

APPENDIX III:

RELEVANT EXCERPTS FROM GOVERNANCE CHARTER AND ACCOUNTABILITY, POLICY AND LEARNING FRAMEWORK

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GOVERNANCE CHARTER

ACCREDITED INDEPENDENT ASSESSORS

An essential element of the GNI's Accountability Framework will be assessments of each participating company's compliance with the Principles and Implementation Guidelines undertaken by independent assessors. Independent assessments shall be undertaken as described in the Accountability, Policy and Learning Framework document.

Assessment Phases: The GNI's Accountability Framework is a two-stage process:

1. Self-reporting from the companies to GNI after one year of membership
2. An independent assessment of each company member held every two years covering both a process review and including the review of specific cases

Independence of Assessors: Individuals and organizations that assess company compliance with the GNI Principles must maintain independence from the companies they assess.

Competence of Assessors: Independent assessors must adhere to the highest professional standards for third-party assessments grounded in the fundamental principles of integrity, objectivity, professional competence, confidentiality, and professional behavior.

All accredited assessors with GNI are required to sign GNI's publicly available independence and competency criteria.

If upon selection of the independent assessor by a company, a GNI participant or the Executive Director raises in writing a new independence concern not already reviewed by the board in the assessor certification process, the board will evaluate the claim and

make a further determination on independence through a simple majority vote of the board.

Application Process for Assessors: Prospective assessors shall:

- > Submit an application to the Executive Director with the information necessary to demonstrate that the assessor meets the GNI's independence and competence criteria
- > Satisfy other reasonable application requirements as further specified by the Executive Director
- > Once accredited by the GNI, be subject to re-accreditation every two years unless otherwise specified
- > Once accredited, undergo training by GNI staff related to the Principles and the global ICT industry

The GNI will, at its discretion, undertake due diligence and fact checking on the application provided by independent assessors.

Contracting with Assessors: In order to enter the pool of GNI accredited independent assessors, each independent assessor shall enter into a master services agreement with the GNI. This master services agreement shall include the following:

- > Independence criteria
- > Competency criteria
- > Assessment guidance
- > Confidentiality, disclosure, and nondisclosure requirements
- > Guidelines on frequency and nature of communications between the GNI, the independent assessor, and the company during the course of an assessment
- > Guidelines regarding the disclosure of assessment findings to (a) the company being assessed, and (b) the GNI
- > The right of the GNI to terminate the master services agreement with the independent assessor in the event of a material violation of the agreement by the independent assessor

For each individual company assessment, a subsidiary agreement will be signed between the company and the independent assessor. The subsidiary agreement will exist under the umbrella of the master services agreement and will detail specific aspects of that individual company assessment, including timeline, cost,

terms of payment, and geographical scope that relate to the circumstances of that specific individual company assessment. The subsidiary agreement will also contain a commitment of confidentiality and non-disclosure between the assessor and the company.

Fees for Assessors: Companies will negotiate terms of payment with the accredited independent assessors and set them out in the subsidiary agreement between the assessors and the company.

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ACCOUNTABILITY, POLICY AND LEARNING FRAMEWORK

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INTRODUCTION

This document describes the work of GNI and is designed to complement the Governance Charter that describes the way in which GNI is governed. Together they form the two core documents of GNI.

ACCOUNTABILITY

An essential element of GNI's Accountability Framework is assessments of each participating company's compliance with the Principles and Implementation Guidelines undertaken by independent assessors. The assessment process is in two parts:

- > Self-reporting from the companies to GNI after one year of membership.
- > An independent assessment of each company member held every two years covering both a process review and including the review of specific cases or examples.

The assessment process:

Limits on Disclosure: GNI recognizes that companies may be prevented from disclosing information by law or may choose not to disclose information in order to preserve attorney-client privilege or protect trade secrets. At the same time, the GNI recognizes that assessors will require a reasonable level of information in order to accomplish their assessment. Among other things, GNI expects the assessors to indicate or otherwise comment where the assessor could not access information due to a company's withholding of such information, and the withholding of that information affected the assessor's ability to evaluate the company's compliance with the Principles. Each company will be required to identify limitations on access

to information, if any, to the independent assessor with as much specificity as is practicable.

Determining Compliance: It is the role of the GNI Board to review the company assessment and to conclude whether the GNI member company is making good-faith efforts to implement the Principles with improvement over time. The GNI's evaluation of compliance by participating companies will be based on an assessment of the totality of a company's record during the assessment phase to put into operation the Principles and the Implementation Guidelines. The GNI's evaluation of compliance will take into account the fact that participating companies will be different sizes and have different business models, circumstances, markets, products, and services, etc.

The determination of compliance will be based on a review of each company's internal systems, processes, and activities, including how the company has acted in specific cases that implicate the Principles and Implementation Guidelines.

Corrective Action Steps: Where a particular compliance problem or pattern of problems is identified in a final assessor's report that has been submitted to the board, the participating company will develop and implement a corrective action plan to remedy the identified problems and report those steps at specified intervals to the Executive Director. The corrective action plan will include measurements for achieving the intended outcomes and anticipated timeline for completion. During the creation of a corrective action plan, the Executive Director and/or relevant GNI staff or members may provide advice to the company to promote a successful remedy.

Special Review: If a company does not meet the participation criteria, is not in compliance, or has failed to take corrective action steps to address problems previously identified in an assessment report or otherwise, the board may place that company under special review to permit the board to evaluate that company's compliance further. The GNI Board evaluates candidates for special review, and the nature of the review necessary, on a case-by-case basis. The special review will occur on the following terms:

- > The term of the review is 120 days, unless the board determines that the company has achieved compliance before the 120-day period has expired.
- > During the term of the special review, the company shall take all necessary actions to achieve compliance.
- > The board may extend the special-review term for as long as is needed for the company to effectively address the identified problems, if the board concludes that an extension of the special-review term is appropriate.

REPORTING ON ASSESSMENTS

Reporting is an integral part of participation in the GNI, and will:

- > Provide the basis of shared learning
- > Inform independent assessments of adherence to the Principles
- > Enable regular communications with the public

Independent Assessor Reporting to the GNI: At the conclusion of each assessment and using a reporting format agreed upon by the board, the independent assessor will prepare a detailed report that summarizes the assessment, the relevant facts, corrective action plans (if any), and recommendations for improvement. This report will contain a qualitative evaluation of strengths, weaknesses, and opportunities for improvement in the processes the company has put in place to implement the Principles and a summary of conclusions for the GNI. Each company being assessed commits to fully meet the assessment requirement in time, including the delivery of the assessment report.

GNI Reporting to the Public: Following the completion of independent assessments of member companies, GNI will report publicly on the outcome of the assessments including:

- > A summary of the progress made by GNI and member companies
- > Collective lessons learned regarding the Principles and Implementation Guidelines, including examples of the types of requests received
- > Information required to improve the understanding of threats to freedom of expression and privacy across different sectors, geographies, legal systems, and cultural traditions
- > For each participating company undergoing an assessment that year, the GNI Board's compliant or non-compliant decision

Company Reporting to the Public: Using a format of their own choosing, each participating company will within six months of the end of an assessment communicate to the public about the outcome of their assessment.

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