

Internet Society Board of Trustees and Officer Code of Ethics

Effective **TBD**

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Board and Officer Code of Ethics

The Internet Society (ISOC or Company) is a 501(c)(3) non-profit organization dedicated to promoting the open development, evolution, and use of the Internet for the benefit of all people throughout the world.

The Internet Society's Board and Officer Code of Ethics (the "Board Code" or "Code") is a demonstration of our commitment to the highest ethical standards, to complying with all applicable laws and to maintaining a reputation as a respected corporate citizen. ISOC recognizes the people who work to help Internet Society achieve its mission and vision, define the organization.

The principles embodied by this Code apply to and are practiced by all Internet Society Board members and any Board Officers who are not also Board members (collectively referred to as "the Board" or "Board members") around the globe, in order to promote an atmosphere of trust, integrity and honesty in all professional interactions and should be considered inviolable. The Board's Audit Committee is charged with overseeing the administration and enforcement of the Code. This Board Code is a companion to, and is based on, the ISOC Code of Ethics and Business Practices (the "Staff Code")

Any Board member who has questions about, or suspects a violation of, this Code is encouraged to contact the Chair of the Board Audit Committee, the Chair of the Board, or the confidential whistleblower hotline and website.

This Code is not a comprehensive guide of all ethical issues that Board members may face, but merely highlights specific issues. Moreover, Board members are reminded that the appearance of impropriety is as damaging as actual impropriety.

Business Partner - For the purposes of this Code of Ethics, a "business partner" is an organization or individual that receives, or desires to receive, funds from ISOC for anything other than approved expense reimbursements or remuneration due to an ISOC employee, as well as any individual or organization operating in the same Internet governance areas as the ISOC is.

Outside Directorships - Board members 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 to the Board Audit Committee.

Financial Interest in ISOC's Business Partners - Board members must disclose to the Board Audit committee any direct or indirect (via family members) financial interest in ISOC's business partners. For purposes of this paragraph, "financial interest" is, the lesser of an ownership interest of greater than 5% or \$25,000 in the entity at issue.

Financial Interest in Other Organizations - The objectivity of ISOC and ISOC's Board members is paramount. For this and other reasons, ISOC endeavors to avoid any organizational or personal conflicts of interest. ISOC also endeavors to avoid situations where a Board member's objectivity may be questioned. Integral to this effort is that Board members self-report to the Board Audit Committee any direct or indirect financial interest in any other organization where such interest might create a conflict either for ISOC or for the Board member.

4.0 Gift Policy

Integrity and accountability can be compromised if one accepts (or receives) personal gifts from outside parties; vendors, potential vendors, members or any other outside individual or organization. Therefore, Board members should not to accept personal gifts of goods or services from any ISOC business partner.

A "Gift" refers to the transfer of any item of value including goods and services without compensation. The exchange of gifts of 'nominal value' (less than \$25.00) is acceptable as long as it is in accordance with generally accepted, local customs, traditions and laws and they are reasonable in value. Frequent gifts from the same party, including those below the \$25.00 threshold, may be considered a potential conflict of interest. Gifts of cash, cash vouchers, certificates with a set negotiable value or other cash equivalents are never acceptable.

The following examples of allowable gifts should assist Board members in making decisions regarding gifts:

- Gifts of nominal value given during the Holiday season or other special occasions, which represent expressions of friendship.
- Reasonable entertainment at lunch, dinner or business meetings with members is permitted. Entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.
- Acceptance of invitations to widely attended events is permitted. As noted above a heightened level of scrutiny should be utilized to ensure no there is no appearance of impropriety. For purposes of this Code, the term "widely-attended event" is defined as either an event open to individuals from throughout a particular industry or profession, or those in attendance represent a range of persons from the general population.

Awards may be accepted for meritorious contributions or service if they are of nominal value. Gifts should never be used to obligate, or appear to obligate, the recipient.

Giving and receiving gifts based on existing personal friendships are excluded from this Code as long as they do not obligate, or appear to obligate, either party in regards to any Internet Society activity.

5.0 Anti-Bribery and Corruption (ABC) Policy

Internet Society is committed to conducting its business ethically in every country in which we do business, as well as complying with all applicable, U.S. and local laws. This includes, but is not limited to compliance with anti-bribery and corruption (ABC) laws such as the U.S. Foreign Corrupt Practices Act (FCPA) and UK Bribery Act 2010. Internet Society's ABC Policy is established to provide a clear understanding to, and compliance guidance for, all Board members on this commitment and practice.

Corruption is any abuse of power for private gain; while bribery is an act of giving money or gift giving that alters the behavior of the recipient. Although the nature and scope of corruption and bribery may differ from country to country, the Internet Society has a strict anti-bribery and corruption policy, which needs to be adhered to globally. ISOC has a zero tolerance approach toward bribery and corruption, both of which are criminal offenses.

ISOC Board members **may not** offer, promise or give a bribe to anyone, and **may not** request agree to accept or take a bribe from anyone.

The following list will assist Board members in recognizing bribery and corruption so they may remain in compliance.

A bribe could involve:

- the direct or indirect payment, offer, authorization or promise to pay money or anything of value
- the offer or receipt of any kickback, loan, fee, commission, reward or other advantage
- the giving of contributions or donations designed or stipulated to influence the recipient to act in the giver's favor

The purpose of a bribe is often to obtain, retain or "facilitate" business, where the person receiving the bribe is, or may be, in a position to secure/provide that kind of business advantage to the party offering the bribe. Additional purposes of bribes are to influence any act or decision of the person receiving the bribe, inducing such person to do or omit any action in violation of his lawful duty, or to induce such person to use his influence to affect an official act or decision.

