

AMSURG CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE GUIDELINES

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) of AmSurg Corp. (the “Company”) is to provide assistance to the Board of Directors in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board of Directors, to review and recommend corporate governance policies for the Company and to evaluate periodically the performance of the Board of Directors. The Committee shall report on its activities periodically to the Board of Directors.

Powers and Duties

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

1. Identify qualified individuals to serve as members of the Company’s Board of Directors.
2. Review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.
3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company’s certificate of incorporation, bylaws and applicable law.
4. Recruit and recommend qualified nominees for new or vacant positions on the Company’s Board of Directors.
5. Review and recommend, after consulting with the Chairman of the Board and the Chief Executive Officer, directors to serve as members of the various committees of the Board of Directors.
6. Review considerations relating to board composition, including size of the board, term and age limits, and the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills.
7. Review periodically the management succession plan of the Company and recommend formally to the Board a successor to the chief executive officer when a vacancy occurs.

8. Review and recommend corporate governance policies for the Company, including those relating to the structure and operations of the Board of Directors.
9. Review potential director conflicts of interest and director and officer insurance and indemnification.
10. Not less frequently than annually, evaluate the performance of the Board of Directors, assess its contribution to the Company and evaluate the effectiveness of the current policies and practices of the Board.
11. Review the orientation process and the continuing education program for all directors, as may be required by applicable listing standard or other regulatory requirements.
12. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors, including the engagement of any outside advisor, at the Company's expense, it may deem necessary or appropriate.

Composition of Committee

The Committee shall be comprised of not less than two 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 annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one day 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. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Shareholder Communications with the Board

Shareholders may send communications to members of the Board by writing to them c/o AmSurg Corp., 20 Burton Hills Boulevard, Suite 500, Nashville, Tennessee 37215.