

Staff Conflict of Interest Policy

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Type of Policy:	Human Resources
Effective Date:	05/09/2011
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Policy Owner:	Human Resources
Policy Contact:	Jeanette Engel, Sr. Director, Global HR engel@isoc.org

Reason for Policy

As a nonprofit, the Internet Society is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and employees have a duty to act in the Internet Society's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Internet Society's reputation and expose both the organization and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Internet Society are hereinafter referred to as "Interested Parties."

1. Policy/Purpose Statement

The purpose of this Conflict of Interest Policy (the "policy") is to protect the Internet Society's interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or key person, result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

2. Scope

These guidelines are applicable to all staff that is employed with the Internet Society.

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 members of the staff of the Internet Society with

significant decision-making authority. Persons covered under this policy are hereinafter referred to as "Interested Parties."

3. Policy

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 "Affiliated Entity" may be seen to have interests competing with the interests or concerns of ISOC. Relative includes an Interested Party's spouse, ancestors, siblings, children, grandchildren, great grandchildren, and their spouses. An Affiliated Entity is any corporation of business of which the Interested Party is a director, officer, partner, owner, or otherwise has business interest. There are a variety of situations that raise potential conflicts of interest including, but not limited to, the following:

- A. **Financial Interests** - A conflict may exist where an Interested Party directly or indirectly benefits or profits as a result of an action, policy, or transaction made by ISOC (referred to as a "financial interest"). A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the President/CEO or the Interested Party decides the Interested Party has a conflict of interest, or the appearance of a conflict of interest.
- B. **Other Interests** - A conflict also may exist where an Interested Party obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with ISOC. A conflict of interest exists only when the President/CEO or the Interested Party decides the Interested Party has a conflict of interest or the appearance of a conflict of interest

3.1.1. Disclosure of Potential Conflicts of Interest

An Interested Party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known. An Interested Party should complete the Conflict of Interest Disclosure Form to fully and completely disclose the material facts about any 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 should be filed whenever a

potential conflict arises. At least annually, the President/CEO will review a current copy of each Disclosure Form for the purpose of monitoring compliance with the terms of this Policy.

4. Procedures for Review of Potential Conflicts

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

- Promptly disclose the existence and circumstances of such potential conflict to the President/CEO of the Internet Society.
- 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 President/CEO

Where the potential conflict is reported to the President/CEO, or where the President/CEO becomes aware of a potential conflict of interest involving an ISOC activity, the President/CEO may take appropriate action as necessary to protect the interests of ISOC. The President/CEO shall determine whether any Board review or action is required.

For each potential conflict of interest disclosed to the President/CEO, the President/CEO will determine whether to:

- take no action if the President/CEO sees no potential conflict of interest;
- ask the person to withdraw from participation in related discussions or decisions; and/or
- ask the person to resign from his or her position; or, if the person refuses to resign, become subject to possible removal in accordance with the Internet Society removal procedures.

5. Violations of Conflict of Interest Policy

If the President/CEO has reason to believe that an Interested Party has failed to disclose a potential conflict of interest, they shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose. If the President/CEO decides that the Interested Party has in fact failed to disclose a possible

conflict of interest, the President/CEO shall take such disciplinary and corrective action as the President/CEO shall determine, subject to ISOC's personnel procedures.

6. Definitions

Term	Description
Relative	a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half- blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

7. Policy History

Revision Date	Author	Description
June 2020	Human Resources	Updated language, process and updated disclosure form

Conflict of Interest Policy Disclosure Form

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 Individual covered under the Policy which is, at all times, to adhere to the Policy and the Policy's purpose and intent.

I further understand that it is my responsibility to complete a new Staff Conflict of Interest and Disclosure form to notify the Internet Society of any changes and/or additions that may occur throughout the year. I hereby certify that the information contained below is true, complete, and accurate.

☐ I hereby report that to the best of my knowledge, information and belief, no situation in which I am involved personally or professionally could be construed as a violation of the Staff Conflict of Interest Policy.

☐ I hereby disclose the following circumstances that may constitute a conflict of interest, as described in the Staff Conflict of Interest Policy above.

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

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

II. The names of organizations for which I, a family member, or a related party serve as a board member, officer, or director (other than of the Internet Society):		
Organization	Position	Related Party (self, family member, other)

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

III. List activities that may or may not be considered a conflict of interest.

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

Staff Signature	Date

Manager Acknowledgement

If potential conflict exists, discuss with executive team and or President/ CEO and provide any notes/ actions applicable. Inform staff member of decision.

☐ No conflict

☐ Conflict may exist

Manager Notes/Actions

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Manager	Date