

**THE IETF TRUST
CONFLICT OF INTEREST POLICY
FOR TRUSTEES**

I. Application of Policy

This Conflict of Interest Policy for the IETF Trust is intended to supplement, but not replace, laws governing conflicts of interest applicable to nonprofit corporations or trusts. It applies to the Trustees of the IETF Trust.

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of a Trustee may be seen, whether in fact or in appearance, as competing with the interests or concerns of the IETF Trust. 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 the IETF Trust. Relative includes a Trustee's spouse, ancestors, siblings, children, grandchildren, great grandchildren, and their spouses. An Affiliated Entity is any corporation or business of which the Trustee is a director, officer, partner, owner, or otherwise has a 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 a Trustee or a Relative or an Affiliated Entity directly or indirectly benefits or profits as a result of an action, policy, or transaction made by the IETF Trust (referred to as a "financial interest"). A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the Trustees or the Trust Chair decides the Trustee has a conflict of interest, or the appearance of a conflict of interest.

B. Other Interests - A conflict also may exist where a Trustee or a Relative or an Affiliated Entity obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with the IETF Trust. A conflict of interest exists only when the Trustees or the Trust Chair decides the Trustee has a conflict of interest, or the appearance of a conflict of interest.

III. Disclosure of Potential Conflicts of Interest

A Trustee is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known. A Trustee 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 the IETF Trust and at least annually thereafter. An additional Disclosure Form should be filed whenever a potential conflict arises.

At least annually, the Trustees 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 Trustees shall be immediately brought to the attention of the Trust Chair, who will follow the procedures described below under "Procedures for Review of Potential Conflicts".

At the start of each meeting of the Trust, the Trust Chair 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 Potential Conflicts

When a Trustee 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 Trust Chair.

- Refrain from attempting to influence the IETF Trust's activities or actions that may relate, or be seen to relate, to the subject(s) of the COI.
- Physically excuse himself or herself from participation in or remote attendance at any discussions regarding the transaction or activity, except as requested by the Chair.

For each potential conflict of interest disclosed to the Trust Chair, the Chair will assure full disclosure to the Trustees. The Trustees will determine by majority vote of the Trustees then in office (other than the Trustee in question) whether to: (a) take no action; (b) ask the person to withdraw from participation in related discussions or decisions; and/or (c) 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 Trust's removal procedures. The Trustee in question may participate in the discussions, if requested to do so.

Whenever there is reason to believe that a potential conflict of interest exists between the IETF Trust and the Trust Chair, the potential conflict shall be reported to the Trustees as a whole. The Trustees by majority vote of the Trustees then in office (other than the Trust Chair) will determine the appropriate response.

The minutes of the current or next meeting shall reflect the nonparticipation of the Trustee under procedures of this Conflict of Interest Policy. Where a potential or perceived conflict of interest has been disclosed, but the Trustees determine not to preclude the participation of the Trustee, the minutes of the meeting shall reflect the reason for approving the participation of the Trustee, and the results of any transaction before the Trustees.

V. Violations of Conflict of Interest Policy

If the Trustees have reason to believe that a Trustee has failed to disclose a potential conflict of interest, they shall inform the Trustee of the basis for such belief and allow the Trustee an opportunity to explain the alleged failure to disclose.

If the Trustees decide that the Trustee has in fact failed to disclose a possible conflict of interest, the Trustees shall take such disciplinary and corrective action as the Trustees 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 currently in office (except for the Trustee(s) who may have been identified as having failed to make the required disclosure) shall be final and binding. Removal of a Trustee from office shall be subject to the IETF Trust's removal procedures.