

**Streamline Health Solutions, Inc.**  
**Governance and Nominating Committee Charter**  
**Dated December 17, 2009**

**I. PURPOSE**

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Streamline Health Solutions, Inc. (the “Corporation”) is to assist the Board in complying with and overseeing the Corporation’s Code of Business Conduct and Ethics (“Code”); review and consider developments in corporate governance practices; identify and recommend individuals to the Board for nomination as members of the Board and its committees; and develop and oversee the process for nominating Board members.

**II. COMPOSITION**

The Committee shall be comprised of three or more directors, each of whom shall be independent, non-officer directors and determined by the Board to be free of 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. Committee members shall otherwise meet any applicable governance and nominating committee membership requirements of the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market, Inc. (“NASDAQ”) (as such requirements may be modified or supplemented from time to time, or such requirements of any other stock exchange as may become applicable to the Corporation). The initial members of the Committee were elected by the Board and shall serve until their successors are duly elected and qualified or until their earlier death or resignation from the Committee. Members serve at the pleasure of the Board. Candidates to fill vacancies in the Committee shall be nominated by the Committee and appointed by the Board. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

**III. MEETINGS**

The Committee shall meet in person at least once per year and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum for transacting Committee business, and the act of a majority of those present at any meeting at which a quorum is present, shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that is being adjourned. The Committee also may take actions by written consent signed by all members of the Committee.

#### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

Corporate Governance:

1. Review and reassess the adequacy of the Code and this Charter at least annually, and more frequently as conditions dictate, and propose any amendments to the Code or the Charter as the Committee deems necessary or appropriate.
2. Establish and review at least annually an enforcement mechanism for the Code.
3. As becomes known to the Committee or any Committee member, investigate any potential conflict of interest between a director, executive officer or employee of the Corporation and the Corporation.
4. Consider and, if appropriate and permitted, grant any requested waivers of the Code and, in the case of waivers of the Code that may be granted only by the Board, make recommendations to the Board regarding such waivers.
5. Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Corporation.
6. Make recommendations to the Board for membership on the various Board committees, suggest rotations for members of committees of the Board, including chairpersons, as it deems desirable from time to time, and recommend such changes to the Board's committee structures and functions as the Committee deems advisable from time to time.
7. Consider and, if it deems it appropriate, recommend any changes to the size or composition of the Board or any Board committee, the frequency, structure and procedures of and for meetings of the Board and Board committees, the frequency, structure and guidelines for calling executive sessions of non-officer, independent directors, the nature and distribution of materials to be provided in connection with meetings of the Board and Board committees, and the formation of new Board committees.
8. Lead the Board in conducting its annual review of the Board's performance as a whole, each Board committee's performance as a whole and each individual director's performance.
9. Review at least annually the Corporation's succession plans for its Chief Executive Officer and other executive officers and make recommendations to the Board regarding same.

Nominating:

1. Identify individuals (including, without limitation, existing Board members) believed by the Committee to be qualified to stand for election as directors of the Corporation at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), recommend

- to the Board an individual to fill such vacancy either through appointment by the Board or election by shareholders.
2. Prepare a description of qualifications that must be met by a Committee-recommended nominee to the Board, including qualities or skills that are necessary or desirable for one or more of the Corporation's directors to possess.
  3. Identify and evaluate nominees for director, including nominees appropriately recommended by shareholders, and determine whether there are any differences in the manner in which the Committee evaluates appropriate nominees from shareholders as compared to nominees identified by the Committee.
  4. Establish procedures for the Committee to exercise oversight of the evaluation by the Committee of the Board on an on-going basis.
  5. After a review of Board candidates and after considering the advice of any individuals the Committee deems appropriate, designate which (if any) candidates are to be interviewed and by whom they are to be interviewed. Generally, candidates should be interviewed by the chairperson of the Committee, the chairperson of the Board, and the Corporation's Chief Executive Officer but also may be interviewed by other directors and executive officers of the Corporation as the Committee deems appropriate.
  6. After any interviews, recommend for Board approval any new directors to be nominated.
  7. As requested by the Board, assist the Board in determining director independence under applicable laws, rules and regulations.
  8. Establish training and orientation programs for all new Board members and members of various Board committees, to the extent required by applicable SEC and NASDAQ (or other applicable stock exchange) rules and regulations.

#### Reports and Records:

1. Submit to the Board a summary of the actions taken at each Committee meeting at the next Board meeting held after each Committee meeting.
2. Prepare and submit to the Board any other summaries or reports requested by the Board.
3. Prepare and maintain minutes of Committee meetings.

#### **V. ADDITIONAL POWERS AND RESPONSIBILITIES**

1. The Committee is generally authorized to take such actions and make such determinations and recommendations as are required or advisable to comply with the rules of the SEC and NASDAQ relating to governance and nominating committee functions.
2. The Committee shall formulate procedures to facilitate communications between the Board and the Corporation's shareholders, and to provide a method whereby shareholders can make their concerns known to the Board's non-officer directors.

3. The Committee shall have the authority to engage and obtain advice and assistance from advisors, including independent or outside counsel; to retain and terminate any search firm, including those used to identify individuals qualified to serve on the Board; and to approve the fees and other retention terms of any such engagement, as it determines necessary or appropriate to carry out its duties. All related fees and costs of such advisors shall be paid promptly by the Corporation in accordance with its normal business practices.
4. The Committee shall have the authority, to the extent it deems necessary or appropriate, to ask the Corporation to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or other advisors to attend meetings of the Committee or to meet with any members of the Committee or consultants to the Committee.
5. In performing their responsibilities, Committee members are entitled to rely in good faith upon information, opinions, reports or statements prepared or presented by: one or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented; counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or another committee of the Board of Directors as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.
6. The Committee shall perform any other activities consistent with this Charter, the Corporation's Articles of Incorporation and Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

## **VI. DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate some of its duties and responsibilities to a subcommittee of the Committee.

Adopted by the Streamline Health Solutions, Inc. Board of Directors on December 17, 2009.

