

**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. A 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 decide 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 decide the Trustee has a conflict of interest, or the appearance of a conflict of interest.

III. Disclosure of Potential Conflicts of Interest

A Trustee shall complete a Conflict of Interest Disclosure Form when he or she assumes the role of a Trustee, and annually thereafter. The purpose of the form is for the Trustee to fully and completely disclose the material facts about any potential conflicts of interest of which the Trustee is aware. An additional Disclosure Form shall be filed whenever a potential conflict arises.

At the start of each meeting of the Trust the Trust Chair will ask Trustees in attendance to report if they are aware of any potential conflicts of interest based on the matters identified for discussion on the agenda for such meeting.

The Trustees will follow the procedures in Section IV, Procedures for Review of Potential Conflicts, if any concerns are identified from a review of the Disclosure Forms or a report of a potential conflict of interest made during an IETF Trust meeting.

IV. Procedures for Review of Potential Conflicts

As stated in Section II, the Trustees decide whether a Trustee has a conflict of interest based upon the information in the Conflict of Interest Disclosure Form, or from a report of a potential conflict made during an IETF Trust meeting.

A. Voting and Actions. For each potential conflict of interest the Trustees may, upon the request of a Trustee, determine by majority vote of the Trustees then in office (other than the Trustee in question) whether to:

- (a) Decide that there is no conflict of interest or appearance of a conflict and the Trustee may

- continue normal Trust activities related to the topic,
- (b) Ask the Trustee to recuse themselves, or
 - (c) Request that the Trustee participate in spite of the disclosed conflict.

B. Minutes. The minutes of the current or next meeting shall reflect the nonparticipation of the Trustee under procedures of this Conflict of Interest Policy, or where the Trustees determine not to preclude the participation of a Trustee for which there is a potential or perceived conflict, 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. Administration of Policy

The Board of Trustees shall administer the policy, review Disclosure Forms and policy operation annually, and after consultation with the community make such changes to this policy as it may deem appropriate.