

THE INTERNET SOCIETY CONFLICT OF INTEREST POLICY FOR TRUSTEES AND BOARD-DESIGNATED OFFICERS

I. Application of Policy

This Conflict of Interest Policy for The Internet Society (“ISOC”) is intended to supplement, but not replace, laws governing conflicts of interest applicable to nonprofit corporations or trusts. It applies to the Board of Trustees (collectively “Board” and individually “Trustee”) and Board-designated officers. Persons covered under this policy are hereinafter referred to as “Interested Parties.”

CEO-designated officers follow the Conflict of Interest Policy for ISOC staff instead. Board-designated officers who are also ISOC employees follow both CoI policies, for the Board and for staff. In those cases, the Board decides how to resolve any conflicts between both policies.

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an Interested Party may be seen, whether in fact or in appearance, as competing with the interests or concerns of ISOC. A conflict of interest may also exist where a “Relative” or an “Affiliated Entity” may be seen to have interests competing with the interests or concerns of ISOC. Relatives include an Interested Party’s spouse, ancestors, descendants, and their spouses. An Affiliated Entity is any organization or business of which the Interested Party is a director, officer, partner, owner, or otherwise has a business or financial interest.

A conflict may also exist when an Interested Party, a Relative, or an Affiliated Entity directly or indirectly benefits or profits as a result of an action, policy, or transaction made by ISOC, especially when the benefit or advantage would not have been obtained absent the Interested Party’s relationship with ISOC.

It is often impossible or undesirable to set hard rules about general types of conflicts of interest. It is therefore important to have all potentially relevant conflicts of interest disclosed so that decisions that consider the details of every particular case can be made. In all cases, a conflict of interest exists only when the Board, the Chair of the Board, or the Interested Party decides the Interested Party has a conflict of interest, or the appearance of a conflict of interest.

There are a variety of situations that raise potential conflicts of interest. Examples of those situations include, but are not limited to, the following:

Financial Interest

There are many organizations and individuals that receive funds from ISOC and its supporting organizations.

An Interested Party, a Relative, or an Affiliated Entity shall not directly or indirectly receive or accept any significant compensation from ISOC or its supporting organizations, except for that which is incident to serving on ISOC’s Board. Grants given by ISOC and ISOC Foundation are considered a form of compensation as well.

In addition, Interested Parties shall disclose any received non-significant compensation as well.

Staff and Supporting Organizations

Staff members of ISOC or any of its supporting organizations shall not serve as ISOC trustees. Former ISOC staff members can be highly capable, strongly performing board members.

Nevertheless, a period of time of at least one calendar year should elapse between leaving the staff and being eligible to serve on the Board, in order to minimize the potential for perceived or actual conflicts.

Board members of ISOC's supporting organizations shall not serve as ISOC trustees either, unless the engagement is on behalf of or at the request of ISOC's Board (e.g., an ISOC trustee appointed by ISOC's board as its liaison to the board of a supporting organization). ISOC trustees who are appointed as voting members in the board of one of ISOC's supporting organizations may need to recuse themselves from voting on certain topics where conflicts may arise (e.g., when ISOC approves the budget of the supporting organization).

In addition to the above, ISOC trustees must disclose their intention to serve as officers in any of ISOC's supporting organizations.

Note that this document covers conflict of interest rules for Interested Parties as defined above. Conflicts of interest related to individuals who are involved in ISOC's supporting organizations but who are not ISOC trustees (e.g., an individual who is on the board of a supporting organization and an employee of a different supporting organization) are covered by the conflict of interest rules of those organizations.

Independent Policy Views

Per its mission, ISOC advocates for policy that is consistent with its view of the Internet. Trustees must be able to hold independent policy views in ISOC's areas of engagement. To avoid any potential aspect of being influenced or controlled by governments, an ISOC trustee shall not be a policy-level government official in a ministry, governmental regulator, or similar institution.

Working in or for an organization or institution (research, university, public education, or similar) that is funded in part or full by government should not necessarily be considered as a conflict. Any paid contract with governments or governmental agencies should be disclosed by the trustee. If the trustee is legally not allowed to disclose details, at least the existence of such a contract should be disclosed as far as possible.

Individuals in the board or the leadership of organizations that operate in ISOC's areas of engagement shall not serve as trustees, unless the engagement is on behalf of or at the request of ISOC's Board. Individuals who are directly involved in the policy development process of these organizations shall not serve as Interested Parties. These organizations include, but are not limited to, ICANN (Internet Corporation for Assigned Names and Numbers) and the IGF (Internet Governance Forum).

Chapters

Given ISOC's relation with its chapters, members of the leadership of an ISOC chapter, which include the chapter's president and treasurer, shall not serve as ISOC trustees.

The IETF

Given ISOC's relation with the IETF, members of the IAB (Internet Architecture Board) and the IESG (Internet Engineering Steering Group) shall not serve as ISOC trustees.

Outside Boards

Trustees who wish to serve or continue to serve on the board of directors or trustees of any organization, for-profit or not-for-profit, must disclose their plans.

