Intervention & Coiled Tubing Association

ICoTA Board of Directors Agreement

Duties of a Board Director

As an ICoTA Board of Director Member, I will:

- Attend at least 50% of all Board meetings by phone or in person.
- Review the agenda and supporting materials prior to Board and committee meetings.
- Serve on committees and take on special assignments as needed.
- Personally contribute to ICoTA.
- Remain informed about the ICoTA mission, its services and policies and promote ICoTA.
- Suggest nominees and participate in Board recruitment.
- Represent the ICoTA organization within the community.
- Represent ICoTA within my organization / employer.
- Participate in local region chapter events with a view to supporting the development of the Chapters and encouraging membership growth.

Board Member Code of Conduct

As a Board Member I understand that I have duties of care, loyalty, and obedience to the ICoTA organization.

- The duty of care is the duty to pay attention to the organization; to monitor and support its activities.
- The duty of loyalty is the duty to avoid conflicts of interest.
- The duty of obedience is to carry out the purposes of the organization.

As an ICoTA Board of Director Member, I agree to:

- Act with honesty and integrity.
- Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. I recognize that decisions of the Board can be made only by a majority vote at a Board meeting and respect the majority decisions of the Board, while retaining the right to seek changes through ethical and constructive channels.
- Keep confidential information confidential.

- Exercise my authority as a Board Member only when acting in a meeting with the full Board or when appointed by the Board.
- Work with and respect the opinions of my peers who serve this Board, and leave my personal prejudices out of all Board discussions.
- Always act for the good of the organization and represent the interests of all people served by the organization.
- Represent this organization in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings.
- Avoid acting in a way that represents a conflict of interest between my position as a Board Member and my personal or professional life. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict.
- Abide by these Board operating principles and by the bylaws of ICoTA.

Significant violation of the Board Member Commitment or Code of Conduct pertaining to ICoTA events and matters may result in ICoTA Board of Directors actions that may include no penalty, to give a warning, or suspend the Member's participation on the Board, temporarily or permanently.

Signature _____ Date _____

Guide for Professional Conduct

(as adopted from the Society of Petroleum Engineers)

Preamble

ICoTA Members will abide by the Society of Petroleum Engineers' Guide for Professional Conduct. ICoTA Professionals are to exhibit the highest standards of competency, honesty, integrity, and impartiality; and are fair and equitable; and accept a personal responsibility for adherence to applicable laws, the protection of the environment, and safeguarding the public welfare in their professional actions and behavior. These principles govern professional conduct in serving the interests of the public, clients, employers, colleagues, and the profession.

Code of Professional Conduct

ICoTA Professionals:

1. Offer services in the areas of their competence and experience affording full disclosure of their qualifications.
2. Consider the consequences of their work and societal issues pertinent to it and seek to extend public understanding of those relationships.
3. Are honest, truthful, ethical, and fair in presenting information and in making public statements reflecting on colleagues' professional matters and their professional role, whether verbal or through printed or electronic media.
4. Engage in professional relationships without bias or prejudice based on race, religion, gender, age, ethnicity, national origin, sexual orientation, marital status, socioeconomic status, political affiliation, or disability.
5. Act in professional matters for each employer or client as faithful agents or trustees by not disclosing without consent, or taking improper advantage of, anything of a proprietary or confidential nature concerning the business affairs or technical processes of any present or former client or employer.
6. Disclose to affected parties known or potential conflicts of interest or other circumstances which might influence, or appear to influence, judgment or impair the fairness or quality of their performance.
7. Are responsible for enhancing their professional competence throughout their careers, for promoting others to advance their learning and competence, and not falsely obtaining competency credentials through misrepresentation of experience or misconduct.
8. Accept responsibility for their actions; seek and acknowledge criticism of their work; offer honest and constructive criticism of the work of others; properly credit the contributions of others; and do not accept credit for work that is not their own work.
9. When perceiving a consequence of their professional duties to adversely affect the present or future public health and safety shall formally advise their employers or clients, and subordinates and, if warranted, consider further disclosure to appropriate parties.

10. Seek to adopt technical and economic measures to render potentially adverse impacts to environment or the health, safety, and security of the public as low as reasonably practicable.
11. Act in accordance with all applicable laws and the canons of ethics as applicable to the practice of engineering as stated in the laws and regulations governing the practice of engineering in their country, territory, or state, and lend support to others who strive to do likewise.
12. Do not engage to offer or accept bribes or facilitate payments, either directly or indirectly, not only in compliance with anti-bribery laws but also in maintenance of high professional and ethical standards.

Violation of the Code of Professional Conduct may result in ICoTA Board of Director actions that may include no penalty, to give a warning, to suspend the Member's membership for a set period, or to permanently expel the Member from ICoTA membership.

By submission of my ICoTA membership application and payment of ICoTA dues, I acknowledge that I have read, understand and agree to the Code of Conduct.