



Conflict of Interest Policy

Updated May 2022

1. Purpose

USA Triathlon is committed to sustaining an ethical organization free of conflicts of interest and perceived conflicts of interest. Each Affiliated Individual (as defined below) has the responsibility to administer the affairs of USA Triathlon honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of USA Triathlon. Those persons will exercise the utmost good faith in all transactions involved in their duties, and they will not use their positions with USA Triathlon or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions. USA Triathlon requires that any of its Affiliated Individuals recognize, attempt to avoid activities or investments that constitute, involve, might appear to constitute or involve, or could result in a potential conflict of interest.

This policy does not attempt to provide an exhaustive list of every possible circumstance that might give rise to a conflict of interest, but provides examples of situations or **“transactions”** where potential conflicts of interest often arise. A **“transaction”** is any contract, transaction, agreement or relationship involving the sale or purchase of goods, services, investment, or rights of any kind, the providing or receipt of a grantor loan, or the establishment of any other financial relationship with USA Triathlon.

2. Applicability of Policy

This Conflict of Interest Policy is applicable to all USA Triathlon Affiliated Individuals. **“Affiliated Individuals”** include, but are not limited to, members of USA Triathlon’s Board of Directors (the Board of USA Triathlon), members of the USA Triathlon Foundation Board of Trustees, officers, committee members, task force members, hearing panel members, employees, and volunteers.

3. Definitions

“Conflict of Interest” or **“Conflict”** exists when an Affiliated Individual’s activities or interests interfere with, influence, or have the potential to interfere with or influence their responsibilities on behalf of USA Triathlon or undermine the interests of USA Triathlon. A **“conflict of interest”** also exists in the context of athlete or team selection when an Affiliated Individual participates in a selection decision that involves or impacts an athlete with whom the Affiliated Individual has a direct or indirect relationship, or when an Affiliated Individual participates in a benefits or services allocation decision that directly impacts the Affiliated Individual.

4. Areas in Which Conflicts May Arise

Conflicts of interest often arise due to the relationships Affiliated Individuals have with the following third parties:

- a) Persons or entities supplying goods and services to USA Triathlon;
- b) Persons or entities leasing property or equipment to USA Triathlon;
- c) Persons or entities with whom USA Triathlon is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property;
- d) Competing or affinity organizations;
- e) Donors and others supporting USA Triathlon;

- f) Agencies, organizations, and associations which affect the operations of USA Triathlon; or
- g) Family members, friends, and other employees. A **“Family Member”** is defined as a spouse, domestic partner, parent, parent of spouse/domestic partner, child, stepchild, child of a domestic partner, sibling, or the sibling of a spouse/domestic partner of an Affiliated Individual.

Potential conflicts of interest often arise when Affiliated Individuals have an interest, directly or indirectly, with any persons or entities mentioned above. Examples of potential conflicts of interest are listed below. The list below is not intended to be an all-inclusive list of every instance that may create a potential conflict of interest, but, rather, is simply a sample of the types of relationships and activities that may give rise to a conflict of interest. If an Affiliated Individual or other disclosing individual has any question as to whether a relationship or activity may create a conflict of interest, a disclosure must be made.

Examples of potential conflicts of interest that should be disclosed are listed below:

- i. Affiliated Individual or their Family Member owns stock or holds debt or other proprietary interests in any third party dealing or who may potentially deal with USA TRIATHLON.
EXAMPLE: A USA Triathlon board member owns a 70% interest in a company seeking to enter into a contract with USA TRIATHLON to provide consulting services.
- ii. Affiliated Individual or a Family Member owns a business, maintains a second job, or provides goods or services under a provider, contractor, or consulting agreement, whereby the outside business provides goods or services to USA Triathlon, the USOPC, or any other NGB.
EXAMPLE: USA Triathlon is contemplating entering into an agreement with a HR consulting company owned by a USA Triathlon employee’s husband.
- iii. Affiliated Individual or a Family Member holds a position of executive, officer or director, participates in the management of, or is otherwise is employed (or formerly employed) by any third party dealing with USA Triathlon.
EXAMPLE: A USA Triathlon board member is the CEO of a technology company negotiating a contract with USA Triathlon to provide IT services.
- iv. Affiliated Individual uses USA Triathlon’s time, personnel, equipment, supplies, or goodwill for anything other than USA Triathlon-approved activities, programs, and purposes.
EXAMPLE: A USA Triathlon employee uses a USA Triathlon vehicle for a personal road trip.
- v. Affiliated Individual solicits gifts or gratuities using their USA Triathlon role or accepts personal gifts, loans, gratuities, or discounts from third parties in violation of USA Triathlon’s Gift & Entertainment Policy. No personal gift of money or gift card should ever be accepted.
EXAMPLE: A USA Triathlon employee using her position at USA TRIATHLON to obtain box seats to a sporting event from a vendor for personal use.
EXAMPLE: Accepting tickets to an NFL game worth \$250 from a business seeking to obtain a contract to provide landscaping services for USA Triathlon headquarters.

