



# MATERIALS RESEARCH SOCIETY

*Advancing materials. Improving the quality of life.*

## 2.2.2 Appointments by the Board

Purpose: This policy provides the principles and procedure for appointments

Applies to: Board of Directors

### Policy

The Board of Directors is responsible for the following appointments:

- Treasurer (Membership in the Society is required for all Officer appointments.)
- Officer and director appointments to fill vacancies due to resignation, removal, incapacity or other inability to serve. (Membership in the Society is not required for these appointees.)
- Appointments to strategically complement the elected directorate. Per MRS Bylaws, up to 25% of the directors may be appointed. Directors appointed to fill a vacancy are not counted in the 25% appointment limit. (Membership in the Society is not required for these appointees.)

### Appointment of the Treasurer:

The President shall present one or more candidates to the Board for approval. In addition to consideration of the Board Attributes suggested in the Nominating Committee Charter, candidates ideally should have some previous financial experience, if possible.

The term of the Treasurer shall be three years. The Treasurer may serve a second consecutive three-year term with Board approval. In order to ensure succession planning, the Board, at its discretion, may appoint a director to study under the Treasurer prior to appointment as Treasurer.

### Appointees' Term of Service

Board appointments made due to resignation, removal, incapacity or other inability to serve, shall be for the remainder of the term or until the next annual election, at the discretion of the Board. Ideally, such appointments should be appointed within a two-month period.

In the event of the death or incapacity of the President as declared by the Board of Directors, the Vice President shall immediately become President and complete the term of the predecessor as well as the presidential term to which the Vice President was elected to serve.

Board appointments made to complement the elected directorate, e.g. providing personal attributes, experience, and skills that are deemed to be important to the strategic goals of the Society, shall be for up to a three-year term.

### Process

To Fill a Board Vacancy:

When a member of the Board resigns or is removed before his/her term ends, GovCom will consult with the Nominating Committee to identify one or more replacement candidates, ideally within a two-month period. In addition to the attributes listed in the Nominating Committee Charter, the committee should consider the following in the case of replacements:

- Someone who is sufficiently familiar with MRS or has Board experience, so that he/she can come up to speed quickly and be able to contribute in the short time period on the Board (as short as one year). Examples of such candidates are recent Meeting Chairs, Committee Chairs, and former Board members.
- NomCom should recommend one or more candidates for each replacement position, with a short supporting statement and biography of the nominee, for the Board's approval.
- Because this is a Board-appointed position, NomCom should identify the best possible candidate without being constrained by factors such as recent or previous election results.

**Strategic Appointments:**

At least every three years, the Governance Committee shall review the need for additional skills and experience that would provide additional value to current Society initiatives and determine if appointments are needed. If it is desirable to make an appointment(s), the committee, with the assistance of the Nominating Committee, shall propose one or more candidates for Board approval, and shall provide a short supporting statement and biography of the nominee.

**Deliverables:** Slate of candidates; Review policy every three years or as needed

**Who:** President and/or NomCom; Secretary resp.

**When:** When needed; at least 8 weeks before the Board meeting at which amendments should be considered, resp.

**To:** Board of Directors

**Policy first adopted:** 11/17/03

**Last modified:** Maintenance May 2017; April 2023

**Last reviewed:** March 2018; April 2023

**Enacting Legislation:** Motion B:2003:43; B:2013:40 (Consent Agenda); B:2014:19; Sec/GovCom; B:2023:08 (S23 Consent Agenda)

**Policy created by:** OpsCom    **Party responsible for this policy:** Secretary