

Version #: 1 | **Date:** 7 June 2017 | **Description:** 2018 Nominating Committee Charter

COMMITTEE NAME:

NOMINATING COMMITTEE

CHARTER EFFECTIVE DATE AND DURATION:

1 DECEMBER 2017 – 31 JULY 2018

COMMITTEE PURPOSE:

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

As defined in the [PMI Bylaws, Article VI: PMI Board of Directors, Section C. Nominating Committee](#): A Nominating Committee shall be appointed to oversee and supervise the nominating process for Directors of the Institute, and shall ensure appropriate procedures are in place for the selection and presentation of qualified candidates to the membership.

DELIVERABLES:

(Products the committee is tasked to produce.)

Ongoing Deliverables:

1. Completion of the Nominating Committee Orientation, which includes the PMI Board of Directors Online Board Development Course prior to the first meeting.
2. Review, at the first committee meeting, the committee charter deliverables, nominating process and key dates, and the current PMI Board of Directors composition including geographic, gender, and stakeholder groups.
3. Use the established documented nomination process to evaluate, interview, and select potential Board candidates for election against the desired characteristics for PMI Board Directors found in [Rules of the Board 6.0. Nomination and Election of Directors of the PMI Board of Directors](#). If consensus agreement to accept or reject a potential candidate is not met, committee members may take a vote to reach a decision. If there are only four members on the committee, the Chair will refrain from voting.
4. Provide the names of the Board candidates selected for member election to the President and CEO as per [PMI Bylaws Article VI, Section C 3](#) and [Rules of the Board 6.0.9 a](#).

5. The returning Nominating Committee member will review the previous Nominating Committee Report with the incoming Chair and staff liaison.
 6. Forward to next year's Nominating Committee any names of members who were interviewed but not placed on the ballot who possess desired characteristic to contribute to the pipeline of future potential nominees.
 7. Review the current nomination process and provide, if any, process improvement recommendations that support efficient and effective outcomes.
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ADMINISTRATIVE AND REPORTING REQUIREMENTS:

(Reports to PMI Board through whom, when, and how?)

Written report submitted to Governance Committee for review at their quarter 3 meeting and provided to the Board via e-Receipt Calendar with their quarter 4 meeting material.

RESOURCES AND BUDGET:

(In terms of budget, staff, etc.)

- As identified in the budget approved annually by the PMI Board of Directors.
 - PMI staff as assigned by the President and CEO.
 - Board Communication Point of Contact is the PMI Chair and he/she should make initial contact with Nominating Committee Chair prior to first team meeting.
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COMMITTEE COMPOSITION AND TERMS:

- Five members of which one member is from each of the four PMI regions.
 - Out of the five members, one member must be from the previous year Nominating Committee and one member must be a former Board Director who served within the past three years.
 - Nominating Committee members are appointed for a one year term and may be reappointed for no more than two additional terms (3 years maximum).
 - As per [Rules of the Board 6.6.4, Volunteer Recruitment](#), the President and CEO is responsible for the identification of candidates to be brought to the PMI Board for approval to serve on the Nominating Committee.
 - Nominating Committee members must wait one full calendar year after committee service before participating in the nomination process for an open position on the PMI Board of Directors.
 - Board Support Committee members may be invited by PMI to participate in a PMI volunteer leadership development activity and speaking engagements where the cumulative volunteer expertise will benefit members, volunteers and stakeholders.
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VOLUNTEER REQUIREMENTS, EXPERIENCE, AND SKILLS:

Required:

- As stated in the [Level 1, Candidate Criteria for PMI Board Appointees Policy](#)

Committee Specific:

- Experience with executive interviewing
 - Meet some or all of the expected characteristics for PMI Board Directors found in [Rules of the Board 6.0, Nomination and Election of Directors of the PMI Board of Directors](#).
 - Ability to participate in all committee meetings
 - 4-6 one-hour teleconferences
 - One in-person meeting, approximately 3 days in length, plus travel
 - Willingness and availability to dedicate, at minimum, the suggested time below:
 - 4-6 hours to complete the committee orientation
 - 3-6 hours to prepare for meetings
 - 20-30 hours to independently evaluate initial nomination forms
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COMMITTEE CHAIR CONTACT INFORMATION:

nominating.chair@pmi.org

COMMITTEE CHAIR ROLES AND RESPONSIBILITIES:

1. Connects with PMI Chair, the Board Communication Point of Contact, on an as needed basis with questions or concerns.
2. Guide the committee in accomplishing its mission and the deliverables detailed in the charter, in accordance with [PMI Bylaws](#) and [Rules of the Board 6.0, Nomination and Election of Directors of the PMI Board of Directors](#).
3. Ensure all committee members are fully oriented on the nomination process, committee responsibilities, and charter deliverables.
4. Ensure all committee members are aware of and adhere to the processes and timing established by the PMI Board for placing items on a PMI Board meeting agenda for discussion and deliberation, in conjunction with the timeline found in the [PMI Board of Directors Agenda Planning Cycle Calendar](#).
5. Work toward building a sense of trust, productivity, and camaraderie within the committee.
6. Develop a work plan, in coordination with the executive liaison, which will allow the committee to effectively and efficiently discharge their responsibilities.
7. Develop meeting agendas, in coordination with the executive liaison, using the standard template.
8. Conduct committee meetings and direct the communication for committee matters.
9. Work to ensure that meeting minutes capture consensus agreement items and follow-up actions using the standard template.
10. Assign tasks among the committee members, as necessary.
11. Promote consistent participation and timely connection to all teleconference meetings and address non-productivity within the committee.
12. Work with executive liaison to ensure committee work is carried out between meetings.
13. Work with executive liaison to develop and provide written reports, proposals and supporting documentation for the PMI Board of Directors (via e-receipt calendar) in conjunction with the timeline found in [the PMI Board of Directors Agenda Planning Cycle Calendar](#).
14. Represents the committee at PMI Board meetings.
15. Work with the executive liaison to review the charter mid-year and offer recommendations to Governance Committee for updates to the following year's charter.
16. Transition the incoming committee chair into the role.

