

**CHARTER OF
CLINICAL QUALITY COMMITTEE
OF THE BOARD OF DIRECTORS OF
GENTIVA HEALTH SERVICES, INC. (the “Company”)**

I. Statement of Policy

The Clinical Quality Committee provides oversight to the measuring, disseminating and improving of clinical practices, with the goals of sustaining leadership in, and setting best practices for, the home health industry.

II. Organization and Membership

The Clinical Quality Committee (the “Committee”) shall be a committee of the Board of Directors of the Company (the “Board”) comprised of three directors, the majority of whom must be a “Non-Management Director.”

The Board shall appoint the initial members of the Committee each of whom shall serve for one year. Members of the Committee shall thereafter be appointed by the full Board at the Board’s meeting preceding the expiration of their terms. Upon the removal or resignation of a member, the full Board may appoint a successor to serve the remainder of the unexpired term. The Board will appoint one member of the Board as chairperson.

III. Meetings

The Chairperson of the Committee will establish the agenda for each Committee meeting. The Committee will hold at least two meetings per year or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least two times in separate executive sessions of the Non-Management Directors to discuss any matters that any Director believes should be discussed privately.

IV. Powers and Responsibilities

The charter, responsibility and purpose of the Clinical Quality Committee shall be the following:

- (a) to advise the Company’s clinical leadership of leading edge strategies, including clinical practices to be evaluated for Company adoption;
- (b) to monitor the Company’s performance on established internal and external benchmarking regarding clinical performance and outcomes;
- (c) to facilitate the development of industry best practices based on internal and external data comparisons;
- (d) to foster enhanced awareness of the Company’s clinical performance by the Board and appropriate external sources; and
- (e) to establish a long term, strategic clinical vision for the Company.