



INTEGRATED PROGRAM MANAGEMENT DIVISION CHARTER

ESTABLISHMENT

- 1.0 The Integrated Program Management Division was originally established as the Program Management Systems Committee (PMSC) within the Procurement Division of the National Defense Industrial Association (NDIA). The PMSC was designated a separate NDIA Division on February 4, 2014 and renamed as the Integrated Program Management Division (IPMD).

DIVISION PURPOSE AND OBJECTIVES

- 2.0 Consistent with and in furtherance of NDIA's policies, vision, and mission, the IPMD's purpose and objectives are as follows.

2.1 Purpose

The IPMD's purpose is to lead the advancement of integrated program management through industry and government partnership.

2.2 Objectives

The Division's objectives are to:

- a. Provide thought leadership in Integrated Program Management (IPM). To achieve this objective, the Division conducts forums and meetings to advance IPM practices as well as provides and publishes industry perspectives on IPM topics. As the author and steward of the EIA-748 Standard for Earned Value Management Systems (EVMS), the Division also creates and maintains industry standards and guides.
- b. Collaborate with key stakeholders. The Division proactively engages and participates with government, industry executive leadership, industry groups, academia, and other entities to foster the advancement of IPM.

ACCOUNTABILITY

- 3.0 The IPMD is accountable to the NDIA Executive Committee for the proper execution of the IPMD's objectives as defined in this Charter. In doing so, the IPMD may coordinate with other NDIA Affiliate Associations, Divisions, Industrial Committees, Chapters, Division Committees, working groups, or outside organizations on practices that contribute to IPM.

ORGANIZATION

- 4.0 The IPMD and its leadership are organized as follows.
- a. The IPMD consists of the Board of Directors, Committees established by the Board of Directors to work on relevant topics or issues, and the division membership composed

of designated representatives of NDIA corporate member companies as well as individual members.

- b. The Board of Directors consists of the Chair, Vice Chair - Strategy, Vice Chair - Operations, Officers-at-Large, active Past Chairs, and active Past Vice Chairs.

4.1 Board of Directors Responsibilities

The Board of Directors:

- a. Determine the Division's strategic and tactical objectives, policies and major courses of action, and means of implementing such objectives and policies.
- b. Approve, direct, oversee and coordinate all phases of IPMD work, including liaison and assistance to other NDIA Affiliate Associations, Divisions, Industrial Committees, Chapters, and Division Committees.
- c. Review and approve all IPMD guides or other documents before they are provided to membership for formal voting and approval.
- d. Periodically survey the IPMD membership to identify new areas of interest, consider them for addition to the IPMD's objectives, and recommend to the NDIA Executive Committee related actions deemed appropriate to encourage vigorous and effective activity on the part of the IPMD and Division Committees.
- e. Appoint an interim official to complete the unexpired term of any elected Board of Directors position and approve chairs for any current or new Division Committee.
- f. Maintain liaison with appropriate officials in the government agencies, as assigned by the Board of Directors.
- g. Establish special purpose Division Committees with appropriate functions as needed to manage IPMD activities or assign tasks to existing Division Committees that are within the scope of their charter.
- h. Coordinate with other associations as appropriate.
- i. Undertake assignments and perform such work as delegated by the Board of Directors on behalf of the IPMD.
- j. Delegate to one or more IPMD representatives the authority of the Board to act on behalf of the Board of Directors, as needed, in accordance with the terms of such delegation.
- k. Ratify all final decisions of the Division to ensure they are consistent with the IPMD's objectives and charter, as well as any documentation or guidance published by the IPMD that industry or government relies upon.

The IPMD maintains a separate Board of Directors Roles and Responsibilities document that lists other specific roles, responsibilities, and actions members of the Board of Directors perform to govern the Division.

4.1.1 Chair and Vice Chair Responsibilities

The Chair and Vice Chairs preside over division meetings and functions, and together with the Board of Directors, leads the activities and efforts of the division. The IPMD Chair, or in the absence or upon request of the Chair, the Vice Chair for Strategy or Operations:

- a. Approve meeting agendas.
- b. Schedule and conduct Board of Directors as well as Division meetings.
- c. Designate a member of the Division to take minutes.
- d. Designate a member of the Division to establish and maintain, under configuration control, an archive of official IPMD documents.

