



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

I. Application of Policy

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

Interested Parties who are ISOC employees are also subject to the Conflict of Interest Policy for ISOC staff. In the event of a conflict between the two policies, this Policy shall control.

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, siblings, 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 material 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.

There are a variety of situations that raise conflicts or 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 or as an officer or employee of ISOC. 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 (other than compensation incident to serving on ISOC's Board or as an officer or employee of ISOC).

Staff and Supporting Organizations

Staff members of ISOC or either of its supporting organizations (Public Interest Registry and the Internet Society Foundation) 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 concurrently as ISOC trustees, unless such concurrent service is at the request of ISOC's Board (e.g., the ISOC Board appoints an ISOC trustee to the board of a supporting organization). ISOC trustees who are appointed as voting members of 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 who sit on a board or hold other leadership positions in organizations that operate in ISOC's areas of engagement shall not serve as trustees, unless their participation in the other organization is on behalf of or at the request of ISOC's Board. Such organizations include any organization that by its nature or purpose makes policies or engages in advocacy for changes to laws, regulations, or rules that might adversely impact ISOC or its financial stability, or that might conflict with ISOC's own advocacy positions or the accomplishment of its mission.

In addition, individuals who are appointed or elected to roles in the policy development process of these organizations shall not serve if those roles have rights or responsibilities beyond those open to the general public. Participating in a strictly advisory role or in a role that is open to members of the general public does not constitute a conflict under this policy, except to the degree that conflicts may arise under other provisions of this policy.

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.

III. Disclosure of Conflicts of Interest

An Interested Party is under a continuing obligation to disclose any conflict or potential conflict of interest as soon as it is known or reasonably should be known. An Interested Party shall complete the Conflict of Interest Disclosure Form to fully and completely disclose the material facts about any conflicts or potential conflicts of interest. This Disclosure Form will be submitted upon each person's association with ISOC and at least annually thereafter. An additional Disclosure Form shall be filed whenever a conflict or potential conflict arises.

At least annually, the Audit Committee, as one of its functions and responsibilities, will review a current copy of each Disclosure Form for the purpose of monitoring compliance with the terms of this Policy. Any concerns that may be identified by the Audit Committee shall be immediately brought to the attention of the Chair of the Board, who will follow the procedures described below under "Procedures for Review of Potential Conflicts".

Prior to each meeting of the Board of Trustees, the Chair of the Board will ask those in attendance to report any potential conflict of interest based on changes in circumstances or matters identified for discussion on the agenda for such meeting.

IV. Procedures for Review of Conflicts of Interest

When an Interested Party becomes aware of a conflict or potential conflict of interest, he or she has the duty to take the following actions:

- Promptly disclose the existence and circumstances of such conflict or potential conflict to the Chair of the Board of Trustees.
- Refrain from attempting to influence ISOC's activities or actions.

- Physically excuse himself or herself from participation in any discussions regarding the transaction or activity, except as requested by the Chair.

For each conflict or potential conflict of interest disclosed to the Chair of the Board, the Chair will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Trustees; (c) ask the person to withdraw from participation in related discussions or decisions; and/or (d) ask the person to resign from his or her position with ISOC or the outside affiliation causing the conflict; or, if the person refuses to resign, become subject to removal in accordance with the Internet Society removal procedures. In considering potential action, the Chair will consult with the President/CEO or other Trustees as the Chair deems appropriate.

Whenever there is reason to believe that a potential conflict of interest exists between ISOC and the Chair of the Board, the potential conflict shall be reported to the Board as a whole. The Board by majority vote will determine the appropriate response.

In any case where the Chair of the Board requests that an Interested Party not participate in a matter being considered, it shall be the responsibility of the Chair to disclose to the Board of Trustees at its current or next meeting the identity of any Interested Party that was requested not to participate and the reasons that the Chair determined that it would not be appropriate for such Interested Party to participate in the consideration of that matter, including the material facts regarding the Interested Party's conflict of interest. The minutes of the meeting shall reflect that the nonparticipation of the Interested Party under procedures of this Conflict of Interest Policy.

Where a potential or perceived conflict of interest has been disclosed, but the Chair or the Board determines not to preclude the participation of the Interested Party, the minutes of the meeting shall reflect the potential or perceived conflict, the reason for approving the participation of the Interested Party, and the results of any transaction before the Board.

V. Violations of Conflict of Interest Policy

If the Board has reason to believe that an Interested Party has failed to disclose a conflict or potential conflict of interest, it shall inform the Interested Party of the basis for such belief and allow the Interested Party an opportunity to explain the alleged failure to disclose.

If the Board decides that the Interested Party has in fact failed to disclose a conflict or potential conflict of interest, the Board shall take such disciplinary and corrective action as the Board shall determine. The decision regarding disciplinary or corrective action other than removal from office of the Interested Party of a majority vote of all of the members of the Trustees (except for those Interested Parties who may have been identified as having failed to make the required disclosure) shall be final and binding. Removal of an Interested Party from office shall be subject to ISOC's removal procedures.

Conflict of Interest Policy Disclosure Form
Trustee, Non-Trustee Board Committee Member, Board-Designated Officer

I, _____, hereby acknowledge that I have received, read, and understand the Conflict of Interest Policy for the Internet Society (the “Policy”) provided to me. I also understand and acknowledge my responsibilities as an Interested Party under the Policy which is, at all times, to adhere to the Policy and the Policy’s purpose and intent.

I hereby certify that the information contained below is true, complete, and accurate.

I. The name of my current employer(s) or parties for whom I contract:

Organization: _____ Position: _____

Organization: _____ Position: _____

Organization: _____ Position: _____

(if additional space is needed, please attach additional sheets)

II. The names of organizations for which I or a family member serve as a board member or officer (other than of the Internet Society):

Organization: _____ Position: _____

Organization: _____ Position: _____

(if additional space is needed, please attach additional sheets)

III. The names of (a) any organizations in which you have an ownership interest of more than 5% in the case of a partnership or more than 10% in the case of a corporation, and (b) any other entities in which you have an economic interest that, by their nature or purposes, might seek to enter into a transaction with the Internet Society:

Organization/Entity: _____

Organization/Entity: _____

(if additional space is needed, please attach additional sheets)

IV. Other activities that may be in a similar area of activity as the Internet Society:

(if additional space is needed, please attach additional sheets)

Signature

Date