## DRAFT - Public Technical Identifiers Board of Directors' Code of Conduct Deleted: - Post-Transition IANA Deleted: Directors (Adopted on [ 1) The Board of Directors (the "Board") of Public Technical Identifiers ("PTI") has adopted the Deleted: " following Code of Conduct ("Code") for its directors ("Directors"). This Code is intended to Deleted: ") focus Directors on areas of ethical risk, provide guidance to help them recognize and deal with Deleted: the [Post-Transition IANA] ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and Deleted: (" accountability, deter wrongdoing and promote fair and accurate disclosure and financial Deleted: ") reporting. The Code is not intended to override any applicable laws or any obligations pursuant Deleted: (" to PTI's Articles of Incorporation, Bylaws, Conflicts of Interest Policy, Governance Guidelines Deleted: "). or any other applicable policies. Deleted: PTI's No code can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles and not absolute directives. Generally, however, the goal is to ensure that the Directors strive to foster PTI's purpose in an ethical manner. PTI's purpose can be found in Article 3 of PTI's Bylaws, at [https://www.TBD.org]. Code of Conduct A. General Statement of Expectation. Each Director is expected to adhere to a high standard of ethical conduct and to act in accordance with PTI's purpose as articulated in PTI's Bylaws. The good name of PTI depends upon the way Deleted: Directors conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Directors are to be guided by the following principles in carrying out their responsibilities. Note, however, that this Code summarizes such principles and nothing in this Code should be considered as limiting duties, obligations or legal requirements with which the Directors must comply. Loyalty. Directors should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of PTI or PTI's ability to operate to carry out the purposes of the Deleted: PTI's Internet Corporation for Assigned Names and Numbers ("ICANN") by performing the IANA Deleted: for functions on behalf of ICANN. Directors shall act so as to protect PTI's interests and those of its Deleted: benefit employees, assets and legal rights, and Directors shall serve the interests of PTI over those of any Deleted: community as a whole. other person or group. Deleted: PTI's Care. Directors shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising management

oversight of PTI, and shall be attentive to legal ramifications of his or her and the Board's

the company operates, and understand PTI's principal business plans, policies and strategies.

**Inquiry**. Directors shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of PTI and to participate in an informed manner in the Board's activities.

actions. Directors are expected to be familiar with PTI's business and the environment in which

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Directors are expected to attend all meetings of the Board, except if unusual circumstances make attendance impractical.  Prudent Investment. Directors shall avoid speculation with PTI's assets by giving primary consideration to the probable income and probable safety of PTI's capital assets and the relation between PTI's assets and interneeds.  Compliance with Laws, Rules and Regulations. Directors shall comply with all laws, rules and regulations applicable to PTI.  Observance of Ethical Standards. Directors must adhere to the highest of ethical standards in the conduct of their duties. These include honesty, fairness and integrity.  B. Integrity of Records and Public Reporting. Directors should promote the accurate and reliable preparation and maintenance of PTI's financial and other records. Difference in accurately preparing and maintaining PTI's records allows PTI to fulfill its reporting obligations and to provide stakeholders, governmental authorities and the general public with full, fair, accurate, timely, understandable, open and transparent disclosure.  C. Conflicts of Interest, Directors must act in accordance with the Conflicts of Interest Policy adopted by the Board, and as amended from time to time.  D. Corporate Opportunities, Directors are prohibited from: (a) taking for themselves personally opportunities, presonal gain, or (c) competing with PTI for business opportunities, piles or entertainment.  E. Conflictation, Directors should maintain the confidentiality of information entrusted to them by PTI and any other confidential information about PTI, [CANN, its business, customers or suppliers, which comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this Code, confidential information interests in PTI's actions and governance and therefore the Board recognizes that members of the Internet Community and Media: The Board recognizes that members of the Internet Community and Media: The Board recognizes that members of the Internet Commu			
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H. <b>Affirmation</b> . All Directors shall read this Code at least annually, and shall certify in writing that they have done so and that they understand the Code.	Deleted: .	
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