

INTEGRAL SYSTEMS, INC. COMPENSATION COMMITTEE CHARTER

ROLE

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Integral Systems, Inc. ("Integral") to assist the Board in discharging its responsibilities relating to compensation of Integral's executive officers and directors.

COMMITTEE MEMBERSHIP

The Board appoints the Committee's members, which shall include at least three members, consisting entirely of independent directors, and designates one member as Chairperson (or, if the Board does not appoint a Chairperson, the Committee may elect a Chairperson of the Committee). For purposes hereof, an "independent" director is a director who meets the NASDAQ definition of "independence," as determined by the Board. Additionally, members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code.

MEETINGS

The Committee shall meet as often as the Committee members deem necessary and appropriate. Any member of the Committee may call a meeting of the Committee. The Committee will cause to be kept minutes of its proceedings and will report on its actions and activities at the next meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the By-laws of Integral, or (c) the laws of the state of Maryland.

AUTHORITY AND RESPONSIBILITIES

1. Oversee Integral's overall compensation structure, policies and programs, and assess whether Integral's compensation structure establishes appropriate incentives for executive officers and employees.
2. Administer and make recommendations to the Board with respect Integral's incentive-compensation and equity-based compensation plans that are subject to Board approval.
3. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and recommend to the independent directors the CEO's compensation level based on this evaluation.

4. Recommend to the Board the compensation of other executive officers based upon the recommendation of the CEO.
5. Approve stock option and other stock incentive awards for executive officers.
6. Review and approve the design of other benefit plans pertaining to executive officers.
7. Review and recommend employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.
8. Approve, amend or modify the terms of any compensation or benefit plan that does not require shareholder approval, and recommend to the Board the terms of any compensation or benefit plan that requires shareholder approval.
9. Review and discuss with management Integral's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in Integral's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and prepare the compensation committee report required by SEC rules for inclusion in Integral's annual report and proxy statement.
10. Review the compensation of directors for service on the Board and its committees and recommend changes in compensation to directors.
11. The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee.
12. The Committee shall have the authority to retain at the expense of Integral such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the committee in the evaluation of director, CEO or executive officer compensation, and to approve the fees and other retention terms of any advisors retained by the Committee.
13. Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
14. The Committee shall have such other authority and responsibilities as the Board may assign to it from time to time.

Adopted: November 13, 2007