Elections and Nominating Committee Policy

Project Management Institute of New Zealand Incorporated

September 2020

V3.0

Revision History

Date	Version	Description	Author
27 May 2019	2.0	Removed references to nominators.	Lindsay Addie
25 September 2020	3.0	Changes made to align with May 2020 Constitution.	Nicola Faithfull

Table of Contents

Revision History 1
Introduction 2
Objectives 2
Background 2
Constitution 2
Policy 2
1. PMINZ Chapter Board of Directors Elections 2
2. Scope of the Elections and Nominating Committee Policy 3
3. Formation of the Nominating Committee 3
4. Nominating Committee: Terms of Reference 3
5. The Nominating Committee and the PMINZ Board 4
6. The Call for Nominations 5
7. Candidate Nominations 5
8. Current/Former Directors Seeking Re-election to the Board 6
9. The Selection of Candidates 6
10. Election Activities 7
11. Election Anomalies 7
Appendix A - Sources 8
Appendix B – Guidelines for skills of Board candidates 8
Appendix C – Articles 7 and 8 of the Constitution of the Project Management Institute of New Zealand Incorporated 2020, dated May 2020, Final. 8

Introduction

Objectives

- A policy that outlines the rules, procedures, and guidelines for planning, implementing and monitoring of the annual New Zealand Chapter of PMI (PMINZ) Board of Directors elections.
- The best interests of the Chapter are served by a competitive election process where there are more suitably qualified candidates seeking Board positions than there are positions available.
- Encourage the active participation of Chapter Members in the elections process.

Background

Under New Zealand law (the Incorporated Societies Act 1908) PMINZ is required to have rules for the appointment of officers (Board of Directors). In addition, under PMI Global bylaws and policies all Chapters are required to hold Board of Directors elections.

Constitution

This version of the policy aligns with the *Constitution of the Project Management Institute of New Zealand Incorporated 2020*, dated May 2020, Final. For convenience, the relevant Articles are given in Appendix C.

The PMINZ Constitution is available in the PMINZ Chapter Library and from Incorporated Societies.

Policy

1. PMINZ Chapter Board of Directors Elections

1. The PMINZ Constitution is the source of truth for rules relating to the Nominations, Elections and the Elections Committee. If non-alignment is found between this Policy and the Constitution current at the time, that Constitution overrules any rules in this policy.
2. The Nominating Committee is expected to develop a sound understanding of the relevant articles of the Constitution, particularly Articles 7 Board of Directors and Article 8 Nominations and Elections.
3. PMINZ Chapter shall be governed by a Board of Directors (Board) as stipulated in Article 7 of the PMI Constitution 2020.
4. Article 8 of the PMINZ Constitution, Nominations and Elections, includes stipulations covering:
    - who is eligible to vote
    - restrictions on who may not be nominated
    - discrimination is prohibited
    - the term start date of elected directors
    - the Nominating Committee's role in seeking and screening nominees and distributing election materials
    - the conducting of the elections
    - who counts ballots
    - the basis for declaring which candidates are duly elected
    - restrictions on resources to support candidates and on electioneering

5. Article 7 of the PMINZ Constitution, Board of Directors, includes stipulations covering:
    - the total number of Elected Directors
    - term duration and eligibility for re-election
    - maximum number of elected positions each year
6. Articles of the PMINZ Constitution relevant to the conducting of Board elections will be adhered to at all times.
7. All nomination and elections processes are to be conducted in a manner that is free of prejudice.
8. The number of new Elected Directors to be elected will be advised by the Board of Directors to the Nominating Committee.
9. It is anticipated that the election cycle will be conducted over a period of seven months from April to October.

2. Scope of the Elections and Nominating Committee Policy

a. Applies to all PMINZ Chapter Members, Candidates, Chapter Leaders and Volunteers.

3. Formation of the Nominating Committee

a. The PMINZ Board will setup a special committee called the Nominating Committee with the purpose of managing all elections and nominating processes and to ensure that suitably qualified candidates are presented to the membership for the PMINZ Board of Directors Elections.

b. It is anticipated that the Board will appoint a Nominating Committee in March of each year.

c. The Nominating Committee shall consist of an Elections Convenor and a minimum of two additional members.

d. Appointees must be PMINZ Chapter members in good standing and who are not seeking an elected role in the current election cycle nor currently hold any elected or appointed Board role.

e. Nominating Committee members are to be appointed for the whole of the elections cycle period, and may be reappointed for no more than two additional consecutive terms (three election cycles).