The party offering a bribe might be:

- An employee, officer or director
- Any person acting on behalf of Internet Society (e.g., third parties)
- Individuals and/or organizations representing ISOC that authorize someone else to carry out these acts

And the recipient of a bribe could (but not always) be a government official. For the purposes of this policy, a government official could be any of the following or their relatives:

- a public official, whether foreign or domestic
- a political candidate or party official
- a representative of a government-owned/controlled organization
- an employee of a public international organization or non-governmental organization

As third party individuals or organizations acting on behalf of or representing ISOC can expose the organization to liability under ABC laws, it is imperative that proper due diligence is undertaken prior to establishing or renewing contracts/agreements. If required, certain provisions should be included in the contract regarding compliance with appropriate laws, particularly in the case where the third party will be dealing with government officials.

According to the U.K. Bribery Act 2010, a facilitation payment is a type of bribe and should be seen as such. A common example of a facilitation payment is where a government official is given money or goods to perform (or speed up performance of) an existing duty. Facilitation payments are illegal under the UK Bribery Act 2010 and the laws of many other countries, regardless of their size or frequency and are against Internet Society policy. No ISOC Board member may willingly offer to make, or make a facilitation payment.

6.0 Confidentiality and Proprietary Information

Respecting the privacy of our donors, members, staff and Board members and the Internet Society itself is a basic value of ISOC. Therefore, Board members of the Internet Society are expected to maintain and protect ISOC confidential and proprietary information they may obtain from unauthorized disclosure. Information, which is not publicly available should be treated as confidential and not be disclosed to third parties.

Internet Society Board possesses, whether marked as confidential or capable of being reasonably understood as confidential, information (in written or electronic form, or communicated orally) that has been created, developed or disclosed to the organization's board under the obligation of confidentiality. Examples of "Confidential Information" include Board discussions, ISOC operating plans, strategy plans, marketing and service plans, financial data, member and prospect data, company reports, contracts, personnel data and salary information and estimating cost structures and related information.

ISOC Board members are required, during and after their affiliation with the Internet Society, to keep such information obtained or developed while employed by ISOC in strictest confidence.

Because nothing in Internet Society's policies concerning Confidential Information is intended to restrict or limit in any way employee's rights to discuss terms and conditions of their own employment with each other or with third parties, an Internet Society Board member is permitted to discuss a staff member's own employment if the staff member initiates the discussion. However, Board members are encouraged to direct the staff member to their appropriate management chain to work out their issues.

7.0 Reporting Violations of the Code

All ISOC Board members have a duty to ISOC to report any alleged violations of this Board Code or of the Staff Code of Ethics and Business Practice ("The Codes"). When an ISOC Board member fails to comply with the laws, rules and regulations that govern ISOC's business ethics or The Codes or fails to report such conduct, that person's actions have consequences for ISOC and the individual.

The Codes support, but is not limited to, compliance with the United States Whistleblower's Protection Act of 1989, United Kingdom's Public Interest Disclosures Act of 1998, Whistleblower's Protection Act of 2001 of Victoria, Australia and the Whistleblower's Protection Act of 1994 of Queensland, Australia. The reporting mechanism described here is established to provide a clear understanding to, and compliance guidance for, Board members on this process.

ISOC Board members should immediately report any matter that they believe constitutes an actual or potential breach of either of The Codes.

A Board members should contact the Chair of the Board Audit Committee to report an actual or potential violation by a Board member of the Board Code unless the Audit Committee Chair is implicated in the violation, in which case the report should be made to the Chair of the Board or to the President and CEO, if the Board Chair is also implicated.

A Board member should contact the ISOC Ethics Committee to report an actual or potential violation of the Staff Code.

The following individuals collectively comprise the ISOC Ethics Committee and are available to receive reports of actual or potential violations of the Staff Code.

- President and CEO
- Chief Financial Officer
- Human Resources and Internal Policy

Another avenue for reporting criminal conduct or a serious breach of the Staff or Board Codes of Ethics is through contact with National Hotline Service. Reports can be made anonymously or openly via a web-based incident report (<http://www.nhsonlinereporting.com>) using the ISOC company code "TIS" or by

calling 800-826-6762, which is manned 24 hours a day seven days a week. Callers to the hotline will have the ability to remain anonymous if they choose. NAVEX Global has confirmed they do not record caller ID or the IP address of individuals filing reports.

At the time a complaint is filed through the hotline service, a secure report of the complaint will be sent to the Board Chair, Audit Committee Chair and Ethics Committee. By default, the Ethics Committee will investigate reports of violations of the Staff Code. The Board Chair and the Audit Committee Chair will receive a report on any actions taken as a result of such an investigation.

Should a complaint be made through the hotline service against a member of the Ethics Committee, the report will only go to the Board Chair and Audit Committee Chair and it will be their responsibility to determine how to have the complaint investigated.

Should a complaint be made against either the Board Chair or Audit Committee Chair, the Chair not named in the complaint and the Ethics Committee will receive the report.

Whether reported to the Audit Committee, Ethics Committee or through the hotline service noted above, the complainant will be given the opportunity to receive follow-up on their concern unless they have chosen to remain anonymous.



CERTIFICATION OF COMMITMENT TO INTERNET SOCIETY BOARD OF TRUSTEE CODE OF ETHICS

I, _____, certify that I have received the Internet Society Board of Trustee Code of Ethics. I understand that I have a continuing obligation to adhere to the expectations of the Internet Society and will conduct my business and professional affairs in an ethical manner.

I will report any Conflicts of Interest that arise during my tenure with Internet Society and submit a Conflict of Interest statement once a year if required.

As a Member of the Internet Society Board of Trustees, I will conduct myself with integrity and with the highest of standards.

I agree to comply with and enforce the Board Code of Ethics in its entirety, at all times.

Signature: _____ Date: _____

Print Name: _____