



PROGRAM MANAGEMENT SYSTEMS COMMITTEE CHARTER

ESTABLISHMENT

- 1.0 The Program Management Systems Committee (PMSC) is a committee within the Procurement Division (PD) of NDIA. The Procurement Division was established November 26, 1945 as authorized by the National Security Industrial Association (NSIA) Executive Committee and its continued existence within the National Defense Industrial Association (NDIA) was approved following NSIA's merger with the American Defense Preparedness Association on 1 March 1997. The Procurement Planning Committee (PPC) functions as the executive body of the Procurement Division.

COMMITTEE OBJECTIVES

- 2.0 Consistent with and in furtherance of the By-Laws and policies of NDIA and the Procurement Division, the objectives of the PMSC with respect to program management processes and related regulations, statutes and implementing mechanisms are as follows:
- 2.1 Broad Objectives
- a. Serve as an effective vehicle for the exchange of views and information between government and industry regarding matters of common concern that involve integrated program management processes including earned value management.
 - b. Foster mutual understanding and effective working relationships between government and industry regarding the development, documentation and maintenance of effective integrated program management processes.
 - c. Provide government with industry perspectives on government policies, practices, needs and problems within the PMSC's purview, conducting such special studies to this end as may be required.
 - d. Safeguard the interests of NDIA by carrying out the policies, aims and purposes, as laid down in the Charters of the PD and the PMSC, as well as the By-Laws of the NDIA.

2.2 Specific Objectives

- a. Provide the forum for building strong government and industry working relationships to promote and communicate integrated program management using earned value management (EVM) and other related processes. This forum includes all U.S. Government civilian agencies implementing EVM in accordance with Office of Management & Budget (OMB) initiatives, as well as international organizations implementing EVM in accordance with ANSI/EIA 748 Guidelines.
- b. Develop/create NDIA PMSC Guides for use by both Industry and Government Agencies to further best practices and development of their Program Management policies and procedures.
- c. Sponsor the use of EVM as an integrating process providing visibility into program technical, schedule and cost progress for management decision making, for the mutual benefit of suppliers and customers.
- d. Maintain the ANSI/EIA 748 Standard, Guidelines for Earned Value Management Systems (EVMS), as a project management capability suitable for all projects and programs to provide management value for both Industry and Government.
- e. Participate with international counterparts, as opportunities permit, to jointly move toward common EVM Standards (including ANSI/EIA 748) to the extent practical.
- f. Develop and represent industry positions on ANSI/EIA 748 interpretation at relevant joint government and industry working groups, special meetings, and in connection with new initiatives; work to resolve interpretation differences.
- g. Maintain the NDIA PMSC's Guides, which are cited by OMB for use by all government agencies as the basis for development of their EVM policies and procedures.
- h. Work jointly and in a cooperative environment with government to resolve common issues related to improving integrated program management practices.
- i. Work with the educational institutions in the United States and international counterparts to foster the development of curricula to advance integrated program management.

RESPONSIBILITY

- 3.0 The PMSC is responsible to the NDIA Procurement Division, through its executive body, the Procurement Planning Committee (PPC) for the proper execution of the NDIA PMSC's objectives as defined in this Charter.

ORGANIZATION

4.0 The PMSC and its leadership shall be organized as follows:

4.1. General

- a. The PMSC shall be led by a Chair and Vice Chair elected by the voting members of the PMSC, and confirmed by the Procurement Planning Committee (PPC).
- b. The PMSC shall consist of the committee, its leadership, and ad hoc subcommittees or working groups chartered by the PMSC to work on specific topics or issues.
- c. The Chair, or in the absence of the Chair, the Vice Chair, shall preside over each meeting of the committee and, together with the Board, shall lead the activities and efforts of the committee.
- d. All PMSC documents, policies, and major initiatives will be approved by the Board and subsequently provided to the membership for review at least 30 days prior to the meeting when the document or initiative is scheduled for approval. All such documents, policies, and initiatives will be subject to a majority approval of the voting members in attendance at the meeting following this review period.
- e. Prior to the final review and approval, committee members will be apprised of new documents, policies, and initiatives, as well as proposed changes to existing documents, during regularly scheduled meetings or other means, e.g., via email or website postings.

4.2 PMSC Leadership

The PMSC Leadership shall be composed of the

- a. Chair
- b. Vice Chair
- c. Officers-at-Large
- d. Active Past-Chairs
- e. Officers-at-Large, together with Chair, Vice-Chair, and active Past-Chairs, comprise the PMSC Board. In addition, the leaders of currently-active subcommittees may be invited to participate in the board's meetings, on a non-voting basis, for the purpose of informing or consulting with the Board concerning their subcommittees' activities, findings and recommendations.