4. Nominating Committee: Terms of Reference

a. Ensure that the integrity of the elections policies and procedures are maintained. This particularly includes the protection of candidate confidentiality.

b. The Nominating Committee is solely responsible for the assessing and selection of candidates.

c. Ensure that no PMI or PMINZ Chapter funds are used to promote any candidate or candidates.

d. Participate in all relevant incoming and outgoing transition/orientation processes. Includes the handing over of re-useable collateral to the Chapter Secretary for archiving.

e. Develop a full election plan and schedule for the current election cycle.

f. The Nominating Committee is solely responsible for the content of all election materials

that are to be distributed to Chapter members.

g. Prepare nominations forms and related documentation for circulation.

h. Keep minutes of all Nominating Committee meetings, capture consensus agreement items and follow-up actions.

i. Prepare and send to all Chapter members a 'Call for Nominations' for the upcoming Board of Director's elections.

j. Ensure that candidates have the necessary qualifications and experience to serve on the PMINZ Board through proper assessment and mandatory interviews.

k. Prepare a slate of nominees for the Board positions up for election.

l. Test and validate the electronic voting system prior to the elections.

m. Audit and verify the election results.

n. Notify the successful and unsuccessful candidates.

o. Submit to the PMINZ Board the names of the successful candidates elected by the membership.

p. In consultation with the PMINZ Board announce the election results before the next PMINZ Annual General Meeting is held, or if this is not possible prepare a briefing on the elections process to be made available for the AGM.

q. Conduct a Post-Election Review and make recommendations that support efficient and effective improvements to current elections policies and procedures.

5. The Nominating Committee and the PMINZ Board

a. The Nominating Committee is to be free from Board influence, either real or perceived, in the conduct of the nominations work.

b. The Board will appoint a Single Point of Contact (SPOC) who is to be responsible for all Board interactions with the Nominating Committee during the election process.

c. Should the Nominating Committee require guidance on the interpretation of any policies and procedures, such questions are to be communicated to the SPOC with any responses by way of an email reply, or a teleconference/meeting arranged with the Board or their appointed representatives.

d. Details provided to the Board, by the Nominating Committee, during the elections cycle, are to be only those details that are pertinent for the Board such as the number of candidates but not their names or identifying characteristics.

e. The Nominating Committee will, prior to the start of the election cycle, submit to the Board via the SPOC a communications plan showing when updates to the Board via the SPOC will occur.

f. The Nominating Committee will inform the Board via the SPOC seven days before the close of the nominations how many candidates there are for positions that are up for election. The names of the candidates must not be revealed.

g. As part of the communication under the previous clause, the Nominating Committee will remind Board members who currently hold the positions up for election that they must follow the nominations procedure and submit the necessary forms if they wish to be a candidate.

h. The Board has the authority to ensure that the PMINZ Constitution, policies and rules are being followed.

6. The Call for Nominations

a. The Nominating Committee shall be responsible for planning and publishing the annual Call for Nominations ('The Call') using approved Chapter communications channels.

b. The Call must provide full information to the Chapter Membership regarding the elections.

1. State that the election of directors will be in accordance with applicable parts of the PMINZ Constitution and other relevant policies. Access is to be provided to this information via the PMINZ website.
2. Identify the number of positions up for election.
3. Elucidate the rules and procedures for the nominating of candidates. This includes explaining what documentation and forms are to be provided.

c. Nominations shall initially be open for a period of 4 weeks. This period can be extended by the Nominations Committee if deemed necessary.

d. The call for nominations must include a full schedule of key dates by way of a timeline.

1. The opening and closing dates\times for nominations.
2. The date the Nominating Committee Convener informs the candidates who will be placed on the ballot.
3. The dates eligible PMINZ members will be able to vote via electronic voting (the voting period is to be 21 days).
4. How and when the election results will be announced.

7. Candidate Nominations

a. To be eligible, a candidate must meet the following criteria:

1. A New Zealand resident who resides in the country for at least six months a year
2. Over 18 years of age.
3. Other criteria described in the PMINZ Constitution.

b. Candidates are not required to be a member of PMI and the New Zealand Chapter when submitting their nomination but if elected it is mandatory that they join the Chapter before their election to the Board can be confirmed.

c. Nominations in absentia are not allowed. All candidates must submit a signed set of nominations and process acknowledgment forms to the Nominating Committee, no later than the published closing date for the receipt of Nominations.

d. Candidates must follow all the nominations procedures and answer all questions contained in nominations forms regarding their eligibility to be a PMINZ Director.

e. All candidates must give their authorised consent by handwritten signature.

f. The Nominating Committee is not responsible for any omissions or errors in the information or materials provided by the candidates. Any non-compliant submissions are to be returned for correction and resubmission only once. This is to be clearly stated on nominations forms.

g. The Nominating Committee has the discretion to reject a candidate's nomination when the correct nominations processes have not been followed of if the candidate has supplied incorrect information.

h. The determinations of the Nominating Committee are made at their sole discretion and are final. In the submission of nominations, prospective candidates accept the full and final authority of the Nominating Committee as a precondition of nomination.

i. PMINZ Board members must reside in the geographical area of the Chapter's operation for a minimum of six months each year. The six-month period does not need to be continuous.

