

**ELECTION RULES**

All candidates are required to abide by the established Nomination and Election Rules as follows:

1. **Use of PMI Funds or Resources**. No funds or resources of PMI, or its components 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 PMI Election and Nominations Site or published through other PMI media in direct support of the election process.
2. **Candidates’ Communication**. Candidates may only communicate one-on-one in response to communications initiated by another PMI member regarding their candidacy and only if the communication focuses on their qualifications. Mass communications by any means (e.g., postal mail, telecommunications, e-mail [regardless of whether the message is sent one at a time or simultaneously to a mailing list], meeting announcements, all social networks, etc.) are prohibited. If candidates have questions regarding communications, they should seek advice from the Nominating Committee or staff before responding to any communication. Candidates may not make reference to any other candidate or any existing or past Directors.
3. **Campaign Materials**. No candidate or PMI member may utilize any campaign materials such as posters, buttons/lapel pins, digital communications, social media, group activities or sponsorships to promote a candidate.
4. **Candidates’ Communications with PMI**. Candidates should discuss the position with former Directors or a member of the Nominating Committee. Specific requirements of the position in terms of time, expense, meeting schedules, and administrative assistance should be explored.
5. **PMI Promotion of Particular Candidates**. PMI and its components may not participate in any activity or provide opportunities at any PMI-sponsored or PMI component functions that promote or negatively impacts a particular candidate.
6. **Compliance with Election Activity Rules of the Board**. The Nominating Committee will ensure that all nominees, as a condition of expressing their interest in being a nominee, will submit a signed copy of this Rule of the Board verifying that they have read, understand and agree to abide by these policies and rules. This includes the following statement: “As a condition of my potential nomination or candidacy, I agree that I will not initiate, encourage, accept or endorse conduct on behalf of my potential nomination or candidacy which is in violation of the policy relating to the election as adopted by the PMI Board. To violate this policy may result in revocation of my nomination or candidacy for office.”
7. **Nominating Committee and PMI Communications with Candidates.** The Nominating Committee Chair, with the President and Chief Executive Officer and staff’s assistance, shall supervise all communication to potential nominees, nominees and candidates, including any requests for the completion of the Nominee Qualification Form and the candidate package.
8. **Violation of Election Activity Rules of the Board**. Any alleged violations of these Rules shall be addressed in accordance with Bylaws Article VI, Section C, 6: “Disputes.”

**PMI Ghana By-Laws Provisions on the Board**

**Genera**l

The PMI Ghana Chapter shall be governed by an elected Board of Directors (PMI Ghana Board). It is the duty of the PMI Ghana Board of Directors to carry out the purposes and objectives of the non-profit corporation (or equivalent).

**Authority of the Board**

The PMI Ghana Chapter Board of Directors shall be vested with the powers possessed by the non-profit corporation itself, including the powers of accountability and authority to:

1. Uphold and execute the organization’s purposes;
2. Appoint and remunerate agents and employees;
3. Disburse funds of the Institute; purchase, lease, sell, transfer and otherwise convey property; and
4. Establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Articles of Incorporation or Bylaws of PMI (in their present form or as amended), or applicable law.
5. Commence implementation activities for gradual transitioning of the Chapter under this new bylaw for two years.
6. Appoint the current elected President of the Chapter as the Chair of the Board during the transition.
7. Appoint Presidents to the Chapter after the transition phase subject to conditions of the bylaws and other governing regulations

**Functions of the Board**

The PMI Ghana Chapter Board of Directors shall be accountable to the PMI Ghana Chapter.

1. The PMI Ghana Board shall be solely responsible and accountable for strategic planning and the establishment of policies with respect to activities of the Institute.
2. The PMI Ghana Chapter Board of Directors shall oversee the Management, Control and Supervision of the Business, as well as other Lawful Activities and Affairs deemed necessary to further the objectives of the Institute, including an Annual Report to the PMI Ghana Members.
3. The PMI Ghana Chapter Board of Directors shall oversee the Management, Control and Supervision of the Professional Body (Project Management Institute, Ghana), as well as other Lawful Activities and Affairs deemed necessary to further the objectives of the Institute, including an Annual Report to the PMI Ghana Members.

