

**CHARTER FOR THE NOMINATING/GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
HEALTH FITNESS CORPORATION**

As Amended and Approved March 27, 2007

I. PURPOSE:

The Nominating/Governance Committee (the “Committee”) shall be responsible for matters relating to the governance of Health Fitness Corporation (the “Company”), including the review and recommendation of candidates for the Company’s Board of Directors.

II. MEMBERSHIP/MEETINGS:

This Committee shall be comprised of three or more directors as appointed by the Board, each of whom shall be independent directors, and free from 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 may be removed or replaced by the Board with or without cause. Committee membership is reviewed by the full Board every year and a new Chairperson appointed by the full Board at least every three years. The Committee meets at least twice a year (first quarter and fourth quarter). A majority of the members of this Committee shall constitute a quorum for the transaction of business. Committee responsibilities are reviewed and reassessed annually with changes approved by the full Board of Directors.

III. RESPONSIBILITIES:

- Developing, reviewing and revising as appropriate, for adoption by the Board, principles of corporate governance by which the Company and the Board shall be governed.
- Developing, reviewing and revising as appropriate, for adoption by the Board, the Ethics and Code of Conduct policy by which the Company and its directors, officers, employees and agents will be governed; provided, that the Audit Committee exercises these tasks with regard to the Code as it relates to the Company’s financial reporting process and internal control system.
- Developing and recommending to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to: policies for evaluation of the Board and the chairperson, shareholder director communications, and director attendance at annual meetings; election and reelection of Board members; and succession planning for the Board chairperson and other Board leaders.
- Annually reviewing the composition of the Board focusing on the governance and business needs and requirements of the Company, and reporting to the Board regarding suggested changes in Board composition that will guide the Committee in the selection, recruitment and recommendation of directors.

- Recommending to the Board member selection criteria and minimum qualifications for directors.
- Meeting as necessary to consider the nomination and screening of Board member candidates, evaluate the performance of the Board and its members, as well as termination of membership of Board members in accordance with applicable corporate policy, for cause or other appropriate reasons, and making appropriate recommendations to the Board with respect to such matters.
- Reviewing the Company's procedures, processes and policies used to compensate Directors.
- Reviewing & recommending the Board of Directors Compensation Plan.
- Overseeing organization, membership and evaluation of Board committees and committee members, and making appropriate recommendations to the Board with respect to such matters.
- Reviewing and making recommendations to the Board regarding shareholder proposals that related to corporate governance.
- Evaluating the performance of Board members eligible for reelection; addressing performance issues as needed; and recommending the reelection of Board members who are performing effectively and continue to provide a competency needed on the Board.
- Reviewing director nominees proposed by shareholders and recommending to the Board the director nominees for the annual meeting of shareholders.
- Evaluating and recommending to the Board which directors are considered “independent directors” in a manner consistent with applicable listing standards and corporate governance best practices.
- Reviewing annually the adequacy of this charter, and submitting any recommended changes to the Board for approval.

IV. AUTHORITY:

The Nominating/Governance Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Nominating/Governance Committee,

(i) at the expense of the Company and not at the expense of the members thereof, to retain counsel (which may be, but need not be, the regular corporate counsel to the Company), employ one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors to assist it in connection with its functions; and

(ii) to request from the Chief Executive Officer, the Chief Financial Officer, and such other members of the Company’s management as the Committee shall deem

appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

In addition, to the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee or a subcommittee comprised of one or more members of the Committee; provided, that any such members or subcommittee to which any responsibilities are delegated shall not have decision-making authority, shall report regularly to the Committee regarding the matters delegated, and shall review with the Committee any material matters discussed or recommended by such members or subcommittee.

V. MEETINGS/MINUTES:

The Nominating/Governance Committee will maintain written minutes of its meetings. Such minutes shall be made available to the members of the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. COOPERATION OF MANAGEMENT:

All members of management of the Company are requested to cooperate with the Nominating/Governance Committee, and to render assistance to it as it shall request in carrying out its functions.