

## PMIEF Board of Directors - Individual Director Expectations

Each director on the PMIEF Board of Directors commits to a code of conduct, set of behaviors, and accountability to duties and actions while serving on the PMIEF Board. Individual director expectations are intended to reinforce the behavior that is required and expected, as defined in four sources:

### 1. PMI Code of Ethics and Professional Conduct and PMI Core Values

As members of the PMI community and as volunteers for the Institute, PMIEF Directors are required to abide by the PMI Code of Ethics and Professional Conduct, and are guided by PMI's Core Values.

[https://www.pmi.org/-/media/pmi/documents/public/pdf/ethics/pmi-code-of-ethics.pdf?sc\\_lang\\_temp=en](https://www.pmi.org/-/media/pmi/documents/public/pdf/ethics/pmi-code-of-ethics.pdf?sc_lang_temp=en)

[https://www.pmi.org/-/media/pmi/documents/public/pdf/about/governance/strategic\\_plan.pdf?la=en](https://www.pmi.org/-/media/pmi/documents/public/pdf/about/governance/strategic_plan.pdf?la=en) (page 15)

### 2. PMIEF Rules of the Board

PMIEF's Rules of the Board govern the conduct of the entire Board, including obligations of each director. Some reinforce the PMI Code of Ethics and Professional Conduct. There are additional provisions in the Rules of the Board that offer further expectations of the PMIEF Board Directors. It should be noted that the Rules of the Board may also reference back to the PMIEF Bylaws. All these documents can be found from the section Governance Documents on the following page.

<https://pmief.org/about-us/governance-and-financial-statements>

### 3. PMIEF Board Culture

The PMIEF Board of Directors adopted a statement of its desired culture, and strives to create an environment consistent with this culture. To reinforce the desired culture, individual directors are expected to demonstrate personal responsibility for maintaining this culture.

<https://pmief.org/about-us/governance-and-financial-statements> under the section **Governance Documents**.

### 4. Additional Individual Board Member Administrative Expectations

PMIEF Directors are expected to comply with certain other administrative expectations as they carry out their roles on the PMIEF Board.

## PMIEF Board of Directors - Individual Director Expectations

The chart below outlines individual Board director expectations, and the source(s) supporting these expectations.

Board Director Expectations	Sources
<b>Legal and Ethical Expectations</b>	
<p><b>Each director adheres to and supports others in acting according to all applicable legal requirements, ethical standards, and policy expectations.</b></p> <ul style="list-style-type: none"> <li>Where questions arise about a Director’s own potential conflicts of interest or perceived conflicts, the Director will declare to his/her fellow directors potential conflicts, and if needed, recuse himself/ herself from taking part in Board formal and informal discussions on the topic.</li> <li>Where questions arise about fellow Board members’ adherence to these standards, an individual Director will discuss observations with the fellow Director. If adherence does not seem to improve, an individual Director will discuss the situation with the Chair of the Board, or with PMI legal counsel.</li> </ul>	<p><i>PMI Code of Ethics (p. 3, 5)</i></p> <p><i>PMIEF Rules of the Board (ROB3.4.1)</i></p> <p><i>PMIEF Board Values</i></p>
<p>Each director protects all confidential or proprietary information entrusted to him/her during a term as a PMIEF Director. All information shared in the conduct of Board and committee meetings is considered confidential unless otherwise stated.</p>	<p><i>PMIEF Rules of the Board (3.4.1b 13)</i></p>
<p>Each director annually signs applicable compliance documents.</p>	<p><i>PMIEF Rules of the Board (ROB 3.6)</i></p>
<p><b>Responsibility to Duties as a Director</b> <i>Responsibility is our duty to take ownership for the decisions we make or fail to make, the actions we take or fail to take, and the consequences that result.</i></p>	
<p><b>Each director assumes responsibility for preparing for, attending, and participating fully in all Board training, virtual and in-person meetings and updates, and in mentoring, and undertakes independent work to assure s/he is fully familiar with all material needed to effectively undertake his/her role.</b></p> <p>Each director assumes responsibility for being familiar with and understanding:</p> <ul style="list-style-type: none"> <li>the Governing Documents of the Foundation, including Affiliation Agreement, Bylaws, Rules of the Board, policies of the Foundation, Board Director Expectations, and Charters of each Committee (<a href="https://pmief.org/about-us/governance-and-financial-statements">https://pmief.org/about-us/governance-and-financial-statements</a>);</li> <li>the regulations governing the Foundation as a 501(c)3 tax-exempt organization under U.S. law, as well as laws of other countries and entities that may apply to the Foundation’s work;</li> <li>The PMI Policies and guidelines governing all volunteers of the Institute. (<a href="https://www.pmi.org/-/media/pmi/documents/public/pdf/governance/guidelines-for-the-conduct-of-pmi-global-operations-centre-goc-volunteers.pdf?la=en">https://www.pmi.org/-/media/pmi/documents/public/pdf/governance/guidelines-for-the-conduct-of-pmi-global-operations-centre-goc-volunteers.pdf?la=en</a>);</li> <li>PMIEF Board Values;</li> <li>Parliamentary procedure, and <i>Robert’s Rules of Order, Newly Revised</i>, which are used in the conduct of meetings; and</li> </ul>	<p><i>PMIEF Rules of the Board (ROB 3.4.1)</i></p>

