



Senior Management Ethics & Compliance Committee

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Mission

Ethics is one of Bechtel's core values: "We are uncompromising in our integrity, honesty, and fairness." The [Committee was created] to ensure that the ethics and compliance program supports this core value. Further, this group helps the company maintain an effective ethics and compliance program, maximize the inherent benefits of such a program, and consistently promote an organizational culture that demands ethical business conduct and compliance with the law.

Scope

The [Committee]

- Provides senior management leadership and oversight of the company-wide ethics and compliance program;
- Reviews overall program effectiveness and provides recommendations to the [executive management] as needed to ensure that the company has an effective ethics and compliance program;
- Supports and reinforces the functional activity of the Bechtel Ethics and Compliance organization in establishing programs and processes that foster ethical business conduct at all levels of the company;
- Provides guidance, information, and metrics to the GBU Presidents and functional managers to ensure their respective ethics and compliance programs have adequate resources;
- Supports and reinforces the fundamental accountability of line organizations for ethical business conduct and legal compliance; and
- Considers other specific matters as requested by the [executive management] or referred to it by the Chief Ethics & Compliance Officer.

Objectives

The [Committee]

- Oversees the current performance and continued development of the company ethics and compliance program through periodic review of:
 - Ethics and compliance activities at both the corporate level and for all GBUs (including worldwide locations and projects);
 - Corporate and GBU-specific ethics and compliance education plans and company-wide performance with respect to such plans;
 - Ethics HelpLine statistics and trends;
 - Employee ethics survey data;
 - Company-wide ethics education and awareness programs; and
 - Monitoring activities in the company to ensure compliance with Company policies, laws, regulations, and legal obligations.
- Develops and delivers key metrics for the ethics and compliance program, at company-wide and organizational level, to [executive management].
- Recommends development and update of company policies in ethics and compliance related areas in response to changes in business strategy, risk, and regulatory or legal requirements.

Operating Principles

- Regular meetings will be scheduled prior to each [executive management committee] meeting that requires an update from the [Committee] co-chairs. Additional meetings will be arranged as needed to address issues referred by the [executive management] or the Chief Ethics & Compliance Officer.

- The minimum number of meetings to be held in any given calendar year is four. Agendas and the appropriate supporting material will be distributed prior to each meeting.
- The [Committee] co-chairs will present updates on ethics and compliance activities and recommendations during each [executive management committee] meetings as requested by the CEO and/or President and COO.

Membership

The [Committee] co-chairs and senior members of the team are appointed by the President & COO. The General Counsel, Chief Ethics & Compliance Officer, Corporate Controller, and the managers of Corporate Affairs, Human Resources, and Internal Audit are standing members of the Committee. Each GBU is represented on the [Committee] by a senior member appointed by the GBU President and approved by the co-chairs. No substitutes are permitted on a short-term or long-term basis.