

PMI BOARD COMMITTEE CHARTER

COMMITTEE NAME:

PMI Governance Committee

CHARTER EFFECTIVE DATE AND DURATION: 1 January 2009 to 31 December 2009**Version #:** 1**Rev. Date:** 10/21/08**Description of Change:** Updated for 2009**COMMITTEE PURPOSE:***(Overall charge, purpose or focus of this committee in helping the PMI Board do its job.)*

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

DELIVERABLES:*(Products the Committee is tasked to produce.)***Annual/Ongoing Deliverables***Board Planning*

- Compile Board meeting agendas
- Address planning assumptions as input to subsequent year governance budget
- Manage *The Board Program of Work* and Master Calendar/Agenda Cycle
- Draft Governance Committee charter for subsequent year

Board Development

- Execute and review of the Board Development Program
- Board mentor assignments for subsequent year

Board Appointments

- Board Standing Committee appointments for subsequent year
- Board Support Committee appointments for subsequent year (for Board approval)
- Liaison assignments to Nominating Committee, Volunteer Appointment Committee (VAC) Ethics Review, Ethics Appeal, & Certification Governance Council (CGC)

Board/Member Communication Process

- Appoint a Board/Member Communication Liaison (per Rule 6.1 Board Member Communication Process)

Board Elections

- Assess the level of the characteristics possessed by existing Directors and informally assess the diversity reflected within the composition of the Board per Rule 6.0.3

Strategic Planning

- Devote some time to strategic dialogue during normally scheduled teleconferences and meetings about global topics as seen through the lens of the critical uncertainties identified in the scenario thinking matrix

CEO Relationship

- Perform quarterly and annual review of CEO performance against 2009 objectives; report progress to the Board as required
- Provide quarterly opportunity for dialog with CEO regarding relationship with the board
- Review, assess, and, if necessary, adjust CEO Retirement Benefit and Investment Provisions
- Review, assess, and, if necessary, adjust CEO Contract.
- Execute PMI President and CEO Annual Objective Setting, Performance Evaluation and Compensation process in accordance with the Board Level 1 Policy and against the October 2008 approved objectives



Level1.CEO



CEO 2009 Objectives

ObjEvalCompProcess Board Board Approve

One-time Deliverables for 2009

- Review, discuss and implement (as deemed appropriate) the below October 2008 BMATT recommendations:
 - Transfer any remaining strategic deliverables in the ERVI Charter to the SPPA and/or POC Charters *if* deemed appropriate
- Consider directing the CEO to investigate alternative naming conventions for component Boards
- Appoint and oversee a task team that will:
 1. Develop a draft set of competencies that would be needed by a CEO through the year 2020;
 2. Based on the draft competencies, develop a draft profile of the CEO;
 3. Current President and CEO has been charged with an objective for 2009 to ensure that this task is accomplished;
 4. Note. It is assumed that an independent consultant who is skilled more for content development than for facilitation will be retained. Someone that can provide critical thinking and leadership and make us think out of the box. Strong facilitation skills is very important, but not primary, skill...need more of a content leader, than a facilitator.

ACCOUNTABILITY AND REPORTING REQUIREMENTS:

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

- Standing Committee Chairs report back to their respective committees after each Governance Committee Meeting
- Final Governance Committee Notes are posted on the Board Share Point Site
- Provide a written report to the PMI Board of Directors (using the standard Board reporting template) to be placed in the Board's e-Receipt Calendar for each meeting



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RESOURCES AND BUDGET:

- As identified in the annual budget approved by the PMI Board of Directors.

COMMITTEE COMPOSITION:

- PMI Chair
- PMI Vice-Chair/SPPA Chair
- PMI Secretary-Treasurer/POC Chair
- PMI President and CEO
- PMI Executive Vice-President and COO (non-voting member)

COMMITTEE CHAIR AND CONTACT INFORMATION:

Name: Ricardo Vargas, PMP

E-mail Address: ricardo.vargas@macrosoluitions.com.br

Mobile Phone: +55 31 92 55 3003 (Brazil); +244 926 91 42 80 (Angola); +1 212 300 7372 (US); +351 915 543 735 (Portugal)

COMMITTEE CHAIR ROLES AND RESPONSIBILITIES:

- a. Guides the committee in accomplishing the mission and objectives detailed in the charter and in accordance with the established policies of the Institute. Keeps the committee focused.
- b. Ensures all committee members are fully oriented on the objectives and deliverables of the committee and on the process.
- c. 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 template; 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 Board formal session.
- d. Works toward building a sense of trust, productivity, and camaraderie within the committee.
- e. As outlined in their charter, develops a work plan in coordination with the Executive Liaison that will allow the committee to effectively and efficiently discharge their responsibilities.
- f. Develops meeting agendas, in coordination with the Executive Liaison, using the standard agenda template.
- g. Conducts meetings of the committee and directs the communication for committee matters.
- h. Works to ensure that meeting notes capture consensus agreement items and follow-up actions of the committee using the standard meeting notes template.
- i. Assigns tasks among the committee members, as necessary.
- j. Works with Executive Liaison to ensure committee work is carried out between meetings.
- k. 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 work of the committee and is submitted in a timely fashion.
- l. Represents the committee at PMI Board meetings.
- m. Works toward building a sense of trust and productivity between committee members and other Board Standing Committees.
- n. Addresses non-productivity within the committee.
- o. Works with the Executive Liaison to review the charter at year's end and offer recommendations to Governance Committee for updates to the following year's charter.
- p. Transitions the incoming Committee Chair into the role.