## PMIEF Board of Directors - Individual Director Expectations

Board Director Expectations	Sources
<ul style="list-style-type: none"> <li>How to read and assess nonprofit financial statements (<i>Understanding Nonprofit Financial Statements, Third Edition</i>, provided to all Board directors).</li> </ul> <p>New directors are expected to fully participate in New Director Education and Training, including asking questions to assure understanding. All directors are encouraged to participate in the training to refresh their knowledge.</p> <p>Each new director is assigned a mentor in his/her first year on the Board. Both mentors and those being mentored share a responsibility to remain actively in contact throughout the year. The expectations of the mentor are that s/he will observe the new member's actions/participation in the Board's work, and proactively seek to provide additional education or guidance where needed. The expectations of the person being mentored are that s/he will identify areas in which clarification and understanding is needed about the Board's work or expected behavioral norms. At least monthly contacts between a mentor and 'mentee' are recommended.</p> <p>Each director is expected to participate in all Board development activities, including Board informational updates that are not part of meeting agendas.</p> <p>Committee Chairs and Officers are expected to prepare their successors for assuming their new roles through actions including:</p> <ul style="list-style-type: none"> <li>Thorough documentation of the processes and activities used in the role to be assumed;</li> <li>Clear instructions for where to find all needed documentation or any other information that would be considered helpful in assuming the role;</li> <li>A documented list of outstanding action items or unfinished business for the role; and</li> <li>A handoff meeting to review all of these items.</li> </ul>	
<p><b>Each director exercises full responsibility for his/her regular duties and commitments as a Director.</b></p> <p><b>All directors are expected to:</b></p> <ul style="list-style-type: none"> <li>Demonstrate initiative in volunteering to do work on behalf of the Foundation in keeping with his/her role as a Board director;</li> <li>Serve on at least one committee each year, except for the Chair (who is ex- officio on all committees);</li> <li>Assume accountability for specific delegated assignments on each Committee on which s/he serves, as part of the Committee's overall chartered program of work;</li> <li>Prepare in advance for each Board or Committee meeting by reviewing all submitted materials and by offering questions and comments to the Chair of the Board or Committee, or the presenter of the agenda item, in advance of the meeting/telecom, in an effort to use as effectively as possible the meeting time;</li> </ul>	<p><i>PMI Code of Ethics</i> (p. 2-3)</p> <p><i>PMIEF Board Values</i></p>