17. Develop, review, and respond to inquiries from potential candidates or delegates to executive liaison, as needed.
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COMMUNICATION POINT OF CONTACT ROLES AND RESPONSIBILITIES:

1. The Board Communication Point of Contact (Board CPC) shall connect with the Board Support Committee Chair prior to the first team meeting to introduce him/herself and ensure:
 - i. Board Support Committee Chair understands the Board Support Committees exist to support the work of the Board and are accountable as defined in individual charters, which must be approved by the Board.
 - ii. Understanding of charter, especially purpose, deliverables and reporting process to avoid risk of misinterpretation.
 - iii. Clarify Board CPC Role and how the Board CPC can support the Board Support Committee Chair
2. Stress that open communications between Board Support Committee Chair and Board CPC, President and CEO or other Content experts that may be made available to the committee to answer questions, provide guidance and assist in any way to ensure successful execution of deliverables.
3. Review PMI Board Meeting Calendar to communicate relevant dates for submitting deliverables, reports, and agenda templates to Governance Committee and final deliverables to full PMI Board. The Board CPC is encouraged to review the submittals with the Board Support Committee Chair prior to submission.
4. Affirm staff liaison roles and their ability to provide access to necessary governing documents, agenda, reporting templates or any other document considered relevant for the execution of the committee work plan.
5. Connect with the Board Support Committee Chair to advise the Board's official position about certain issues or risks that may impact the committee's work plan or deliverables.
6. If there are issues that cannot be resolved, the Board CPC should discuss the matter with the PMI Board Chair.
7. Affirm Board Support Committee Chair will communicate the Board CPC role and other Charter items with the team members.

Out of Scope

1. Board CPC should not regularly participate in teleconference and in-person meetings.
 2. Board CPC cannot change or revise the purpose or deliverables of the Board Support Committee, Task Team, Council, etc. If the Board CPC has a concern about a deliverable, they should discuss it with the PMI Board Chair.
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EXECUTIVE LIAISON ROLES AND RESPONSIBILITIES:

1. Empowered to make decisions to support accomplishing the committee's mission and deliverables. Any direction of the committee that may violate Institute policy must be discussed with the committee chair and the President and CEO.
 2. Work in coordination with the committee chair to efficiently execute the responsibilities of the committee, coordinate all administrative duties, and ensure that an online community exists for the team where committee documents are appropriately archived.
 3. Work 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 logistics should be determined as far in advance as possible
 - b) Meeting agendas, minutes, and reports should be developed using the standard templates
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- c) Meeting material should be distributed to the team in advance via the team's online community
 - d) Meeting requests forms should be sent to the proper contacts with all meeting requirements stated
 - 4. Work in coordination with the committee chair to capture meeting minutes that reflect consensus agreements and follow-up actions using the standard template.
 - 5. Work in coordination with the committee chair to ensure all written reports, proposals, and supporting documentation the PMI Board of Directors are developed and provided (via e-receipt calendar) in conjunction with the timeline found in the [PMI Board of Directors Agenda Planning Cycle Calendar](#).
 - 6. Work in coordination with appropriate staff to ensure that any financial, ethical, legal, and strategic implications associated with any option brought to the PMI Board of Directors is identified and revealed during the preparatory stages and that these implications are reported on the Board agenda form.
 - 7. Coordinates and deploys any approved external communications.
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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 Bylaws, Article VI: PMI Board of Directors, Section C. Nominating Committee](#)
- 2. [Rule of the Board 6.0, Nomination and Election of Directors of the PMI Board of Directors](#)
- 3. [Rule of the Board 6.6, Board Support Committees](#), specifically: 6.6.3 c), Limitations. Support Committees shall be prohibited from any activities or actions that shall cause the Institute to be legally or financially bound to an agreement or other relationships. Other committees shall be limited to the activities set forth in the formal other committee charters consistent with law, the PMI Bylaws and all applicable Rules of the Board.
- 4. [Rule of the Board 12.1, Board Member's Code of Conduct](#)
- 5. [PMI Strategic Plan](#), specifically Core Value on Volunteerism: Volunteers and effective volunteer partnerships with staff are the best way to accomplish the Institute's goals and objectives
- 6. Institute Policies:
 - a) [Candidate Criteria for PMI Board Appointees](#)
 - b) PMI Board of Directors Potential Candidate Recruitment Policy
 - c) [Code of Ethics and Professional Conduct](#)
 - d) [Confidentiality](#)
 - e) [Conflict of Interest](#)
 - f) [Contractor/Volunteer Electronic Systems and Communication](#)
 - g) [Reporting to the Board](#)
 - h) [Volunteer Records Management](#)
 - i) Volunteer Travel
- 7. PMI Nominations and Election Handbook
- 8. Expense Report