- e. Delegate to one or more IPMD representatives the authority of the Chair or Vice Chairs to act on behalf of the IPMD, as needed, in accordance with the terms of such delegation.
- f. Lead the strategic and tactical planning and execution activities of the Division.
- g. Prepare reports as required by NDIA.
- h. Lead the collaboration with other NDIA Affiliate Associations, Divisions, Industrial Committees, Chapters, and Division Committees.

4.1.2 Officers-at-Large Responsibilities

Officers-at-Large are corporate members of the IPMD elected by a majority of the IPMD's voting members to fill vacancies on the Board. Officers-at-Large are elected to an initial term of four years. After completing a four-year term, and subsequently every four years, Officers-at-Large must be reaffirmed by a two thirds majority vote of the entire IPMD Board of Directors. Absent reaffirmation, the person ceases to be a member of the Board of Directors. The maximum number of Officers-at-Large is 12.

Officers-at-Large are elected representatives of IPMD and, in this capacity, solely represent the interests of industry as embodied in the NDIA IPMD. Officers-at-Large are required to actively participate in the Board of Directors activities and support the Board of Directors functions. Should an Officer-at-Large fail to attend two face to face meetings of the IPMD Board of Directors within one year, without formal allowance from the IPMD Chair, the Officer-At-Large is subject to being reaffirmed by a two thirds majority vote of the entire IPMD Board of Directors. This does not alter the four-year term and requirement for review. Absent reaffirmation, the person automatically ceases to be a member of the Board of Directors.

4.1.3 Active Past Chair and Vice Chair Responsibilities

Past Chairs and Past Vice Chairs who remain active in the IPMD immediately following the expiration of their terms, become members of the IPMD Board of Directors. Past Chairs and Past Vice Chairs are required to actively participate in the Board of Directors activities and support the Board of Directors functions. Should a Past Chair or Past Vice Chair fail to attend two face to face IPMD Board meetings within one year, without formal allowance for their absence by a two-thirds majority vote of the entire IPMD Board of Directors, the person automatically ceases to be a member of the Board of Directors.

In instances where a Past Chair or Past Vice Chair is granted an extended leave from the Board of Directors (two or more years) or as a result of the loss of corporate membership eligibility, the Past Chair or Past Vice Chair can be reinstated to the Board of Directors with a two thirds majority vote of the entire IPMD Board of the Directors. As for other officers to be reinstated, they must be an employee of an NDIA corporate member company.

4.2 Division Committees

The IPMD establishes Committees to support and execute the Division's objectives. When a Division Committee is established, the IPMD's Board of Directors approves the chairs, and selects or approves a successor whenever there is a vacancy in leadership. The Division Committee Chairs, at the direction of or in collaboration with the IPMD Board of Directors, define the committee's charter and objectives.

Division Committee membership includes IPMD members and may include representatives from government. In addition, Division Committees may invite the participation of subject matter experts from non-member companies to participate in an advisory capacity.

The Division Committee Chairs or other guests may be invited to participate in the Board of Directors' meetings for the purpose of informing or consulting with the Board of Directors concerning their activities, findings, and recommendations.

The IPMD Board of Directors may give additional assignments to a Division Committee as appropriate in alignment with the committee's approved charter and objectives.

When a Division Committee completes or abandons their agreed upon objectives, the IPMD Board of Directors may disband the committee or suspend committee activities as applicable.

4.3 Meetings

The IPMD meets at the call of the Chair at a time and place the Chair designates. A minimum of two general membership meetings are held in any twelve-month period. Meetings are typically scheduled for two days. A meeting agenda determines the order of business.

Participation in IPMD meetings is open to employees of NDIA corporate member companies, individual members of NDIA, and representatives of non-member companies, provided any associated registration requirements and fees are met. Government representatives are invited to participate in joint industry-government meetings and meetings of the Division Committees to which they belong.

The IPMD 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 concerning the prevalence of a particular issue or business practice. All participants that are present are eligible to participate in non-binding votes. The IPMD Board of Directors will consider, but is not bound by, the results of non-binding discussions or votes.

Formal votes are taken on substantive matters including, but not limited to, election of officers, major initiatives, and documents the IPMD publishes. Formal votes are cast by voting members only (i.e., one vote per member company present – see Section 5.2).

