



Association for Materials Protection & Performance

AMPP

Nominating and Leadership Development Committee Charter

Effective: July 1, 2025

Scope of Document

This document details the policies and procedures for the Nominating Committee (NomCom) and Leadership Development Committee (LDC) of the Association for Materials Protection and Performance (the “Association”). All AMPP Committees operate with guidance from the AMPP Board of Directors.

Article 1: General Provisions

SECTION 1: PURPOSE

Each Committee shall advise the Association's Board of Directors (the “Board”) on the matters as set forth in this Charter and any other matters as determined by the Board.

The Nominating Committee shall oversee the selection and appointment of the following AMPP leadership volunteer positions:

1. AMPP Board of Directors Vice Chair;
2. AMPP Board Directors; and
3. Program Committee Vice Chairs.

The Leadership Development Committee shall oversee the following matters of the Association:

1. Serve as the Lead for *Talent Search, Acquisition, and Development*;
2. Recruit and identify candidates for the AMPP Board of Directors Vice Chair and Director positions, and for the Program Committee Vice Chair positions;
3. Develop and deliver (group) Informational Sessions for interested future candidates;
4. Identify and advise (selected recruits) on closing skill gaps; and
5. Be the Clearing House for Appointment of NomCom Members.

SECTION 2: MEETINGS

Each Committee shall meet as needed. The Committee Chair shall provide notice of a meeting at least 10 days prior to the meeting.

Any Committee member may participate in a Committee meeting by conference call or by any means of communication in which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting, unless otherwise noted. The means of communication shall be determined by the Chair of the Committee.

Minutes of meetings shall be taken and distributed to all members of a Committee on a timely basis.

The LDC meetings and interviews may be conducted virtually.

The NomCom meetings may be conducted virtually. Interviews shall be held at in-person meetings (e.g., AMPP's Annual Conference + Expo, or at another site where an in-person (and diverse) quorum can be reached). Remote participation by Committee members must be approved by the Chair, with advance notice.

SECTION 3: VOTING PROCEDURE

A quorum to conduct business shall be a simple majority of the Committee's voting members. The act of a majority of the voting Committee members present at a meeting at which a quorum is present shall be the act of the Committee, except as otherwise provided in this Charter.

Committee action may be taken without a meeting, by ballot (including by electronic ballot) or any other voting method. Such voting shall be subject to the same quorum and voting requirements as a meeting held in person. Proxies are not allowed.

The Nominating Committee shall also include additional voting procedures as follows:

- All ballots shall be submitted in writing and anonymously;
- A member must be willing to recuse themselves from discussion/ballot wherever a conflict-of-interest exists. If there is uncertainty about a conflict of interest or perceived conflict of interest for a voting member related to a particular ballot, then the group as a whole will determine if the member has a vote on that ballot;
- Each committee member shall follow the Rules of Engagement in interviewing and interacting with candidates;
- No mobile devices shall be allowed or used during meetings, interviews, and votes;
- Discussion or changes after a ballot is cast and tallied is not allowed;
- The ranking system shall be used to determine the top 2 candidates, plus any "ties", resulting in final selection by a simple majority vote; and
- Chair votes only if there is a tie.
- Agendas are the responsibility of the Committee Chair and the CEO.

SECTION 4: COMMITTEE MEMBERSHIP

Leadership Development Committee

The LDC shall consist of a minimum of ten (10) and a maximum of twelve (12) voting members, including the Committee Chair and AMPP CEO. The AMPP Immediate Past Chair shall serve as a non-voting advisor for one (1) year. An HR professional from staff will serve as advisor to the LDC, without a vote and the CEO is an ex-officio member with a vote.

The LDC develops the pool of potential candidates for open LDC positions. The Nominating Committee interviews candidates and recommends the candidates to the AMPP Board of Directors, for ratification.

LDC Member Appointment

LDC candidates are chosen by the LDC and shall come from:

- Persons who have served in executive leadership with demonstrated successful entrepreneurial history;
- People who have demonstrated history of building teams (in company or in AMPP) using external networking;
- Past Chairs/Presidents of the AMPP Board of Directors, and legacy Boards, and past Board Directors who served within a designated time range of AMPP Boards and legacy Boards (within the limits specified for a specialty group);
- Nominated by 25 persons; from an Area, or from a Program Committee; OR
- Nominated by 5 members in good standing who have previously served as Chair, AMPP Board (or legacy Boards) President, AMPP (or legacy) Board Director, or Program Committee Chairs;
- And LDC candidates are not eligible to self-nominate.

The LDC chooses a minimum number of candidates for NomCom to interview. The minimum number of interviews must equal the number of open positions +1. After interviews, NomCom votes to determine which candidates are appointed to the open positions in LDC. The Board shall be notified so the Board can ratify the final appointments.

Nominating Committee

The NomCom shall consist of a minimum of eight (8) and a maximum of ten (10) voting members, including the Committee Chair and AMPP CEO. The AMPP Immediate Past Chair shall serve as a non-voting advisor for one (1) year. One (1) Past Chair* not currently serving on the Board is a no-voting member, serving a three (3) year term and the CEO is an ex-officio member with a vote.



