

## **EHEALTH, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(as adopted on April 17, 2006)

#### **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of eHealth, Inc. (the “Company”) shall be to (i) oversee the nomination of directors for service on the Board and its committees and other related matters; (ii) review and consider developments in corporate governance practices and to recommend to the Board governance principles applicable to the Company; and (iii) oversee evaluation of the Board. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

#### **MEMBERSHIP**

The members of the Committee will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Each member of the Committee will be an independent director in accordance with the applicable rules of The Nasdaq National Market (“Nasdaq”), subject to the exceptions under such rules. Each member will also meet any other requirements imposed by applicable law, regulations or rules.

The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson.

#### **RESPONSIBILITIES AND AUTHORITY**

The responsibilities and authority of the Committee shall include:

##### *Board and Committee Nomination and Evaluation*

1. Identifying, evaluating and making recommendations to the Board and the Company’s stockholders concerning the nominees for election to the Board and for appointment to its committees and the selection of Board committee chairs, in accordance with the requirements established by Nasdaq and with any criteria set by the Board;
2. Considering stockholder nominees for election to the Board;
3. Conducting searches for potential Board members with the desired qualifications and expertise;

4. Evaluating the performance of the Board and of individual directors as necessary and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
5. Evaluating and, if deemed necessary, making recommendations on the removal of any director from the Board in accordance with the Board's governance principles, for cause or for other appropriate reason;
6. Evaluating the current composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
7. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
8. Reviewing and assessing the adequacy and scope of this Charter annually and recommending any proposed changes to the Board for approval; and
9. Performing such other duties as may be requested by the Board or as assigned by the Company's certificate of incorporation, bylaws or applicable law, rule or regulation.

#### *Corporate Governance*

1. Reviewing issues and developments related to corporate governance and making related recommendations to the Board;
2. Periodically reviewing and assessing the adequacy of the Board's Corporate Governance Guidelines and recommending any modifications thereto for Board approval;
3. Generally advising the Board on corporate governance matters;
4. Reviewing and assessing the adequacy of the Company's Certificate of Incorporation and Bylaws and the charters of any committee of the Board periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to such documents;
5. Reviewing and assessing the adequacy and scope of this Charter annually and recommending any proposed changes to the Board for approval; and
6. Performing such other duties as may be requested by the Board or as assigned by the Company's certificate of incorporation, bylaws or applicable law, rule or regulation.

#### **INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee shall have the authority to engage independent legal, accounting and other advisors, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms and shall have funding for this purpose.

## **MEETINGS**

The Chairperson will determine how often the Committee meets. The Chairperson, in consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. The Committee may act by written consent, which shall constitute a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

## **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Committee will provide reports to the Board regarding the Committee's nominations for election to the Board and its committees and regarding such other matters as the Committee may deem appropriate. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members, and shall be paid in such form of consideration, as is determined by the Board in accordance with the applicable rules of Nasdaq.

## **DELEGATION OF AUTHORITY**

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.