BOARD STANDING COMMITTEE CHARTER

Version #: 1 | Date: 19 July 2017 | Description: 2018 Governance Committee Charter

COMMITTEE NAME:

GOVERNANCE COMMITTEE

CHARTER EFFECTIVE DATE AND DURATION:

1 JANUARY 2018 – 31 DECEMBER 2018

COMMITTEE PURPOSE:
(Overall charge, purpose, or focus of this committee in helping the PMI Board to do its job.)

Responsible for the effective functioning of the PMI Board of Directors and for maintaining the Board / President and CEO relationship.

DELIVERABLES:
(Products the committee is tasked to produce.)

Ongoing Deliverables:

Governance Committee (GovCom) Preparation, Board Planning and Functioning
1. Review committee charter, including the roles and responsibilities section, at the first committee meeting
2. Review and maintain Governance Committee Meeting Calendar and Agenda Cycle
3. Review annual and Board meeting survey data to influence agenda development
4. Compile Board meeting agendas
5. Address planning assumptions as input to subsequent year governance budget
6. Manage the Board Program of Work and Master Calendar/Agenda Cycle
7. Review Rule of the Board 6.0.3 to ensure the expected candidate criteria are current and relevant. Present any recommendations for change to the Board for discussion and vote
8. Review and maintain the Level 1 Top Executive Succession Policy
9. Draft Governance Committee charter for subsequent year
10. Review all Board Standing Committee and Board Support Committee charters for subsequent year
11. Management authority over the Board Volunteer Appointment Committee (BVAC), in line with GovCom's responsibility to ensure "effective functioning" of the PMI Board of Directors. This includes determining the

candidate criteria utilized by BVAC to identify and evaluate PMI Board-appointed candidates to the Project Management Institute Educational Foundation (PMIEF) by the end of January

12. Conduct transition meeting with incoming Governance Committee

Board Development
1. Update and maintain the Board Building Domain (including Board Development Program, Advisor Program and Board Survey Policy)
2. Identify Board Advisor assignments for subsequent year
3. Ensure a process to evaluate the performance and development of the Board after each meeting and for an annual self-assessment survey

Board Appointments
1. Identify Board Standing Committee appointments for subsequent year
2. Review Board Support Committee appointments from BVAC for subsequent year (for Board approval)
3. Appoint a Director as Communication Liaison; per Rule 6.1 Board/Member Communication Process
4. Appoint a Director as Board Development Liaison

President and CEO Relationship
1. Provide regular dialogue between President and CEO, Governance Committee and Board regarding President and CEO position requirements, expectations, and performance
2. Perform responsibilities regarding CEO performance and compensation as set forth in Section 5.3 of the PMI President & CEO Performance Management & Compensation Policy.
3. Other President and CEO relationship topics/matter as determined in the course of business

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ADMINISTRATIVE AND REPORTING REQUIREMENTS:
(Reports to PMI Board through whom, when, and how?)

1. Uses standard agenda, note-taking and reporting templates posted on the Board Online Community
2. Written reports for review at July and December meetings. Subsequently, Governance Committee will distribute reports to the Board, via e-Receipt calendar, in January and September/October
3. Standing Committee Chairs report back to their respective committees after each Governance Committee Meeting
4. Final Governance Committee notes are posted to the PMI Board of Directors Portal

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RESOURCES AND BUDGET:
(In terms of budget, staff, etc.)

- As identified in the budget approved annually by the PMI Board
- Executive and staff support to be designated by the President and CEO
- Conference bridge numbers provided to GovCom members

COMMITTEE COMPOSITION AND TERMS: (NOTE; ADDITIONAL CHANGES MAY BE REQUIRED AS A RESULT OF THE GOVERNANCE RESTURCUTRE DISCUSSION).

- PMI Board of Directors Chair is Governance Committee Chair (also acts as communication contact* to Nominating Committee)
- PMI Board of Directors Vice-Chair, who is also the Compensation Committee Chair (also acts as communication contact* to Ethics Review Committee Chair)

- PMI Board of Directors Secretary-Treasurer/Audit and Performance Oversight Committee (APOC) Chair (also acts as communication contact* to Board Volunteer Advisory Committee Chair and Project Management Institute Educational Foundation Chair)
- PMI Board of Directors Strategy Oversight Committee (SOC) Chair (also acts as communication contact* to Certification Governance Council Chair and Global Accreditation Center)
- PMI President and CEO
- Governance Committee members are annually elected by the PMI Board of Directors for a one year term

*Communication contacts are appointed to answer questions or concerns from committee chairs and should make initial contact with Chairs in January.