8. Current/Former Directors Seeking Re-election to the Board

a. Board members who have been co-opted under Article 7.4 of the PMINZ Constitution are eligible to put themselves forward for nomination, providing all other clauses of this Policy and the Constitution are met.

b. Any Board Member removed from office for deficient performance is not to be selected for a period of two election cycles and additionally needs to demonstrate, via tangible objective evidence of engagement in non-board PMINZ Volunteer roles, that the performance issues have been rectified.

c. Any Board Member that has resigned mid-term, for other than unforeseeable and exceptional personal circumstances, is not to be eligible for selection for a period of two election cycles.

d. The Nomination Committee reserves the right to verify claims made by a current or former director seeking re-election. This may include contacting other board members who are serving or have served at the same time as the nominee.

9. The Selection of Candidates

a. The Nominating Committee is to select the nominees for the election slate of candidates. The number of candidates to be included on the election slate of nominees shall be at the sole discretion of the Nominating Committee.

b. During the selection process the Nominating Committee will maintain STRICT adherence to the criteria defined in Article 7 - Board of Directors and Article 8 - Nominations and Elections; of the PMINZ Constitution.

c. If a candidate for a Board position is a current Board member, the Nominating Committee must assess and review if the candidacy is to be allowed under Article 7 of the PMINZ Constitution.

d. To properly assess candidates, the Nominating Committee will use the seven attributes outlined in Appendix B to ascertain if they are qualified to be a potential Board member.

e. All nominees who have been shortlisted to be considered for inclusion in the final slate of election candidates must be interviewed by the Nominating Committee. This applies to both incumbents and new candidates.

f. If the number of nominations is less than or equal to the number of Board roles that are up for election, the Nominating Committee can appoint the said candidate(s) only if the conditions of the previous clauses are met and the committee is satisfied that the candidate has the skills and experience to carry out the role.

g. If there are no successful suitably qualified candidates for Board vacancies the PMINZ Constitution allows the Board to appoint replacement Co-opted Directors.

h. Nominees will be notified of their acceptance, or otherwise, as eligible candidates, prior to the presentation of the slate of election candidates to the Chapter members.

i. Candidates who are not being included in the slate of nominees that are going forward to the election phase are to be advised by the Nominating Committee of the reasons for their non-selection.

10. Election Activities

a. USE OF PMINZ FUNDS AND/OR RESOURCES - No funds or resources of the Institute, or its communities or employees, shall be used to support the nomination or election of any candidate or group of candidates except for information posted on the official PMINZ Election webpage or published through other PMINZ media in direct support of the election process.

b. CANDIDATE COMMUNICATION - Candidates may communicate, one-on-one, regarding their candidacy only if the communication focuses on their qualifications. Mass communications are prohibited. The candidates may not refer to any other candidate or any existing or past Directors.

c. CAMPAIGN MATERIALS - No candidate or PMINZ member may utilize any campaign materials such as posters, buttons/ lapel pins, digital communications, social media, group activities or sponsorships to promote a candidate.

d. PMINZ PROMOTION OF CANDIDATES - PMINZ and its communities may not participate in any activity or provide opportunities at any PMINZ sponsored or PMINZ community functions that promotes or negatively impacts any candidate.

e. The Nominating Committee is the sole authority for investigating and the making of determinations as to whether activities undertaken by candidates constitute canvassing.

f. Candidates found by the Nominating Committee to have canvassed for votes are to be immediately removed from the election slate.

11. Election Anomalies

a. Any breach of the PMINZ Constitution, policies or the PMI Code of Ethics or related documentation could constitute an election anomaly.

b. The Nominating Committee shall correct any breaches or defects identified and make appropriate reports and recommendations to the PMINZ Board.

c. Any perceived anomaly must be reported to both the Nominating Committee and the SPOC before it is formally investigated.

d. The Nominating Committee is to review the anomaly by a strict adherence to proper procedures to ensure 100% compliance and the highest level of integrity. The Nominating Committee, at its discretion, decides whether to seek additional information and interview stakeholders as appropriate.

e. Timeframe: As soon as possible upon discovery. This can be at any time during the election cycle.

f. Material to be supplied: specifics directly related to the PMINZ Constitution and Chapter policies and procedures of the perceived anomaly.

g. Communicating results of investigations.