## PMIEF Board of Directors - Individual Director Expectations

Board Director Expectations	Sources
<ul style="list-style-type: none"> <li>● Submit materials for Board and Committee meetings on a timely basis, according to the schedule dictated by the Board Master Calendar, and using standard Board templates and productivity tools, found in the PMIEF Board Microsoft Teams site: <ul style="list-style-type: none"> <li>○ the Board Agenda Topic Template to introduce Board agenda items they are bringing forward for discussion or decision; and</li> <li>○ Use of the PMIEF Board Microsoft Teams site for storage of: <ul style="list-style-type: none"> <li>▪ agendas, minutes, and attachments to these documents; and</li> <li>▪ Board orientation and training materials.</li> </ul> </li> </ul> </li> <li>● Absent extenuating circumstances, a Director is expected to attend all in-person and other forms of PMIEF Board meetings, calls, webinars, as well as meetings of any Committees on which s/he serves: <ul style="list-style-type: none"> <li>○ In the rare instances a Director is unable to attend a meeting, s/he must report the reason to the Chair and request an excused absence from the Board or Committee meeting. Both excused and unexcused absences will be noted in the minutes of each meeting;</li> <li>○ Directors are expected to promptly take all necessary actions required for travel to meetings, including requesting travel and expense reimbursement consistent with the PMI Travel Policy (<a href="https://www.pmi.org/-/media/pmi/documents/public/pdf/governance/volunteer-travel.pdf?la=en">https://www.pmi.org/-/media/pmi/documents/public/pdf/governance/volunteer-travel.pdf?la=en</a>), and independently seeking required travel documents such as visas, where required;</li> <li>○ Directors are expected to assure their costs related to meetings and travel are kept modest, in keeping with the nonprofit goals of the Foundation; and</li> <li>○ Directors are also expected to complete and submit expense reports within thirty days of any travel on behalf of PMIEF, using the Concur system for travel arrangements and expense reporting.</li> </ul> </li> <li>● PMIEF has an objective for a geographic diverse Board of Directors. When the PMIEF Board of Directors meets virtually to conduct business, Directors are expected to attend these virtual meetings. Virtual meetings may occur outside of normal business hours (depending on the geographic location of a director) and therefore Directors are expected to be flexible to ensure that one Director is not always being inconvenienced by the time of day when the meeting occurs.</li> </ul> <p><b>In addition, Committee chairs are expected to:</b></p> <ul style="list-style-type: none"> <li>● Provide agendas for meetings one week in advance and minutes one week after a meeting;</li> <li>● Use specific templates in conduct of their roles: <ul style="list-style-type: none"> <li>○ the Board Committee Agenda Template, when a Committee Chair is preparing an agenda; and</li> <li>○ The Board Standing Committee Report Template, when a Committee chair is preparing a status report to the Board.</li> </ul> </li> </ul>	

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<ul style="list-style-type: none"> <li>• Take the lead role in assuring that the Committee’s chartered program of work will be accomplished on schedule and with high quality, and that actions and processes of the committee are documented and up to date; and</li> <li>• Update pertinent sections of the new director orientation and deliver training on the Committee’s work to new directors.</li> </ul>	
<p><b>Each director makes decisions and provides input based on the best interests of the entire organization and its stakeholders</b>, not based on personal interests or preferences.</p> <p>Directors make decisions that focus on long-term strategic results for PMIEF.</p> <p>Directors do not promote personal or specific interests.</p>	<p><i>PMI Code of Ethics (p. 2)</i></p> <p><i>PMIEF Culture Statement</i></p>
<p><b>Each director has specific expectations related to fund development while serving on the PMIEF Board.</b></p> <p>While serving on the Board, each director is expected to make an annual financial contribution to the Foundation. Based on the individual’s ability to donate, in common practice, the expectation is for a contribution of at least US\$1,000/year, a Leadership Society-level contribution.</p> <p>Each PMIEF Director is expected to speak with others in his/her communities/circles about the work of the Foundation in an effort to elicit interest in PMIEF’s work, and to ultimately encourage donations to the Foundation.</p> <p>PMIEF Directors are expected to actively seek out whatever help they need (independently, from the Board leadership, and/or from staff) in order to best be able to effectively perform their duties in this context.</p> <p>Each PMIEF Director is specifically expected to steward continually throughout the year a minimum of 5 current PMIEF donors assigned to them, including:</p> <ul style="list-style-type: none"> <li>• Engaging with each assigned donor at least quarterly to inform donors of PMIEF activities pertinent to the individual donor’s motivations for giving;</li> <li>• Building a personal relationship with the donor;</li> <li>• Reporting at least quarterly to PMIEF staff actions taken with each donor, and keeping up to date the donor’s profile, using a Donor Profile and Donor Update spreadsheet in communicating with staff about interactions with donors;</li> <li>• Thanking the donor for his/her donation; and</li> <li>• Providing to the staff, at least annually, a summary report of the donor’s interests and responsiveness to stewardship.</li> </ul>	<p><i>PMIEF Rules of the board ( ROB 2.2 &amp; ROB 3.5 PMIEF Board Values</i></p>
<p><b>Each director adheres to guidelines and procedures for communications during his/her term on the PMIEF Board:</b></p> <p>PMIEF Directors are expected to communicate in a manner that exhibits passion for the Foundation, respect for its Board and staff, a reflection of commonly agreed decisions rather than individual opinions and using approved processes and communication structures.</p>	<p><i>PMIEF Rules of the board (ROB 3.4.1 &amp; ROB 3.8)</i></p>

