

IETF IPMC Conflicts of Interest Policy

I. Application of Policy

This Conflicts of Interest Policy for the IETF Intellectual Property Management Corporation (“IPMC”) is intended to supplement, but not replace, laws governing conflicts of interest applicable to nonprofit corporations or trusts. It applies to the Board of Directors of the IPMC.

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of a Director may be seen, whether in fact or in appearance, as competing with the interests or concerns of the IPMC. 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 IPMC. A Relative includes a Director’s spouse, ancestors, siblings, children, grandchildren, great grandchildren, and their spouses. An Affiliated Entity is any corporation or business of which the Director 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 Director 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 IPMC (a “Financial Interest”). A Financial Interest is not necessarily a conflict of interest. A conflict of interest exists only when the Directors decide the Director has a conflict of interest, or the appearance of a conflict of interest.

B. Other Interests. A conflict also may exist where a Director, 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 IPMC. A conflict of interest exists only when the Directors decide the Director has a conflict of interest, or the appearance of a conflict of interest.

III. Disclosure of Potential Conflicts of Interest

At the start of each meeting of the IPMC the Board Chair will ask Directors 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 Directors 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 IPMC meeting.

IV. Procedures for Review of Potential Conflicts

As stated in Section II, the Directors decide whether a Director has a conflict of interest based upon the report of a potential conflict made during an IPMC meeting.

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

- (a) Decide that there is no conflict of interest or appearance of a conflict and the Director may continue normal IPMC activities related to the topic,
- (b) Ask the Director to recuse themselves, or
- (c) Request that the Director participate in spite of the disclosed conflict.

B. Minutes. The minutes of a meeting where a conflict of interest is discussed shall record the disclosure made and the conclusion, after due consideration of relevant facts, reached by the Directors, under this Policy as well as confirm the participation, non-participation or recusal, as appropriate, of the director in question in compliance with that decision.

V. Administration of Policy

The IPMC will review Director disclosures and follow up failures to make appropriate disclosures. The Board of Directors shall make such changes to this policy as it may deem appropriate.

Adopted by the Board of Directors by unanimous resolution on 08 January 2025.