



The Minerals, Metals & Materials Society

TMS Board Nominee Statement Form

NOMINATION PACKET IS VALID FOR ONE YEAR.

5700 Corporate Drive Suite 750 | Pittsburgh, PA 15237 USA | P: 1-724-776-9000 | F: 1-724-776-3770 | www.tms.org

Nominations must be received by January 15, one year in advance of the TMS Annual Meeting & Exhibition at which the new Board member will be seated. Nominations are processed as per Section 3.6 of the TMS Bylaws.

INSTRUCTIONS • Please provide the following with your nomination packet:

- Completed and signed TMS Board Nominee Statement Form (below).
- Curriculum Vitae of Nominee - Please limit your resume or curriculum vitae to no more than 5 pages and limit your listing of publications and presentations to one summary page highlighting the most significant items.
- Supporting letters from TMS members (minimum of 3/maximum of 5). Each letter should be no longer than three pages.
- Summary by nominee of reasons for seeking the position, qualifications and relevant experience, vision for TMS, and your role in realizing this vision through the position you are seeking. This summary should be no more than 1800 words or approximately three pages.
- Reviewed and signed TMS Board Member Commitment Statement (attached).
- Reviewed and signed Conflict of Interest Policy for TMS Board of Directors Form (attached).

NOMINEE INFORMATION • *Note: position nominations filled ex-officio by incoming Technical Division Chairpersons are not subject to nomination via this application.*

Please indicate to which of the following three-year positions your application applies:

- Presidential Cycle (Vice President/President/Past President): Position seated annually
- Content Director:
Position seated at TMS2026, TMS2029, TMS2032,...
- Financial Planning Officer:
Position seated at TMS2026, TMS2029, TMS2032,...
- Membership, Diversity, & Development Director:
Position seated at TMS2025, TMS2028, TMS2031,...
- Professional Development Director:
Position seated at TMS2026, TMS2029, TMS2032,...
- Program Director:
Position seated at TMS2027, TMS2030, TMS2033,...
- Public & Governmental Affairs Director:
Position seated at TMS2026, TMS2029, TMS2032,...

Name _____

Position/Title _____

Employer _____

Work Address _____

City _____

State _____

Zip/Postal Code _____

Country _____

Telephone _____

Cell phone _____

Email _____

TMS Member # _____

If nominated and elected by the TMS membership, I am willing to serve.

Name _____

Signature _____

RETURN THIS FORM BY JANUARY 15 TO:

TMS Nominating Committee Chair c/o Deborah Hixon, TMS

5700 Corporate Drive Suite 750 • Pittsburgh, PA 15237 USA • Email: hixon@tms.org

SEE FOLLOWING PAGES

TMS BOARD MEMBER COMMITMENT STATEMENT

I, _____, as a member of the TMS Board of Directors, understand that my commitment to The Minerals, Metals and Materials Society (the "Society") includes the following at a minimum:

- I support the mission and values of this organization;
- I understand that I will need to devote a certain amount of time to the business of the Board in my support of the Society's missions and values;
- I will attend the majority of Board meetings and other events requiring Board participation;
- I will actively and constructively participate in board meetings;
- I will prepare for these meetings by reading the background material provided with the Board agenda and research particular issues that relate to or have the potential to impact the organization;
- I will carry out my Board responsibilities as a member and advocate for the organization;
- I am willing to help and support the development of other Board members;
- I will be an objective decision maker and take into account the effect my actions can have on individuals, the Society, and the community;
- I understand and will avoid conflicts of interest;
- I will acknowledge that the Board should speak with one voice and will avoid taking individual action on an issue;
- If I feel that I am not engaging or being engaged as a member of the Board, I will actively work to change the issues and/or activities that are creating barriers, or seek counsel from other Board members or the Executive Director.

Name (please print): _____

Signature: _____

Date: _____

CONFLICT OF INTEREST POLICY FOR TMS BOARD OF DIRECTORS

For the purposes of this policy, a Board member has a conflict of interest when he or she

1. has an ownership or investment interest in or a compensation relationship with an organization with which TMS does or proposes to do business or an organization that competes with TMS or
2. receives remuneration for performing services for TMS or
3. serves as an officer or director of an organization that competes with or does business with TMS or
4. has a family member who either serves as a Director of an organization with which TMS does or proposes to do business, that competes with TMS, or has an ownership or investment interest in or a compensation relationship.

Members of the Board of Directors of TMS shall act in a manner intended to further the best interests of TMS. If at any time a Board member (i) has or may have a conflict of interest, (ii) is unable to maintain professional objectivity, or (iii) is unable to act in the best interests of TMS on any issue because of a personal situation, employment, conflicting interest, or other reason, the member shall recuse himself or herself from voting on the subject. Individual Board members may discuss any possible conflict with the TMS President, the TMS Executive Director or the entire Board of Directors if the Board member so desires. Recusing himself or herself shall not prevent a Board member from participating in other activities or discussions where no conflict of interest exists.

The Board may approve a transaction that is the subject of a conflict only if it has determined (i) that the transaction or arrangement is in TMS' best interest and for its own benefit, (ii) that it is fair and reasonable to TMS and (iii) after exercising due diligence, TMS would not obtain a more advantageous transaction with reasonable efforts under the circumstances.

The minutes of all Board meetings shall reflect (i) the names of the persons who disclosed any conflicts; (ii) the determination as to whether an actual or potential conflict of interest existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

Candidates for board positions receive a copy of this policy with the nomination package. Board members are required to review the policy annually. Persons having questions about or desiring to discuss or seek further interpretation of this policy should contact the TMS President or the TMS Executive Director. This includes situations wherein a significant dispute may arise over whether a member should be required to recuse himself or herself. The TMS President, upon being aware or being advised of a possible conflict of interest, shall not proceed with deliberation on the issue until there has been an opportunity to resolve possible conflicts of interest on the part of participating members in any activity. In such circumstances, prior to recusing himself or herself, the member shall answer such questions as may be reasonable to allow the Board to issue a prudent decision.

In instances where a sitting director recuses himself or herself, the Board may vote to allow an alternate director to participate in discussion and vote on the matter. In this instance, the alternate director must be the Immediate Past Director unless the Incoming Director has been approved by the membership.

I have read and agree to abide by the Conflict of Interest Policy for the Board of Directors of The Minerals, Metals & Materials Society, Inc. in all matters dealing with my responsibilities as a member of the Board of Directors of The Minerals, Metals & Materials Society, Inc.

Name (please print): _____

Signature: _____

Date: _____