

**CHARTER FOR THE COMPENSATION/HUMAN CAPITAL COMMITTEE
OF THE BOARD OF DIRECTORS
OF
HEALTH FITNESS CORPORATION**

As Amended and Approved March 27, 2007

I. MEMBERSHIP/MEETINGS:

This Committee shall be comprised of three or more directors as appointed by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee; provided, however, that if the Committee is comprised of at least three independent members, one director who is not independent and is not a current officer may also be appointed to the Committee if the Board determines that such individual's membership on the Committee is in the best interests of the Company. Committee members may be removed or replaced by the Board with or without cause. Committee membership is reviewed by the full Board every year and the Chair position every three years. The Committee meets at least twice a year (early November and early to mid February). A majority of the members of this Committee shall constitute a quorum for the transaction of business. Committee responsibilities are reviewed and reassessed annually with changes approved by the full Board of Directors.

II. COMMITTEE RESPONSIBILITIES AS TO COMPENSATION MATTERS:

The responsibilities of the Committee are summarized, but not limited to, the following:

Compensation Plans and Salaries for Executives

- Review the Company's procedures, processes and policies used to compensate executive officers. Review the performance evaluation procedures applicable to these executives, particularly the Vice Chairman and CEO.
- Recommend to the full Board compensation plans for the executive officers designated by the Board as Section 16 officers under the Securities Exchange Act of 1934, as amended (the "Section 16 Officers"). Approve compensation plans for the other executive officers and promptly report to the Board regarding such approved plans.
- Annually recommend to the full Board the performance reviews and salaries of the Section 16 Officers. Annually approve the performance reviews and salaries of the other executive officers and promptly report to the Board regarding such salaries.
- Review and discuss with management the Compensation Discussion and Analysis (CD&A) required by the SEC. Based on such review and discussion, the Committee shall determine whether to recommend to the full Board that the CD&A be included in the annual report or proxy. The Committee shall provide, over the names of the members of the Committee, the required compensation committee report for the annual report or proxy.

Executive Bonus Plans

- Recommend to the full Board management bonus plans (MBP) and cash incentive plans (CIP), including payout potential and performance objectives for the Section 16 Officers. Approve MBP and CIP payout potential and performance objectives for the other executive officers and promptly report to the Board regarding such matters.
- Administer each of the MBP and CIP; provided that all matters relating to Section 16 Officers under such plans, including the grant of awards and setting of performance objectives, must be recommended to the Board for approval.

Stock Based Incentive Plans

- Recommend stock option, employee stock purchase, restricted stock and other equity incentive plans (“Stock Based Incentive Plans”) to the full Board for submittal to shareholders.
- Recommend to the full Board stock option and other equity awards to, and performance objectives for, the Section 16 Officers under the Stock Based Incentive Plans. Grant stock option and other equity awards to, and set performance objectives for, the other executive officers and management/key associates under the Stock Based Incentive Plans and promptly report to the Board regarding such grants. The Committee has the option to name a future grant date, in which case the price of the option will be fair market value as of that grant date.
- Administer each of the Stock Based Incentive Plans; provided that all matters relating to Section 16 Officers under such plans, including the grant of awards and setting of performance objectives, must be recommended to the Board for approval.

Management Participation

- Review and consider the recommendations of the Chief Executive Officer and Vice President – Human Resources regarding salaries, bonuses, performance objectives, stock based incentive awards and other compensation for the executive officers.

Retirement & Benefits

- Review and recommend to the full Board changes to the matching contribution for the company's 401(k) Savings Plan.
- Review and recommend to the full Board the annual discretionary profit sharing contribution, if any, for the company's 401(k) Savings Plan.
- Annually review investment options and performance of the 401(k) Savings Plan, the investment manager's performance and the audit of the Plan and reports results to the full Board.
- Review annually (prior to open enrollment for the following year) recommended changes to Associate Benefit Package.

III. COMMITTEE RESPONSIBILITIES AS TO HUMAN CAPITAL MATTERS:

Executive Development

- Work with CEO and senior management to evaluate and appropriately assure organizational alignment.
- Work with CEO and senior management to assure that there is appropriate Committee or Board approval to develop, recruit, and properly compensate appropriate executive talent.

Executive Succession

- Assist and advise management to develop appropriate succession plans for the executive officers. (The Vice Chairman's and CEO's succession plan must be approved by the full Board.)

Authority

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee:

- At the expense of the Company and not at the expense of the members thereof, to retain counsel (which may be, but need not be, the regular corporate counsel to the Company), employ one or more recruiting firms to assist in the identification and recruitment of officer candidates and other advisors to assist it in connection with its functions.
- To request from the Chief Executive Officer, the Chief Financial Officer, and such other members of the Company's management as the Committee shall deem appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

Delegation

To the extent permissible under applicable laws and regulations, the Committee may delegate any of its responsibilities to one or more members of the Committee or a subcommittee comprised of one or more members of the Committee; provided that any such members or subcommittee to which any responsibilities are delegated shall not have decision-making authority, shall report regularly to the Committee regarding the matters delegated, and shall review with the Committee any material matters discussed or recommendations made by such members or subcommittee.