VOLUNTEER REQUIREMENTS, EXPERIENCE, AND SKILLS:

Committee Specific:
- Must be a member of the current PMI Board of Directors or the current President and CEO

COMMITTEE CHAIR AND CONTACT INFORMATION:

Name: Cathy La Tona, Chair
E-mail Address: cathylatona@bod.pmi.org

COMMITTEE CHAIR ROLES AND RESPONSIBILITIES:

1. Guides the committee in accomplishing the mission and objectives detailed in the charter and in accordance with established Institute policies. Keeps the committee focused.
2. Ensures all committee members are fully oriented on the committee objectives, deliverables and roles/ responsibilities at the committee's first meeting.
3. Ensures all committee members are aware of and adhere to the processes and timing established by the PMI Board for placing items on the PMI Board agenda for discussion and deliberation, i.e., follow the PMI Board calendar; submit completed Board agenda topic form; ensure that committees have consensus approval of items before presentation to the PMI Board; ensure that Board agenda items are discussed and a straw vote taken in Board informal session; and ensure that motions are adjusted, as needed, before deliberation and voting in formal session.
4. Works toward building a sense of trust, productivity, and camaraderie within the committee.
5. As outlined in the charter, develops a work plan in coordination with the Executive Liaison that will allow the committee to effectively and efficiently discharge their responsibilities.
6. Develops meeting agendas, in coordination with the Executive Liaison, using the standard agenda topic form.
7. Conducts meetings of the committee and directs the communication for committee matters.
8. Works to ensure that meeting notes capture consensus agreement items and follow-up actions of the committee using the standard meeting notes template.
9. Assigns tasks among committee members, as necessary.
10. Promotes consistent participation and timely connection to all teleconference meetings and addresses non-productivity within the committee.
11. Works with Executive Liaison to ensure committee work is carried out between meetings.
12. Works with Executive Liaison to develop final reports, proposals and supporting documentation for the PMI Board and that the material presented to the PMI Board accurately reflects the committee work and is submitted in a timely fashion.
13. Provides updates on committee's deliverables at Governance Committee meetings.

14. Provides updates to respective committees after Governance Committee meetings.
15. Represents the committee at PMI Board meetings.
16. Works toward building a sense of trust and productivity between committee members and other Board Standing Committees.
17. Works with the Executive Liaison to review the charter mid-year and offer recommendations to Governance Committee for updates to the following year's charter.
18. Transitions the incoming Committee Chair into the role.

EXECUTIVE LIAISON ROLES AND RESPONSIBILITIES:

1. Empowered to make decisions to support accomplishing the mission and objectives of the committee. Any direction of the committee that may violate Institute policy must be discussed with the Committee Chair and the President and CEO.
2. Works in coordination with the Committee Chair to efficiently discharge the responsibilities of the committee.
3. Coordinates all administrative duties and ensures that an online community exists for the team.
4. Works in coordination with the Committee Chair to develop agendas, set meeting dates and locations, and communicate meeting requirements using the following criteria:
    a. Meeting dates and locations should be determined as far in advance as possible.
    b. Meeting request forms should be sent to the proper contact with all meeting requirements stated.
    c. Agendas should be developed using the standard agenda template and should include the meeting date, venue and meeting room on all agendas. The agenda should reflect what agenda items are tied to a stated deliverable in the charter.
    d. Handouts should be distributed to the team in advance of the meeting via the team's online community.
5. Works in coordination with the Committee Chair to capture notes that reflect consensus agreements and follow-up actions using the standard format for meeting notes for Board Standing Committees.
6. Works in coordination with the Committee Chair to ensure all reports, proposals, and supporting documentation are developed in a professional and timely manner.
7. Works in coordination with appropriate staff to ensure that any financial, ethical, legal, and strategic implications associated with any option brought to the PMI Board is identified and revealed during the preparatory stages and that these implications are reported on the Board agenda form.
8. Ensures that an online community site is established and maintained and committee documents are appropriately archived.
9. Coordinates and deploys any approved external communications.

APPLICABLE GOVERNING DOCUMENTS:
(In addition to the below, identify sections from PMI's governance documents specifically related to roles and responsibilities of this committee.)

1. PMI Code of Ethics and Professional Conduct
2. Bylaws Article VI: PMI Board of Directors
3. Bylaws Article IX: President and Chief Executive Officer
4. Rule of the Board 6.5, Board Standing Committees and Task Teams
5. Rule of the Board 9.0, PMI Board – President and Chief Executive Officer Relationship
6. Rule of the Board 12.1, Board Member's Code of Conduct
7. Strategic Plan, specifically the Value regarding Volunteerism: Volunteers and effective volunteer partnerships with staff are the best way to accomplish the Institute's goals and objectives
8. Institute Policies:
    a. Top Executive Succession Policy
    b. Confidentiality
    c. Conflict of Interest
    d. Contractor/Volunteer Electronic Systems and Communication
    e. Reporting to the Board Policy

       f.   Travel
       g.   Volunteer Records Management
9. Expense Report