



# 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, 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, working groups 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.

- b. The Board of Directors consists of the Chair, Vice Chair, Officers-at-Large, and active Past-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 working groups.
- 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 IPMD and its various working groups.
- e. Appoint an interim official to complete the unexpired term of any elected Board of Directors position and approve leaders for any current or new working group.
- f. Maintain liaison with appropriate officials in the government agencies, as assigned by the Board of Directors.
- g. Establish special purpose working groups with appropriate functions as needed to manage IPMD activities, or assign tasks to existing working groups 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 on which industry or government relies.

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 Chair 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:

- 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 Chair 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 working groups.

#### 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. 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 excuse from the IPMD Chair, the person automatically ceases to be an Officer-at-Large.

#### 4.1.3 Active Past-Chair Responsibilities

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

#### 4.2 Working Groups

The IPMD establishes working groups to support and execute the Division’s objectives. When a working group is established, the IPMD’s Board of Directors approves the leaders, and selects or approves a successor whenever there is a vacancy in leadership. The working group leaders, at the direction of or in collaboration with the IPMD Board of Directors, define the working group’s charter and objectives.

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

The leaders of working groups 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 working group as appropriate in alignment with the working group’s approved charter and objectives.

When a working group completes or abandons their agreed upon objectives, the IPMD Board of Directors may disband the working group or suspend working group 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 three general membership meetings are held in any twelve-month period. Meetings are

typically scheduled for two days; the Chair designates 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. 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 working groups 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 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 its working groups are held at the call of the IPMD Board of Directors or working group leaders respectively. These meetings are held in such places and at such times as best serve the functions of IPMD or its working groups.

## DIVISION MEMBERSHIP

5.0 Membership is composed of designated representatives of NDIA corporate member companies, representing large and small business, 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.

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 and working groups, 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, or a change in designation by the NDIA member company of its representative.

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 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 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 do not represent NDIA member companies may be invited to participate in meetings or serve on specific projects when their special knowledge and talents can be of significant value.

Participants of this type may not cast formal votes.

# VOTING AND ELECTION OF OFFICERS

6.0 Formal membership voting occurs to approve the election of the Chair, Vice Chair, 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 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 Chair, and Officers-at-Large occur at regularly scheduled IPMD meetings.

The IPMD Chair and Vice Chair elections occur biannually and 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 meeting of the IPMD, and concludes immediately prior to the Summer meeting two years later. This election occurs in alternating years at the IPMD's Spring meeting. The out-going Vice Chair normally succeeds the out-going Chair with a majority approval of voting members.

Should the outgoing Vice Chair fail to receive a majority vote for election to Chair, the IPMD's Board appoints an acting Chair and immediately arranges for a special election to be conducted within 45 days of the Spring meeting. A Board-appointed Nominating Committee is established to accept nominations of qualified candidates for this special election, in accordance with the process established in Section 6.3.

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 or Vice Chair, 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 leader of a working group or other activities for the IPMD.

Candidates for 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, 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, 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. 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 Chair

The Chair and Vice Chair each serve a maximum two-year term of office. In the absence, incapacity, or resignation of the Chair, the Vice Chair discharges 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

of Directors designates an individual, by majority vote of the entire Board of Directors, to fulfill the remaining term of office and execute the duties/responsibilities of the Vice Chair.

#### 6.4.2 Officers-at-Large and Past-Chairs

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

#### 6.4.3 Removal from Office

During the term of office of the Chair, Vice Chair, Officer-at-Large, or Past-Chair, should an individual fail to execute the responsibilities of the office adequately, the 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 the Board. The Board of Directors may designate an individual, by 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 working group 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