Purpose
Provide the ongoing review and recommendations to enhance the quality and effectiveness of the NACC Board of Directors related to its governance responsibilities, including the governance structures, policies and leadership (constitution and bylaws, entity roles and responsibilities), and the Board roles and responsibilities, composition, evaluation for effectiveness and leadership succession.

Composition
The Committee is comprised of at least three members of the NACC Board of directors. The Chair of the Committee will be appointed by the Board. At least one staff member will serve ex officio as a liaison to the committee, as determined by the Executive Director. (Outside professionals may serve in an advisory capacity).

Major Responsibilities

A. Its relationship to the Board of Directors
1. Assists the Board of Directors in identifying needed expertise, talents and skills for the Board and assists in overseeing the recruitment and succession process.
2. Reviews and recommends to the Board candidates proposed by the Nominations Panel who are qualified to become members of Board consistent with the criteria approved by the Board.
3. Oversees the election of new Board members. Evaluates the performance of incumbent directors and determines whether to recommend them for re-election or reappointment to the Board.
4. Assists in overseeing the process of Board orientation and ongoing Board development.

B. Its relationship to the Nominations Panel process
1. Oversees the activity of the Nominations Panel.
2. Delegates responsibilities to the Nominations Panel including identifying, nurturing and recommending candidates for leadership in NACC.
3. Reviews and recommends to the Board candidates proposed by the Nominations Panel qualified to become members for committees, commissions and panels.

C. Its relationship to reviewing the Constitution, by-laws, manuals, etc.
1. Reviews regularly Constitution and bylaws, and proposes appropriate changes, as needed.
2. Reviews regularly NACC Personnel Manual and recommends appropriate changes, as needed.
3. Reviews regularly the roles, responsibilities and criteria required for Board, committee, commission and panel members and recommends appropriate changes, as needed.
4. Develops and recommends policies and procedures for effective Board functioning.
5. Keeps accurate minutes of the Governance Committee’s meetings

Policy 8-3
Criteria

- Three years’ experience as a NACC board certified chaplain or CPE supervisor
- Experience with/interest in board governance related issues.
- Willingness and availability to be actively involved in writing and revising governance documents.
- Facility with procedural and process related issues.
- Legal knowledge valued.

Time Commitment

- The Governance Committee convenes approximately every other month on a 90-minute conference call. This does not require travel.
- Conference calls and/or e-mail communications are sometimes needed to complete work.