

CHARTER OF THE LEAD INDEPENDENT DIRECTOR HEALTHSTREAM, INC.

If the Chairman of the Board of Directors and Chief Executive Officer are held by the same person, the independent members of the Board of Directors will annually elect an independent Director to serve in a lead capacity (the “Lead Independent Director”). The Lead Independent Director is generally expected to serve for more than one year. If the Lead Independent Director and Chairman of the Nominating and Corporate Governance Committee are held by the same person, to the extent there is overlap in the duties of the two roles, such duties may be carried out in concert with one another.

Purpose:

The purpose of the Lead Independent Director is to work collaboratively with the Chairman and the Chief Executive Officer and Nominating and Corporate Governance Committee with respect to the Board governance and process, to coordinate the activities of the other non-management Directors, and to perform such other duties as the Board of Directors may determine.

Powers and Duties:

The specific responsibilities, powers and duties of the Lead Independent Director are as follows:

- Presides at all meetings of the Board at which the Chairman and Chief Executive Officer is not present, including executive sessions of the independent Directors.
- Has the authority to call meetings of the independent Directors.
- Serves as a liaison between the independent Directors and the Chairman and Chief Executive Officer.
- As appropriate and relevant, during Executive session, provides feedback and updates to the Board.
- Approves, in consultation with the Chairman, Chief Executive Officer and/or a Board Committee, meeting agenda for the Board.
- Approves the type of information sent to the Board.
- Facilitates the Board’s approval of the number and frequency of Board meetings, and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items.
- Is regularly apprised of inquires from shareholders and involved in correspondence responding to these inquiries, when appropriate.
- In consultation with the Chairman, Chief Executive Officer, and outside Counsel, is available, along with another Company representative, to meet with major shareholders, upon their reasonable request, to receive input and ensure that it is communicated to the independent directors and, as appropriate, management.
- Performs such other duties as the Chairman, Chief Executive Officer, or the Board may from time to time designate.

Compensation:

The Compensation Committee shall determine the amount and form, if any, of compensation for the role.