officer of the Company, evaluate the chief executive officer’s performance in light of these goals and objectives, and set the chief executive officer’s compensation based on this evaluation and communicate in its annual Compensation Committee Report to shareholders the factors and criteria on which the chief executive officer’s compensation for the last year was based, including the relationship of the Company’s performance to the chief executive officer’s compensation.
- Review and approve the compensation for the executive officers of the Company other than the chief executive officer and communicate in its annual Compensation Committee Report to shareholders the specific relationship of corporate performance to such executive compensation.
- Review and approve the Company’s incentive compensation and equity plans and actual awards made to executive officers.
- Approve, subject, where appropriate, to submission to shareholders, all new equity-related incentive plans for executive officers.
- Review and approve compensation for the Board of Directors and committees of the Board and fix the terms and awards of any stock compensation for members of the Board.
- Review the Company’s bonus, option and incentive plans and employee benefit programs and approve changes subject, where appropriate, to shareholder or Board of Director approvals.

- If appropriate, hire outside advisors at the Company's expense to assist the Committee with its work.
- Such other duties and responsibilities (i) as may be assigned to the Committee, from time to time, by the Board of Directors of the Company and/or the Chairman of the Board of Directors, (ii) as designated in plan documents, and (iii) that the Compensation Committee may deem appropriate, consistent with its delegated authority.

Composition of Committee

The Committee shall be comprised of not less than three Board members, including a Committee Chairman, designated by the Board of Directors, each of whom shall be independent within the meaning of the listing standards set forth by The Nasdaq Stock Market, Inc. and any other applicable laws, rules or regulations. The following additional qualifications shall also apply to the selection of each member of the Committee:

1. A director who is an employee (including non-employee executive officers) of the Company or any of its affiliates (including former parents and predecessors) may not serve on the Committee until the expiration of the three year period following the date of termination of his or her employment.
2. A director who is part of an interlocking directorate, in which the Chief Executive Officer or other executive officer of the Company serves on the board of another corporation that employs the director, may not serve on the Committee.
3. A director who is an Immediate Family Member (as hereinafter defined) of an individual who is an executive officer of the Company or any of its affiliates cannot serve on the Committee until the expiration of the three year period following the termination of such employment relationship. "Immediate Family Member" includes a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares such person's home.

Meetings

The Committee shall meet at least twice annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one day's notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. Attendance by the Chairman of the Board and by other members of management will be at the invitation of the Committee Chair. The Committee shall maintain minutes of all meetings documenting its activities, decisions and recommendations to the Board.