

IntegraMed America, Inc.

Governance and Nominating Committee Charter

December 2, 2003
(As amended December 15, 2008)

1. Purpose

The primary purpose of the Committee is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next annual meeting of stockholders, and recommending to the Board a set of corporate governance principles applicable to the Company. The Committee also provides assistance to the Board and the Board Chairman in the areas of Committee selection and rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices.

The Committee's goal is to assure that the composition, practices, and operation of the Board contribute to value creation and effective representation of the IntegraMed America stockholders.

2. Committee Members

The Committee shall be comprised of at least three "independent directors" as that term is defined in relevant law and the NASDAQ Listing Rules. Committee members shall be appointed and removed by the Board in its sole discretion.

3. Committee Meetings

The Committee shall meet at least twice a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

4. Authority and Responsibilities

The Committee shall:

4.1 Evaluate and make recommendations to the Board of Directors concerning the number and accountability of Board Committees, Committee assignments and Committee membership rotation practices.

4.2 Establish and articulate qualifications, desired background, and selection criteria for members of the Board of Directors in accordance with relevant law and NASDAQ listing rules.

4.3 Make recommendations to the Board of Directors concerning all nominees for Board membership, including the re-election of existing Board members. In this connection, the Committee shall have the sole authority to hire and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

4.4 Solicit, annually, input from the Board of Directors and work with the Chairman of the Board to design a Board self-evaluation process concerning the effectiveness of the operation of the Board and Board Committees, including reviewing governance and operating practices.

4.5 Regularly review issues and developments relating to corporate governance issues and make recommendations to the Board of Directors regarding the same.

4.6 Periodically review and make recommendations to the Board of Directors regarding Director orientation, compensation, and continuing education.

4.7 Obtain advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Committee.

4.8 Report regularly to the Board as to the Committee's accomplishments of its purposes and responsibilities.

4.9 Evaluate annually its performance in accordance with applicable relevant law and NASDAQ listing rules.

4.10 Review succession plans for the CEO and Division Presidents and CFO annually.

4.11 Review Board member conflict of interest statements annually.