

1. Code of Conduct

1.1 Introduction

The Roundtable on Sustainable Palm Oil (hereafter RSPO) is committed to ensure that stakeholder consultations and its relevant processes are conducted with the upmost professionalism within a supportive, constructive, objective, ethical and responsive framework. To this end, the RSPO Secretariat wishes to ensure that it and all members of the RSPO convened Compensation Task Force (CTF) abide by the rules of participation as prescribed in this Code of Conduct Policy.

All CTF members are expected to read, understand and subsequently apply the standards of conduct outlined herein.

The CTF members shall at all times ensure that their participation is consistent with and reinforces the positive public image of the RSPO.

All CTF members are urged to participate in all CTF discussions and deliberations with confidence and to express their views unreservedly and openly. This is particularly applicable to all meetings and discussions. All members shall observe the proper decorum in all discussions and meetings and shall respect the views and opinions of fellow task force members.

In the spirit of working together in an amicable, solution oriented and constructive fashion in pursuit of the objectives of the CTF, any member of the CTF who has a bona fide personal grievance shall refer such grievance to the RSPO Secretariat and the Co-Chairpersons of the CTF by writing formally to the same outlining the nature of the grievance.

Failure by any member of the CTF to comply with the Code of Conduct policy may result in the removal of the said member from the CTF after the breach or failure is referred to the CTF and the RSPO Secretariat and a consensus is reached.

This Code of Conduct also applies to all observers invited to CTF discussions, meetings and other forms by which the CTF conducts its business.

1.2 Confidentiality

As a general rule, all CTF members must respect and maintain the confidentiality of the information gained/submitted/obtained/shared/revealed/becomes privy to by virtue of membership in the CTF. This includes information in tangible or intangible form, orally or in writing, wherever and whenever made in furtherance of the CTF's Terms of Reference.

More specifically:-

- Any information owned or generated by the RSPO Secretariat which is not limited to notes, presentations or discussion papers is to remain confidential. Any member of the CTF who wishes to make such information public or provide the information to a third party shall first secure the prior written consent of the RSPO Secretariat and state the reasons for wanting to make such information public or available to 3rd parties.
- If any member of CTF wishes to make public or reveal to a 3rd party any information supplied by another member of the CTF, he/she shall seek the prior written consent of the member of the CTF that so supplied such information.
- Where information in any form is made available, submitted or derived by/from Companies in furtherance of the work of CTF it shall remain confidential. Any member of the CTF who wishes to make such information public or provide such information to a 3rd party shall first secure the prior written consent of the Company that generated/submitted the said information. In such cases where the CTF member has secured such written consent, a copy of the same shall be furnished by the CTF member to the RSPO Secretariat as proof of the consent so secured.
- Information that is deemed sensitive by the RSPO Secretariat such as violations of the RSPO P&C by Companies (whether proven or not) , complaints or grievances lodged against a company, any pending matters in relation to mediation and arbitration, negotiations or settlements by companies in relation to any violations shall remain strictly confidential.
- Members that have direct relations with implicated stakeholders or are (potential) parties to the complaints, disputes, settlements and negotiations being discussed shall inform the parties and recuse themselves from discussions about such specific cases.
- Information that is excluded from confidentiality includes any information which the member of the CTF can demonstrate is already within public domain or is rightfully obtained from a 3rd party without breach of any obligation/rights to/of the owner/3rd party.
- Where CTF members have an obligation to share information related to the rights of the affected communities with them and with the organisations providing them with support, they may do so provided that they also inform the RSPO Secretariat and discuss it with the RSPO member concerned. This applies to information that RSPO members are required to share with affected stakeholders in line with RSPO's first Principle.

1.3 Conflict of Interest

The RSPO Secretariat expects all members of the CTF to perform their duties as outlined in the Terms of Reference for the CTF with the upmost integrity, objectivity and independence.

Members of the CTF shall take care that their action/s will not conflict or be seen to conflict with the objectives of the CTF which is to;

- To develop acceptable compensation packages for land clearance without HCV assessment or where subsequent HCV assessments have determined that HCV values were lost.
- To set up a pilot process to implement the guidance and test the compensation process with RSPO members.

If under any circumstance, a member of the CTF senses that a course of action that they have pursued, or are presently pursuing or contemplating pursuing may place them in a situation of conflict with the objectives of the CTF, the member shall take immediate steps to make this possible conflict known to the RSPO Secretariat and the other CTF members.

In view of the fact that the Terms of Reference of the CTF which provides the overarching framework of the responsibilities of the CTF, each member shall not provide any **unsolicited** documents, communicate in a manner, nor pursue any action that can be construed as making a potential bid, tender, providing proof of eligibility or making a business proposal to the CTF or the RSPO Secretariat.

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1.4 Outside Task force Activities

All task force members is to understand that there is shared responsibility to ensure the good professional image and credibility of the RSPO and the CTF; and to further ensure that no member causes any reputational damage to the same.

In the event a need arises to communicate publically or to stakeholders on outcomes or decisions made by the CTF, members will ensure the accuracy of the information and that the interpretation of all outcomes and decisions of the CTF are consistent with the consensus reached within the CTF.

In dealings with anyone outside of the CTF, each member shall take care to not do or say anything in a manner that would undermine or compromise the decision making and consensus building processes within the CTF or the ultimate consensus itself.

2. Exclusion of Liability

The members of the CTF and all other persons such as observers, technical advisors and consultants to the CTF are put on notice that the RSPO Secretariat under no circumstances will be held responsible for any loss or damage arising from the breach by a member of the CTF or observers, technical advisors and consultants to the CTF, of any of the provisions contained in this Code of Conduct Policy Statement.

3. Code of Conduct Declaration

I....., acknowledge that I have received and read a copy of this Code of Conduct Policy Statement, have understood all of its terms, and agree to abide by the provisions contained therein.

[Name]

[Signature]

[Date]

[Organisation]