- EXAMPLE:** A USA Triathlon board member gets paid a commission if USA Triathlon enters into a particular contract with a third party.
- vi. Affiliated Individual or a Family Member acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USA Triathlon.

EXAMPLE: A USA Triathlon board member agrees to promote another NGB in negotiations with potential sponsors or licensees.
 - vii. Affiliated Individual or a Family Member has a business relationship with a sponsor, supplier, licensee, or vendor of USA Triathlon.

EXAMPLE: A USA Triathlon employee's spouse provides legal services to a USA Triathlon sponsor.
 - viii. Affiliated Individual awards USA Triathlon business to, or provides favorable treatment to, a business owned or controlled by a volunteer, family member, or personal friend.

EXAMPLE: USA Triathlon is contemplating entering into a contract for landscaping services with a company because the landscaping company is owned by an employee's brother.
 - ix. Affiliated Individual drafts selection procedures or participates and/or votes within a discretionary selection committee of USA Triathlon when they have a relationship with an athlete who is potentially impacted by the selection procedures (e.g., as coach, trainer, parent, etc.) or when Affiliated Individual might benefit directly or indirectly from the selection method.

EXAMPLE: USA Triathlon employee participating in a decision to select an athlete on USA Triathlon's team for World Championships or major international competition when the USA Triathlon employee is athlete's current coach or family member.

EXAMPLE: The athlete representative assisting with drafting, voting on, and/or signing the procedures is also competing for a spot on the team for which the procedures are written.
 - x. Affiliated Individual engages in activities or maintains interests, that interfere with or influence, or have the potential to interfere with or influence, the satisfactory performance of their responsibilities on behalf of USA Triathlon or undermine the interests of USA Triathlon.

EXAMPLE: A USA Triathlon board member has a significant client who owns or operates a facility being considered as the host of a USA Triathlon event.

EXAMPLE: An Affiliated Individual serves on a hearing panel or appeal panel involving discipline against a member of the Affiliated Individual's club / team / family.

EXAMPLE: An athlete is the potential recipient of benefits or services that are being allocated by USA Triathlon and participates in the allocation decision.
 - xi. USA Triathlon Officer is an officer of another NGB.

5. Interpretation of This Policy

The areas of conflicting interest and relations in those areas which may give rise to a conflict, as listed in Section 4, are not exhaustive. Affiliated Individuals should disclose all relationships and activities which may give rise to a potential conflict of interest, whether or not listed expressly in Section 4.

However, disclosure of a conflict or potential conflict of interest does not necessarily prohibit involvement in the disclosed activity or with the USA Triathlon. For example, the conflict might not be

material enough to be of practical importance, or if it is material, it might be possible for USA Triathlon and Affiliated Individuals to implement appropriate mitigating measures upon full disclosure of all relevant facts and circumstances. However, it is USA Triathlon's policy that the existence of any of the interests described or similar in nature to those described in Section 4 will be disclosed before any transaction is consummated or any vote taken on an action, contract, relationship, or decision that would give rise to the potential conflict of interest. It is the continuing responsibility of each Affiliated Individual to scrutinize his/her transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

6. Disclosure Policy and Procedure

In addition to the mandatory self-disclosures required from each Affiliated Individual under Sections 9 and 10 of this policy, any individual with a good faith belief that another Affiliated Individual has a conflict of interest may notify the USA Triathlon Ethics Committee of such perceived conflict pursuant to the procedures set forth below. Such notice may be provided anonymously. Furthermore, should any Affiliated Individual become aware of any undisclosed conflict of interest, or any conflict of interest not fully disclosed, such person should make full disclosure of their knowledge of the potential conflict of interest involved to USA Triathlon's Ethics Committee.

Affiliated Individuals must disclose conflicts whenever they arise or whenever the Individual becomes aware of them, in addition to annual disclosures. Disclosure is required during board and committee meetings, and disclosures are documented in the board minutes. Board and committee members must disclose any conflicts of interest with the proposed meeting agenda at the beginning of every meeting.

After disclosure of the conflict or potential conflict of interest and all material facts, and after any discussion with the interested person and any other relevant party, the Ethics Committee will decide if a conflict of interest exists pursuant to the procedures set forth in Section 7 below, as applicable, and if there are mitigating measures that could be implemented to permit USA Triathlon to move forward with the transaction or activity.

Affiliated Individuals with conflict(s) that must be managed must acknowledge in writing the direction provided for managing the conflict(s) and that directives must be followed as a condition of membership.

7. Procedures for Addressing Potential Conflicts of Interest

a) With Respect to USA TRIATHLON Transactions or Business

In the event a potential conflict of interest exists with respect to a proposed transaction or arrangement, then promptly and before any decision is made regarding the proposed transaction or arrangement, the potential conflict of interest will be addressed as follows:

- i. The interested person may make a presentation to the Ethics Committee, which may be convened telephonically, regarding the transaction or arrangement involving the potential conflict of interest.
- ii. The interested person will then recuse themselves from any and all discussion and approval (if applicable) of the conflict of interest.

- iii. The Ethics Committee will determine whether an actual or apparent conflict of interest exists. For transactions, the Ethics Committee may consider whether a competitive bid or competitive evaluation exists.
- iv. If the Ethics Committee determines that an actual or apparent conflict of interest exists, it will determine whether there are mitigating measures that can be implemented to alleviate the conflict and/or what steps the interested individual and/or USA Triathlon must take or not take in order to avoid the conflict. The Ethics Committee may determine in some cases that the NGB cannot engage in the transaction or arrangement at all due to the conflict or potential conflict of interest.

b) With Respect to Drafting Selection Procedures and Athlete/Team Discretionary Selection

The following more particularized disclosure requirements and procedures apply in the context of drafting selection procedures and athlete/team discretionary selection decisions in order to ensure that no Affiliated Individual participating in the process has a conflict of interest that will impact his/her ability to make a fair and unbiased decision in the athlete or team selection process.

Any Affiliated Individual involved in the drafting of procedures, including the athlete representative, or on a discretionary selection committee who has a potential conflict of interest must disclose it to the Ethics Committee for review. The following process will be followed:

- i. The Affiliated Individual may make a presentation to the Ethics Committee, which may be convened telephonically, regarding the potential conflict of interest.
- ii. The Affiliated Individual will then recuse themselves from any and all discussion regarding the potential conflict of interest.
- iii. The Ethics Committee will determine whether an actual or apparent conflict of interest exists
- iv. If the Ethics Committee determines that a conflict of interest is exists, it will either mandate the individual's recusal from the process or determine to what extent, if any, that individual can participate in the process The Ethics Committee may determine that the individual can still participate in the drafting of the procedures or be included in the discussions for discretionary selection of a team, but not take part in any sign-off, vote, or decision. For example, a national team coach or high performance director may provide information to the selection committee so long as such information is provided in a fair and unbiased manner and the committee member who disclosed the conflict of interest does not vote toward the final decision.
- v. Under no circumstances will a person with an actual or potential conflict attempt to unduly influence other members of the committee in the selection process.

If the Affiliated Individual is recused and a vacancy on the committee exists, either in the drafting process or on the discretionary selection committee, USA Triathlon will use its best reasonable efforts to fill that vacancy. If a vacancy results in the athlete representative position, another athlete representative who meets the qualifications for that committee will be appointed and approved by a representative group of athletes.

8. Violations of The Conflicts of Interest Policy

If the Ethics Committee has reasonable cause to believe an Affiliated Individual has failed to disclose an actual or potential conflict of interest, it will promptly inform the Affiliated Individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the Affiliated Individual's response and after making further investigation as warranted by the circumstances, the Ethics Committee determines the Affiliated Individual has failed to disclose the conflict or potential conflict of interest, it will take appropriate disciplinary and corrective action. The Ethics Committee's decision will be final.

While any such failure to disclose a conflict or potential conflict of interest is under investigation, the Affiliated Individual will be precluded from engaging in further decisions of USA Triathlon that bear any relation whatsoever to the matter that is the subject of the conflict or potential conflict of interest.

9. Annual Disclosure Statements

Affiliated Individuals identified by USA Triathlon will annually sign and submit to the Ethics Committee and USA Triathlon's Senior Counsel a statement, using USA Triathlon's standardized form, affirming that they:

- 1) Have received a copy of the conflicts of interest policy;
- 2) Have read and understand the policy;
- 3) Have agreed to comply with the policy, and
- 4) Understand that USA Triathlon is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- 5) Each annual disclosure will be reviewed and addressed by the Ethics Committee and the Chair of the Board of Directors.

Any actual, perceived, or potential conflict of interest must be disclosed in the annual statement.

New Employees. Any new USA Triathlon employee will submit a conflict of interest disclosure statement within 14 days of their hiring by USA Triathlon.

Other Affiliated Individuals. Any other new Affiliated Individual will submit a conflict of interest disclosure statement by the earlier of 14 days after their appointment or their first board, committee, or task force meeting. In no event will an Affiliated Individual participate in any decisions to commit USA Triathlon to a proposed transaction or in athlete or team selection procedures prior to submission of their conflict of interest disclosure statement. Examples of other Affiliated Individuals include selection procedure or athlete selection task forces and grievance and disciplinary panel members.

USA Triathlon will maintain copies of all Annual Statements submitted under this Section 9 in accordance with the document retention policies and procedures.

10. Periodic Statements/Updates

In addition, each director, officer, committee member, task force member, hearing panel member, and employee will submit to the Ethics Committee a signed statement as necessary describing any new potential conflicts of interest as and when such potential conflicts of interest arises. USA Triathlon will maintain copies of all periodic statements or updates submitted under this Section 10.

11. Resolution of Violations

The USA Triathlon Ethics Committee investigates potential violations of this policy. The Ethics Committee's ultimate determination is communicated to any relevant parties through the USA Triathlon Senior Counsel. Affiliated Individuals may appeal any Ethics Committee decision by filing a complaint pursuant to USA Triathlon's Grievance and Disciplinary Policy.

12. Anti-Retaliation Statement

USA Triathlon honors and respects the rights of all people, including USA Triathlon Affiliated Individuals, to report violations of this Code. In addition, pursuant to Section 220501(b)(11) of the Ted Stevens Act, USA Triathlon will not tolerate any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against protected individuals as a result of any communication, including the filing of a formal complaint, by the protected individual or a parent or legal guardian of the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with (a) the Center; (b) a coach, trainer, manager, administrator, or official associated with the corporation; (c) the Attorney General; (d) a Federal or State law enforcement authority; (e) the Equal Opportunity Commission; or (f) Congress.

13. Conflict of Interest Policy Lead

The USAT Senior Counsel is responsible for this policy and its enforcement. In addition, the USAT Senior Counsel will receive copies of any Ethics Committee reports pursuant to this policy and can be contacted with any questions about this policy:

Nellie.Viner@usatriathlon.org

legal@usatriathlon.org

14. Resources

1) Athlete Ombudsman:

The Athlete Ombudsman provides cost-free, independent and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB- athlete agreements, codes of conduct or team selection procedures. The Athlete Ombudsman can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Athlete Ombudsman at:

PHONE: (719) 866-2299

EMAIL: kacie@usathlete.org

WEBSITE: www.teamusa.org/athlete-ombuds

2) USOPC Ethics & Compliance:

www.teamusa.org/ethics-and-compliance

3) USAT Grievance & Disciplinary Policy:

www.teamusa.org/USA-Triathlon/About/USAT/Governance