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<p>Directors are expected to use PMIEF-approved communication structures, such as the PMIEF Board email system, virtual platforms for storing documents, etc.</p> <p>Each director is expected to ‘speak with one voice’ when representing the opinions and actions of the PMIEF Board as evidenced through its motions, and to refrain from offering advice or opinions that are not consistent with those adopted by the entire Board.</p> <p>Board directors will have opportunities to interact informally with many PMIEF and PMI stakeholders, including members, volunteer leaders, external partners, contractors, and others. Board directors are ambassadors for PMIEF, and will both want to and be expected to create positive good will. At the same time, a Director must be cognizant of the confidentiality of all internal Board communications and deliberations, and the requirement to 'speak with one voice'. In addition, a Director as an ambassador of PMIEF is expected to remain cognizant of some special considerations:</p> <ul style="list-style-type: none"> <li>• Interactions with Directors of the PMI Board, which should be conducted formally through the PMIEF Chair to the PMI Board APOC Chair;</li> <li>• Interactions with PMI Staff, which should be directed via the PMIEF Board Chair to the PMIEF COO and/or Executive Director. If on a Board Standing Committee, communication should be with the Staff Liaison for that committee;</li> <li>• Interactions with PMI chapters or volunteers that relate to PMIEF business, whether initiated by the chapter/volunteer or by the Director, must be vetted with the PMIEF Executive Director before communications continue. Interactions with PMIEF volunteers on Board Support Committees should be directed via the Committee Chair or the Board Standing Committee Liaison to the Support Committee;</li> <li>• Interactions with PMIEF contractors should respect the contractual relationship with PMIEF, even when the contractor is a PMI member, so Directors should not act to intercede with PMIEF staff or to influence a contractor's actions in relation to PMIEF;</li> <li>• Interactions with other foundations or nonprofits who might be grantees or partners of PMIEF should be only introductory, without further implied or explicit communication of what PMIEF might be willing to undertake; and</li> <li>• Interactions with grantees should always redirect grantees back to PMIEF staff.</li> </ul> <p>PMIEF Directors are expected to notify the Executive Director whenever they are asked to attend a meeting as a representative of PMIEF, or to speak in a public venue regarding PMIEF, and to receive permission from the Executive Director and Chair before accepting a speaking assignment or visit request.</p>	<p><i>PMIEF Board Values</i></p>
<p><b>Each director holds himself/herself and fellow directors accountable to individual and group expectations:</b></p> <ul style="list-style-type: none"> <li>• Directors hold each other accountable to individual Board director expectations and to an overall culture of accountability;</li> </ul>	<p><i>PMIEF Rules of the board (ROB 3.4.1b)</i></p>

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<ul style="list-style-type: none"> <li>• When a Director is not actively working in accordance with the expectations set forth in this document, it is incumbent on each director to bring it to the attention of the director in a respectful way, and to ask for the director's cooperation in correcting behavior;</li> <li>• Committee Chairs have specific responsibility for holding accountable all Committee members related to the work of the Committee; and</li> <li>• The Board Chair has ultimate responsibility for addressing with individual Board Directors any failure to meet the expectations in this document, in a timely fashion that allows a Director to take corrective action.</li> </ul> <p>Through an annual Board feedback process, Board Directors are expected to offer individual feedback to each other for purposes of improving both individual effectiveness and overall Board compliance with its Board Values. Board Directors are expected to use the feedback received to enhance their own effectiveness.</p>	<p><i>PMIEF Board Values</i></p>
Expectations of Director Behaviors	
<p><b>Directors' behaviors are guided by the PMIEF Board Values, in addition to the PMI Code of Ethics. Key behavioral expectations of these two sources are outlined below.</b></p> <p><b>Respect:</b> Respect is our duty to show a high regard for ourselves, others, and the resources entrusted to us. Resources entrusted to us may include people, money, reputation, the safety of others, and natural or environmental resources. An environment of respect engenders trust, confidence, and performance excellence by fostering mutual cooperation—an environment where diverse perspectives and views are encouraged and valued:</p> <ul style="list-style-type: none"> <li>• A director does not exercise the power of his/her expertise or position to influence the decisions or actions of others in order to benefit personally at their expense. A director avoids authority, and instead seeks ways to build consensus;</li> <li>• A director informs himself/herself about the norms and customs of others and avoids engaging in behaviors they might consider disrespectful;</li> <li>• Each director is expected to actively invite all points of view and to consider them without prejudice;</li> <li>• Each director is expected to pay careful attention to Board and Committee topics under consideration, and to offer thoughtful input to Board discussions. Directors are expected to refrain from distractions to themselves and others during meetings, such as emails, internet searches, games, and cellphone usage;</li> <li>• Directors are expected to encourage, support, and make room for the active participation of all directors;</li> <li>• Directors encourage growth and development in each other;</li> <li>• Directors are expected to directly address their peers when there are issues that need to be aired, misunderstandings, or issues of compliance with these expectations. If those efforts fail to produce results, directors are expected to address the issues with the Board Chair;</li> </ul>	<p><i>PMI Code of Ethics (p. 4)</i></p> <p><i>PMIEF Rules of the Board (ROB 3.4)</i></p> <p><i>PMIEF Board Values</i></p>