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The LDC appoints members of the NomCom to the Committee and recommends the candidates to the Board, for ratification.

****Note: Past Chair Candidates will be subject to the same competencies and requirements established for NomCom Members and shall be appointed in the same manner.***

NomCom Member Appointment

NomCom member candidates shall come from:

- Candidates recruited by LDC;
- A limited application process (for open positions) where the pool includes Past Program Committee Officers, or Chapter/Area chairs, or those with board management experience;
- Nominated by 25 members in good standing; OR
- Nominated by 5 members in good standing who have previously served as Board Chair, Board President, Board Director, Program Committee Chairs; OR
- Nominated from an Area or Program Committee.
- Candidates are not eligible to self-nominate.

The LDC meets to review all applications and chooses a minimum number of candidates to interview. The minimum number of interviews must equal the number of open positions +1. After interviews, a vote is taken to determine which candidates are appointed to the open positions in NomCom. The Board shall be notified so the Board can ratify the final appointments.

NomCom Membership Competencies

- Foundational understanding of association management and best practices in governance.
- Experienced in judging, evaluating and selecting personnel; an individual thinker.
- Able to weigh facts and make unbiased decisions.
- Capable of Delivering Reports and Considering Input to the Board of Directors, to Committees, staff, and members about the Committee's responsibilities, plans and actions, and encourage interest and participation in volunteer leadership opportunities.
- Strength in Networking to Facilitate Recruiting.

NomCom Membership Requirements

- Be an AMPP member in good standing for 8 years minimum with a broad-based knowledge of the organization¹.
- Must be willing to recuse themselves from discussion/ballot wherever a conflict-of-interest exists.²
- Devoid of any responsibilities associated with the sitting AMPP Board (with the exception of immediate past chair and CEO).
- Committed to follow Rules of Engagement with officer candidates.
- Sitting Board members/officers and Program Comm. officers are not eligible for membership.

¹Defined as Experience Leading AMPP through regional and organizational meetings and/or conferences.

²Defined as having a familial, friendship, or active business relationship with a candidate.

NOMCOM AND LDC LIMITATIONS

- Sitting Board members/officers are not eligible for voting membership. Immediate Past Chair sits in an advisory capacity.
- Membership by any specialty group is limited to 2 persons in any given year (one specialty group = past voting members of AMPP or legacy Boards).
- No Committee shall have more than one member who is a representative of any one organization.

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- The roster will ensure diversity of industries, geographies, association experience, and gender.
- Committee membership precludes participation on Program Committees & Governance Committees or Subcommittees, with the exception of standards-writing subcommittees.

SECTION 6: TERM; TERM LIMITS

A voting member of each Committee shall serve a term of three years, beginning January 1 and ending December 31, unless otherwise specified in this Charter. A voting member shall serve one three-year term and may apply for a 2nd three-year term after one year has elapsed since the expiration of his or her last term. The member term limit does not apply if you move from member to Chair.

Each Committee shall select/elect its own Chair. A sitting member is eligible for Chair after 1 full year of service on the committee. If a sitting member moves from member to Chair, then that member's term is considered complete.

The Committees will stagger 3-year terms of members, to replace 1/3 of the committee membership annually.

SECTION 7: REMOVAL AND RESIGNATION; VACANCIES

Any Committee Chair, Vice Chair, or member may resign or be removed from such position at any time by the Board, the Ethics and Professional Practice Committee, or two-thirds vote of all voting members of such Committee.

Vacancies in the membership of any Committee may be filled at any time in the same manner as is provided for the election of such position.

SECTION 8: COMMITTEE OFFICERS

Except as otherwise set forth below, each Committee shall be led by a Chair, whom shall be a voting member of the Committee.

Each Committee Chair shall be a member of the Association and be responsible for conducting the affairs of such Committee, for scheduling meetings, developing agendas, overseeing preparation of draft minutes of meetings, and submitting recommendations approved by such Committee to the Board.

SECTION 9: STANDING SUBCOMMITTEES AND TASK FORCES

The inaugural Committee structure shall not include subcommittees, unless otherwise noted. All Committee Subcommittees will be listed in an addendum to the charter.

A Committee may approve the creation or disbandment of a task force that advises a Committee for a discrete purpose for a time period of up to one year, which may be extended by such Committee as necessary. Notwithstanding the foregoing, the Board may disband any such task force at any time. The Committee creating such task force shall elect the chair of such task force, and the task force chair shall determine the number of voting members of such task force, provided that no such task force shall have more than fifteen voting members and appoint the remaining members of such task force.

SECTION 10: AMENDMENTS TO CHARTER

The Board shall review this Charter at least once every five years and may revise such Charter in its sole discretion at any time.

Additional procedural documents may be developed by the Committees, but the board has the right to review and/or approve the procedural/governance documents.