



USA TRIATHLON CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE

USA Triathlon (“USAT”) is committed to sustaining an ethical organization that strives to eradicate or appropriately mitigate 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.

SECTION 2. APPLICATION OF POLICY

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

SECTION 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 their responsibilities on behalf of USA Triathlon or undermine the interests of USA Triathlon. 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 also exist in the context of athlete or team selection when an Affiliated Individual participates in a selection decision that involves or impacts themselves or 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.

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

1. **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 Triathlon.
2. **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.
3. **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 an 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).

SECTION 4. AREAS IN WHICH CONFLICTS MAY ARISE

1. Persons or entities supplying goods and services to USA Triathlon;
2. Persons or entities leasing property or equipment to USA Triathlon;
3. 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;
4. Competing or affinity organizations;
5. Donors and others supporting USA Triathlon;
6. Agencies, organizations, and associations which affect the operations of USA Triathlon;
or
7. RCAs and other employees of USA Triathlon.

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 that must be disclosed 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.

Potential conflicts of interest may include:

1. An Affiliated Individual has personal relationships with other Affiliated Individuals

who they regularly work alongside or who their work affects.

EXAMPLE: Two USA Triathlon Board members who are serving at the same time are married.

EXAMPLE: A USA Triathlon Board member is the parent of a current national team athlete.

2. 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 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.

3. Affiliated Individual or an RCA 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 an HR consulting company owned by a USA Triathlon employee's husband.

4. 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 Triathlon.

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

5. 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.

6. 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 Gifts & 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 commission if USA Triathlon

enters into a particular contract with a third party.

7. Affiliated Individual or an RCA 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.

8. Affiliated Individual or an RCA has a business relationship with a sponsor, supplier, licensee, or vendor of USA Triathlon ([current list of corporate partners](#)).

EXAMPLE: A USA Triathlon employee's spouse provides legal services to a USA Triathlon corporate partner.

9. Affiliated Individual awards USA Triathlon business to, or provides favorable treatment to, a business owned or controlled by a volunteer or an RCA.

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

10. 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.

11. 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.

SECTION 5. INTERPRETATION OF THIS CONFLICT OF INTEREST 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 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 Individual 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 which are similar in nature to those described in Section 4 should 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 their transactions, outside business interests, and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. CONFLICT OF INTEREST DISCLOSURE STATEMENTS

All Affiliated Individuals must comply with this Conflicts of Interest Policy and proactively disclose actual or potential conflicts of interest as they arise USA Triathlon's Legal Department. Any actual or potential conflict of interest must be disclosed.

In addition, all members of the following groups of Affiliated Individuals must, on an annual basis, sign and submit to the Ethics Committee and USA Triathlon's Legal Department a standardized disclosure statement to disclose any actual or potential conflicts of interest:

- USA Triathlon employees
- USA Triathlon Board members and officers
- USAT Foundation 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.

New Employees. All new USA Triathlon employees should submit a conflict of interest disclosure statement within 14 days of their employment start date to fulfill the annual disclosure requirement.

All 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.

Each conflicts disclosure will be reviewed and addressed by the Ethics Committee and/or USA Triathlon's Legal Department.

USATriathlon will maintain copies of all disclosures submitted in accordance with its document retention policies and procedures.

SECTION 7. PERIODIC STATEMENTS AND UPDATES

In addition to the required annual disclosures, any individual who is required to submit an annual disclosure (as described above in Section 6) should submit to the Ethics Committee and/or USA Triathlon Legal Department an updated disclosure describing any new potential conflicts of interest or material changes to a previously disclosed conflict of interest **as soon as they arise**. USATriathlon 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 actual or 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 an actual or 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, may also need to 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.

SECTION 8. PROCEDURES FOR REVIEWING AND MANAGING ACTUAL AND POTENTIAL CONFLICTS OF INTEREST

1. Review of Disclosures

The USA Triathlon Legal Department collects, and reviews (along with the Ethics Committee) 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 CEO and USA Triathlon Board members are also reviewed by the Ethics Committee and USA Triathlon Legal Department.

Conflicts will be addressed as follows:

- a. The USA Triathlon Legal Department or Ethics Committee, as applicable, will review the information provided by the Affiliated Individual in their disclosure, and will request additional information from the Affiliated Individual if necessary to fully understand the nature of the conflict.
- b. The USA Triathlon Legal Department or Ethics Committee, as applicable, will determine whether an actual or apparent conflict of interest exists.
- c. If the USA Triathlon Legal Department 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 remediate the conflict and/or what steps the Affiliated Individual and/or USA Triathlon 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 Triathlon. Rather, each disclosure will be reviewed individually and actions may be recommended to protect the Affiliated Individual, USA Triathlon, and the integrity of the decisions made by the Affiliated Individual and USA Triathlon from actual, potential, and perceived conflicts of interests. These actions may include limitation of involvement, separation from certain USA Triathlon activities, or requests to cease the activity in question.

All actions for managing conflicts will be discussed with the Affiliated Individual directly. If a material conflict is identified (whether actual or potential) for the CEO or USA Triathlon Board member, USA Triathlon must communicate, in writing, its recommended actions on conflict management to the individual.

2. With Respect to Proposed 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:

- a. The interested person may make a presentation to the Ethics Committee regarding the transaction or arrangement involving the potential conflict of interest.
- b. The interested person will then recuse themselves from any and all discussion and approval (if applicable) of the conflict of interest.
- c. 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.
- d. If the Ethics Committee determines that an actual or potential 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 to avoid the conflict. The Ethics Committee may determine in some cases that USA Triathlon cannot engage in the transaction or arrangement at all due to the conflict or potential conflict of interest.

3. 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 an actual or potential 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:

- a. The Affiliated Individual may make a presentation to the Ethics Committee regarding the potential conflict of interest.
- b. The Affiliated Individual will then recuse themselves from any and all discussion regarding the potential conflict of interest.
- c. The Ethics Committee will then determine whether an actual or potential conflict of interest exists.

- d. If the Ethics Committee determines that a conflict of interest 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.
- e. Under no circumstances should 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.

4. With Respect to 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 determine 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:

- a. The objecting party may report the alleged conflict of interest to the Ethics Committee within 30 days following the parties' notification of a hearing panel appointment.
- b. 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.
- c. 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.

SECTION 9. REPORTING VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

Any individual with a good faith belief that an Affiliated Individual has a conflict of interest may notify the USA Triathlon Ethics Committee of such perceived conflict by emailing a report to

ethics@usatriathlon.org. 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 Triathlon's Ethics Committee by emailing a report to ethics@usatriathlon.org. Reports may be made anonymously.

All good faith reports of violations of this policy are protected under the provisions of the USA Triathlon Whistleblower Policy. USA Triathlon has a zero tolerance for retaliation against an individual for filing a good faith report of a violation or potential violation. For additional information, consult with the [USA Triathlon Whistleblower Policy](#).

SECTION 10. VIOLATIONS OF CONFLICT 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, through the USA Triathlon Legal Department, will communicate all such decisions in writing to the Affiliated Individual and the 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, 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.

SECTION 11. USA TRIATHLON RESOURCES

The USA Triathlon Legal Department is responsible for this policy and its enforcement. The USA Triathlon Legal Department can be contacted with any questions about this policy at legal@usatriathlon.org.

SECTION 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 USA Triathlon, 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.

Hotline: (877) 404-9935

Website: usopc.ethicspoint.com

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.

Phone: (719) 866-5000

Email: ombudsman@usathlete.org

Website: www.usathlete.org