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## Operating Principles for CPR Dispute Resolution Services LLC April 2023

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### CPR DISPUTE RESOLUTION

**Established in 1977, the International Institute for Conflict Prevention and Resolution (CPR) is an independent nonprofit organization that helps prevent and resolve legal conflict more effectively and efficiently. Its mission is to manage conflict to enable purpose.**

**CPR Dispute Resolution Services LLC** (DRS) is a subsidiary of CPR (also referred to herein as the CPR Institute). It is a boutique-style provider of leading-edge dispute management services – mediation, arbitration, custom appointing services, a panel of dispute prevention specialists, and more – that leverages resources generated by the CPR Institute. The CPR Dispute Resolution team is responsive, efficient, and detail oriented. Our case managers have extensive experience in ADR, with backgrounds at a range of provider institutions, and have managed matters across the globe and in a wide variety of different subject areas. The Panel of Distinguished Neutrals is a carefully curated, diverse group of prominent, experienced subject matter experts based in 35 countries.

DRS is funded by fees charged for dispute resolution services and administrative fees received from its Neutrals. Pursuant to an intercompany agreement, DRS and CPR provide value and services to one another, and CPR has agreed to extend a loan to DRS to fund any shortfalls in supporting its operations.

In an effort to ensure the quality, independence and integrity of its dispute resolution services, DRS applies the following Principles to its operations. (References to “DRS staff” throughout the document refer to the employees of DRS. These employees, amongst other things, work on management of DRS matters and/or the selection and maintenance of panelists for CPR Dispute Resolution Services LLC’s Panel of Distinguished Neutrals.)

#### I. **Fundamental Fairness**

DRS has an obligation to take all reasonable steps to ensure the fundamental process fairness of its services. To satisfy this principle, DRS shall seek to ensure:

1. the availability of competent, diverse, experienced, and impartial neutrals;
2. party-guided and impartial selection of neutrals for particular matters;
3. the opportunity for parties to be represented by a person of their choice;
4. reasonable access to information for all parties;
5. a transparent cost structure for its services and the opportunity for reasonable cost allocation;
6. reasonable time limits for ADR procedures; and
7. fair and balanced rules, protocols and procedures.

## II. **Independence and Impartiality**

DRS has an obligation to ensure that ADR processes provided under its auspices are conducted in an independent and impartial manner. To satisfy this principle:

1. DRS's management of its Panel shall be:
  - a. guided in its selection of neutrals to participate on the Panel of Distinguished Neutrals only by the merits of the applications submitted to DRS and the need to continue to develop greater diversity of talent to handle ADR matters;
  - b. guided in its nomination of slates of candidates for managing particular ADR matters, or any appointment of neutrals for such matters, only by the instructions of the parties, the experience of the neutrals on the Panel, and its commitment to diversity in its nominations; and

- c. not influenced by the parties', counsel's, or neutrals' membership status in the separate CPR Institute, or any financial support of either the CPR Institute or DRS.
2. DRS's management of ADR matters shall be:
  - a. subject to a transparent set of rules, procedures and protocols;
  - b. subject to the principle of fundamental process fairness set forth in Principle I, above;
  - c. guided by the merits of the matter and the need to facilitate efficient dispute resolution; and
  - d. not influenced by the parties', counsel's, or neutrals' membership status in the separate CPR Institute, or financial support of either the CPR Institute or DRS.
3. Information maintained by DRS for management of matters that is intended to be confidential shall only be shared amongst DRS staff, and to the extent necessary for accounting purposes, with those providing financial and accounting support for DRS.
4. The DRS staff shall not be engaged in the solicitation of members or donations for the CPR Institute. They may seek sponsorships for training, education and other initiatives of DRS subject to oversight by the Board of DRS and subject to applicable disclosure to the marketplace. DRS Staff also may promote the activities and work product of the CPR Institute.
5. Oversight for the work of DRS will be provided by the Board of Directors of DRS. The Board of Directors and staff of CPR will not be involved in case management activities of DRS nor in the selection or maintenance of panelists for DRS' Panel of Distinguished Neutrals except to the extent such matters may have a meaningful financial, legal, tax or reputational impact on CPR, and only then as necessary to address that impact. Through an intercompany agreement between the CPR Institute and DRS, Staff of the CPR Institute will continue to provide operational, IT, accounting, human resources, marketing, and other support services for DRS that does not involve case

management activities nor the maintenance of panelists for the Panel of Distinguished Neutrals.

### III. **Disclosure of Organizational Conflicts of Interest**

DRS has an obligation to disclose the existence of any interests or relationships which are reasonably likely to affect the impartiality or independence of DRS or which might reasonably create the appearance that DRS is biased against a party or favorable to another. To satisfy this principle:

1. DRS should disclose:
  - a. any financial or other interest of DRS, or its staff, in the outcome of a matter;
  - b. any significant financial, business, organizational, professional or other relationship that DRS, or its staff, has with any of the parties or their counsel, including a contractual commitment of referrals, in-kind contributions, including the provision of pro bono legal services or sponsorships of DRS or its programs; and
  - c. any other potential source of bias or prejudice concerning DRS that is reasonably likely to affect impartiality or might reasonably create an appearance of partiality or bias.
  
2. If the disclosures relate to a staff member's interest or relationship, as defined in Paragraph 1 above, with respect to a party or counsel, in the discretion of DRS' senior management and/or the CEO (if the matter relates to a member of senior management), acting sua sponte or at the request of any party, the staff member may be recused from the matter, in which event the staff member will not participate in the matter and will receive no confidential information regarding the matter. If the disclosures relate to DRS' interest or relationship, as defined in Paragraph 1 above, with respect to a party or counsel, in its own discretion and acting sua sponte or upon the request of any party, DRS may decline to provide its services, except in circumstances

where DRS is obligated by an express contract or by law to act. For further clarity, DRS does not ordinarily regard membership status in, or donations in support of, the separate CPR Institute alone, or sponsorship of DRS training and education or other initiatives, as grounds to decline services.

