



CODE OF CONDUCT POLICY FOR CAPL VOLUNTEERS (April 28, 2015)

The CAPL would not be able to function as a non-profit organization without the dedication of its volunteers. CAPL truly values and appreciates its volunteerism and the CAPL Board of Directors shall always take such actions and make such decisions as are necessary to be supportive of the CAPL volunteers. However, as a professional association, all volunteers for the CAPL are expected to conduct themselves in a certain manner when acting on behalf of the CAPL and the CAPL has specific expectations and guidelines to be adhered to by its volunteers when performing the tasks delegated by the CAPL to its Committees and Liaisons as stated below.

Note: for the purposes below, any reference to a Committee also means the CAPL Board and a member of that Committee refers to an Executive or Director of the CAPL Board and the Chair is the President of the CAPL as the context requires.

All volunteers for the CAPL shall:

1. Promote, satisfy and comply with the objectives and expectations of the CAPL, the Committee or Liaison position in the best interest of the CAPL and its membership as a whole.
 - The objectives and expectations of each volunteer are to:
 - Fulfill the mandate(s) and objective(s) of the Committee or Liaison position as determined or approved, from time to time, by the CAPL Board of Directors.
 - Be responsible and accountable to the CAPL Board of Directors for performance of the Committee's or Liaison mandate(s) in a lawful, ethical, timely, cost effective and proficient manner.
 - With respect to the Chair of the Committee or a Liaison only, prepare a budget for the revenues, costs and expenses anticipated to be incurred by the Committee or Liaison for each fiscal term as and when requested by the Director of Finance for review and approval by the CAPL Board of Directors in January of each year and to manage and report to the Portfolio Director on that Liaison's or Committee's performance of its role(s), duties or activities in relation to the approved budget.
 - Continuously seek opportunities to improve the performance of the Committee's or Liaison mandate(s) or to provide added benefit or value to the CAPL membership.
 - Maintain a high standard of professional and ethical conduct.
 - Be respectful of the CAPL Board, the CAPL office staff, other committee members and the CAPL membership.
 - Respect the contributions, views and opinions of all Committee members.
 - Not engage in actions or behavior which is known, or ought to be known, to be offensive, intimidating or harassing in nature.
 - Promote positive industry and public relations and especially when the volunteer's role(s), duties or activities involve external services, organizations and communications.
 - Comply at all times with the CAPL By-Laws, Ethics Policy, Privacy and Anti-Spam Policy and Monetary Management Policy and any other policies or procedures that may be established by the CAPL and the Board of Directors, from time to time, which are applicable to the role(s), duties or activities of the volunteer.
2. Uphold the principle of independence in decision making and not be influenced by public opinion, partisan interest, or fear of criticism.
 - A Committee member should promote and satisfy each decision related to the mandate(s) of the Committee based on its own merits and always make decisions in the best interests of the CAPL and its membership as a whole.
 - Once the Committee has made a decision regarding a specific item, each member shall act in solidarity with the Committee by not publicly stating opinions that undermine such decisions. If a



Committee member wishes to question a decision or policy, they should raise the issue with the President or Vice-President.

3. Volunteers are expected to conduct the business, affairs, duties and activities in which they are involved on behalf of the CAPL in a professional, lawful and ethical manner at all times and are to avoid and declare any real or perceived conflicts of interest with regard to such matters undertaken and decisions made in the capacity of a volunteer for the CAPL.

Definition: A conflict of interest is any interest, relationship, association or activity that is incompatible with a volunteer's obligations to the CAPL. For the purpose of this code, a conflict of interest includes both financial and non-financial conflicts.

- Specifically, no volunteer shall:
 - A. engage, directly or indirectly in any business transaction or private arrangement for personal gain or to benefit persons or entities outside of the Committee or the CAPL for financial benefit, knowledge of which was gained as a result of their serving as a volunteer for the CAPL, or
 - B. act in any manner that results in or creates the appearance of:
 - i. using the volunteer's position for private gain;
 - ii. giving preferential treatment to any person;
 - iii. foregoing independence or impartiality;
 - iv. impeding the Committee or the CAPL from carrying out its duties to the membership; or
 - v. adversely affecting the integrity of the Committee, the members of the Committee, the CAPL or its membership.

Volunteers are to speak privately to the President or Vice-President when in doubt about the best course of action in a particular situation and, in the case of the President or Vice-President, they are to consult with the Chair of the Ethics Committee.

4. Keep all confidential information received as a volunteer for the CAPL strictly confidential and not use such information for personal gain or to benefit persons or entities outside of the Committee or the CAPL.
 - The work carried out by the Committee or the volunteer may expose volunteers to confidential information, and volunteers are expected to maintain strict confidentiality and shall not use or disclose such information without first having obtained the prior written consent of the Portfolio Director.
5. Commit to performing the duties of the Committee or Liaison position fully and diligently.
 - The CAPL Board of Directors are elected by the membership and they shall be accountable to the membership for managing the affairs of the CAPL in the best interests of the membership as a whole.
 - All other Committees are responsible for representing the membership at large and those Committee Chairs shall be accountable to the CAPL Board of Directors and the Committee members are responsible to their Committee Chair.
 - Committee members should endeavor to attend all scheduled Committee meetings.
 - Committee members are to prepare fully and diligently for Committee meetings (which includes reading all information and materials distributed to the Committee in advance of the meeting) and engage in good faith discussion of any items brought before the Committee.
 - Committee members are to make themselves available to other members for discussion, consultation or assistance during meetings and otherwise on a timely basis when reasonably requested to do so. In those discussions, they should conduct themselves in a manner which demonstrates respect for the others' view and opinions.
 - Except in force majeure conditions (be they medical or personal in nature), where a Liaison or a Committee member is reasonably determined not to be fulfilling the mandate(s) of the Committee or Liaison position, is not contributing due effort and commitment to the Committee or Liaison



