

1. PURPOSE:

To define ICANN's policy for staff members regarding conflicts of interest and the protection of ICANN's interests.

A conflict of interest may exist when a staff member is involved in an activity or has a personal interest that might interfere with the staff member's objectivity in performing ICANN duties and responsibilities. Any such activities or personal interests or activities are prohibited unless formally approved in writing.

2. POLICY:

ICANN has a substantial interest in all of its business ventures and activities and must maintain policies that are designed to protect its interests. Staff members at all levels throughout the organization are required to comply with this Conflicts of Interest policy.

- A. Staff members are expected to adhere to high ethical standards, and not to engage in any conduct that would create an actual or potential conflict, or create the appearance of a conflict between their interests and the interests of ICANN.
- B. No staff member may engage in any conduct or activity that in any manner conflicts with, disrupts, undermines, damages, impairs or interferes with ICANN's business, or its relationships with any customer, prospective customer, supporting organization, advisory committee, outside organization, person or entity with which ICANN has or proposes to enter into any type of arrangement, agreement or contractual relationship.
- C. Examples of common conflicts of interest include, but are not limited to, any staff member, or the staff member's spouse, domestic partner, children, step-children, parents, step-parents, siblings, or in-laws:
 - Working for, or having a financial interest in, a contractor, supplier or stakeholder of ICANN while serving as an ICANN staff member;
 - Engaging in self-employment in activities that ICANN or its staff members perform or intend to perform in the future;

- Using ICANN's Confidential Information for personal gain or benefit either currently or for future potential benefit (*e.g.*, a potential offer of employment);
 - Engaging in activities to establish a business to contract work for ICANN while still working with ICANN;
 - Conducting work for a party that has a contractual relationship with ICANN while still working as a staff member of ICANN; and
 - Other than receiving compensation from ICANN for performance as a staff member, directly or indirectly benefitting, or having the appearance of benefitting, from ICANN's performance of any ICANN contract or policy.
- D. In any case where ICANN determines, in its sole discretion, that a relationship between a staff member and any other individual creates an actual or potential conflict of interest, ICANN may take whatever action it determines to be appropriate to address or, if deemed necessary, prevent the continuation of the actual or potential conflict of interest. Such actions may include, but are not limited to, a transfer, reassignment or change of responsibilities, or, where it deems such action appropriate, disciplinary action, up to and including termination of the working relationship.
- E. Staff members who believe they have an actual or potential conflict of interest, including but not limited to potential conflicts of interest due to a relationship with a staff member or non-staff member, must immediately disclose the actual or potential conflict and be prepared to discuss the situation with the President and CEO, the Chief Operating Officer and/or General Counsel and Secretary of ICANN, or their designees. If ICANN determines that a conflict of interest exists after reviewing the relevant information, it reserves the right, in its sole discretion, to take whatever steps necessary to remedy the situation, including creating an ethical wall to screen the staff member from any of relevant activities that ICANN performs, or termination of the working relationship.
- F. Related to the Conflicts of Interest Policy, is the Confidentiality policy. The protection of trade secrets and other confidential information is of critical importance to ICANN and its stakeholders. Therefore, staff members are prohibited from disclosing to anyone ICANN's trade secrets or other Confidential Information (as defined and set forth in ICANN's Confidentiality policy). All staff members are required to acknowledge and agree to comply with ICANN's Confidentiality Policy as a condition of being a staff member. Staff members who improperly disclose ICANN's trade secrets or other Confidential Information will be subject to disciplinary action, up to and including termination of working relationship and/or possible legal action,

whether or not they have acknowledged and agreed to comply with the ICANN's Confidentiality Policy.

- G. ICANN reserves the right to determine that other relationships not specifically covered by this conflicts of interest policy represent actual or potential conflicts of interest, and it may take actions that it deems appropriate in its sole discretion, up to and including termination of the working relationship.
- H. If a staff member fails to report an actual or potential conflict of interest of which he/she is aware, ICANN reserves the right to take any and all steps it determines appropriate under the circumstances, up to and including termination of the working relationship.

Questions regarding this policy should be directed to Global Human Resources.