



MATERIALS RESEARCH SOCIETY
Advancing materials. Improving the quality of life.

2.3.1: Code of Ethics and Conduct

Purpose: This policy provides a code of ethics and expected conduct of Board Members and Officers

Applies to: Officers and Directors

Policy:

Code of Ethics and Conduct

The Materials Research Society (MRS) Board of Directors commits itself to upholding the highest standards of professional behavior. The following Code of Ethics and Conduct has therefore been established to set forth standards of behavior for MRS Board Members. It is intended to assist them in fulfilling their duties under the law as they:

Act in the Best Interest of MRS

Board Members are expected to act in the best interest of MRS and not his or her personal interest or that of a third party. Board Members will adhere to the MRS Board of Directors Conflict of Interest Policy.

Comply with Laws and Regulations

MRS Board Members are expected to perform all duties on behalf of MRS in compliance with all applicable laws, regulations and MRS policies. As MRS is an international organization with global interests, conflicts may arise between the laws of the countries in which MRS operates and the laws of the United States or MRS policy. In those situations, MRS Board Members must notify the MRS President and Executive Director, who will determine a path forward to handle the concern.

Use Independent Judgment

An MRS Board Member is expected to vote on matters before the Board using his or her independent judgment. It is the duty of MRS Board Members to be informed and participate in all activities of the Board, including regular meetings. MRS Board Members may seek the advice of MRS Headquarters Staff, consultants, and other Board members, but are not expected to “rubber stamp” recommendations of others. MRS Board Members must vote independently based upon his or her knowledge and understanding matters before the Board.

Maintain Confidences

MRS Board Members will receive confidential information about the Society, including but not limited to strategic plans, legal matters, and financial information. MRS Board Members are obligated to keep such information confidential. Additionally, discussions held at MRS Board of Directors meetings and Governing Board Committee meetings are to be held in confidence. A minimum expectation is that Board Members will adhere to the MRS Policy on Confidentiality and Public Disclosure.

Effectively Represent MRS

When MRS Board Members speak or take action on behalf of MRS, they must do so with consideration of the generally accepted practices of MRS or upon approval of the Board of Directors. Should a MRS Board Member publicly take a position inconsistent with MRS policy or practice, the MRS Board Member must make clear he/she does not speak as an MRS representative.

I, the undersigned, have read the Code of Ethics and Conduct, understand its terms, and agree to be bound by the provisions contained therein for the duration of my term on the Board.

Printed Name

Signature

Date

Deliverables: Collect signed copies from all Directors and Officers; Review policy every three years or as needed

Who: Secretary

When: Annually, At least 8 weeks before the Board meeting at which amendments should be considered, resp.

To: GovCom

Policy first adopted: 8/31/05

Last modified: 4/9/10

Last reviewed: March 2018

Enacting Legislation: Motion B:2005:35; Motion B:2010:14

Policy created by: GovCom Party responsible for this policy: Secretary, GovCom