**Composition & Tenure of the PMI Ghana Board of Directors**

The PMI Ghana Board of Directors shall be comprised of nine (9) to fifteen (15), Directors of the PMI Ghana Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI Ghana Chapter. The Elected President/CEO of PMI Ghana Chapter shall be the Board Chair of the Institute. Terms of office for the elected directors shall be **two (2) years**, limited to **two (2) consecutive terms** in the same position, and no more than **three (3) consecutive terms** on the Board in general. These positions shall be staggered so that at least **four (4)** are elected each year. Candidates shall be vetted by the Nominating Committee.

**Limitations / Conduct of the PMI Ghana Board of Directors**

The PMI Ghana Board of Directors shall be granted the authority to establish policies and procedures specifying PMI Ghana Board of Directors shall be the Board of Directors for the Professional Body (Project Management Institute, Ghana), with limitations and conduct including, but not limited to the following:

1. Compensation for Services.

Directors, Portfolio Heads (including Volunteer Officers) shall not receive any compensation, or other tangible or financial benefit for the service on the PMI Ghana Board and of Operations Team. However, the PMI Ghana Board of Directors may authorize payment by the Institute of actual, reasonable expenses incurred by Directors, Portfolio Heads, Volunteers, etc. regarding attendance at PMI Board of Directors meetings and other approved activities.

1. Compensation from PMI Ghana Activities

Directors (including Portfolio Heads, Volunteer Officers, etc.) shall not receive any compensation, or other tangible or financial benefit from any element or activity of, or related to the Institute, except as reimbursement for actual, reasonable expenses directly associated with such Institute element or activity, when authorized by the PMI Ghana Board of Directors.

1. Corporation and Director, Volunteer, etc. Independence / Loyalty.

All PMI Ghana Board of Directors (including all Volunteer Officers) shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, membership, or positions.

1. Nothing in this section is intended to limit the reasonable compensation received by an Appointed Officer who is an employee of the PMI Ghana Chapter.

**Rule of the Board**

All individuals considering a Board position must abide by the Project Management Institute’s Code of Ethics and Professional conduct. Any violation of the Code (or pending complaint) prohibits a member from serving on the Board. With PMI Ghana Chapter ’s nationally diverse stakeholders in mind, potential candidates should possess below minimum capabilities:

1. **10+ years’ experience in leadership, governance, business management, project, program or portfolio management.**

For example: The candidate is able to significantly participate in leading perspective discussions that contributes to strategy and policy formulation, business innovation, entrepreneurship, governance, financial management, customer service, etc.

1. **5+ years executive leadership level experience**

For example: Executive management position in a corporation, non-profit and/or academic institution; understands and can articulate the big picture and key drivers of an organization, strategy formulation, teamwork relationships with peer executives, leadership highlights, facilitation; and public speaking experience.

1. **5+ years senior management level experience**

For example: Senior management positions in a corporation, non-profit and/or academic institution; managing teams; responsible of day-to-day activities; having budgetary responsibilities; establishing performance targets.

1. **Board/governance experience**

For example: Strategic dialogue and decision-making; fiduciary oversight; good governance practices; dealing with President matters; succession planning.

1. **Financial literacy**

For example: Good understanding of key financial concepts (balance sheets, profit and loss, forecasts, etc.) and financial reports, or experience in tying financial reports, or experience in tying financial statements to programs and strategy for a comprehensive view.

1. **5+ years professional experience**

For example: Qualified professional in a management or leadership educational program. Practitioner of professional certification with competence, has worked or governed a multi-national organization, academic institution, NGOs, public or private sector organization previously or currently.

1. **Knowledge of PMI Functions**

For example: Good understanding of PMI Ghana Chapter’s (Vision, Mission, Strategic Objectives and Goals) governance structure, programs, products and services.

1. **Board Director Commitments & Expectations**

## Board service requires great effort and a significant time commitment. At a minimum, the annual time commitment will include participation in four in-person board meetings each approximately 3-4 hours in length.

 **POSITION REQUIREMENTS**

**President/CEO**

The Chapter Leader responsible for the oversight of the Chapter and the Board. The President/CEO shall direct the activities of the Chapter in accordance with the Chapter bylaws. He or she shall also serve as member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

