

## Rules of Conduct for the Wi-Fi Alliance Board of Directors

The members (“Directors”) of the Wi-Fi Alliance® Board of Directors (“BoD”) recognize that they have responsibilities to the Wi-Fi Alliance (“WFA”) including those specifically enumerated in this document. The Chair of the WFA BoD (“Chair”) should regularly remind directors of their responsibilities. Any Director who is unable or unwilling to comply with these responsibilities shall indicate this situation to the BoD in writing.

### Director Responsibilities Overview

- Directors shall act in compliance with the law
- Directors should act in the best interests of the WFA
- Directors should not undermine decisions of the BoD
- Directors should attend meetings regularly
- Directors should bring issues relevant to the BoD’s responsibilities to its attention
- Directors should act in a professional manner at all times

Principle	Implications
<p><b>Directors shall act in compliance with the law</b></p> <ul style="list-style-type: none"> <li>• Directors are obligated to comply with their legal duties as directors and with all other legal requirements that apply to their activities.</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with the law is the highest responsibility of a Director</li> <li>• If a Director is aware of any conflict between the law and WFA activities, he shall immediately bring this to the attention of the BoD and WFA Legal Counsel</li> <li>• However, unless the Director is qualified to give legal advice, he should avoid making statements to non-Directors regarding legal issues</li> </ul>
<p><b>Directors should act in the best interests of the WFA</b></p> <ul style="list-style-type: none"> <li>• Directors should act in the best interests of the WFA when acting as Directors or when it could be reasonably assumed that they are acting as a Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Directors have a fiduciary responsibility to act in the best interests of the WFA</li> <li>• The Director may have multiple roles; however, if an observer could reasonably assume that a person is acting as a Director, the Director should act in the best interests of the WFA</li> </ul>
<p><b>Directors should not undermine decisions of the board of directors of the WFA</b></p>	<ul style="list-style-type: none"> <li>• A Director should normally publicly support decisions of the BoD</li> <li>• When it is not possible for a Director to support a decision of the BoD (due to interests of the Director’s employer, the Director’s personal views, or other reasons), the Director should remain silent</li> <li>• In cases where the passage of time or new information has made a past decision of the BoD questionable, the Director should ask the BoD to reconsider the decision</li> </ul>

Principle	Implications
<p><b>Directors should attend meetings regularly</b></p> <ul style="list-style-type: none"> <li>Directors or their Alternates should attend all meetings, including BoD meetings, BoD teleconferences and member meetings.</li> </ul>	<ul style="list-style-type: none"> <li>Attendance is defined as participation from the call of order until adjournment</li> <li>Non-attendance at a BoD meeting or teleconference can cause a Director to be unaware of important matters or may cause a motion to fail unnecessarily</li> <li>Non-attendance at member meetings can cause a Director to be unaware of member activities and be inaccessible to members</li> <li>It is recognised that attendance is sometimes impossible but such occasions should be rare. Directors should consider sending Alternates in these situations.</li> </ul>
<p><b>Directors should bring issues relevant to the board of director's responsibilities to its attention</b></p> <ul style="list-style-type: none"> <li>A Director should bring issues of relevance to the BoD's responsibilities to its attention rather than attempting to resolve them outside the BoD</li> </ul>	<ul style="list-style-type: none"> <li>An obvious extension is that Directors should work with the BoD to resolve the issue</li> <li>The BoD should be informed of relevant issues before bringing them to the attention of the general membership</li> <li>Resolving the issues may involve asking for the views of the general membership but this should be done with the prior knowledge and agreement of the BoD</li> </ul>
<p><b>Directors should act in a professional manner at all times</b></p>	<ul style="list-style-type: none"> <li>All language and behaviour, both face-to-face and by e-mail, should be respectful</li> <li>This principle includes any dealings with all WFA members</li> </ul>