#### **IV. Quality and Competence of Services**

DRS has an obligation to take reasonable steps to maximize the quality and competence of its own services, and to maximize the likelihood that (i) neutrals who provide services under its auspices are competent to conduct the processes and handle the kind of matters which DRS will generally refer to them; and (ii) the neutral to whom a matter is referred is competent to handle the specific matter referred. To satisfy this principle:

1. DRS shall hire and train internal staff to be able to provide the services of DRS in an effective and efficient fashion and consistent with these principles.
  - a. DRS shall seek feedback on the performance of its staff from those who use the services of DRS.
2. DRS shall select and maintain Neutrals for its Panel in accordance with the following:
  - a. Each applicant to DRS' Panel shall be reviewed by DRS staff to ascertain the applicant's ADR experience, including training, work responsibilities and references;
  - b. To the extent necessary to establish an applicant's experience in a particular field, an application may be referred to one of the Neutral Review Committees;
  - c. On a periodic basis each admitted Neutral shall be required to keep DRS updated on further ADR training and experience. From time to time, DRS may make available to

- its Neutrals training and other support to facilitate their ability to handle ADR matters; and
- d. DRS shall evaluate the performance of its Neutrals in a particular matter by seeking confidential evaluations and non-confidential ratings from parties and counsel following the matter. Upon request, and where available, DRS may make these ratings available (without revealing the persons who provided the ratings or the matters in which they were provided) to counsel and parties in future matters who are considering such Neutrals for a matter.

Notwithstanding any of the above, DRS's obligations regarding neutral selection for a particular matter shall be governed by and subject to the guidance and instructions of the parties in the neutral selection process.

## V. **Confidentiality**

DRS shall have an obligation to take all reasonable steps to protect the level of confidentiality agreed to by the parties, established by DRS or the neutral(s) in a given matter, or set by applicable law or contract.

## VI. **Information Regarding Services and Operations**

DRS shall have an obligation to take reasonable steps to provide clear, accurate and understandable information about its services and operations. To satisfy this principle, DRS shall maintain on its website:

1. Information regarding the services it offers; the rules, procedures and protocols that will govern those services; the individuals exercising DRS case management functions; and the fees to be paid to DRS for its services;
2. The relevant economic, legal, professional or other relationships between DRS and its affiliated Neutrals;

3. DRS's policies relating to confidentiality, organizational and individual conflicts of interests, and ethical standards for neutrals and DRS;
4. Training and other requirements for Neutrals affiliated with DRS, as well as other selection criteria for affiliation; and
5. The method by which neutrals are selected for service in particular matters or in administrative capacities, such as the Challenge Review Committee.

#### **VII. False or Misleading Communications**

DRS shall have an obligation not to knowingly make false or misleading communications about its services. To satisfy this principle, DRS shall seek to ensure that all communications about its services, processes or outcomes are clear, accurate, understandable and properly contextualized.

#### **VIII. Accessibility of Services**

DRS shall have an obligation to take reasonable steps, appropriate to its size, nature and resources, to provide access to its services at reasonable cost to low-income parties.

#### **IX. Complaint and Grievance Mechanisms**

DRS shall have an obligation to provide mechanisms for addressing grievances about DRS, and its administration or the neutral services offered, and should disclose the nature and availability of the mechanisms to the parties in a clear, accurate and understandable manner. These mechanisms are not intended to provide an appeals process about the results or outcomes of ADR matters, but are instead intended to address

complaints about the conduct of the neutral or deficiencies in the process and procedures used. Complaint and grievance mechanisms should also provide a fair and impartial process for the affected neutral or other individual against whom a grievance has been made.

#### X. **Ethical Guidelines**

DRS shall require its Panel to adhere to the CPR-Georgetown Model Rule for the Lawyer as a Third Party Neutral, the ABA/AAA Code of Ethics for Arbitrators in Commercial Disputes and/or the IBA Guidelines on Conflicts of Interest in International Arbitration, as applicable, absent or in addition to a controlling statutory or professional code of ethics.

DRS also has an obligation to conduct itself with integrity and evenhandedness in the management of its own disputes, finances, and other administrative matters. To satisfy this principle:

1. DRS shall ensure that its staff:
  - a. is competent and well-trained to discharge their responsibilities;
  - b. conducts itself at all times in a neutral and impartial fashion with respect to the matters and parties before it;
  - c. respects and maintains the privacy and confidentiality of the parties and the matters appearing before it unless and until required by law or agreement of the parties to disclose such information or until the information has otherwise become public;
  - d. does not buy or sell securities in an entity when they have material non-public information relating to the entity nor share such information with third parties. For an illustration of the meaning of “material nonpublic information,” click [HERE](#):



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[\(https://corporatefinanceinstitute.com/resources/knowledge/finance/material-non-public-information/\)](https://corporatefinanceinstitute.com/resources/knowledge/finance/material-non-public-information/).

- e. does not accept any gifts or enter into any financial, business or professional relationships with the parties appearing before DRS at the time they are appearing before DRS and for six months thereafter;
- f. to the extent any significant financial, business, professional, social or personal relationships exists with any of the parties, or where any other circumstances might give rise to actual bias or prejudice, or the appearance thereof, provide proper disclosure and, subject to the direction of senior management of DRS, recuse themselves from the matter (in which case no confidential information regarding the matter shall be shared with them); and
- g. shall otherwise abide by the Principles set forth above.

If you have any questions regarding any aspect of this policy, please direct them to the Vice President of DRS or the Chairperson of the Board of DRS.