- position or has been found to be in breach of this Code of Conduct Policy then that Committee member or Liaison may be removed from the position at the sole discretion of:
- in the case of a Liaison or Committee Chair (other than the CAPL President), the Director of the Portfolio to which the Liaison or Chair reports;
 - in the case of a Committee member (other than an Executive or Director of the CAPL Board), by either the Committee Chair or the Director of the Portfolio to which the Committee reports; and
 - in the case of a Director of the CAPL Board (other than the Vice-President or President), by the President (note that the Vice-President and President may be removed only by special resolution of the CAPL membership).
6. Be professional, considerate and respectful at all times in dealing with CAPL office staff.
- Committee members' relationships with the CAPL staff are to be professional and respectful with integrity in their communications and due consideration given for the staff's time.
 - Committee members are to honor the work request time lines prescribed by the CAPL Office Manager or direct all urgent or non-routine work requests through the CAPL Office Manager or the CAPL Vice-President.
7. Promote positive industry and public relations, including when participating in industry events or committees, and seek authorization from the President before making statements to any media or public officials on behalf of CAPL.
- The President is the official media spokesperson for the CAPL.
 - Volunteers should not speak to any media or public officials on behalf of CAPL unless authorized by the President to do so, or unless it is in the normal course of business of that Liaison's position or that Director's portfolio.
8. Adhere to this Code of Conduct Policy.
- Volunteers, both members and non-members, shall be accountable to the CAPL Board of Directors for adherence to this Code of Conduct Policy.
 - Committee members shall self-declare to the Portfolio Director or the CAPL Vice-President or President if they become aware that a situation of non-compliance, bias or conflict may exist or that an allegation of same may be raised against the Committee member personally, and shall inform the Portfolio Director or the CAPL Vice-President or President if similar contraventions may be raised against another Committee member. In the case that any such situation involves the CAPL Vice-President or President, then such matter is to be directed to the Chair of the Ethics Committee.
 - Breach of this code may result in a volunteer being dismissed from a Liaison or Committee position or the Board at the discretion of the CAPL President, in consultation with the other Executive Board members.
 - The CAPL President has the authority, in consultation with the other Executive Board members, to interpret and enforce this Code of Conduct Policy, and any appeals shall be referred to the Board of Directors for a final binding decision by simple majority vote.



CAPL BOARD EXECUTIVES/DIRECTORS CODE OF CONDUCT DECLARATION

I hereby declare that I have read, understand and agree to comply with the CODE OF CONDUCT POLICY FOR CAPL VOLUNTEERS (Feb 2015) for the entire term that I hold the position of:

I further hereby acknowledge that I am subject to removal from the foregoing position in the event I am found in breach of the said policy as provided for in Section 8 thereof.

I understand that, in addition to those set out in the stated Code of Conduct Policy, the specific objectives and mandates of the CAPL Board Executives and Directors are as follows:

- To inspire a high standard of professional conduct on the part of its members.
- To further the education of its members in matters pertaining to the oil and gas industry.
- To promote fellowship and co-operation among its members through the activities of CAPL.
- Be aware of emerging issues and developments in the industry.
- To assist its members in adjusting to the business cycles associated with the oil and gas industry through non-financial support.
- To promote positive industry and public relations, including but not limited to appreciation for and public understanding of the work performed by its members.
- To engage in public and government relations with respect to matters directly related to the work of its members in the oil and gas industry.
- To promote education or training in petroleum land management by establishing and maintaining scholarship funds for the benefit of students at any accredited college or university which offers a program in petroleum land management and by offering to assist any accredited college or university in developing or maintaining a program in petroleum land management, where such program would be of benefit to CAPL.
- To assist other associations in the oil and gas industry in the furtherance of their activities where such activities are of benefit to CAPL.
- To engage in and promote activities which could provide funding of services which enhance the value of membership and promote the role of the Petroleum Landman.
- To communicate to any committees for which they are responsible the By-Laws and the applicable procedures and policies that have been established by the CAPL and the Board of Directors.

Name: _____

Signature: _____

Date: _____



**CAPL EXTERNAL COMMITTEE CHAIR OR LIAISON
CODE OF CONDUCT DECLARATION**

I hereby declare that I have read, understand and agree to comply with the CODE OF CONDUCT POLICY FOR CAPL VOLUNTEERS (Feb 2015) for the entire term that I hold the position of:

I further hereby acknowledge that I am subject to removal from the foregoing position in the event I am found in breach of the said policy as provided for in Section 8 thereof.

I understand that, in addition to those set out in the stated Code of Conduct Policy, the specific objectives and mandates of the CAPL External Committee of which I am Chair or Liaison are as set out in the attachment to this declaration.

Name: _____

Signature: _____

Date: _____



FAM COMMITTEE OBJECTIVES AND MANDATES

- To represent the surface and field components of the land profession.
- To stay current on all emerging developments and issues related to surface land and field services.
- To promote and further the education and training of CAPL members in the matters pertaining to surface land.
- To engage in public and government relations with respect to surface land and field service matters.
- To assist other associations in the oil and gas industry in the furtherance of their surface land and field service activities, where such activities are of benefit to CAPL.