**Roles and responsibilities:**

1. Direct the Chapter’s strategic goals.
2. Achieve the Chapter vision, mission and objectives as detailed by the Chapter Board, PMI and Chapter business plans.
3. Direct the activities of other chapter leaders toward Chapter goals and objectives.
4. Represent the Chapter at public events.
5. Ensure strategic alliance, planning and annual reporting.
6. Act as a liaison between the Chapter and PMI.
7. Ensure that the Charter renewal is updated and that the Chapter is in compliance as specified by PMI.
8. Ensure that all chapter business is being done legally and ethically.
9. Assume responsibility for the overall functioning of the chapter.
10. Legally represent the organization
11. Ensure statutory and regulatory compliance in consultation with the Vice President, Operations.
12. With the Board, ensure prudent disbursement of Chapter funds.
13. Drive implementation of PMI policies and guidelines and ensure that they are reflected in chapter processes.
14. Manage periodic policy audits.
15. Promote leadership development opportunities for the operations team.
16. Ensure the policies are consistent and compliant with all applicable governmental jurisdiction and regulations. (e.g., Ghana Revenue Authority, PMI policy, Sarbanes Oxley - and other local laws and regulations).
17. Review and update bylaws with the Board and ensure that they are in alignment with PMI Chapter Charter strategic plans.
18. Ensure the chapter bylaws are upheld and enforced with the Board.
19. Develop and maintain policy manuals for the Operations team.
20. Identify gaps between PMI Global policies and chapter policies.
21. Develop and maintain information security/personal information policy.
22. Address any breeches that may be brought up against a member and/or the chapter.
23. Lead in resolving Chapter conflicts in accordance with PMI Chapter Conflict Resolution Policies.
24. Create awareness and provide training on code of conduct/regulations/processes.
25. Be aware of the Ethics Review Process.
26. Appoint members to the nominating committee with the approval of the Board.
27. Appoint the Chapter PMIEF Liaison Officer with the approval of the Board.
28. Coordinate the activities of Chapter PMIEF Liaison Officer.
29. Develop and implement succession and transition plan.

**Strategic and Business Management Skills:**

* Diplomacy
* Human Resource Management
* Parliamentary Procedures (i.e. Robert’s Rule of Order)
* Experience with Developing Roles & Responsibilities
* Experience with Local Regulations & Laws
* Knowledge of PMI Ethical Code & Guidelines
* PMI Knowledge & Experience
* Policy Development Experience

**Leadership Skills:**

* Coaching and Mentoring
* Conflict Resolution Skills
* Persuasion/Motivation Skills
* Team Building Skills
* Decision Making
* Excellent Writing Skills
* Facilitation Skills
* Skilled in Strategic Planning and Process Execution

**Board Secretary**

**Job Purpose**

The Board Secretary is responsible for ensuring the efficient functioning of the board by organizing meetings, maintaining records, and ensuring compliance with statutory and regulatory requirements. The role involves facilitating communication between board members and senior management, ensuring that board decisions are effectively implemented and documented.

**Key Responsibilities**

1. **Board Meeting Management**
	* Schedule and organize board and committee meetings in accordance with the organization's bylaws.
	* Prepare and distribute meeting agendas, board papers, reports, and other documents.
	* Record and circulate minutes of board meetings, ensuring accuracy and timely follow-up on decisions and actions.
	* Assist the President with ensuring the board's decisions are implemented.
2. **Regulatory Compliance**
	* Ensure compliance with legal obligations, including filing of necessary returns, updating board member records, and adhering to governance frameworks.
	* Stay updated with relevant laws, regulations, and best practices affecting the professional body.
	* Ensure all corporate governance procedures are in place and regularly reviewed.
3. **Record-Keeping and Documentation**
	* Maintain accurate and up-to-date records of board members, policies, resolutions, and other key documents.
	* Safeguard the integrity of the organization's legal documents, including contracts and regulatory filings.
4. **Board Communication**
	* Serve as a liaison between the board of directors, committees, and senior management.
	* Provide advice on board matters, ensuring that directors receive the information necessary to perform their duties.
	* Facilitate effective communication between board members and external stakeholders when required.
5. **Policy Development**
	* Assist in drafting, updating, and reviewing organizational policies, procedures, and governance guidelines.
	* Provide support in policy compliance and assist board members in understanding and adhering to these policies.
6. **Advisory Role**
	* Advise the board and its committees on governance matters, ensuring that decisions comply with internal and external regulations.
	* Provide administrative and organizational support to board members as required.
7. **Other Responsibilities**
	* Assist in board recruitment and onboarding processes for new directors.
	* Coordinate the organization of the annual general meeting (AGM) and other member meetings.
	* Perform other duties as assigned by the board or senior leadership.

