

Streamline Health Solutions, Inc.
Strategy Committee Charter
March 1, 2012

I. PURPOSE

The purpose of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Streamline Health Solutions, Inc. (the “Company”) is for the oversight of Streamline’s strategy. The Committee will maintain an on-going, cooperative, interactive strategic planning process with the Company’s executive management, including the identification, setting and maintenance of strategic goals and expectations as well as the review of potential acquisitions, divestitures, joint ventures, or other material transactions involving the Company. References to Company strategy and strategic planning are intended to focus on the Company’s long-term initiatives versus day-to-day operations.

II. COMPOSITION

The Committee shall consist of at least three members who may or may not be Independent Directors, one of whom shall serve as Chair of the Committee. Committee members shall be nominated by the Nominating/Corporate Governance Committee, elected by the Board and may be removed from the Committee at any time, with or without cause.

III. MEETINGS

The Committee will 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

Management will devise, develop, and report to the Committee on the Company’s strategy. The Committee will review the strategy and make recommendations to management on behalf of the Board. The Committee will assist, from time to time, at the request of the Company’s Executive Management, with strategic decisions with respect to vendors, customers and other strategic stakeholders.

Furthermore, the Committee, where appropriate, will also advise and make recommendations to the Company’s Executive Management and Board about the following:

- oversight of the strategic direction of the Company;
- development, adoption and modification of a strategic plan;

- responses to external developments and factors, such as changes in the healthcare industry, economy, competition, and technology, which impact the Company's strategy;
- acquisitions, joint ventures and strategic alliances;
- review of the Company's progress with respect to implementation of its strategy.

The Committee will submit to the Board a summary of the actions taken at each Committee meeting at the next Board meeting held after each Committee meeting. The Committee will prepare and submit to the Board any other summaries or reports requested by the Board, and will prepare and maintain minutes of Committee meetings.

V. ADDITIONAL POWERS AND RESPONSIBILITIES

The Committee shall have the authority to engage and obtain advice and assistance from advisors, including independent or outside counsel; 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.

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.

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 advisors, 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.

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.