4.3 Officers-at-Large

The Officers-at-Large are corporate members of the PMSC who are elected by a majority of the PMSC's voting members to fill vacancies on the Board as they occur. The Officers-at-Large shall not exceed 12 in number.

Officers-at-Large are elected representatives of PMSC and, in this capacity, solely represent the interests of Industry as embodied in the NDIA PMSC.

If an Officer-at-Large fails to attend two meetings of the PMSC Board within one year, without formal excuse from the PMSC Chair, he or she shall automatically cease to be an Officer-at-Large.

The vacancy thus created, as well as any vacancy that occurs when an Officer-at-Large ceases to be affiliated with a member company or resigns from the Board, shall be filled in accordance with the election process described in section 6.0 of this Charter.

Officers-at-Large of the PMSC may designate alternate representatives to attend Board meetings on their behalf, with the concurrence of the Chair. However, such designation will not constitute an excused absence.

4.4 Active Past-Chairs

Past Chairs who remain active in the PMSC immediately following the expiration of their terms, become members of the PMSC Board. If a Past-Chair fails to attend two PMSC Board meetings within one year, without formal excuse by majority vote of the PMSC Board, he or she shall automatically cease to be a member of the Board.

4.5 Functions of the Chair and Vice Chair

The functions of the PMSC Chair, or in the absence or upon request of the Chair, the Vice Chair shall be to:

- a. Approve meeting agendas;
- b. Schedule and conduct the committee meetings;
- c. Designate a member of the Committee to take minutes;
- d. Designate a member of the Committee to establish and maintain, under configuration control, an archive of official PMSC documents;
- e. Delegate to one or more PMSC representatives the authority of the Chair or Vice Chair to act on behalf of the PMSC, as needed, in accordance with the terms of such delegation;
- f. Prepare annual reports as required by NDIA and the PPC;
- g. Serve as a member of the PPC.

4.6 Functions of the PMSC Board

Functions of the PMSC Board members shall be to:

- a. Determine the Committee's objectives, policies and major courses of action, and means of implementing such objectives and policies;
- b. Approve, direct, oversee and coordinate all phases of PMSC work, including liaison and assistance to other NDIA committees;
- c. Periodically survey the PMSC organization to identify new areas of interest, add them to the PMSC's objectives, and recommend to the NDIA PD, through the PPC, such related actions as are deemed appropriate to encourage vigorous and effective activity on the part of PMSC and its various subcommittees;

- d. Appoint an interim official to complete the unexpired term of any elected officer and approve a leader(s) for any newly-created sub-committee or working group.
- e. Maintain liaison with appropriate officials in the government agencies, as assigned by the Board;
- f. Establish special purpose subcommittees with appropriate functions as needed to properly manage PMSC activities, or assign tasking to subcommittees already established within the scope of their charter;
- g. Coordinate with other associations as appropriate;
- h. Undertake assignments and perform such work as delegated by the Board on behalf of the PMSC;
- i. Delegate to one or more PMSC representatives the authority of the Leadership to act on behalf of the Board, as needed, in accordance with the terms of such delegation; and
- j. Ratify all final decisions of the committee to ensure they are consistent with the objectives and by-laws of the organization, as well as any documentation or guidance published by the NDIA PMSC on which industry or government relies.

4.7 Ad Hoc Subcommittees and Working Groups

- a. Ad hoc subcommittees or working groups may be established from time to time by the PMSC.
- b. Subcommittee membership includes PMSC members and may also include representatives from government. In addition, subcommittees may invite the participation of subject matter experts from non-member companies to participate in an advisory capacity.
- c. At the time of establishment of each ad hoc subcommittee or working group, the PMSC's Board shall approve the leader, and shall select or approve a successor whenever there is a vacancy in leadership.
- d. The first order of business for each ad hoc subcommittee will be the establishment of the subcommittee's charter and objectives, which shall be reported to the PMSC Board, at its first meeting following subcommittee formation, for PMSC Board approval.
- e. The PMSC Board may make additional assignments to an ad hoc subcommittee or working group as appropriate to its approved charter and objectives
- f. Each ad-hoc subcommittee or working group shall be disbanded by the PMSC Board upon accomplishment or abandonment of its agreed-upon objectives.

4.8 Meetings

The PMSC shall meet at the call of the Chair, at such time and place as the Chair shall designate. A minimum of three meetings shall be held in any twelve-month period. Meetings are typically scheduled for two days; the Chair shall designate the participation for each day, e.g., the first day may include industry participation only and the second day both industry and invited government participants. The annual spring meeting, at which the election of officers is held in alternate years, counts as one of the three meetings.