**Key Qualifications & Skills**

* **Education:** Bachelor's degree in Law, Business Administration, Corporate Governance, or a related field.
* **Professional Certification:** Chartered Secretary qualification (ICSA) or equivalent is preferred.
* **Experience:** At least 5-7 years of experience in a similar role, ideally within a professional body, non-profit, or corporate setting.
* **Skills:**
	+ Strong organizational and communication skills.
	+ Excellent attention to detail and ability to maintain confidentiality.
	+ Solid knowledge of corporate governance and relevant legal frameworks.
	+ Proficiency in Microsoft Office and document management systems.

**Personal Attributes**

* Integrity and discretion in handling confidential information.
* Strong interpersonal skills with the ability to work with board members and senior executives.
* Proactive and solution-oriented, with a commitment to maintaining good governance practices.

**Board Member**

**Job Purpose**

The Board Member will serve as a fiduciary for the Project Management Institute, Ghana, guiding its strategic direction, ensuring financial oversight, and upholding the mission and vision of the organization. As a board member, you will provide leadership and oversight to ensure that the organization achieves its objectives, adheres to legal and ethical standards, and effectively serves its members and stakeholders.

**Key Responsibilities**

1. **Governance and Oversight**
	* Participate in formulating and overseeing the implementation of the professional body's mission, vision, and strategic objectives.
	* Ensure the organization’s compliance with its governing documents, including the bylaws, policies, and relevant legal frameworks.
	* Provide oversight to ensure that the organization adheres to high standards of governance, transparency, and accountability.
2. **Strategic Leadership**
	* Contribute to the development and review of the organization’s strategic plan, ensuring alignment with the organization's mission and values.
	* Monitor organizational performance against agreed goals and financial targets.
	* Offer advice and guidance on major organizational decisions, policies, and initiatives.
3. **Financial Stewardship**
	* Provide fiduciary oversight of the organization's financial health, including approving budgets, monitoring financial statements, and ensuring appropriate resource allocation.
	* Ensure that adequate financial controls and procedures are in place, including audits and financial reporting requirements.
4. **Advocacy and Representation**
	* Act as an ambassador for the organization, advocating for its mission, objectives, and values to members, stakeholders, and the public.
	* Represent the professional body at industry events, meetings, and forums to enhance the organization’s profile.
5. **Risk Management**
	* Identify and assess potential risks to the organization and ensure appropriate risk management strategies are in place.
	* Ensure that the organization complies with all applicable laws and regulations, as well as maintaining ethical standards.
6. **Committee Participation**
	* Serve on at least one board committee (e.g., finance, governance, audit, membership) to provide specialized support and insight.
	* Actively contribute to the discussions, decisions, and work of assigned committees.
7. **Board Meetings**
	* Prepare for, attend, and participate actively in all board meetings, ensuring meaningful contribution to discussions and decision-making.
	* Review and approve key documents such as minutes, financial reports, and policy proposals.
	* Ensure that decisions made by the board are implemented effectively.
8. **Member Engagement**
	* Engage with the broader membership to ensure that the organization's activities reflect the interests and needs of its members.
	* Encourage active member participation in the professional body’s programs, initiatives, and events.
9. **Mentorship and Leadership Development**
	* Support the development of future leaders within the organization through mentorship and advisory roles.
	* Help identify and recruit potential new board members and volunteers who are aligned with the organization’s mission.

**Key Qualifications & Skills**

* **Education:** Bachelor’s degree in a relevant field (e.g., Business, Finance, Law, Engineering, etc.); advanced degree or professional qualification in project management is a plus.
* **Experience:** Proven leadership experience in a professional setting, with board experience preferred as per the PMI Ghana by-laws. Experience in governance, finance, strategic planning, and advocacy is highly desirable.
* **Skills:**
	+ Strong understanding of governance practices and principles.
	+ Excellent communication, interpersonal, and leadership skills.
	+ Strategic thinking and decision-making capabilities.
	+ Familiarity with the legal, financial, and ethical responsibilities of board membership.
	+ Financial literacy and experience with budgeting, financial oversight, and audits.

**Personal Attributes**

* Integrity, professionalism, and commitment to ethical standards.
* Ability to work collaboratively and constructively within a team.
* Strong commitment to the organization’s mission, vision, and values.
* Willingness to commit time and effort to the role, including attending board and committee meetings regularly.

**Term and Time Commitment**

* **Term:** 2 years, renewable
* **Meetings:** Board members are expected to attend four (4) meetings per year, in addition to committee meetings and organizational events.