

**CODE OF CONDUCT FOR THE BOARD OF DIRECTORS
OF THE ENERGY CHAMBER OF TRINIDAD & TOBAGO**

INTRODUCTION TO THE CODE OF CONDUCT

The Energy Chamber of Trinidad and Tobago is a not-for-profit, apolitical organization formed **to promote, develop, educate, and otherwise further the energy sector in Trinidad & Tobago and the wider Caribbean region.** The Energy Chamber's membership consists of corporations and individuals primarily engaged in the energy sector of Trinidad and Tobago and related sectors of the economy. The business of the Chamber is managed under the direction of the Energy Chamber's Board of Directors.

The Code recognizes that some Board members already comply with codes of conduct that are specific to their organization and to which their employees must abide.

The principles and requirements that comprise the code are based on and are designed to ensure full compliance by the Energy Chamber, its Board members and employees with regard to the fiduciary duties imposed on such individuals. The code is not designed to replace courts of law.

Members of the Board of Directors affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board of Directors. Each director must comply not only with the terms, but also the intent, of this Code.

Members of the Board of Directors (including ex officio members of the Board of Directors) shall at all times abide by and conform to the following Code of Conduct in their capacity as Board members:

GUIDANCE ON THE CODE OF CONDUCT

You must observe the rules of conduct contained in this Code and all other rules and regulations of the Chamber (including but not limited to the Chamber's articles of incorporation and by-laws). You must ensure that your membership in the Chamber remains in good standing at all times. It is your personal responsibility to abide by these terms of the Code and review regularly, at least annually, bearing your personal circumstances in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.

CODE OF CONDUCT

1. The Board of Directors dedicates itself to leading by example in serving the needs of the Chamber and its members and also in representing the interests and ideals of the Trinidad and Tobago energy sector in particular and the private sector in general.

2. Each member of the Board of Directors will perform his or her assigned activities in a professional and timely manner pursuant to the Board's direction and oversight.
3. A Board member shall act in good faith with honesty, due diligence and reasonable competence and in an ethical, professional and respectful manner in their interactions with each other, the Chamber, staff, suppliers, other members and the general public.
4. Board members shall maintain high ethical and moral character, both professionally and personally, so that their behaviour will reflect positively upon the Board of Directors and the Energy Chamber.
5. Board of Directors members will be respectful of each other and will not utilize Board of Directors meetings to upstage or embarrass fellow Board of Directors members or invited guests. Board of Directors members will respectfully consider the opinions of other's deliberations, strive for integration of viewpoints or consensus building in decision-making and will respect the judgement of the Board of Directors with regard to its decisions.
6. Board of Directors members recognize that all Board of Directors' decisions and actions are to be based on integrity, competence and independent judgement and shall use proper care and exercise independent professional judgement in the performance of their duties.
7. Except as the Board of Directors may otherwise require by law, no Board of Directors member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Chamber or its member companies and each member of the Board of Directors will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
8. No member of the Board of Directors shall persuade or attempt to persuade any employee of the Chamber to leave the employ of the Chamber or to become employed by any person or entity other than the Chamber. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor or any other person or entity with an actual or potential relationship to or with the Chamber to terminate, curtail or not enter into its relationship to or with the Chamber, or to in any way reduce the monetary or other benefits to the Chamber of such relationship.
9. Board of Directors members will recuse themselves and will not participate in the consideration of any matter or attempt to affect the outcome of any issue before the Board of Directors when to do so might result in a conflict of interest or the appearance of a conflict of interest. When encountering potential conflicts of interest, Board of Directors members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board of Directors members shall follow these guidelines:

- a. Avoid placing (and avoid the appearance of placing) one's own self interest or any third party interest above that of the Chamber; whilst the receipt of incidental personal or third-party benefit may necessarily flow from certain Chamber activities, such benefit must be merely incidental to the primary objectives of the Chamber;
 - b. Do not abuse Board of Directors membership or authority by improperly using Board of Directors membership or the Chamber's staff, services, equipment, resources or property for personal or third-party gain or pleasure; Board of Directors members shall not represent to third parties that their authority as a Board of Directors member extends any further than that which it actually extends;
 - c. Share information with each other subject to legal and competitive constraints and respect the confidentiality of business relationships, divulging only such information as required by law;
 - d. Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the prime objectives of the Chamber;
 - e. Do not engage in or facilitate any discriminatory or harassing behaviour directed toward Chamber staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Chamber;
 - f. Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Chamber without fully disclosing such items to the Board of Directors; and
 - g. Provide goods or services to the Chamber as a paid good or service to the Chamber only after full disclosure to, and advance approval by, the Board of Directors, and pursuant to any related procedures adopted by the Board of Directors.
10. Board of Directors members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Board of Directors decisions.

11. No member of the Board of Directors will use any information provided by the Chamber or acquired as a consequence of the Board of Directors member's service to the Chamber in any manner other than in furtherance of his or her Board of Directors duties.

12. Board of Directors members will act in accordance with the highest standards of honesty, integrity, fairness and ethical conduct while serving on the Board of Directors as well as representing the Board of Directors without allowing their independent judgement to be subordinated and fulfil the fiduciary obligations.

13. Board of Directors members will not engage in any public political activities during their term on the Board of Directors and will not use Board of Directors membership to promote themselves for any public political office.

This Code of Conduct was adopted by the Board of Directors of The Energy Chamber of Trinidad and Tobago on Thursday, October 20th 2011 and amended on Thursday, March 08th 2018.

Signed by:

Chairman	Deputy Chairman
Deputy Chairman	Deputy Chairman
Secretary	Treasurer
President/CEO	Board Member
Board Member	Board Member
Board Member	Board Member
Board Member	Board Member
Board Member	Board Member