Other meetings of PMSC, its Board, or its subcommittees may be held at the call of the PMSC Leadership or subcommittee leaders respectively. These meetings should be held in such places and at such times as best serve the functions of PMSC or its subcommittees.

Participation in PMSC meetings shall be open to employees of NDIA member companies (corporate members), to invited individual members of NDIA, and to invited representatives of non-member companies. Government representatives are invited to participate in joint Industry-Government meetings and meetings of the ad hoc subcommittees or working groups to which they belong. The order of business for meetings shall be as indicated by the agenda. Roberts Rules of Order shall be used to maintain order at meetings and to handle formal voting.

The PMSC encourages open dialogue among all meeting participants and generally operates on a consensus basis. Consequently, the Chair may call non-binding votes to gather consensus of opinion or insight, e.g., concerning the prevalence of a particular issue or business practice. All participants present are eligible to participate in non-binding votes. The PMSC Leadership will consider, but is not bound by, the results of non-binding discussions or votes.

Formal votes will be taken on substantive matters including, but not necessarily limited to, election of officers, policy-related issues and documents that will be published by the PMSC. Formal votes will be cast by voting members only (i.e., one vote per member company present – see section 5.2).

MEMBERSHIP

5.0 The PMSC is composed of designated representatives of NDIA member companies (corporate members), representative of both large and small business, regularly engaged in meeting industry and government’s program management needs.

5.1 Member Qualifications

- a. In designating PMSC members, NDIA member companies are encouraged to assign individuals who will make significant contributions to the work of the PMSC.
- b. Each PMSC member should be familiar with government program management and be available to:
 - Attend meetings of the committee on a regular basis;
 - Responsibly contribute to furthering the work of the committee;
 - Represent industry views;
 - Actively participate in PMSC meetings and ad hoc subcommittees or working groups, and accept work assignments.

- c. Members of the committee shall serve without specific term and membership and shall continue until:
 - Ineligibility by reason of separation from the NDIA member company, or a change in designation by the NDIA member company of its representative; or
 - Ineligibility by reason of lack of availability to attend scheduled meetings or to participate actively in the work of the committee.
- d. Additional employees or representatives of NDIA member companies, as well as individual NDIA members, may be designated to receive notices of committee meetings upon expression of their interest to attend meetings or accept work assignments.
- e. Members shall have the right to suggest or recommend any issue, within the scope of the PMSC's interest and objectives, for consideration by the committee.

5.2 Voting Members

Each member company (corporate member) of NDIA shall be entitled to name one employee as the company's principal contact and representative with respect to PMSC matters who will be the voting member.

Each voting member may designate an alternate for any meeting, which the voting member is unable to attend. The alternate shall be entitled to vote if authorized by his or her principal.

Voting members will be polled for all formal votes as defined in section 4.8 of this Charter.

5.3 Other Participants

Representatives of government are not eligible for membership, but may be invited to serve as advisors and to participate in meetings as appropriate. In addition, individuals who do not represent NDIA members may be invited to serve on specific projects when their special knowledge and talents can be of significant value.

Other participants of this type may not cast formal votes.

ELECTION OF OFFICERS

6.0 Officer Eligibility

The Election of the PMSC Chair and Vice Chair occurs biannually; each shall serve a two-year term. The two-year term of office commences in approximately August of the year elected, starting with the Summer meeting of the PMSC, and concludes immediately prior to the Summer meeting two years later. This election shall occur in alternating years at the PMSC's spring meeting. The out-going Vice-Chair shall automatically

succeed the out-going Chair subject to the approval by a majority vote of the voting members.

If the outgoing Vice- Chair fails to receive a majority vote for election to Chair, the PMSC's Board shall appoint an acting Chair and immediately arrange for a special election to be conducted within 45 days of the spring meeting. A board-appointed nominating committee shall be established to accept nominations of qualified candidates for this special election, in accordance with the process established in section 6.1.a of this charter for the election of Vice-Chair. To be eligible for election to Chair, a candidate shall have actively served as a PMSC member for a minimum of two years and shall preferably have served as an ad-hoc subcommittee leader.

To be eligible for election to Vice-Chair, a person shall have actively served as a PMSC member for a minimum of two years and shall preferably have served as an ad-hoc subcommittee leader.

Candidates for Officer-at-Large shall be selected for their knowledge, experience, active participation, and acknowledged contributions to the PMSC, which attributes qualify them for PMSC leadership.

