



Association for Materials Protection & Performance

## **AMPP/AMPP Global Center**

**Joint Committee Charter**

Updated: September 1, 2022

### **Scope of Document**

This document (the "Charter") details the policies and procedures for Joint Committees of the Association for Materials Performance and Protection (the "Association") and AMPP Global Center (the "Center").

### **Article 1: General Provisions**

#### **SECTION 1: PURPOSE**

Each Joint Committee shall advise both Boards of Directors of the Association and the Center in the specific matters identified by both boards and as set forth in this Charter.

#### **SECTION 2: MEETINGS**

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

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

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

#### **SECTION 3: VOTING PROCEDURE**

A quorum to conduct business shall be a simple majority of a Committee's members. A majority of the voting members of a Committee present at a meeting at which a quorum is present shall be the act of the Joint 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.

#### **SECTION 4: COMMITTEE MEMBERSHIP**

The composition and election of each Joint Committee shall be as set forth below. The competency model, as developed by the Nominating Committee, shall be used as a guideline for recruitment and election of members to each Joint Committee.

No Joint Committee shall have more than one member who is a representative of any one organization.

#### **SECTION 5: MEMBER APPROVAL; NOMINATION and ELECTION OF OFFICERS**

Each Joint Committee shall propose candidates for vacant, non-officer elected positions on such Joint Committee. The members of each Joint Committee shall be approved by both Boards.

Candidates for the Chair of such Joint Committee shall be provided to the Nominating Committee for consideration. Candidate nominations may be proposed by the Nominating Committee, Program Committee, Board of Directors, or open membership call.

The Nominating Committee shall recommend a candidate to both Boards for ratification. Each Joint Committee Chair



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shall subsequently appoint the Joint Committee's Vice Chair from among the voting members of the Committee with notification to the boards.

## **SECTION 6: TERM; TERM LIMITS**

A voting member of each Joint Committee shall serve a term of three years, beginning January 1 subsequent to his or her election and ending December 31. A voting member may serve up to two consecutive terms, and may be reelected after one year has elapsed since the expiration of his or her last term.

The Chair of each committee shall serve a term of two years and may serve up to two consecutive terms, provided that any individual who during his or her service as a voting member serves in the office of Chair shall remain a voting member until the completion of his or her term as Chair if such service causes the voting member to serve more than two consecutive terms. The Vice Chair of each committee shall serve a term of one year and may serve an unlimited number of consecutive terms, provided that such individual does not exceed the term limit as a voting member of the committee.

Non-voting members of committees shall serve a term of one year and may serve an unlimited number of consecutive terms. Notwithstanding the foregoing, each such member, chair, and vice chair shall serve until his or her successor or unless such member ceases to qualify or is removed or resigns as a member.

## **SECTION 7: REMOVAL AND RESIGNATION; VACANCIES**

Any elected Joint Committee Chair, Vice Chair, or member may resign or be removed from such position at any time by the body that elected such member or officer.

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 and Vice Chair, both of whom shall be voting members of the Committee.

### **Chair Responsibilities**

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

### **Vice Chair Responsibilities**

Each Joint Committee Vice Chair shall fill the duties of the Chair in his or her absence. As such, the Vice Chair shall be knowledgeable of the Committee's activities and protocols so that the duties of the Chair can be assumed when necessary.

## **SECTION 9: STANDING SUBCOMMITTEES; TASK FORCES**

The Boards of the Association and the Center may approve the creation or disbandment of a standing subcommittee(s) that advises a Joint Committee on such matters as determined by both Boards. The Joint Committee that such subcommittee advises shall elect the chair of the subcommittee, and such subcommittee chair shall determine the number of voting members of such subcommittee, provided that no such subcommittee shall have more than fifteen voting members, and appoint the remaining members of such subcommittee for such term as determined by such chair. All Joint Committee Subcommittees will be listed in an addendum to the charter.

A Joint Committee may approve the creation or disbandment of a task force that advises a Joint Committee for a discrete purpose for a time period of up to one year, which may be extended by such Joint Committee as necessary.



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Notwithstanding the foregoing, either Board may disband any such task force at any time. The Joint 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

Both Boards shall review this Charter at least once every five (5) years and may revise such Charter by a joint act of both Boards in their sole discretion at any time.

