

	<p style="text-align: center;">Ethics Committee Meeting IADC Headquarters Houston, Texas USA</p>	<p style="text-align: center;">28 March 2012</p>
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Welcome, Introductions and Antitrust

James Sanislow, Noble Drilling Services, Inc., welcomed the group and participants introduced themselves. James reminded the group that IADC committee meetings are conducted in accordance with the association's Antitrust Guidelines (copies available at iadc.org).

Guest Speaker

James introduced the guest speaker, Kevin Gross, Senior Counsel for Compliance and Policy at Chevron.

Kevin gave a brief safety moment to kick off the meeting. Do not text & drive at the same time!

He then gave a brief overview of his presentation explaining that he would talk about Chevron's compliance program, compliance clause requirements, lesson's learned from investigations, FCPA knowledge requirement & due diligence procedures.

He discussed the elements of an effective compliance program, the purpose, policy & procedures and other things to keep an eye on.

The group then briefly discussed proper vs. improper payments.

After the discussion, the presentation continued and Kevin discussed compliance clauses: requirements for waivers and modifications.

- Improper payment clause
- Conflict of interest
- Right to conflict audit clause

He then displayed a sample subcontractor clause and discussed Chevron's requirements for compliance clauses.

He also displayed a sample anticorruption clause.

The group then discussed what constitutes a government official. In places like Nigeria, for example, it may not be clear.

He then displayed a sample conflict of interest clause.

He then discussed Chevron's menu based sensitive transaction tracking system.

He then displayed a sample audit clause.

He then discussed lessons learned:

- Using email
- Contracts
- Due diligence

The group then discussed using or not using a risk based approach for due diligence.

Kevin then went on to discuss direct or indirect payments and the FCPA knowledge requirement.



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He gave an example of what the US Government considers to be will-full blindness

- US vs. Frederic Bourke

He then discussed FCPA analysis of contracts.

- Follow the money
- Who receives the money
- How will it be paid
- Due diligence

He discussed the general requirements for compliance due diligence.

He discussed due diligence focus areas.

He discussed due diligence for transaction involving non US officials.

He then discussed the general requirements and some due diligence techniques.

He then gave examples of when additional due diligence is needed (FCPA red flags).

There was a brief Q&A session after the presentation.

Kevin then thanked the group for their time and for the opportunity to speak. James then thanked Kevin for coming & presented him with an IADC tie as a token of our appreciation.

James then briefly discussed the FCPA Guidance Letter and asked for any feedback. Members should channel the feedback through Holly Shock, IADC.

The next meeting is scheduled for 23 May 2012, where ExxonMobil will be giving a presentation.

Meeting adjourned.

Attendance:

Name		Company Name
Brady	Long	Ensco plc
George	Thomas	Halliburton
Claudia	Ortiz	Halliburton
Charlie	Lestage	Hercules Offshore
Holly	Shock	IADC
Brian	Petty	IADC
Lesley	Coben	Maersk Drilling
Carsten Gram	Haagensen	Maersk Drilling USA Inc.
Steven	Smart	National Oilwell Varco
James	Sanislow	Noble Drilling Services Inc.



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Wayne	Anderson	Noble Drilling Services Inc.
James	McHugh	Noble Drilling Services Inc.
Christie	Sade	Noble Drilling Services Inc.
Brad	Cannaday	Noble Drilling Services Inc.
Kelly	McClelland	Offshore Inspection Group, Inc.
Travis	Fitts	Sidewinder Drilling Inc.
Jennifer	Capuano	ThermaSource
Nelly	McCright	TLC International LLC
Linda	Schatz	Transocean
Hendrata	Tjoeng	Transocean
Jerry	Baca	Transocean