

**CHARTER OF THE LEAD INDEPENDENT DIRECTOR
OF THE BOARD OF DIRECTORS
OF
HEALTHSTREAM, INC.**

If the positions of Chair of the Board of Directors (the “Board”) of HealthStream, Inc. (the “Company”) and Chief Executive Officer are held by the same person, the independent members of the Board will annually elect an independent director to serve in a lead capacity (the “Lead Independent Director”). For purposes of this Charter, “independent” means such individual is an independent director as determined by the Board under the listing standards of The Nasdaq Stock Market LLC. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. If the Lead Independent Director and chair (“Committee Chair”) of the Nominating and Corporate Governance Committee (the “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.

I. LEAD INDEPENDENT DIRECTOR PURPOSE

The purpose of the Lead Independent Director is to work collaboratively with the Committee Chair, the Chief Executive Officer and the Committee with respect to the governance and process of the Board, to coordinate the activities of the other independent directors, and to perform such other duties as the Board may determine.

II. LEAD INDEPENDENT DIRECTORS RESPONSIBILITIES AND DUTIES

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

1. Presides at all meetings of the Board at which the Committee Chair and Chief Executive Officer are not present, including executive sessions of the independent directors.
2. Has the authority to call meetings of the independent directors.
3. Serves as a liaison between the independent directors and the Committee Chair and Chief Executive Officer.
4. As appropriate and relevant, during executive session, provides feedback and updates to the Board.
5. Approves, in consultation with the Committee Chair, Chief Executive Officer and/or a committee, the meeting agenda for the Board.
6. Approves the type of information sent to the Board.
7. 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.
8. Is regularly apprised of inquiries from shareholders and involved in correspondence responding to these inquiries, when appropriate.
9. In consultation with the Committee Chair, Chief Executive Officer, and outside counsel, as applicable, to meet (along with other Company representatives as may be determined) with major shareholders, upon their reasonable request, to receive input and ensure that it is communicated to the independent directors and, as appropriate, management.
10. Performs such other duties as the Committee Chair, Chief Executive Officer, or the Board may from time to time designate.

III. LEAD INDEPENDENT DIRECTOR COMPENSATION

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

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