



Yoti Guardian Role Description and Code of Conduct May 2018

The Guardian Council's purpose is to ensure that Yoti always seeks to do the right thing, and that we are transparent about what we are doing and why.

Expanding the Guardian Council

With the public launch of Yoti in the UK, India, and the USA, we are now recruiting for additional qualified and motivated individuals to expand the Guardian Council, adding skills, perspectives, networks and profiles that will help ensure that our digital identity service stays true to our ambitions to build trust and serve our user community faithfully and transparently while growing a successful global business.

Primary Areas of Responsibility

Yoti Guardians bring their expert, independent perspectives and skills to three main responsibilities:

- Making sure Yoti optimises its products, services and partnerships to make life simpler for its user community.
- Ensuring Yoti stays consistent with its mission to build trust and give the user control of their personal data.
- Reporting any breaches of trust and representing any concerns shared by a significant percentage of the user community.

Expertise

As a group, the Guardians will eventually form a Council of approximately 8-10 seats, representing successful track records and relevant expertise for Yoti and our user community in areas including:

- Digital privacy rights
- Data security
- Last mile internet and/or technology access
- Collaborative API systems and/or open source communities
- Business models that balance social purpose and profit
- Transparency and corporate accountability
- Building societal trust and social capital
- Global business
- Participatory user communities and/or open governance
- Innovation and use of technology for social good

In addition to the above expertise areas, the Guardian Council will be composed of an appropriate spread of perspectives by age, gender, geography and across the private, public and voluntary sectors.

Characteristics

Every Guardian has to embody three key characteristics to be effective:

Moral voice. Guardians are upstanding civic persons with a demonstrated track record of promoting social purposes consistent with Yoti's, so they can be trusted to weigh up complicated issues and make good decisions.

Expertise. Guardians are recognised experts in one or more professional areas relevant to Yoti so that they can provide an informed perspective to the company and our user community. Examples of these relevant professional areas are listed below.

Transparency. Guardians are transparent about their professional achievements and personal convictions, including full disclosure of any conflicts of interest, so that anyone can easily search and find information about who they are and what they have done.

Code of Conduct:

Guardians agree to behave in line with the Nolan Principles (7 Principles of Public Life) of Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership in their service to their key stakeholders of the Yoti user community and the Yoti company. Providing further specificity, Guardians agree to behave in line with the intention of the following:

- 1. Empirical experience** – Guardians have to use Yoti's service so as to be informed of the user experience to adequately represent the Yoti user community.
- 2. Law abiding** – Guardians must be upstanding professionals and citizens of character, with no involvement in criminal activity, or any activity which could be misconstrued as bribery, misuse of funds, or any other activity which could damage their trustworthiness or the trustworthiness of Yoti.
- 3. Vocal** – Guardians are only valuable if they are pro-actively vocal in sharing their experience, expert opinion and networks to help Yoti make good decisions. When Yoti makes mistakes, Guardians must ensure that Yoti is transparent and corrects mistakes quickly so as to remain a trusted digital identity custodian and service provider.
- 4. Transparent** – Guardians are an essential part of Yoti's trustworthiness, and so must be fully transparent with professional and relevant personal affiliations and interests, including any affiliation with competitors. All relevant affiliations will be publicly disclosed, and Guardians should declare and withdraw from any discussions or determinations of matters in which they have an interest, or could be perceived to have an interest by a general member of the public. Guardians must not misuse information gained in the course of their Guardianship for personal gain, to promote their private interests or those of connected persons or businesses.
- 5. Independent** – Guardians will express their independent opinions in Guardian Council meetings, directly to Yoti and to the Yoti user community. Guardians shall exercise their freedom to publish their views without the approval of third parties, whilst also acting responsibly in relation to materials shared with them by Yoti that are not yet in the public domain. Membership on the Guardian Council does not preclude Guardians from publicly speaking, writing or publishing on any topic within the remit of the Council.

