

**PMI Board of Directors Meeting Minutes Summary  
4-7 October 2007  
Atlanta, Georgia USA**

**Consent Calendar for Approval**

The PMI Board of Directors approved the Consent Calendar for Approval containing the following items:

- May 2007 PMI Board of Directors Meeting Minutes;
- Revision to Rule 13.1, Discretionary Funds;
- 2008 PMI Board "Other" Committee appointments (the Nominating Committee names were pulled from the 2008 AQS Appointment list. Those names were approved separately);
- 2008 PMI Board EF appointments;
- 2008 Governance Committee Charter;
- 2008 Strategic Planning and Program Alignment (SPPA) Charter;
- 2008 Code Implementation Advisory Committee (CIAC) Charter;
- 2008 Ethics Review Committee Charter;
- 2008 Ethics Appeals Committee Charter;
- 2008 Global Accreditation Charter (GAC);
- 2008 Nominating Committee Charter;
- 2008 Board Diversity Criteria.

**2008 Nominating Committee Appointments**

The PMI Board of Directors approved the following appointments, as amended, to the 2008 Nominating Committee as follows: Nathaniel Quintana; Madhu Ponnappan Pillai; Chuck Detwiler; Alice Roberts; and Jim Gallagher.

**2008-2009 Program Plan and Budget**

PMI Board of Directors approved the 2008-2009 Program Plan and Budget.

**Board Future Profile Description**

The PMI Board of Directors replaced the existing Rule of the Board 6.0.3 in its entirety with the following words:

'When functioning on behalf of PMI, each potential PMI Board candidate must be willing to serve and protect the interests of PMI. Additionally, each potential PMI Board candidate must have a high level of integrity and professional conduct (as stated in the current *PMI Code of Ethics and Professional Conduct* and the PMI Rule of the Board 12.1). Each candidate should also possess and be evaluated against the following set of expected characteristics.

**An appreciation of the value of the profession served by PMI**

The candidate has a good understanding of the profession served by PMI, along with its challenges, benefits and opportunities, and can articulate the value the practice of the profession brings to the successful performance of the strategic plan and/or goals of an organization.

**The visionary strategic thinking capability to be able to understand the interests of diverse stakeholders, to assess the impacts of environmental and marketplace trends, and then to translate those interests and impacts into strategy**

The candidate can help formulate a future vision for an organization and can help to describe a strategy to achieve it, has the ability to identify and understand strategic risks and offer strategic guidance for resolving them, and has the capacity to provide a strategic perspective without needing to be engaged in the operational details.

**The ability to operate effectively in global environments**

The candidate has a breadth of knowledge, understanding, and appreciation of global, regional, and local trends and can effectively interpret and use the information, is able to recognize that one's own viewpoint may be locally/culturally based and is able to be sensitive and open to views of others with a different local/cultural base, and has the capacity to think and contribute with a global viewpoint.

**The experience of assisting in transformational change driven by strategic issues in a similarly-sized or larger organization**

The candidate is able to understand, deliberate, and describe the benefits and challenges associated with a potential transformational change for a fast-paced organization, has held a leadership role in at least one significant strategically-driven change in an organization, and has the ability to contribute to the identification and management of the consequences of such transformations.

**The willingness and experience to serve others**

The candidate possesses passion and energy to understand and respond to the needs of others in an open, honest, humble, and altruistic manner, has actively participated in achieving constructive outcomes for others without regard to personal benefit, and has a strong interest in working on the advancement of PMI, its stakeholders, and the profession.

**The experience and appreciation of working in a collaborative, collegial, respectful, and productive way with people having diverse backgrounds and viewpoints**

The candidate can work in a team environment; exhibits a spirit of inquiry by seeking, understanding, and valuing multiple viewpoints so that all issues are considered in the decision-making process; has the willingness and ability to clearly articulate a personal position, while being able to participate in achieving a more-beneficial group-driven outcome; is able to protect the confidential nature of discussions; is willing to represent and accept accountability for group decisions with "one voice"; and can be open to constructive feedback on performance.

**The experience of performing governing duties to meet legal and regulatory requirements inherent in the fiduciary oversight role of a board**

The candidate has the experience of performing a governance role performing fiduciary oversight of an organization; has the ability to independently evaluate the performance of an organization including financial, legal, leadership, and management; appreciates and understands the role of the Board in regard to the proper caretaking/stewardship of the organization; and is able to differentiate between board-level work and staff-level work and to be comfortable performing only board-level work.

**The ability to use, in an appropriate manner, a network of contacts for the purpose of serving as an advocate for PMI and the profession**

The candidate has demonstrated the ability to use a network of contacts in one or more stakeholder communities relevant to the profession served by PMI, already uses the network professionally, and is willing and able to access the network in a selective and respectful way in order to serve as an advocate for PMI and the profession.

## **The willingness and ability to be an ambassador for PMI and the profession served by PMI**

The candidate has the willingness, capability and experience to speak in front of small and large groups using both self-prepared and externally-prepared material, and possesses an appropriate demeanor when serving in public.

In addition to every candidate possessing all of the above characteristics, the total composition of the board should be reflective of the diversity existing in the global project management marketplace in respect to gender, culture, geographic location, and stakeholder groups.

