



Board Charter

DOCUMENT CONTROL

Version/ Amendment No	Date	Nature of Version/Amendment
Version 1.0	November 2015	Draft following changes to the AIPM Constitution approved by Members October 2015
Version 2.0	August 2016	Board Approval
Version 3.0	December 2017	Board Reviewed and approved December 2017 February 2018

1. INTRODUCTION

The purpose of the charter is to document the objectives, responsibilities and administration of the Australian Institute of Project Management (AIPM) Board (the Board) and its relationship to Chapter Congress (Congress), Chapter Councils and to other internal Committees.

2. OBJECTIVES

The objectives of the Board are to determine and to monitor:

- (i) the AIPM short, medium, and long-term goals and its overall strategic direction;
- (ii) policies governing the operations of AIPM and the conduct of its Members;

BOARD CHARTER

- (iii) powers and functions of Congress, Chapter Councils, Board Committees, and other committees as may be established from time-to-time; and
- (iv) annual progress and performance of AIPM in meeting its objectives.

3. DUTIES AND RESPONSIBILITIES

The main duties and responsibilities of the board are to:

- (a) Make and/or amend from time-to-time, the Charters and foundation documents that regulate the Board, Congress, Chapter Councils, and the organisation and its Members.
- (b) Review and approve strategies, goals, annual budgets and financial plans.
- (c) Oversee and monitor organisational performance and the achievement of strategic goals and objectives.
- (d) Establish and determine the powers and functions of Congress, Chapter Councils, Board Committees, and other committees established by the board.
- (e) Monitor financial performance, including approval of the annual financial report, and the liaison with external auditors by the Audit & Risk Committee.
- (f) Appoint and to regularly assess the performance of the Chief Executive Officer.
- (g) Set the framework for implementing strategy, which is the mandate for the operation of the strategy committees established by the Board.
- (h) Determine the desired culture for the organisation.
- (i) Enhance and protect AIPM's reputation.
- (j) Ensure risks are identified and appropriate control, monitoring, and reporting mechanisms are in place.

4. ADMINISTRATION

4.1 Membership of the AIPM Board

- (a) Membership of the board comprises not less than four (4) and no more than ten (10) directors:
- (i) not less than two (2) and not more than four (4) Directors elected by Members – *Generally Elected Directors*;
 - (ii) not less than two (2) and not more than four (4) Directors elected by Congress - *Chapter Congress Elected Directors*; and
 - (iii) up to two independent Directors – *Independent Directors*

Clause 30 AIPM Constitution

- (b) The board elects:

BOARD CHARTER

(i) the chair and deputy chair.

(ii) the elected directors (Generally and Congress Elected Directors) elect the Independent Directors. Independent Directors are not able to hold the position of Chair or Deputy Chair of the organisation.

Clause 42.4 AIPM Constitution

(c) Directors may serve up to four (4) terms of office, but no more than two (2) consecutive terms at a time and subject to any transitional provisions applicable to the number of the Directors as set out in the Constitution. A term of office is three (3) years.

Clause 38 AIPM Constitution

4.2 Meetings of APIM Board

(a) The board may meet, adjourn, and otherwise regulate their meetings as they think fit but must meet at least three (3) times a year; currently the board meets six (6) times a year.

(b) Meetings may be held using any technology consented to by all Directors.

(c) Each member of the board has one (1) vote for the purpose of determinations by the board. The chair does not have a second or casting vote.

Clauses 49, 53 & 54 AIPM Constitution

4.3 Board meeting minutes

The board appoints a person to take minutes of the proceedings of all meetings.

Clauses 67.2 AIPM Constitution

4.4 Quorum

A quorum is a majority of the total number of Directors, currently five (5) or such greater number as the Board has agreed.

Clause 52 AIPM Constitution

BOARD CHARTER

5. RELATIONSHIPS

5.1 General Powers

The Board may use all the powers of the Institute except for the powers that, under the Corporations Act or the Constitution, may only be used by Members.

Clause 42.2 AIPM Constitution

5.2 Chapters

The Board has the power to form Chapters in any jurisdiction within Australia or in an International Region where there is relevant affiliation with the Institute.

Clause 55.1 AIPM Constitution

The role of a Chapter is to:

- (a) Promote the objects of the Institute and provide representation for members;
- (b) Support, develop and promote the activities of the Institute amongst Members within the region; and
- (c) Present the views of the Members of the Chapter to the Institute.

Clause 55.2 AIPM Constitution

Chapters operate at the sole discretion of the Board and in accordance with the Constitution

Clause 55.3 AIPM Constitution

The affairs of a Chapter will be administered by a Chapter Council of not less than 5 councilors elected by chapter Members. The Chapter Council affairs will follow the direction of the Board, in conformity with the delegated authority granted to it by the Board and in alignment with the approved corporate strategy.

Clause 58 1-3 AIPM Constitution

5.3 Chapter Congress (Congress)

The Board may delegate any of their powers by way of delegation authority to a committee comprising of Directors or other Members of the Institute as they think fit and may authorise the Committee to exercise such powers as the Board specify, provided at least one Director is a member of the committee.

Clause 48.1 AIPM Constitution

AIPM Members ratified changes to the AIPM Constitution dated 12 October 2015 which endorsed the creation of a Chapter Congress (Congress).

The role of a Congress is to:

BOARD CHARTER

(a) Provide direction for local implementation of national strategy; (b) Consider the role of Chapters and ensure alignment of activities across Chapters;

4 | Page

(c) Review emerging issues affecting project management and the environment they operate in; and

(d) Discuss matters referred to the Congress by the Board.

Clause 60 AIPM Constitution

The Deputy Chair of the Board shall convene and Chair up to three (3) meetings of the Congress a year. The membership of the Congress shall comprise the Deputy Chair of the Board, Chapter Presidents and Vice Presidents and the immediate past Congress elected Directors.

5.4 Board Internal Committees

The Board currently has four (4) internal committees, the Audit & Risk, Governance & Ethics, International and Conference Committees that have been formally constituted to assist the board in discharging its responsibilities. The board annually reviews and ratifies the charters of the board committees and approves the composition of each committee

5.5 Board Strategy Committees

The Board sets the AIPM overall strategy and approves the strategic framework. To assist with the implementation of the overall strategy four (4) strategy implementations committees have been established - the Membership, Corporate Partnerships, Professional Advancement and Information, Innovation & Influence Committees. These Strategy Committees respond to specific developments and issues within their areas of activity, under the overall strategy and strategic framework approved by the Board.

The Strategy committee's role is to:

- (a) identify and give priority to a calendar of works
- (b) assign issues to taskforces and elect their chairpersons
- (c) monitor and, where appropriate, assist the taskforces on assigned issues
- (d) evaluate the response/results/output of taskforces
- (e) assist management to deliver, communicate, and advocate new strategies and associated policies.

The Strategy Committees must ensure their membership has an appropriate mix of skills, including practicing project managers to achieve their goals.

The Strategy Committees report to the board through the board appointee and/or through the Chief Executive Officer.

The board annually reviews and ratifies the charters of the Strategy Committees and approves their work plans and composition of each committee.

BOARD CHARTER
