

PMI BOARD COMMITTEE CHARTER

COMMITTEE NAME:

Nominating Committee

CHARTER EFFECTIVE DATE AND DURATION: 1 December 2009 to 1 December 2010

Version #: 1	Date: 13 August 2009	Description: First Draft 2010 Nominating Committee Charter
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COMMITTEE PURPOSE:

(Overall charge, purpose or focus of this committee in helping the PMI Board 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 at the PMI Board's Annual Meeting 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.) **Annual Deliverables**

- Complete the Board of Directors Web-Based Orientation Course prior to first committee meeting.
- Review Committee charter, including the roles and responsibilities section, at first committee meeting.
- Implement and oversee annual election process as defined in the Rules of the Board Chapter 6.0, Nomination and Election of Directors of the Board.
- Identify and evaluate candidates against the set of expected characteristics in Rule 6.0.
- Establish and maintain annual candidate selection and nomination schedule in accordance with PMI Global Operations Center's (GOC) project timeline, that is ensure candidate election material is submitted for timely distribution to the membership through an experienced election vendor.
- Annually update/refresh the Nominating Committee Guidelines Document ensuring that all of the Nominating Committee's processes are current.
- Compile a list of potential candidates to be forwarded to the following year's Nominating Committee for their consideration.
- Forward names of final potential candidates (not selected for the ballot) to the committee responsible for selecting Board committee members.

ACCOUNTABILITY AND REPORTING REQUIREMENTS:

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

- Provides updates to the Governance Committee Liaison as requested.
- Submits an Annual Report to the PMI Board using the attached form.



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RESOURCES AND BUDGET:

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

COMMITTEE COMPOSITION & CRITERIA:**Composition:**

- 5 Committee Members – Approved by the PMI Board of Directors
 - 1 representative from Asia Pac, EMEA, and Latin America Regions
 - 2 representatives from North America
 - 1 Committee Chair from the above members
- Staff Liaison - Assigned by President and CEO
- Governance Committee Liaison to Nominating Committee: Assigned by PMI Chair

Criteria:

- At least one member should have served on the NomCom the previous year.
- At least one member should have served on the PMI Board of Directors within the past two years.
- Ideally, all NomCom members should have demonstrated experience in a PMI Leadership role.
- Possess a basic knowledge and general understanding of PMI's organizational structure.
- Possess a basic knowledge and general understanding of different communication styles.
- Understand and adhere to PMI member ethical standards.
- Possess a basic knowledge and general understanding of how volunteers support the organizational success of PMI.
- Possess basic knowledge of volunteer responsibilities and accountability to the organization.
- Understand 'conflict of interest'.
- Advocate and utilize diversity (e.g., gender, age, race, professional affiliation, geographic location) to maximize results to benefit all constituencies
- Demonstrate active listening skills (i.e., be able to concentrate on a person's spoken thoughts and restate them through paraphrasing.)
- Able to participate in approximately six, one hour committee teleconferences and one, three day in person meeting.

COMMITTEE CHAIR AND CONTACT INFORMATION:

Name:

E-mail Address:

Phone:

COMMITTEE CHAIR ROLES AND RESPONSIBILITIES:

- a) Ensure committee members complete the Board of Directors Web-Based Orientation Course.
- b) Guide the committee in and keep it focused on accomplishing the mission and objectives detailed in its charter and in accordance with the established policies of the Institute.
- c) Ensure that all committee members are fully oriented on the Committee objectives, deliverables and roles and responsibilities at the committee's first meeting.
- d) Build a sense of trust, productivity, and camaraderie within the Committee.
- e) Develop a work plan in conjunction with Staff Liaison that will allow the Committee to discharge its responsibilities effectively and efficiently.
- f) Develop agendas and ensures advanced distribution.
- g) Conducts virtual or face-to-face meetings of the committee, as needed and directs communication of Committee matters/outcomes.
- h) Ensure that meeting notes capture Committee consensus agreement items and follow-up actions.
- i) Assign tasks among the Committee members, as necessary.
- j) Promotes consistent participation and timely connection to all teleconference meeting and addresses non-productivity within the Committee.
- k) Ensure two-way communication between the Committee and the Governance Committee via the Governance Committee Liaison.
- l) Develop and submit timely and accurate reports to the Governance Committee reflecting the Committee's work.
- m) Interface with the Governance Committee Liaison on matters impacting completion of the charter objectives.
- n) Offer recommendations for subsequent Committee appointments to Governance Committee Liaison.
- o) Transition the successor Committee Chair into the role.

COMMITTEE MEMBER ROLES AND RESPONSIBILITIES:

- a) Objectively identify and evaluate candidates for the PMI Board of Directors, using the Board-defined criteria and other tools as developed by the Board and Committee and retain objectivity throughout the evaluation and scoring process to select candidates based on their responses and credentials, not on personal history.
- b) Consistently participates and connects in a timely manner to teleconference meetings.
- c) Be available for approximately 6 one-hour teleconferences of the Committee, one to two in-person Committee meetings.
- d) Complete independent work assignments outside Committee teleconferences on a timely basis to meet Committee schedule: reading biographical information and other information from potential nominees; completing independent evaluation process.
- e) Effectively voice opinions within the context of the Committee's requirements and limitations; work to build final consensus of Committee.
- f) Communicate effectively with Committee Chair on status of assignments.
- g) Must be able to obtain visa to the United States and travel in Committee meetings(s).

PURPOSE OF A BOARD LIAISON:

- a) The Board Liaison will maintain a connection or provide a link between the Committee and the Board.

DEFINED ROLE OF A 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)/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/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/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 and Professional Conduct
- Bylaws Article VI: Board of Directors, Section C, Nominating Committee
- Rules of the Board 6.0, Nomination and Election of Directors of the Board
- Rule of the Board 6.6, Other Committees
- Specifically: 6.6.3 c) Limitations. Other 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 Bylaws and all applicable Rules of the Board.
- Rule of the Board 12.1, Board Member's Code of Conduct, including file retention requirements.
- Institute Policies:
 - Confidentiality Policy
 - Conflict of Interest Policy
 - Electronic Systems and Communication Policy
 - Volunteer Record Management Policy
 - Travel Policy
- Timeline published in the Call for Nominations
- PMI Nomination and Election Process Orientation Manual