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<ul style="list-style-type: none"> <li>• If there are issues with staff performance, Directors are expected to address them with the COO and Chair. If the issues are with the COO, Directors are expected to address them with the Chair;</li> <li>• A director does not only offer criticism of an action or plan or motion, but also offers an alternative; and</li> <li>• Each director is expected to share complete information to develop trust within the team, including raising difficult conversations.</li> </ul>	
<p><b>Fairness:</b> Fairness is our duty to make decisions and act impartially and objectively. Our conduct must be free from competing self-interest, prejudice, and favoritism:</p> <ul style="list-style-type: none"> <li>• Each director constantly reexamines his/her impartiality and objectivity, taking corrective action as appropriate;</li> <li>• Directors are expected to use established Board and Committee meeting time and processes to effect decision-making. They are expected to refrain from developing factions on the Board in order to influence decisions; and</li> <li>• In relation to decisions about Board leadership, directors are expected to refrain from electioneering.</li> </ul>	<p><i>PMI Code of Ethics (p. 5)</i></p> <p><i>PMIEF Rules of the board (ROB 4.0.7 )</i></p> <p><i>PMIEF Board Values</i></p>
<p><b>Honesty:</b> Honesty is our duty to understand the truth and act in a truthful manner both in our communications and in our conduct:</p> <ul style="list-style-type: none"> <li>• Directors seek to understand issues, ethics, power, and values in a holistic manner and to act in full concert with this understanding, not making exceptions for themselves;</li> <li>• Each director is expected to seek out and base decisions on sound data, not solely on opinions and/or personal experience; and</li> <li>• A director does not engage in or condone behavior that is designed to deceive others, including but not limited to, making misleading or false statements, stating half-truths, providing information out of context or withholding information that, if known, would render our statements as misleading or incomplete.</li> </ul>	<p><i>PMI Code of Ethics (p. 6)</i></p>
<p><b>Collaboration:</b> Collaboration assures that decisions are mutually supported so that directors can ‘speak with one voice’ when representing PMIEF’s decisions:</p> <ul style="list-style-type: none"> <li>• Directors seek to explore and fortify trust with each other;</li> <li>• Each director invites and uses diverse viewpoints. Directors commit to listening receptively to others with reflection, recognizing the unique talents and experiences of others as valuable contributions; and</li> <li>• Each director works to bring people together to develop consensus, leading others to mutually supported decisions.</li> </ul>	<p><i>PMIEF Board Values</i></p> <p><i>PMIEF Rules of the Board (BOB 2.1.4 &amp; ROB 3.4.1b, ROB 5.1.5b)</i></p>
<p><b>Purpose:</b> The PMIEF Board, and each Director, is guided by a powerful sense of purpose for the work of the Foundation:</p> <ul style="list-style-type: none"> <li>• Directors exhibit enthusiasm and commitment to the Foundation’s work and dedication to achievement of its strategic outcomes and impact; and</li> </ul>	

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<b>Board Director Expectations</b>	<b>Sources</b>
<ul style="list-style-type: none"><li>• In their work, Directors demonstrate agility and innovation to generate powerful decisions on behalf of the Foundation.</li></ul>	