Other meetings of the IPMD, its Board of Directors, or Division Committees are held at the call of the IPMD Board of Directors or Division Committee Chairs respectively. These meetings are held in such places and at such times as best serve the functions of IPMD or its committees.

DIVISION MEMBERSHIP

5.0 Membership is composed of designated representatives of NDIA corporate member companies, representing large and small business, and individual members that are regularly engaged in meeting industry and government's integrated program management needs.

5.1 Member Qualifications

In designating IPMD members, NDIA member companies are encouraged to assign individuals who will make significant contributions to the work of the IPMD. Individual NDIA members are encouraged to adhere to the same principles.

IPMD members should be familiar with government program management and be available to:

- Attend meetings of the Division on a regular basis;
- Responsibly contribute to furthering the work of the Division;
- Represent industry views; and
- Actively participate in IPMD meetings, committees, and accept work assignments.

Members of the division serve without specific term and membership continues until ineligibility by reason of separation from the NDIA member company, lapse of individual NDIA membership, or a change in designation by the NDIA member company of its representatives.

Additional employees or representatives of NDIA member companies may be designated to receive notices of division meetings upon expression of their interest to attend meetings or accept work assignments.

Members have the right to suggest or recommend any issue, within the scope of the IPMD's interest and objectives, for consideration by the Board of Directors.

5.2 Voting Members

Each corporate member company of NDIA is entitled to identify one employee as the company's principal contact and representative with respect to IPMD matters who will serve as the voting member.

When the identified principal contact for a member company is unable to attend a meeting, an alternative contact from the company is entitled to vote unless the principal contact specifically sends notice to the Chair and Vice Chair - Operations in advance of the meeting that no one is to serve as an alternative contact for that member company.

Voting members are polled for all formal votes as defined in Section 6.0.

The Vice Chair - Operations maintains the list of voting members and makes the list accessible to the Board of Directors.

5.3 Other Participants

Government representatives are not eligible for membership but may be invited to serve as advisors and to participate in meetings as appropriate. In addition, individuals who are not a member of the NDIA may be invited to participate in meetings or serve on specific projects when their special knowledge and talents can be of significant value.

VOTING AND ELECTION OF OFFICERS

6.0 Formal membership voting occurs to approve the election of the Chair, Vice Chairs, and Officers-at-Large. Formal voting also occurs to approve formal IPMD documents such as the IPMD guides as determined by the Board of Directors. The Chair or Vice Chair - Operations notifies the voting members of the items up for vote at least 30 days prior to the scheduled vote and provides a copy of any IPMD documents subject to approval as applicable. Voting occurs at an IPMD meeting or via electronic balloting following the review period. All items up for formal membership voting require a majority approval of the voting members present at a meeting or that respond to an electronic ballot.

6.1 Officer Elections

Elections of the Chair, Vice Chairs, and Officers-at-Large occur at regularly scheduled IPMD meetings.

The elections for the IPMD Chair, Vice Chair - Strategy, and Vice Chair - Operations occur bi-annually. Each serve a two-year term of office. The two-year term of office commences in approximately August of the year elected, starting with the Summer/Fall meeting of the IPMD,

and concludes immediately prior to the Summer/Fall meeting two years later. The election occurs in alternating years at the IPMD's Spring meeting.

Elections for Officers-at-Large occur when there are vacancies at the call of the Chair in accordance with this Charter.

6.2 Officer Eligibility

To be eligible for election to Chair, a candidate must be an active member of the Board of Directors, preferably for a minimum of two years. To be eligible for election to a Vice Chair position, a candidate shall, as a minimum, have actively served as an IPMD member for a minimum of two years and preferably have served as a chair of a Division Committee or lead of other activities for the IPMD.

Candidates for a Vice Chair position or an Officer-at-Large are nominated for their knowledge, experience, active participation, and acknowledged contributions to the IPMD that qualify them for the Board of Directors.

All officer candidates must be an employee of an NDIA corporate member company.