6.1 Nominations

a. Vice Chair

- The Board of PMSC shall name a Nominating Committee, and designate one member as its chairman, no later than six months prior to the biannual spring meeting designated for election of Vice-Chair. The nominating committee will nominate candidates for this office. In addition, nominations will be accepted from the membership at the winter meeting immediately preceding the spring meeting designated for the election. At that time, members may also nominate themselves for this office.
- At the conclusion of the nominating process, the Chair of the Nominating Committee will present the slate of candidates to the membership, after which the candidates will present their vision statements and qualifications for the office of Vice Chair.
- Prior to the spring meeting designated for the election, the nominating committee will verify eligibility of all candidates and prepare the final ballot. At the spring meeting, the Chair of the Nominating Committee will present the final ballot, after which the election shall occur.

b. Officer-at-Large

- A nominating committee appointed by the Board shall also be formed to accept nominations for candidates to fill vacancies on the PMSC Board as

they occur. The Nominating Committee will notify the membership of a pending election and provide a minimum of 30 days, prior to the meeting designated for this election, to receive nominations for vacant positions from the PMSC membership.

- Due to the timing of the occurrence of board vacancies, nominations and elections of Chair, Vice-Chair and Officer(s)-at-Large may occur at the same time. A single nominating committee may be used to accept nominations for all offices.
- The Chair of the Nominating Committee will report the nominations at the designated meeting, present the candidates' credentials, and conduct the election.

6.2 Election of Officers

The Chair and Vice Chair of PMSC of the PMSC shall be elected by majority vote of the voting members present.

In the event an out-going Vice-Chair does not receive approval to succeed the out-going Chair, and a special election is required, it shall occur within 45 days of the spring meeting.

Officers-at-Large are elected by a majority of the PMSC's voting members present to fill vacancies on the Board as they occur. These elections will take place at regularly-scheduled PMSC meetings.

6.3 Terms of Office

The Chair and Vice Chair of PMSC shall each serve a two-year term of Office. The Vice-Chair is the automatic candidate to fill the position of the outgoing Chair, subject to approval by a majority of the voting members present.

If, during the term of office of the Chair or Vice-Chair, a Chair or Vice-Chair fails to adequately execute the responsibilities of office, the Board of Directors may vote to remove the individual from office. Upon a majority vote of the Officers at Large and Active Past-Chairs comprising the Board, the Board shall formally request the resignation of the applicable Chair or Vice-Chair.

In the absence, incapacity, or resignation of the Chair, the Vice Chair shall discharge the duties of that office until the expiration of the term. In the absence, incapacity or resignation of the Vice-Chair, or when the Vice-Chair has permanently stepped in to discharge the duties of an absent Chair, the Board shall designate an individual to fulfill the remaining term of office and execute the duties/responsibilities of the Vice-Chair.

Officers-at-Large and Past-Chairs shall serve until they resign from the Board, cease to be affiliated with a member company, or are disqualified due to lack of attendance, i.e., missing two PMSC Board meetings within one year without formal excuse by majority vote of the PMSC board, or failure to adequately participate in board activities.

PROHIBITED PRACTICES

7.0 All activity or discussion, during a PMSC meeting or subcommittee meeting, concerning any of the following subjects is prohibited:

- Pricing practices, including the interchange of information which might lead to competitors taking uniform, concerted or coordinated action with regard to prices; and also including participation in any pooling operation or cooperation in selling, advertising or otherwise conducting business so that prices might be affected.
- Promoting a particular company's product or service.
- Allocating markets, customers or limiting production.
- Blacklisting, boycotting, refusing to deal with specific customers or withholding products from market.
- Attempting to influence the government in the selection of particular sources of supply, suggesting procurement practices or specifications that might favor or discriminate against particular sources of supply (or promoting particular sources of supply).
- Standardizing products or procedures in such manner as to restrain competition.
- Any other actions in conflict with the anti-trust or related laws.
- Any activities inconsistent with the NSIA Policy Statement on Industry Ethics and Self-Governance for Member Companies Contracting or Sub-Contracting With the U.S. Government, dated 23 June 1989 (attached) as adopted by NDIA following the ADPA/NSIA merger on 1 March 1997.

COMMUNICATIONS WITH CONGRESS

8.0 All communications with members of Congress or with congressional committees or their staffs shall be conducted in conformity with current lobbying statutes and regulations and coordinated with the NDIA Government Policy Division.

CHARTER REVISIONS

9.0 Recommendations for changes to this charter may arise from individual members of the PMSC or in discussion among the Leadership. All changes to this Charter are subject to the approval of the PMSC Board, followed by a majority vote of the PMSC's voting members. Following review and approval of the revised charter by the Procurement Planning Committee, the revised Charter will be submitted to the President of NDIA for final approval.