Additional procedural documents may be developed by the committees, but both boards have the right to review and/or approve the procedural/governance documents.

## Article 2: Nominating Committee

### SECTION 1: SCOPE

The Nominating Committee is responsible for the selection of nominees for open director positions and the Vice-Chairs of both Boards.

Working in close coordination with both Boards, the Nominating Committee shall:

- Develop and maintain the *Competency Model* to be used as a guideline for recruitment and nomination of board members.
- Develop and regularly update a list of potential board members for future consideration.
- Develop and oversee the vetting and slating process of prospective nominees.
- Evaluate the performance of individual board members eligible for reelection.
- Develop and implement a succession planning process for the officers of the Association and the Center.
- Fulfill other responsibilities assigned by the Association and Center Board of Directors

### SECTION 2: MEMBERSHIP OF THE COMMITTEE; ELECTION

The Nominating Committee shall be comprised of the following eight voting members:

Immediate Past Chair of the Association;

Immediate Past Chair of the Center;

Three members elected by the Nominating Committee, with at least one of such individuals having experience serving as a director of the Association and at least one of such individuals having experience serving as a director of the Center;

One member elected by the advisory council representing the asset owner members;

One member elected by the advisory council representing the contractor members;

One member elected by the advisory council representing the global affairs of the Association.

At all times a minimum of three voting members shall represent an organizational member whose principal place of business is outside the United States or is an individual member of the Association who resides outside the United States (each, a "non-U.S. member"). The Chair of the Association Board and Chair of the Center Board shall serve as non-voting members of the Nominating Committee. The Co-Chairs of the Nominating Committee shall ensure that the Committee's composition complies with the requirements as set forth herein.

The Nominating Committee shall be led by two Co-Chairs, which shall be the Immediate Past Chair of the Association Board and the Immediate Past Chair of the Center Board. A Co-Chair may only vote to break a tie regarding the slate of candidates of the organization for which it is serving as the Immediate Past Chair.

## Article 3: Finance & Audit Committee

## SECTION 1: SCOPE

The Finance & Audit Committee is responsible for the following items for both the Association and the Center:

- Oversight of fiscal and risk management policies
- Budgets
- Ensuring fiscal policy aligns with the objectives of each organization
- Oversight of staff compensation strategy
- The method for selection of the investment funds
- Oversight and selection of the independent auditor
- Review and final approval of the audit reports
- Communication audit report findings to both Board of Directors
- Fulfill other responsibilities assigned by the Association Board and the Center Board

## SECTION 2: MEMBERSHIP OF THE COMMITTEE

The Finance & Audit Committee shall have seven (7) voting members, which shall include the Center Board Vice Chair and the Association Board Vice Chair. Elected voting members of the Finance & Audit Committee shall be members of the Association, but need not be members of either Board.

The Association Board Treasurer and Association Board Secretary shall serve as *ex officio*, non-voting members of the Finance & Audit Committee.

## SECTION 3: ELECTION

The Executive Committees of the Association and the Center shall each nominate, and each organization's Board of Directors shall elect, an equal number of candidates to the Finance & Audit Committee in accordance with the Competency Model.

# Article 4: Ethics and Professional Practice Committee

## SECTION 1: SCOPE

The Ethics and Professional Practice Committee is responsible for handling alleged violations of the Center's and Association's policies, including investigation and adjudication of alleged violations and ethics violations of either the Center and/or the Association.

## SECTION 2: MEMBERSHIP OF THE COMMITTEE

The Ethics and Professional Practice Committee shall have eleven (11) voting members. At least three such members shall have experience in certification, five such members shall have experience in accreditation, and one such member shall have experience in publications.

The Ethics Appeals Committee, which shall review any appeal of a decision by the Ethics and Professional Practice Committee, shall be comprised of the Immediate Past Chair of the Center Board, Immediate Past Chair of the Association Board, and the Chair of the Ethics and Professional Practice Committee.

## SECTION 3: ELECTION

The Association Board and the Center Board shall jointly elect the members of the Ethics and Professional Practice Committee, in accordance with the composition requirements set forth above, from the slate proposed by the Ethics and Professional Practice Committee.