Annually, the Governance Committee should informally assess the level of the above characteristics possessed by the existing Directors and informally assess the diversity reflected within the composition of the Board and, if, in their judgment, believe that the Board should provide additional guidance to the Nominating Committee, a motion to that effect should be presented at the PMI Board's Annual Meeting'." Motion passed.

Motion by Martin VanDerSchouw, seconded by Ricardo Vargas, "That the PMI Board of Directors makes the implementation of the revised Rule of the Board 6.0.3 effective immediately for use by the 2008 Nominating Committee in its selection of candidates for potential election by PMI members for Director-at-Large positions on the 2009 PMI Board of Directors.

## **Board Leadership Continuity Principles**

The PMI Board of Directors approved the Board Leadership Continuity Principles as a set of guiding foundational principles to assure the uninterrupted attention to and preferably acceleration of the momentum on the organizational direction and priorities established by the PMI Board of Directors. More specifically, they are intended to provide guidance to discussions by the Board on Board Leadership Continuity Sequencing Options.

These principles are intended to sustain a strategic approach to PMI's future and continued focus on its strategic direction; sustain attention to prudent fiduciary oversight; and sustain focus on institutional priorities and momentum during the continuing pace of fast and deep change projected for the Institute, the Institute's stakeholders, and the profession served by PMI. When making decisions on behalf of the Institute, the Directors on the PMI Board serve the needs of the Institute, its members, and other stakeholders of the profession. The Board can ensure Board Leadership Continuity through:

1. *Board Leadership Survival* to ensure leadership existence without interruption
2. *Board Leadership Sequencing* to ensure a continued supply of leaders at each level
3. *Board Leadership Excellence* to ensure the best leaders providing long-lasting leadership impact

The critical *Board Leadership Continuity Survival* principles are associated with availability, education and uninterrupted service.

- The Board shall ensure that, there is an adequate supply of potential Board Director Candidates who are aware of and educated about the role of the Board, and who meet the criteria for Board Director as outlined in the Rule of the Board 6.0.3.
- The Board shall ensure that all volunteers have access to the governing documents guiding the Institute, along with appropriate Board orientation and other educational material.
- The Board shall ensure that the Institute always has procedures and policies in place to ensure its uninterrupted service, including an emergency plan, to mitigate relevant risks.

- The Board shall ensure that a clear plan exists for prompt replacement of Board Standing Committee Chairs and Board Officers, should vacancies occur in these positions.

The critical *Board Leadership Continuity Sequencing* principles are associated with opportunity, preparation and succession to key roles on the Board.

- The Board shall ensure that every Director has an equal opportunity for potential service in each role on the Board.
- The Board shall ensure the existence of complete job descriptions for the roles of each Board Director, Board Standing Committee Chair, and Board Officer.
- The Board shall ensure that each Board Director is prepared for his or her role at the start of the term of service by completing the necessary role-specific education to be “job ready” and completing continuing education relevant to the role.
- The Board shall ensure that Board leadership candidates are “job ready” when they are considered for a leadership position by having a thorough understanding of what the role entails and by having relevant experience, ensuring seamless transitions from one leader to another.
- The Board shall periodically review governing documents and board leadership sequencing options to ensure that board leadership sequencing and board leadership positions are adequate to supply suitable leaders to serve the Institute.

The critical *Board Leadership Continuity Excellence* principles are associated with the continuity of knowledge and the best practices of the generations of leaders.

- The Board shall ensure that there is common knowledge and usage of the content of the governing documents.
- The Board shall ensure continuing attention to best practices in association governance for the purpose of upgrading its governance practices when appropriate.
- The Board shall ensure the opportunity for all Board Directors to enhance their performance and potential through ongoing Board development activities and annual evaluation of the Board’s collective performance.
- The Board shall ensure clear and accessible documentation and learning from its decisions, deliberations, and performance, along with the knowledge and learning from the prior generations of Board leaders.
- The Board shall ensure that its standing committees are composed in a way that guarantees continuity of at least some of the membership from one year to another, to assure understanding of the committee’s agenda and its intent is continued without interruption.
- The Board shall ensure that it operates against a multi-year Program of Work that ensures attention to longer-term goals.

The PMI Board of Directors approved an added a deliverable to the 2008 Governance Committee Charter for it to assess the status and appropriate next steps, if any, for each of the principles and the Secretary-Treasurer be authorized to identify the appropriate location for the BLC Principles in the Institute’s documents.

[Secretary’s Note: It was noted that this motion is not authorizing the 2007 Secretary-Treasurer to make any changes but rather to bring recommendations back to the Board.]

**2008 Performance Oversight Committee (POC) Charter which Includes new Financial, Operational & Strategic Performance Reports**

The PMI Board of Directors approved the updated 2008 Performance Oversight Committee (POC) Charter that now includes the annual/ongoing deliverable to “Prepare and distribute Financial, Operational & Strategic Performance Reports (FOSP) using the FOSP Framework for distribution to the POC on a monthly basis and to the full PMI Board on a quarterly and annual basis.

Respectfully submitted,

Martin VanDerSchouw, PMP  
Secretary Treasurer