Governance Series

WQI-GOV-002

Conflict of Interest & Recusal Policy

The WiFi Quality Institute: Conflict of Interest & Recusal Policy

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Status: Active — Approved governance document

Applies to: WQI governance, institutional coordination, publication review and approval, authors, reviewers, advisers, contributors and persons acting on behalf of WQI; identification, disclosure, assessment and management of conflicts of interest, including recusal, independent review and connected commercial interests.

1. Purpose

This Policy establishes how the WiFi Quality Institute (WQI) identifies, discloses, evaluates and manages actual, potential and perceived conflicts of interest, including when recusal or other restrictions are required.
Its purpose is not to exclude industry experience or legitimate commercial relationships. It is to preserve credible technical and governance judgement by ensuring that interests capable of influencing a decision are made visible and controlled.

2. Governance Basis

WQI-GOV-000 requires material conflicts to be disclosed and states that commercial involvement does not automatically disqualify a contributor, provided that WQI processes remain independent, documented and credible. WQI-PRN-001 further recognises financial, organisational, professional, personal, intellectual and reputational conflicts and states that disclosure alone may not always be sufficient.
This Policy operationalises those principles. It should also be read with WQI-GOV-001 — Governance, Funding & Independence Statement.

3. Scope

This Policy applies, as relevant, to:

- persons coordinating WQI activities or exercising interim or permanent governance authority;
- any future Chair, Board member or committee member;
- authors, technical reviewers, editorial reviewers and final approvers of WQI documents;
- technical advisers, working-group participants and external contributors;
- employees, contractors or consultants acting on behalf of WQI or on WQI matters;
- persons representing a funder, intellectual-property owner, licensee, certification programme, vendor, operator or other interested organisation where they participate in WQI activity.

4. Definitions

Term	Meaning
Interest	A financial, organisational, professional, personal, intellectual, reputational or other relationship capable of being relevant to a WQI decision.
Conflict of Interest	A situation in which an interest or relationship creates a reasonable possibility that judgement could be influenced in a manner inconsistent with the proper purpose of the WQI activity.
Actual Conflict	A conflict that presently bears directly on the matter being considered.
Potential Conflict	A conflict that could become material depending on the direction or outcome of the matter.
Perceived Conflict	A relationship that could reasonably cause an informed external observer to question the independence of the process, even where no improper influence has occurred.
Material Conflict	A conflict sufficiently close to the matter, decision or outcome that unmanaged participation could materially compromise, or reasonably appear to compromise, the credibility of the judgement.

Recusal	Withdrawal from specified discussion, review, approval or decision-making functions in relation to a defined matter.
Standing Disclosure	A continuing relationship recorded in advance because it may recur across multiple WQI matters.

5. Interests Requiring Consideration

- financial interests, remuneration, ownership, equity, licensing income, commissions or success-linked payments;
- employment, directorships, consultancy, advisory or contractor relationships;
- roles in certification programmes, vendors, network operators, installers, service providers or other organisations affected by WQI work;
- intellectual-property ownership, inventorship, licensing or commercialisation interests relevant to the matter;
- research funding, sponsorship or provision of facilities, data, equipment or other material support;
- professional commitments, prior published positions or technical advocacy that may materially limit impartial judgement;
- close personal or family relationships where relevant to the matter;
- reputational interests where a person's standing could be materially affected by the decision.

A relationship is not a conflict merely because it exists. The relevant question is whether its proximity to the matter creates a reasonable possibility of influence or a credible appearance of influence.

6. Duty to Disclose

1. A person participating in WQI governance, review or decision-making should disclose any material interest of which they are aware before taking part in the relevant matter.
2. Persons holding recurring governance roles should provide a standing disclosure on appointment and update it when a material relationship changes.
3. A matter-specific disclosure should be made when a general relationship becomes directly relevant to a particular publication, technical position, appointment, licensing question or governance decision.
4. Where uncertainty exists, the interest should normally be disclosed rather than silently treated as irrelevant.
5. Disclosure should be sufficiently specific to allow the conflict to be assessed, while avoiding unnecessary disclosure of private or commercially confidential information.

7. Conflict Assessment and Management

The response to a disclosed interest shall be proportionate to its nature, proximity to the decision, discretion available to the person concerned, significance of the outcome and the safeguards reasonably available.

Risk level	Possible treatment	Typical effect
Low / remote	Record or disclose where appropriate.	Participation may continue.
Manageable	Disclosure plus separation of roles, independent review, limited participation or second approval.	Participation continues with safeguards.
Material	Recusal from the affected review, approval or decision; independent replacement decision-maker where available.	No decisive role on the conflicted matter.

Severe / unmanageable	Exclusion from the matter or from the relevant governance role.	No participation where credibility cannot otherwise be protected.

8. Recusal Procedure

Where recusal is required:

- the person may provide factual or technical information if requested, but should not control the framing of the final decision;
- the person should not act as sole reviewer, sole approver or decisive voter on the conflicted matter;
- where practicable, the final judgement should be assigned to an unconflicted reviewer or governance authority;
- the existence of the recusal and the identity of the substitute decision-maker should be recorded;
- meeting minutes or decision records should show that the conflicted person did not participate in the final determination, except to the limited extent expressly recorded.

9. Specific Safeguards for WQI's Current Structure

Because WQI is in an early institutional stage and has relationships with commercial and intellectual-property interests, the following standing safeguards apply.

9.1 Institutional Coordination and WiFiCert

At its current stage of development, WQI's institutional coordination, methodological development and publication activities involve individuals who may also hold roles or interests in related commercial organisations.