EXECUTIVE LIAISON ROLES AND RESPONSIBILITIES:

- a. 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.
- b. Works in coordination with the Committee Chair to efficiently discharge the responsibilities of the committee.
- c. Coordinates all administrative duties and ensures that an online community exists for the team.
- d. Works in coordination with the Committee Chair to develop agendas, set meeting dates and locations, and communicate meeting requirements using the following criteria:
 - Meeting dates and locations should be determined as far in advance as possible.
 - Meeting requests forms should be sent to the proper contact with all meeting requirements stated.
 - Agendas should be developed using the standard agenda template and should include the meeting date, venue and meeting room on all agendas. If the meeting room name is not available at the time the agenda is distributed, then meeting attendees should be informed of the meeting room at check-in. The agenda should reflect what agenda items are tied to a stated deliverable in the charter.
 - Handouts should be distributed to the team in advance of the meeting via the team's online community.
- e. 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.
- f. Works in coordination with the Committee Chair to ensure all reports, proposals, supporting documentation are developed in a professional and timely manner.
- g. 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 template.
- h. Interfaces and dialogues with other executive liaisons to ensure integration of committee initiatives and outcomes, as warranted.
- i. Ensures that an online community site is established and maintained and committee documents are appropriately archived.
- j. Coordinates and deploys any approved external communications.

PURPOSE OF A PMI BOARD LIAISON:

The PMI Board of Directors may assign a 'Board Liaison' to provide a link between:

- a. The Board and Board Support Committees (e.g., NomCom)
- b. President and CEO and major initiatives which support the strategic plan (e.g., VCP)

DEFINED ROLE OF A PMI BOARD LIAISON:

- a. Ensure that the team who has been assigned Board work (supporting team) fully understands the board's interest in the project and/or any relevant material documenting what the board might have said on the topic.
- b. Ensure open communications between the supporting team and Board/Board Standing Committee (BdSC)/President and CEO and is available to the team to answer questions about the board's view, and, if needed, facilitate issue resolution with the Board.
- c. Ensure that GovCom, Board, BdSC and/or President and CEO receive written and/or verbal reports on the progress or challenges of the supporting team.
- d. Ensure that the proper protocol is followed for bringing reports and/or proposals to the full Board for discussion and/or deliberation.
- e. Ensure that any pertinent observations and/or recommendations for improvement to the supporting team's charter and/or volunteer staffing is forwarded to the appropriate authority, i.e., PMI Chair, BdSC Chair, President and CEO.

APPLICABLE GOVERNING DOCUMENTS:

(Identify sections from PMI's governance documents related to roles and responsibilities of this committee, including any boundaries and limitations)

- PMI Code of Ethics & Professional Conduct
- PMI Rule of the Board 9.0, Chief Executive Officer Relationship
- PMI Rule of the Board 6.5.6 (a) The Governance Committee.
The Governance Committee is chaired by the Chair of the PMI Board and consists of the PMI Chair, the Vice Chair, the Chairs of the Other Standing Committees and the Chief Executive Officer. The Governance Committee is accountable for coordinating the work of the other Standing Committees, for acting as the communications conduit to and from the PMI Board and the PMI Board's committees and subcommittees, for recommendations to the PMI Chair for the PMI Board's agendas, the development of the PMI Board's governing capacity, and for the maintenance of the PMI Board-Chief Executive Officer relationship.
- PMI Rule of the Board 6.5, PMI Board Standing Committees and Subcommittees.
Specifically, 6.5.4, The Board will annually approve Board Standing Committee Charters and 6.5.5, Limitations: Board Standing 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. Board Standing Committees shall be limited to the activities set forth in their formal Board Standing Committee Charter, consistent with law and the Bylaws and the Rules of the Board. Standing Committees and Subcommittees may not meet or act without a current, approved Charter and PMI Rule of the Board 6.5.6 a) 1) The Gov Com may act on behalf of the Board in rare emergency situations (see complete language in Rule of the Board).
- Rule of the Board 12.1, Board Member's Code of Conduct
- PMI Strategic Plan
- Institute Policies:
 - Confidentiality Policy
 - Conflict of Interest Policy
 - Electronic Systems and Communication Policy
 - Travel Policy
 - CEO Objective, Evaluation, Compensation Process Policy