

HEALTHCARE TRUST OF AMERICA, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (the “Charter”) of Healthcare Trust of America, Inc. (the “Company”) was adopted by the Company’s Board of Directors (the “Board”) on March 6, 2009.

I. PURPOSES

The Nominating and Corporate Governance Committee (the “Committee”) is charged with responsibility for review and oversight of the composition of the Board and its committees and assisting the Company’s Audit Committee and the Board with respect to the oversight of the Company’s compliance with legal and regulatory requirements. The Committee’s purposes are to assist the Board in:

- Identifying qualified individuals to become Board members, consistent with criteria approved by the Board;
- Recommending to the Board the selection of director nominees for election at the annual meeting of stockholders;
- Making recommendations to the Board regarding the composition of the Board and its committees;
- Assessing director independence and Board effectiveness;
- Developing and implementing the Company’s Corporate Governance Guidelines; and
- Oversight of the Company’s compliance and ethics program.

II. MEMBERSHIP

The Committee shall be composed of two or more members of the Board, each of whom shall be “independent” directors meeting the requirements of the rules of the Securities and Exchange Commission and the Company’s Articles of Amendment and Restatement, as amended from time to time (the “Amended Articles”). Members of the Committee are to be appointed by the Board for one-year terms and shall serve at the pleasure of the Board. The Board shall designate a Chairman of the Committee.

III. DUTIES AND RESPONSIBILITIES

The key responsibilities of the Committee in carrying out its oversight functions shall include the following:

Board Composition and Director Candidates

- Recommend the number of directors to comprise the Board at any given time.

- Identify, review the qualifications of, and recruit candidates for election to the Board, consistent with criteria approved by the Board.
- Establish and review annually a procedure for the consideration of Board candidates recommended by the Company's stockholders.
- Recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting.
- Review and assess the independence of outside directors and advise the Board of same.
- Develop and recommend to the Board criteria for identifying and evaluating director candidates.
- Recommend to the Board qualified candidates as necessary to fill Board vacancies and newly created directorships based on established criteria.
- Assess the performance and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

Board Structure

- Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the chairman of its committees.
- Oversee the annual evaluation of the Board and management.

Governance

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review and assess the adequacy of the Company's Corporate Governance Guidelines annually and recommend to the Board any revisions deemed appropriate.

Compliance

- Review and discuss with management significant legal and regulatory matters, compliance with the Company's Code of Ethics and policies for compliance with laws and regulations, and report to the Company's Audit Committee any issues that may have a material impact on the Company's financial statements.
- Review and discuss with management major findings and recommendations resulting from special projects and investigations conducted across the Company with respect to compliance.

IV. RESOURCES AND AUTHORITY

In addition to the authority and responsibilities of the Committee enumerated in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the authority to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable. The Committee also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

In addition to the indemnification, exculpation and similar provisions contained in the Company's Amended Articles and bylaws or in statutory and common law, and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted under Maryland law.

V. MEETINGS

The Committee shall meet at such times and places as the Committee shall determine. The Committee shall maintain minutes of Committee meetings and report regularly to the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

VI. AMENDMENTS

This Charter may be amended in whole or in part with the approval of a majority of the Board.