Within this structure, Stefano Franci plays a leading role in the development and coordination of WQI activities. He also leads WiFiCert, a separate commercial certification initiative operating in a related field. This overlapping involvement constitutes a standing organisational and commercial interest and shall be treated as a disclosed structural interest.

Such involvement does not automatically prevent Stefano Franci from contributing technical knowledge, developing methodologies, drafting publications or participating in institutional discussions.

However, where a WQI decision directly concerns a material WiFiCert-specific commercial advantage, eligibility rule, licensing position or certification outcome, Stefano Franci should not act as the sole final approver or be represented as an independent reviewer of that decision.

Where an appropriately unconflicted reviewer and duly authorised decision-maker are available, the matter should be referred to them. Otherwise, the decision and its limitations shall be documented and shall not be represented as independently approved.

9.2 San Giorgio Holding Ltd and Connected Interests

San Giorgio Holding Ltd provides foundational economic support to WQI and acts as economic rights holder in relation to WQI-related intellectual property validly vested in or assigned to it.

Stefano Franci also has disclosed roles or interests involving San Giorgio Holding Ltd, Aerialcom Ltd and Etruriacom Srl. These overlapping relationships constitute a standing structural interest and shall be considered collectively where relevant to WQI governance, funding, publication approval or methodological decisions.

The separate legal identities of these organisations shall not, by themselves, be treated as evidence of independent governance, independent review or the absence of common influence.

San Giorgio Holding Ltd may determine its own expenditure, intellectual-property protection and commercial exploitation of rights it owns. Such economic authority does not confer the right to dictate WQI's substantive technical or methodological conclusions.

9.3 Founding Participants and Governance

The WQI Founding Charter dated 10 March 2026 identifies Aerialcom Ltd, Etruriacom Srl and Maurizio Franci as Founding Participants.

The relationships between Stefano Franci, Aerialcom Ltd and Etruriacom Srl shall be recognised when assessing governance independence and potential conflicts of interest. Any material interests involving the individual Founding Participants shall be assessed and managed in proportion to their relevance to the matter under consideration.

The Founding Charter envisages a Steering Committee composed of representatives of the Founding Participants. As no such committee has been formally constituted, no independent governance authority shall be attributed to it.

Founding participation does not, by itself, constitute appointment to an operational governance body or establish an individual right to approve or veto WQI decisions outside the applicable governance arrangements.

Any interim or permanent governance authority shall be documented consistently with the Founding Charter and applicable WQI governance policies.

10. Authors, Reviewers and Technical Contributors

- Authorship does not automatically disqualify a person from subsequent discussion, but the author should not be treated as independent review merely because they re-read their own work.
- A technical reviewer should disclose material commercial, intellectual-property or professional interests directly affected by the document under review.
- A reviewer who contributed materially to the same disputed technical proposition may still provide useful input, but the review should not be represented as independent where that relationship is material.
- A contributor's employer, client or sponsor relationship should be considered where the matter directly affects that organisation's commercial or technical interests.
- External expertise is valuable and is not to be excluded merely because it comes from industry; the independence of the decision process, rather than institutional distance alone, is the controlling concern.

11. Conflict Register and Decision Records

WQI should maintain an internal register of standing disclosures and material matter-specific conflicts. The register should record, at minimum, the person or role, relevant interest, matter affected, management decision, recusal or other safeguard, and date of review.
Where a conflict is material to public credibility, WQI should make an appropriate public disclosure. Public disclosure may be made in this Policy, on a governance page, in the relevant publication, or in another proportionate form.

12. Confidentiality and Proportionality

Conflict disclosure is not a requirement to publish private financial details, confidential contracts, personal data, legally privileged advice or commercially sensitive information beyond what is reasonably necessary to understand and manage the conflict.
Internal records may therefore contain greater detail than public disclosures. The public record should nevertheless be sufficient to explain any material relationship that could reasonably affect confidence in the process.

13. Failure to Disclose or Comply

A material failure to disclose a known conflict, or participation contrary to a recorded recusal, may require reconsideration of the affected decision, additional independent review, correction of a public record, removal from the relevant matter, or other proportionate governance action.
The objective of corrective action is to restore the credibility and integrity of the process, not to treat every inadvertent omission as misconduct.

14. No Automatic Disqualification

Industry participation remains permitted

WQI does not treat commercial experience, industry employment, consultancy, funding, intellectual-property ownership or prior technical involvement as automatic disqualifiers. The decisive question is whether the particular judgement remains capable of being reached independently and credibly after appropriate safeguards are applied.

15. Review and Amendment

This Policy should be reviewed when WQI's governance structure materially changes, including appointment of an independent Chair or Board, incorporation of WQI as a separate legal entity, material change in funding or IP arrangements, or establishment of formal working groups or membership structures.
Revisions shall follow the versioning and document-control requirements of WQI-PUB-000.

16. Effective Status

This Policy takes effect upon formal approval and publication by the WiFi Quality Institute as an Active governance document. It supplements WQI-GOV-001 — Governance, Funding & Independence Statement and remains subject to the document control, review and revision requirements established by WQI-PUB-000.

Suggested related documents

- WQI-GOV-000 — Standard Governance Principles
- WQI-GOV-001 — Governance, Funding & Independence Statement
- WQI-PUB-000 — Publication and Document Control Policy
- WQI-PRN-001 — The WiFi Quality Principles
- WQI Founding Charter — 10 March 2026