Practicalities

Tenure. Founding Guardians will be appointed for an 18-month term, and will be involved in shaping the details of how the Guardians Council functions, as well as helping to determine the specific expertise and networks that will serve as the criteria for future Guardian candidates. Following this initial term, founding Guardians will be eligible to serve an additional three-year term as Guardians using the same selection process as other Guardians.

Selection Process. The Founding Guardians, including the Founding Chair of the Guardian Council, will be selected by Yoti to create a critical mass in the early stages of Yoti's development. Future Guardian appointments will be nominated by the existing Guardians and confirmed by the Yoti community (2/3 of voting Yoti members confirming), and the Yoti company Board. To facilitate this process, information about Guardian candidates, and recommendations from the sitting Guardian Council, will be made available on the Yoti website. This selection process is designed to ensure that the Guardian Council is independent, and to recognise that the Guardians key stakeholders are the Yoti user community and the Yoti Company.

Connection to company. The Guardian Council is legally an advisory board to Yoti, and Guardians carry no liability for the actions of Yoti; however, the Chair of the Guardian Council will have an ex-officio position on the Board of the Yoti company to ensure a direct connection between the Guardians and the governance of the company.

Operational procedures. Procedures of how the Guardian Council will operate have been set out in the Guardian Council Articles of Association.

Staying up to date with Yoti. New Guardians will be fully briefed on Yoti's history, current position and up to date view on opportunities, emerging issues and priority areas for future development. To provide a regular basic level of information to Guardians, Yoti will provide regular updates by email to Guardians covering developments, issues and opportunities with the company, product and partnerships.

Time expectation. Guardians are expected to commit 6-9 days per year to their role. This will include:

- Quarterly meetings (in person or video) with the full Guardians group;
- Availability for targeted meetings, phone or email requests, on specific topics in their area of expertise, and any urgent, time sensitive emerging issues;
- Help in making introductions and connections with potential partners or informed experts who could provide Yoti with valuable counsel; and
- Attendance at Yoti-organised or relevant sectoral events if appropriate.

To ensure each Guardian's modest amount of time is used effectively, each Guardian will agree with the Chair of the Guardian Council on specific areas of expertise, including discreet projects where appropriate, that they will focus on as part of their contribution to the Guardian Council. These priority areas will be reviewed annually with the Chair of the Guardian Council.

Media and public relations. Guardians are asked to avoid giving direct praise of Yoti products. They may, however, indicate support for Yoti's behaviour as a company and mention that they are working with Yoti to improve a certain issue. In the event of media coverage concerning Yoti and the Guardian Council, both parties will make an effort to notify the other in advance of publication.

Compensation and Expenses. Guardians will be paid £12,000 per year as well as reimbursement for any basic travel expenses incurred in the fulfilment of Guardian duties. Guardians are compensated to correspond clearly with the responsibility of the role, but set at the similar level to Non-Executive Directors in the public sector to reflect the social purpose of the company and the Guardian role. In keeping with this, travel expenses for Guardians will include economy/coach travel for local and short-haul travel, business class air travel for long-haul flights, 4* hotel accommodation, and reasonable food costs – when Guardians are required to incur costs they would not otherwise have in the fulfilment of their duties. Guardian compensation will be publicly disclosed and promoted visibly to ensure transparency.

Founding Guardians

The Founding Guardian Council was formed in November 2015, and is comprised of three members:

[Renata Avila](#) is a human rights and intellectual property lawyer, and an outspoken advocate for freedom of expression, privacy, access to information and indigenous rights.

[Doc Searls](#) was one of the first people to recognise the transformative nature of the Internet, and has been active and public in the tech and digital space for more than three decades.

[Gavin Starks](#) is a serial entrepreneur, with specific expertise in data and how using it can create a positive impact, including founding the Open Data Institute and co-chairing the development of the Open Banking Standard.

More information on the Guardian Council, the three Founding Guardians, and minutes from Guardian Council meetings can be found on our [website](#).