

PMI BOARD COMMITTEE CHARTER

COMMITTEE NAME:

Ethics Review Committee

CHARTER EFFECTIVE DATE and DURATION: 1 January 2010 to 31 December 2010**Version #: 1****Date: 14 Sept., 2009****Description: Updated for 2010****COMMITTEE PURPOSE:**

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

Investigate and resolve ethics complaints related to violations of the PMI Code of Ethics and Professional Conduct that have been filed against

1. PMI members
2. Individuals who are not members of PMI but meet one or more of the following criteria:
 - Non-members who hold a PMI certification
 - Non-members who apply to commence a PMI certification process
 - Non-members who serve PMI in a volunteer capacity.
3. Cases should be handled in accordance with PMI's Ethics Case Procedures.

DELIVERABLES:

(Products the Committee is tasked to produce.)

Annual/Ongoing Deliverables

- Review committee charter, including the roles and responsibilities section, at first committee meeting
- Investigation and resolution of filed ethics complaints.
- Timely communication of final disposition of ethics complaints.
- Ensure that the Case Procedures are updated to align with the Code of Ethics and Professional Conduct.

ACCOUNTABILITY AND REPORTING REQUIREMENTS:

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

- Provides an update regarding cases to the Governance Committee liaison in writing prior to meetings of the Governance Committee
- Confidential Reports regarding cases are provided to the PMI Board, via the Governance Committee, using the attached template that includes: Summary of complaint; date filed; date discussed; final disposition; and date final disposition was communicated.



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RESOURCES AND BUDGET:

- As identified in the annual budget approved by the PMI Board of Directors
- Access to PMI legal counsel
- Access to external legal counsel

COMMITTEE COMPOSITION:

- Committee Chair – approved by the PMI Board of Directors
- Minimum of 6 Committee Members – approved by the PMI Board of Directors, staggered 3 year terms.
- 2009 Governance Committee Liaison to ERC
 - Vice-Chair, Phone: _____ e-mail: _____

COMMITTEE CHAIR and CONTACT INFORMATION:**Name: E-mail Address:****Phone:****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 committee objectives, deliverables and roles/responsibilities of the committee and the process at the first meeting.
- 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. Promotes consistent participation and timely connection to all teleconference meeting and addresses non-productivity within the committee.
- k. Works with Executive Liaison to ensure committee work is carried out between meetings.
- l. 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.
- m. Represents the committee at PMI Board meetings.
- n. Works toward building a sense of trust and productivity between committee members and other Board Standing Committees.
- o. Addresses non-productivity within the committee.
- p. 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.
- q. 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 dialogue with the President and CEO on any issues or concerns, as warranted.
- j. Ensures that an online community site is established and maintained and committee documents are appropriately archived.
- k. Coordinates and deploys any approved external communications.

Purpose of a PMI Liaison:

- a) The PMI Board of Directors may assign a 'Board Liaison' to maintain a connection or provide a link between:
 - o The Board and Board Support Committees (e.g., NomCom, Ethics Review);
 - o President and CEO and major initiatives which support the strategic plan (e.g., VCP)

Defined Role of a 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 and Professional Conduct
- PMI 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.
- Ethics Case Procedures
- Rule of the Board 12.1, Board Member's Code of Conduct
- Institute Policies:
 - Confidentiality Policy
 - Conflict of Interest Policy
 - Electronic Systems and Communication Policy
 - Volunteer Records Management Policy
 - Travel Policy