

## **COMMITTEE ON DIRECTORS' AFFAIRS CHARTER**

### **Purpose**

The Committee on Directors' Affairs (the "Committee") is appointed by the Board of Directors (the "Board") of ConocoPhillips (the "Company") (1) to identify individuals qualified to become directors of the Company, (2) to recommend to the Board director candidates to fill vacancies on the Board or to stand for election by the shareholders of the Company, (3) to recommend committee assignments for directors to the Board, (4) to periodically assess the performance of the Board, (5) to recommend to the Board the compensation and benefits policy for non-employee directors of the Company, and (6) to review and recommend to the Board appropriate corporate governance policies and procedures for the Company.

### **Authority and Responsibilities**

1. The Committee shall actively seek and evaluate individuals qualified to become directors of the Company and recommend director candidates to the Board to fill vacancies on the Board or stand for election to the Board by the shareholders of the Company.
2. The Committee is responsible for reviewing with the Board, on an annual basis, the qualifications, as set forth in the Corporate Governance Guidelines, of potential new Board members as well as the composition of the Board as a whole. The Committee shall also determine whether the Board membership is in compliance with the independence standards for the Board set forth in the Corporate Governance Guidelines.
3. The Committee shall evaluate whether incumbent directors should continue to serve on the Board by December 31 of each year and shall provide a recommendation with respect to the continued service of each director to the full Board.
4. The Committee shall, from time to time, consider the advisability of rotations of committee assignments and make recommendations with respect thereto to the full Board. The Committee shall recommend committee assignments for directors to the Board as openings occur, or as rotations are deemed advisable by the Board. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness, and the expressed preferences of directors. In making such recommendations, the Committee will consider the rotation of Board committee Chairmanships every three years for the Committee, the Human Resources and Compensation Committee, and the Public Policy Committee and every three to six years for the Audit and Finance Committee.
5. The Committee shall conduct an annual assessment of the qualifications and performance of the Board. In conducting its assessment, the Committee will solicit comments from all directors and may employ such other means as it may deem appropriate in conducting the assessment, including the employment of outside consultants and advisors. The

Committee shall discuss the assessment with the full Board following the end of each fiscal year.

6. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors of the Company
7. The Committee shall recommend Corporate Governance Guidelines to the Board and shall periodically review and assess the adequacy of those Guidelines, and recommend any proposed changes to the Board for approval.
8. The Committee shall meet annually with the Human Resources and Compensation Committee with respect to the evaluation of the CEO, and the Chairpersons of the Committee and the Human Resources and Compensation Committee shall meet together with the CEO to discuss such evaluation, as set forth in the Corporate Governance Guidelines.
9. The Committee will annually convene a meeting with the Chairs of each standing committee of the Board to review the roles and responsibilities of the Board's committees to facilitate appropriate coordination.
10. The Committee shall be responsible for overseeing the development of a succession management plan for the Chairman and CEO and senior management and shall make an annual report to the Board.
11. The Committee shall approve payments by the Company of expenses for directors' participation in non-Company continuing education programs.
12. The Committee shall have the sole authority to retain and terminate any search firms to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
13. The Committee shall be assisted by appropriate corporate staffs, and in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes the authority to retain, terminate and obtain advice and assistance from external legal, financial or other advisors and consultants.
14. The Committee may appoint and delegate its authority to subcommittees consisting of one or more members as it deems appropriate.
15. The Committee shall consider a director's offer to resign if not re-elected at a shareholder meeting or upon a change in his or her principal position, status or employment and report its recommendation to the Board.
16. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

## **Membership**

The Committee shall consist of three or more members who are appointed by the Board on the recommendation of the Committee on Directors' Affairs who may be removed by the Board at any time. The Committee shall comply with the independence requirements of the Corporate Governance Guidelines and the New York Stock Exchange.

## **Meetings**

Except as otherwise required by the By-Laws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company shall keep the minutes of the Committee, which shall be distributed to all Board members.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the By-Laws or this Charter.

## **Miscellaneous**

The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval.

The Committee shall annually review its own performance and report such evaluation to the Board.

Nothing in this Charter shall be deemed to amend the provisions of the By-Laws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the By-Laws.

Revised and Effective December 2, 2009