    1. If the anomaly is declined – the Candidate, Submitter and the Board are to be advised, with a level of detail considered appropriate by the Nominating Committee.
    2. If the anomaly is upheld – the Candidate, Submitter and the Board are to be advised, with a level of detail considered appropriate by the Nominating Committee.
    3. Chapter Members are to be advised that an anomaly has been validated, and of the verdict, i.e. withdrawal of a nomination or cancellation of an election result.

Appendix A - Sources

The following New Zealand legislation, PMI and PMINZ policies and documents were referenced during the development of this policy:

1. Incorporated Societies Act, 1908
2. Incorporated Societies Act (Draft Bill)
3. PMINZ Constitution, 2020
4. PMINZ Fiduciary Duties and Responsibilities of Board Members Policy, 2018
5. PMINZ Conflict of Interest Policy, 2018
6. PMI Bylaws, 2016
7. PMI Policy Manual for Chapters, 2018
8. PMI Chapter Leaders Guide – Chapter Elections, 2019
9. PMI Chapter Leaders Guide – Role Delineation Study, 2018
10. PMI Code of Ethics and Professional Conduct, 2019.

Appendix B – Guidelines for skills of Board candidates

Potential candidates ideally should have a background in, experience or sound knowledge of some of the seven criteria listed below.

- **PROJECT, PROGRAM OR PORTFOLIO MANAGER EXPERIENCE** - For example: The candidate is a subject matter expert and able to significantly participate in market perspective discussions that will contribute to strategy formation.
- **KNOWLEDGE OF PMI\PMINZ FUNCTIONING** - For example: Good understanding of PMINZ's current strategy (mission, objectives and goals), governance structure, organization, programs, products and services, which can be achieved through volunteering exposure, corporate council, or other ways of collaboration with PMINZ.
- **STRATEGIC PLANNING EXPERIENCE** - For example: Professional development focused on strategic planning (courses, seminars, etc.); devised and/or contributed to strategies and policies ensuring that an organization met its goals; worked in a strategy function; or experience in a project portfolio management role.
- **SENIOR MANAGEMENT EXPERIENCE** - For example: Senior management position in a corporation, non-profit and/or academic institution; managing teams; responsible for day to day activities; understands and can articulate the big picture and key drivers of an organization; establishing performance targets.
- **BOARD/GOVERNANCE EXPERIENCE** - For example: Strategic dialogue and decision- making; fiduciary oversight; good governance practices; dealing with CEO matters; succession planning.
- **FINANCIAL LITERACY** - For example: Good understanding of key financial concepts (balance sheet, profit and loss, forecasts, etc.) and financial reports, or experience in tying financial statements to programs and strategy for a comprehensive view.
- **VOLUNTEER/LEADERSHIP EXPERIENCE** - For example: The understanding and appreciation of working in a collaborative, collegial, respectful and productive way with people having diverse backgrounds and viewpoint.

Appendix C – Articles 7 and 8 of the Constitution of the Project Management Institute of New Zealand Incorporated 2020, dated May

Article 7 – Board of Directors

7.1 The PMINZ shall be governed by a Board of Directors (Board), comprising 7 Elected Directors elected in accordance with the provisions of Article 8, and any Co-opted Directors co-opted pursuant to Article 7.4.

7.2 The Board shall be responsible for carrying out the purposes and objectives of PMINZ and all that this constitution stands for. The Board shall exercise authority over all PMINZ business and funds.

The Board may exercise all powers of the PMINZ and is authorised to adopt and publish such policies and rules as may be necessary and are not prohibited by this constitution, the PMI® Bylaws and policies, its charter with PMI, and the laws of New Zealand.

7.3 The Elected Directors shall serve for a term of three (3) years but shall be eligible for re-election to no more than a further two (2) consecutive terms (to the intent that no director shall serve continuously for more than nine years but may seek re-election after being out of office for three years or longer). These positions are staggered so that no more than four (4) positions are elected each year.

Elected Directors at the time of the adoption of this constitution are listed in Appendix 1 and are deemed to have been validly elected at the time of their election.

