

## **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 and to stand for election by the shareholders at the annual meeting of the Company, (3) to recommend committee assignments for directors to the Board, (4) to periodically assess the performance of the Board and Management, (5) to recommend to the Board compensation and benefits policy for 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 shall recommend committee assignments for directors to the Board as openings occur on committees of the Board, or as rotations of committee assignments are deemed advisable by the Board upon recommendation from the Committee. 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.
3. 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 report its findings to the full Board following the end of each fiscal year starting in 2004 for the year 2003.
4. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors of the Company, including incentive-compensation plans and equity-based plans.
5. 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.

6. Subject to the arrangements provided for in Section 12 of Article IV of the By-laws and the employment agreements referred to therein, the Committee shall annually review and report to the Board on the performance of management and succession planning with respect to the Chief Executive Officer.
7. 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.
8. 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 obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.
9. The Committee may appoint and delegate authority to subcommittees as it deems appropriate.
10. 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 appointed by the Board. The Committee shall comply with the independence requirements of the New York Stock Exchange. At least one member of the Committee shall be a member of the Company's Compensation Committee.

### **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.

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.