

## Definitions

"Potential Direct Conflict" means any one or more of the following:

(a) a direct or indirect Financial Interest in a transaction, contract or arrangement being considered (by ccNSO, Council, WG or a member of a Covered Person's Family;

(b) a Duality of Interest by a Covered Person or a member of a Covered Person's Family with respect to another party to a transaction, contract or arrangement being considered by ICANN that has not been waived in writing by all parties to the transaction, contract or arrangement; or

(c) a close personal relationship between the Covered Person, or a member of a Covered Person's Family, with an individual who is, directly or indirectly through business, investment, or Family, a party to a transaction, contract or arrangement being considered by ICANN.

"Potential Perceived Conflict" exists when a reasonable person, knowing the relevant facts, could conclude that the Covered Person's private interests could adversely impact the Covered Person's ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of ICANN.

A "Financial Interest" exists whenever a Covered Person has or is engaged in discussions to have, directly or indirectly, through business, investment, or Family:

(a) an ownership or investment interest in any entity with which ICANN has a transaction, contract, arrangement, policy, program or other matter;

(b) a Compensation arrangement with any entity or individual with which ICANN has a transaction, contract, arrangement, policy, program or other matter; and

(c) a potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which ICANN is negotiating a transaction, contract, arrangement, policy, program or other matter.

As used herein, "transactions, contracts, and arrangements" include grants or other donations as well as business arrangements, approvals or endorsements.

Additionally, as used herein "policies, programs or other matters" include, but are not limited to, the application for or the registration of top level domains.

A Financial Interest is a Potential Conflict but is not necessarily a Conflict of Interest.

A Financial Interest does not become a Conflict of Interest until the Board or the Committee, following the procedures set forth in Articles II and III of this COI Policy, determines that the Financial Interest constitutes a Conflict of Interest.

A "Conflict" or "Conflict of Interest" arises when the Board or the Committee, as applicable, following the procedures set forth in Articles II and III of this COI Policy, determines that a Covered Person has disclosed a Potential Conflict that may in the judgment of a majority of the Disinterested Directors or Disinterested members of the Board or the Committee, as applicable, **adversely impact the Covered Person's ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of ICANN.**

(vii) "Conflicted Person" means a Covered Person who has been determined by the Board or the Committee to have a Conflict of Interest.

(viii) "Covered Person" shall mean: (ROLE) an Officer, Director, Board Liaison or Key Employee of ICANN.

"Disinterested" means not having a Potential Conflict with respect to a transaction, contract, arrangement, policy, program or other matter being considered by ICANN.

Overview Areas Potential Direct Conflict of Interest of Councillors involved in decision-making,

Decision Area potential conflict interest	Role of potential conflict	Councillor	WG / Committee Member	Representative ccTLD
Chair Election		Candidate	Candidate	
Travel funding		Applicant, Councillor with Financial Interest with candidate	Applicant	Applicant
Appointment external committee with travel funding		Candidate	Candidate	Candidate
Appointee external committee no travel funding				
Council decisions Council Elections		Candidate		
Council decisions with Board Nominations		Candidate, Councillor with Financial Interest with candidate		
Appointment WG Member				

Council decisions PDPs		NA	
Members vote		NA	
Veto vote membership		NA	

If Potential Direct Conflict of Interest:

- Duty to Disclose of Potential Conflict
- Refrain from using personal influence

If Conflict of Interest

- Must abstain from voting in matter
- State reason for abstention

If Conflict of Interest

- Can only participate in any deliberations after disclosing Conflict of Interest is specific case, until majority of the Disinterested persons (Councillors?) agree on whether and in what manner the Conflicted Person may participate