7.4 In addition to the Elected Directors, the Board may co-opt additional directors ("Co-opted Directors").

Where a Co-opted Director is appointed to serve out the term of an Elected Director who has ceased to be a Director, then the Co-opted Director will have voting rights to the end of that term.

Where a Co-opted Director is appointed to a Board role because no Elected Director with the requisite skills is available to perform that role then the Co-opted Director will not have voting rights. When the Board appoints such a Co-opted Director, the Board shall specify the Co-opted Director's intended term of office, which shall not exceed three (3) years.

In all other regards Co-opted Directors shall have the same rights and responsibilities as Elected Directors.

Co-opted Directors at the time of the adoption of this constitution are listed in Appendix 1 and are deemed to have been validly appointed.

7.5 If the President is serving the last year of the President's third term or does not intend to seek re-appointment, the President shall continue in office until the President's successor has been duly appointed and their term as President has commenced.

7.6 At the first face to face meeting of the Board after 30 July each year, the Board shall appoint:

- A President
- A Contact Officer
- A Vice President of Finance
- Other Vice Presidents.

The President shall be an Elected Director. At the adoption of this constitution, the President is Kosam Nyamdela who is deemed to have been appointed by the Board under this Article 7.6 on 21 September 2018.

The Contact Officer and Vice Presidents shall be Elected Directors if practicable, but if through lack of the requisite expertise among Elected Directors or any other good reason the Board considers it impracticable to fill the Contact Officer role or a Vice President role by appointing an Elected Director, the Board may appoint a Co-opted Director.

Vice Presidents shall be responsible for assuming leadership in respect of a role designated by their title. Roles may be changed to meet the needs of the Board and the Chapter on an ongoing basis.

7.7 The President shall be the Board chairperson and, where there is no other appointed PMINZ chief executive officer act also in that role, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio on all committees except the Nominating Committee with the right to participate and vote.

7.8 The Contact Officer shall be responsible for ensuring minutes are kept of general meetings and meetings of the Board, and records of all business meetings of the PMINZ . The Contact Officer is also responsible for advising the Registrar of any changes to the Constitution and notifying the Registrar of all other matters required to be notified.

7.9 The Vice President of Finance shall oversee the management of funds for duly authorised purposes of the PMINZ and is responsible for preparing and presenting financial statements at the Annual General Meeting.

7.10 The Board may at its discretion appoint an Elected Director to assist the President in the President's duties and represent the President in the President's absence.

7.11 The Board shall meet at the call of the President, or at the written request of three (3) Elected Directors. A quorum shall consist of a majority of the Elected Directors.

Each Elected Director shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by electronic media or other legally acceptable means.
Meetings shall be conducted in accordance with parliamentary procedures as may be determined by the Board.

7.12 The Board may declare a vacancy where a Director ceases to be a member in good standing of PMI or of the PMINZ because of non-payment of dues, or where the Board Director fails to attend three (3) consecutive Board meetings.

A Director shall cease to be a Director upon submitting a written resignation to the President.

7.13 A Director may be removed from office for just cause in connection with the affairs of the organisation by a majority vote of the Board or a majority vote of the members present in person at an Annual General Meeting or Special Meeting.

7.14 In the event the President is unable or unwilling to complete the current term of office, the Board will vote to appoint a successor from one of the Elected Directors to act with full powers of the position until members can elect a successor in accordance with Article 8.3 and Article 7.6.

Pursuant to Article 7.4 if any other elected Board position becomes vacant, the Board may appoint a suitably skilled Chapter member in good standing to serve out the unexpired portion of the term.

Article 8 – Nominations and Elections

8.1 The nomination and election of Elected Directors shall be conducted in accordance with New Zealand law, PMI rules, and this constitution.

All members of the PMINZ in good standing shall have the right to vote in the election of the Elected Directors.

In nomination and election processes for any role whatsoever, discrimination based on race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability is prohibited. Nor shall a person be nominated or elected to a role for an unlawful purpose.

8.2 Candidates who are elected shall take office no later than first day of January following their election and shall hold office for the duration of their terms or until their successors assume office under these rules.

8.3 A Nominating Committee appointed by the Board pursuant to Article 9, shall prepare a list containing nominees for election to be Elected Directors and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board.

Elections shall be conducted (a) during the annual general meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. The number of Elected Directors to be elected shall not exceed the number of vacancies at the time of the election.

The highest polling candidates, up to the number required to fill the vacancies, shall be declared to be duly elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

8.4 No current member of the Nominating Committee shall be included in the list of nominees prepared by the Committee.

8.5 In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organised electioneering, communications, fund-raising or other organised activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.