

**NACD NORTH TEXAS  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER  
AS OF 2015**

**PURPOSE OF THE COMMITTEE**

The purpose of the Nominating and Governance Committee (the “NGC” or “Committee”) is to assist the Board in identifying and recommending individuals to the Board for nomination as member of the Board, evaluating performance of current Board members, nominating officer of the Association, nominating committee Chairs or Co-Chairs and Members, monitoring the Board’s conformance to the Association’s by-laws, other organizational documents and applicable law, and recommending to the Board governance guidelines applicable to the Association.

**COMMITTEE MEMBERSHIP**

The Committee shall be composed solely of members of the Board. All members of the Nominating and Governance Committee shall be free of conflict of interest that would prevent them from carrying out their responsibilities to the Board. The members of the Committee shall be appointed annually. The Committee shall select from its membership a Chair/Vice Chair/Co-Chair who will be approved by the Board.

**COMMITTEE STRUCTURE AND OPERATIONS**

The Committee shall meet as often as necessary, but no less than quarterly to carry out its responsibilities under this Charter. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee shall make regular reports to the Board.

**COMMITTEE GOALS AND RESPONSIBILITIES**

- Identify candidates believed to be qualified to become Board members. In nominating candidates, the Committee shall take into consideration the Board criteria, concur with current Board and re-evaluate the process periodically.
- Recommend to the Board the structure, composition, and functions of the committees of the Board after consultation with the Committee Chairs, and to identify Board members qualified to become members of the Committees of the Board including this Committee.
- Develop, recommend and monitor to the Board governance principles applicable to the organization and to review those principles periodically.
- Evaluate all committee and individual Board member performance annually.
- Perform any other responsibilities delegated to the Committee by the Board from time to time.
- Review annually, organizational documents including the by-laws and propose suggested/required changes to the Board.