6.3 Officer Nominations

When applicable, the IPMD Board of Directors establish a Nominating Committee for open officer positions and designate one member as its Chair. The IPMD Chair, Vice Chair - Operations, or Nominating Committee Chair notify membership of a pending election and establish a deadline to receive nominations for vacant positions from the IPMD membership. The Nominating Committee as well as membership may nominate officer candidates. Members may also nominate themselves. Nominations and elections of Chair, Vice Chair - Strategy, Vice Chair - Operations, and Officers-at-Large may occur at the same time. A single Nominating Committee may be used to accept nominations for all offices.

Prior to the IPMD meeting designated for the election, the Nominating Committee verifies the eligibility of all candidates. At the IPMD meeting, the Nominating Committee Chair presents the candidates and conducts the election.

Candidates are responsible for securing their company approval and support to execute the duties as an officer of the Board of Directors. At the meeting designated for the election, they present to membership their statements of intent and qualifications with a short biography.

6.3.1 Vice Chair Nominations

The Board of Directors establishes the Nominating Committee no later than six months prior to the biannual Spring meeting designated for election of a Vice Chair for Strategy or Operations. Nominations are accepted from membership at the Winter meeting immediately preceding the Spring meeting designated for the election.

6.3.2 Officer-at-Large Nominations

Membership is notified of a pending election at least 30 days prior to the meeting designated for officer election to receive nominations for vacant positions. The IPMD Board reviews and approves all candidates for membership to consider.

6.4 Terms of Office

6.4.1 Chair and Vice Chairs

The Chair and Vice Chairs each serve a two-year term of office. At the end of their two-year term, a Chair or Vice Chair has the option to serve for another two-year term of office (maximum of four years) provided they have notified the Nominating Committee they intend to run for another term. Formal membership voting is required to approve the election for another term.

In the absence, incapacity, or resignation of the Chair, the Vice Chair for Strategy or Operations discharges the duties of that office until the expiration of the term. In the absence, incapacity or resignation of a Vice Chair, or when the Vice Chair for Strategy or Operations has permanently stepped in to discharge the duties of an absent Chair, the Board of Directors designates an individual, by two-thirds majority vote of the entire Board of Directors, to fulfill the remaining term of office and execute the duties/responsibilities of the Vice Chair for Strategy or Operations.

6.4.2 Officers-at-Large, Past Chairs, and Past Vice Chairs

Officers-at-Large, Past Chairs, and Past Vice Chairs serve until they resign from the Board, cease to be affiliated with a NDIA member company, are disqualified due to lack of attendance (i.e., missing two face to face meetings within one year without formal allowance for their absence by the Chair), fail to be reaffirmed (only Officers-at-Large), or are removed from office by a two thirds majority vote of the entire IPMD Board of Directors.

6.4.3 Removal from Office

During the term of office of the Chair, Vice Chair - Strategy, Vice Chair - Operations, Officer-at-Large, Past Chair, or Past Vice Chair, should an individual fail to execute the responsibilities of the office adequately, the IPMD Board of Directors may vote to remove the individual from office. Upon a two thirds majority vote of the entire IPMD Board of Directors, the individual is removed from their office duties but may remain on the Board if they are Past Chairs or Past Vice Chairs with a two thirds majority vote of the entire IPMD Board of Directors. The IPMD Board of Directors may designate an individual, with a two thirds majority vote of the entire Board of Directors, to fulfill the remaining term of office for the individual removed from office.

PROHIBITED PRACTICES

- 7.0 All activity or discussion, during an IPMD meeting or Division Committee 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 activities inconsistent with NDIA's copyright policy.

- Any other actions in conflict with the anti-trust or related laws.
- Any activities inconsistent with the NDIA statement on defense industry ethics as noted on the NDIA website.

COMMUNICATIONS WITH CONGRESS

- 8.0 All communications with members of Congress or with congressional committees or their staffs are conducted in conformity with current lobbying statutes and regulations and coordinated with the NDIA executive leadership.

CHARTER REVISIONS

- 9.0 Recommendations for changes to this charter may arise from individual members of the IPMD or the Board of Directors. All changes to this Charter are subject to the approval of the IPMD Board of Directors, followed by a majority vote of the IPMD's voting members. Following review and approval of the revised charter by the NDIA executive leadership, the IPMD Chair submits the revised Charter to the NDIA President for final approval.

APPROVAL

This charter is effective upon the date of signature of the approving officers.

Approved: _____ Date: _____
NDIA President

Approved: _____ Date: _____
NDIA IPMD, Chair