

The Document Foundation – Code of Ethics and Fiduciary Duties

Context:

The Document Foundation is an independent self-governing meritocratic entity, created by a large group of Free Software advocates, in the form of a charitable Foundation under German law (gemeinnützige rechtsfähige Stiftung des bürgerlichen Rechts).

It was created in the belief that the culture born of an independent Foundation brings out the best in contributors and will deliver free of charge the best software for users.

It is open to any individual who agrees with our core values and contributes to our activities.

It welcomes corporate participation, e.g. by sponsoring individuals to work as equals alongside other contributors in the community.

Code of Ethics:

Members of the board of directors shall abide by and conform to the following code of ethics in their capacity as board members. All members of the board of directors must strive to speak and act with the mission and effectiveness of the Foundation in mind.

1. Each member of the board of directors will abide by all the regulations of the Foundation, including but not limited to the statutes, the bylaws, rules of procedure, conflict of interest policy, fiduciary duties and this Code of Ethics.
2. Members of the board of directors will conduct the business affairs of the Foundation in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Members of the board of directors will not engage in or facilitate any harassing behaviour directed toward Foundation's staff, members, officers, directors, suppliers, or contractors, nor towards anyone in activities relating to the Foundation. Members of the board of directors will not engage in or facilitate unfair discrimination in activities relating to the Foundation. The board will interpret these criteria in a reasonable fashion.
4. In addition to the organisation's policies on confidentiality, members of The Documentation Foundation's board of directors are obligated to uphold the privacy and confidentiality of internal proceedings and all matters related to human resources
5. Members of The Documentation Foundation 's board of directors will not make use (beyond incidental use) of information, staff, property, or resources provided by the Foundation, or acquired as a consequence of the board member's service, in any manner other than in furtherance of the organisation's activities, and especially not for personal gain.
6. Members of the board of directors will keep the Foundation's tangible and intangible properties secure, including Foundation's copyright and trademarks, and manage them for the best interest of the Foundation. Members who leave the board while holding The Documentation Foundation's physical property of value will return it.
7. Members of The Documentation Foundation's board of directors acknowledge that their statements and actions have greater potential to reflect broadly on the Foundation

because of their leadership position and will take seriously their position of public visibility and trust.

8. Members of The Documentation Foundation's board of directors agree not to persuade or attempt to persuade any The Documentation Foundation employee to leave the employ of The Documentation Foundation. Furthermore, no member of the board of directors shall persuade or attempt to persuade any member, director, associate member, funder, donor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Foundation to terminate, curtail, or not enter into its relationship to or with the Foundation, or in any way reduce the monetary or other benefits to the Foundation of such relationship.
9. Members of the board of directors shall hold The Document Foundation's interests above their own personal or business interests, avoiding actions which could potentially damage to the foundation. When acting as board members, they will work toward the success of The Documentation Foundation.
10. Board members shall all avoid placing - and the appearance of placing - one's own self interest or any third-party interest, including the interests of associate members, above that of the Foundation as a whole.
11. Board members shall not speak on behalf of The Documentation Foundation unless given explicit permission. Directors must not represent that their authority as board members extends any further than it actually extends. The board speaks as a whole, not as individuals.
12. Board members shall not solicit or accept gifts, honoraria, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to any such donor or entity with respect to matters pertaining to The Documentation Foundation.
13. Board members shall not provide goods or services to The Documentation Foundation as a paid vendor to the Foundation without full disclosure to, approval by the board, and adhering to any related procedures adopted by the board.

Fiduciary duties

The courts have always regarded Board Directors as being 'fiduciaries', a fiduciary being 'someone who has undertaken to act for or on behalf of another in a particular matter in circumstances which give rise to a relationship of trust and confidence'. Accordingly, the Board Director is subject to similar obligations derived from the relationship of trust and confidence as those that are imposed on trustees and professional advisers. Most importantly, they are required to act in good faith in the best interests of the person that they represent, in this case their company, and must not abuse the trust and confidence placed on them.

Fiduciary Duties are commonly understood as being a collection of duties which include, but are not limited to:

1. Duty of care

- Directors must always perform their duties with the due diligence expected by their position and following as a general guideline the “diligence of a prudent businessperson”.
- Due diligence is also expected regarding the acquisition and evaluation of relevant information necessary for taking informed decisions.

2. Duty of disclosure

- Directors must always disclose the information necessary for the board to take informed decisions. Relevant information shall be shared by the holder in a timely fashion, or on request, to provide all directors a reasonable amount of time to evaluate the information and its implication in the decision to be taken.

3. Duty of loyalty

- Directors must always have in mind the best interests of the Foundation. Duties include:
 - To declare potential/actual conflict of interests and may not participate in any discussion or decision of a conflicted matter
 - Recuse themselves from influencing and participating in decisions in which they are or might be conflicted
 - Directors shall not promote or influence decisions with the direct or indirect intent of favouring their personal or commercial interests nor the personal or commercial interests of third parties
 - Directors should not take away any business or other opportunity from The Document Foundation for their own personal benefit if:
 - The Document Foundation used its personnel or facilities to develop the opportunity;
 - The Document Foundation has been involved in financing the opportunity;
 - The Document Foundation has been actively seeking the specific opportunity;
 - The opportunity is one that The Document Foundation has an interest in by reason of a preexisting relationship;
 - The opportunity has been offered directly to the The Document Foundation and has not been rejected by The Document Foundation; or
 - The opportunity was offered directly to the Trustee in their role as a fiduciary of The Document Foundation.
 - Directors should not improperly compete with The Document Foundation by:
 - Using the Director's position on the Board to prevent The Document Foundation from competing with the Director's own outside business interests or enterprises;
 - Using The Document Foundation's personnel, facilities, or funds for the Director's outside business interests or enterprises;
 - Using or disclosing The Document Foundation's confidential information and data, including confidential Board discussions, to third parties;
 - Luring The Document Foundation work or personnel to the Director's outside business interests or enterprises;
 - Receiving, unknown to The Document Foundation, a commission on a The

- Document Foundation transaction; or
- Otherwise diverting opportunities from The Document Foundation to the Director's outside business interests or enterprises.
- If a Director wishes to pursue any opportunity that may be an opportunity of The Document Foundation or is uncertain whether a particular activity would constitute improper competition with The Document Foundation, the Director must disclose the matter immediately to the Board, which will, after considering all relevant information, determine whether or not the Director may properly pursue the opportunity or competing business or not.

4. **Duty of obedience**

- Directors must always take decisions which uphold the principles and the statutes of the Foundation and with the aim of perpetuating its missions. Duties include:
 - Ensuring that The Document Foundation's activities further the accomplishment of the Foundation's mission
 - Not promoting or influencing decisions with the intent of reducing the Foundation's capabilities of accomplishing its mission
 - Meeting all applicable not-for-profit tax requirements
 - Following all laws and codes affecting non-for-profit organizations such as the Foundation;

The above is to be considered a summary of the Fiduciary Duties to which each director is bound to. It is essential that all past, current and future directors understand that their position entails duties and joint legal liabilities with the rest of the board members.

Confirmation

As a member of The Documentation Foundation's board of directors, I affirm my endorsement of this Code of Ethics and Fiduciary Duties, acknowledge my commitment to upholding its principles and obligations.

If in the future I am no longer a member of the board of directors, but remain a voting member of The Documentation Foundation, I will uphold those parts of this code which are pertinent to voting members.

Signed:

Date: