

**11/29/2022**

**CONFLICT OF INTEREST POLICY  
OF  
USA Golf, INC.**

## 1. Purpose

USA Golf 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 Golf honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of USA Golf. Those persons will exercise the utmost good faith in all transactions involved in their duties, and they will not use their positions with USA Golf or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions. USA Golf requires that any of its Affiliated Individuals recognize, attempt to avoid activities or investments that involve, might appear to 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, or rights of any kind, the providing or receipt of a grant or loan, or the establishment of any other financial relationship with USA Golf.

## 2. Applicability of Policy

This Conflict of Interest Policy is applicable to all USA Golf Affiliated Individuals. “**Affiliated Individuals**” include, but are not limited to, members of USA Golf’s Board of Directors (the Board of USA Golf), officers, committee members, task force members, hearing panel members, employees, and volunteers. Where reasonable, USA Golf contractors may be required to comply with this policy in their contracts.

## 3. Definitions

A “**Conflict of Interest**” or “**Conflict**” exists when an Affiliated Individual’s activities interests, or relationships interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the USA Golf or undermine the interests of the USA Golf. The activities and interests of an Affiliated Individual’s relatives and close associates must also be considered when evaluating whether a conflict of interest exists. Relatives and close associates (RCAs) include spouses/domestic partners, children, siblings, parents, in-laws, close friends, and business partners.

A “**conflict of interest**” can exist in the context of athlete or team selection when an Affiliated Individual participates in a selection decision that involves or impacts an athlete who is an RCA of the Affiliated Individual or when an Affiliated Individual participates in a benefits or services allocation decision that directly impacts the Affiliated Individual or their RCAs.

As defined below, a conflict of interest may be actual, potential, or perceived:

i. Actual Conflict of Interest

An actual conflict of interest exists when an Affiliated Individual has an active relationship with a person or organization that may influence their decision making in their role with USA Golf.

ii. Potential Conflict of Interest

A potential conflict of interest exists when an actual conflict of interest has not yet been established, but there is reasonable cause to believe that a future event may create a conflict of interest. An example of a potential conflict of interest is an Affiliated Individual that has an active relationship with a person or organization that is under consideration for a vendor contract with USA Golf. By contrast, if the vendor relationship is established, the Affiliated Individual would have an actual conflict of interest related to this vendor.

iii. Perceived Conflict of Interest

A perceived conflict of interest exists when an Affiliated Individual does not have an active relationship with a person or organization, but it may appear to another individual that a connection between the two exists and has influenced a decision made by the Affiliated Individual. A perceived conflict of interest may also exist if a Affiliated Individual has disclosed a conflict of interest and has recused themselves from decision making but takes actions that make it appear that they were involved in the decision (e.g., the conflicted person recused themselves from a discussion about a particular decision but remained in the room while the discussion was ongoing). It is important to remember that perceived conflicts of interest are often seen by others as actual conflicts of interests.

#### **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 Golf;
- b) Persons or entities leasing property or equipment to USA Golf;
- c) Persons or entities with whom USA Golf 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 Golf;

f) Agencies, organizations, and associations which affect the operations of USA Golf; or

g) RCAs and other employees of USA Golf.

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. An Affiliated Individual has personal relationships with other Affiliated Individuals who they regularly work alongside or who their work affects.

**EXAMPLE:** Two USA Golf board members who are serving at the same time are married.

**EXAMPLE:** An USA Golf board member is the parent of a current national team athlete.

- ii. Affiliated Individual or an RCA owns stock or holds debt or other proprietary interests in any third party dealing or who may potentially deal with USA Golf.

**EXAMPLE:** A USA Golf board member owns a 70% interest in a company seeking to enter into a contract with USA Golf to provide consulting services.

- iii. Affiliated Individual or an RCA owns a business, maintains a second job, or provides goods or services under a provider, contractor, or consulting agreement, where by the outside business provides goods or services to USA Golf, the USOPC, or any other NGB.

**EXAMPLE:** USA Golf is contemplating entering into an agreement with a HR consulting company owned by an USA Golf employee's husband.

- iv. Affiliated Individual or an RCA 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 Golf.

**EXAMPLE:** A USA Golf board member is the CEO of a technology company negotiating a contract with USA Golf to provide IT services.

- v. Affiliated Individual uses USA Golf's time, personnel, equipment, supplies, or goodwill for anything other than USA Golf-approved activities, programs, and purposes.

**EXAMPLE:** A USA Golf employee uses a USA Golf vehicle for a personal road trip.

- vi. Affiliated Individual solicits gifts or gratuities using their USA Golf role or accepts personal gifts, loans, gratuities, or discounts from third parties, including situations that may or may not constitute a violation of USA Golf's Gift & Entertainment Policy. No personal gift of money should ever be accepted.

**EXAMPLE:** A USA Golf employee using her position at USA Golf 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 Golf headquarters.

**EXAMPLE:** A USA Golf board member gets paid a commission if USA Golf enters into a particular contract with a third party.

- vii. Affiliated Individual or an RCA acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USA Golf.

**EXAMPLE:** A USA Golf board member agrees to promote another NGB in negotiations with potential sponsors or licensees.

- viii. Affiliated Individual or an RCA has a business relationship with a sponsor, supplier, licensee, or vendor of USA Golf.

**EXAMPLE:** A USA Golf employee's spouse provides legal services to a USA Golf sponsor.

- ix. Affiliated Individual awards USA Golf business to, or provides favorable treatment to, a business owned or controlled by a volunteer or an RCA.

**EXAMPLE:** USA Golf is contemplating entering into a contract for landscaping services with a company because the landscaping company is owned by an employee's brother.

- x. Affiliated Individual drafts selection procedures or participates and/or votes within a discretionary selection committee of USA Golf 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 Golf employee participating in a decision to select an athlete on USA Golf's team for World Championships or major international competition when the USA Golf 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.

- xi. Affiliated Individual engages in activities or maintains interests and relationships that interfere with or influence, or have the potential to interfere with or influence, the satisfactory performance of their responsibilities on behalf of USA Golf or undermine the interests of USA Golf.

**EXAMPLE:** A USA Golf board member has a significant client who owns or operates a facility being considered as the host of a USA Golf 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 Golf and participates in the allocation decision.

## 5. Interpretation of This Policy

The examples 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.

Disclosure of a conflict or potential conflict of interest does not necessarily prohibit involvement in the disclosed activity or with the USA Golf. For example, the conflict might not be material enough to be of practical importance, or if it is material, it

might be possible for the USA Golf and Affiliated Individual to implement appropriate mitigating measures upon full disclosure of all relevant facts and circumstances. However, it is USA Golf'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, outside business interests, and relationships for potential conflicts and to immediately make such disclosures.

## **6. Conflict Disclosure Statements**

All Affiliated Individuals must comply with the Conflicts of Interest Policy and proactively disclose actual or potential conflicts of interest as they arise.

In addition, all members of the following groups of Affiliated Individuals must annually sign and submit to the Ethics Committee and USA Golf's Executive Director a standardized disclosure form to disclose any actual or potential conflicts of interest:

- USA Golf Employees
- Board members and officers
- Committee members
- Volunteers and contractors with substantial decision-making authority

Hearing panel and task force members are also required to complete a conflicts disclosure prior to beginning their duties.

Any new USA Golf employee will submit a conflict of interest disclosure statement within 14 days of his or her hiring by USA Golf to fulfill the annual disclosure requirement. Any other new Affiliated Individuals who are required to submit an annual disclosure will submit a conflict of interest disclosure statement by the earlier of 14 days after his or her appointment or his or her first board, committee, or task force meeting to fulfill the annual disclosure requirement. In no event will an Affiliated Individual participate in any decisions to commit USA Golf to a proposed transaction or in athlete or team selection procedures prior to submission of his or her conflict of interest disclosure statement.

Any actual or potential conflict of interest must be disclosed. Each conflicts disclosure will be reviewed and addressed by the Ethics Committee as outlined in Section 8.

USA Golf will maintain copies of all disclosures submitted in accordance with the document retention policies and procedures.

## **7. Periodic Statements and Updates**

In addition to the required annual disclosures, each employee, board member or officer, committee member, and volunteer or contractor with substantial decision-making authority will submit to the Ethics Committee an updated disclosure describing any new potential conflicts of interest or material changes to a previously disclosed conflict of interest as they arise. USA Golf will maintain copies of all periodic statements or updates submitted in accordance with the document retention policies and procedures.

Board and committee members must also review meeting agendas before each meeting to determine if, for any discussion item, they have any potential conflicts of interest that should be disclosed under this policy. At the beginning of each meeting, each board or committee member should state the agenda items for which he or she has such a potential conflict of interest. When those agenda items are addressed by the board or committee, the conflicted board or committee member may need to recuse themselves for discussions and/or board or committee votes. Board and committee members who become aware of a conflict mid-discussion, such as during a conversation that evolves to include content that presents a conflict that was not apparent from the agenda item's title, should recuse themselves at that time.

Recusal means the board or committee member must leave the room or the teleconference entirely and return only when the discussion or vote on the agenda item is completed. The minutes should reflect each disclosure and recusal.

## **8. Procedures for Reviewing and Managing Potential Conflicts of Interest**

### **a) Review of Disclosures**

The Executive Director collects and reviews conflict of interest disclosures, documents any actual or potential conflicts of interest, and determines any actions required to manage the conflict of interest. Conflict of interest disclosures for the Executive Director and Board of Directors are provided to the Ethics Committee for review.

Conflicts will be addressed as follows:

- i. The Executive Director or Ethics Committee, as applicable, will review the information provided by the Affiliated Individual in their disclosure, requesting additional information from the Affiliated Individual if necessary to fully understand the nature of the conflict.
- ii. The Executive Director or Ethics Committee, as applicable, will determine whether an actual or apparent conflict of interest exists.
- iii. If the Executive Director or Ethics Committee, as applicable, determines that an actual or apparent conflict of interest exists, they



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 Golf must take or not take in order to avoid the conflict.

The disclosure of an actual or potential conflict of interest will not necessarily prohibit involvement in the disclosed activity or with USA Golf. Rather, each disclosure will be reviewed individually and actions may be recommended to protect the Affiliated Individual, USA Golf, and the integrity of the decisions made by the Affiliated Individual and USA Golf from actual, potential, and perceived conflicts of interests. These actions may include limitation of involvement, separation from certain USA Golf activities, or requests to cease the activity in question.

- iv. All direction for managing conflicts will be discussed with the Affiliated Individual directly. If a material conflict is identified (whether actual or potential) for the Executive Director, board member, or Designated Committee (as defined by the USOPC Bylaws) member, the Ethics Committee must communicate, in writing, its direction on conflict management to the individual.

**b) With Respect to Proposed USA Golf 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 Golf 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.

**c) 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 Interested Person may make a presentation to the Ethics Committee, which may be convened telephonically, regarding the potential conflict of interest.
- ii. The interested person 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 Golf 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.

#### **d) With Respect to Seating Hearing Panels**

The following more particularized disclosure requirements and procedures apply in the context of seating hearing panels 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 hearing process to resolve a grievance.

Any Affiliated Individual appointed to a hearing panel, including the athlete representative, is obligated to disclose all actual or potential conflicts of interest prior to being appointed to a hearing panel. The Ethics Committee will solicit and review potential panel members' disclosures and make a determination on whether they are a disinterested party for the matter under review.

Hearing panel appointments are subject to an objection from either the complaining party or responding party on the grounds of a conflict of interest which is believed to be disqualifying. Objections will be handled using the following process:

- i. The objecting party may report the alleged conflict of interest to the Ethics Committee in a reasonable time period following the parties' notification of hearing panel appointment.
- ii. The Ethics Committee will review the objecting party's report and, taking all investigative steps necessary, determine whether an actual or potential conflict of interest exists.
- iii. If the Ethics Committee determines that an actual or potential conflict of interest exists, the hearing panel member will be disqualified and a new hearing panel member will be appointed to replace the disqualified hearing panel member. The replacement hearing panel member shall be required to complete all disclosure requirements and is similarly subject to challenge by the parties as outlined in this section.

### **9. Reporting Violations of the Conflicts of Interest Policy**

Any individual with a good faith belief that an Affiliated Individual has a conflict of interest may notify the USA Golf Ethics Committee of such perceived conflict by emailing a report to designated Ethics Committee email address. Furthermore, should any Affiliated Individual become aware of any undisclosed conflict of interest, or any conflict of interest not fully disclosed, they should make full disclosure of their knowledge of the potential conflict of interest involved to USA Golf's Ethics Committee by emailing a report to a designated Ethics Committee email address. Reports may be made anonymously, if desired.

All good faith reports of violations of this policy are protected under the provisions of the USA Golf's Whistleblower Policy. USA Golf has zero tolerance for retaliation

against an individual for filing a good faith report of a violation or potential violation. Consult the USA Golf's Whistleblower Policy for additional information.

## **10. 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 will communicate all such decisions in writing to the Affiliated Individual. The Ethics Committee's decision will be final.

In the event that a member of the Ethics Committee is not disinterested in a particular alleged violation under review, that member shall recuse themselves from the investigation and decision-making process. In all cases, matters under review shall be reviewed by disinterested parties.

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

## **11. USA Golf Resources**

USA Golf's Executive Director is responsible for this policy and its enforcement. USA Golf's Executive Director can be contacted with any questions about this policy at [media@usagolf.org](mailto:media@usagolf.org).

## **12. Additional Resources**

Individuals who wish to report concerns related to this policy as it relates to involvement in the Olympic and Paralympic Movement, or are uncomfortable reporting a concern directly to their NGB, may also submit a report using the [USOPC Integrity Portal](#). The Integrity Portal allows individuals to submit concerns to the USOPC confidentially and/or anonymously. Reports may be made online or by telephone.

**Website:** [usopc.ethicspoint.com](http://usopc.ethicspoint.com)

**Hotline:** 877-404-9935

Team USA athletes may contact the Athlete Ombuds for independent and confidential advice on a variety of sport related matters, including their rights, applicable rules, policies or processes, and questions related to resolving disputes and grievances. The Athlete Ombuds can also help Team USA athletes connect with legal counsel or mental health resources if needed. All other NGB athletes (i.e., athletes competing domestically at the masters or youth level, recreational athletes, foreign athletes), are welcome to visit the Athlete Ombuds website to review informational resources and should work directly with their NGB to understand additional resources and options available to them.

**Email:** [ombudsman@usathlete.org](mailto:ombudsman@usathlete.org)

**Website:** [www.usathlete.org](http://www.usathlete.org)