CONFLICT OF INTEREST POLICY

OF

USA Fencing

DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.

SECTION 1. PURPOSE

USA Fencing is committed to sustaining an ethical workplace free of conflicts of interest and perceived conflicts of interest. All Decision Makers, as defined in Section 2 below, have the responsibility to administer the affairs of **USA Fencing** honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of **USA Fencing**. Decision Makers shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with **USA Fencing** or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all **USA Fencing** decisions and actions.

To implement these requirements, **USA Fencing** requires that any of its Decision Makers recognize, disclose, and attempt to avoid activities or investments that involve, might appear to involve, or could result in an actual, potential or perceived conflict of interest. While all actual, potential, or perceived conflicts must be disclosed, that alone does not disqualify an individual from serving **USA Fencing**. Whether an actual, potential, or perceived conflict is disqualifying depends on the particular circumstances.

A **"Conflict of Interest"** or **"Conflict"** exists when a Decision Maker acts individually, or as part of a committee, on behalf of **USA Fencing** or in connection with a transaction to which **USA Fencing** is a party, where the Decision Maker's actions or relationships present the potential for improper personal gain or advantage, or for an adverse effect on the interests of **USA Fencing**, or where the Decision Maker's actions or relationships create the appearance that the Decision Maker may not be able to put **USA Fencing's** interests first. A **"conflict of interest"** also exists in the context of athlete or team selection when a Decision Maker participates in a selection decision that involves or impacts an athlete with whom the Decision Maker has a direct or indirect relationship, or when a Decision Maker participates in a benefits or services allocation decision that directly impacts the Decision Maker. This policy does not provide an exhaustive list of every possible circumstance that might give rise to a conflict of interest, but provides examples of situations that create conflicts of interest as a guide to the types of transactions (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 Fencing**) and/or relationships that can create conflicts of interest.

SECTION 2. DECISION MAKERS

This Conflict of Interest Policy is applicable to all **USA Fencing** Decision Makers. The term "Decision Makers" includes, but is not limited to, members of the **USA Fencing** Board of Directors (the Board of **USA Fencing**), officers (not including division officers), committee members, hearing panel members, task force members, working group members, resource team members, members of all committees, employees or volunteers of **USA Fencing, and any contractors where applicable**. Any hearing panel members empowered to resolve grievances (e.g., USA Fencing's Grievance and Discipline Committee) must disclose any potential conflicts pursuant to this policy. To ensure no

hearing panel member empowered to investigate potential violations and/or resolve grievances has a conflict of interest, additional provisions are provided in USA Fencing's Grievance and Discipline Compliant and Hearing Procedures.

SECTION 3. AREAS IN WHICH CONFLICTS MAY ARISE

Conflicts of interest may arise in the relations of Decision Makers with any of the following third parties: (1) Persons or entities supplying goods and services to **USA Fencing**; (2) Persons or entities from whom **USA Fencing** leases property and/or equipment; (3) Persons or entities with whom **USA Fencing** 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 Fencing**; (6) Agencies, organizations, and associations which affect the operations of **USA Fencing**; (7) Family members, friends, close associate, and other employees; or (8) Other situations where a Decision Makers' personal interests reasonably conflict with the interests or concerns of USA Fencing. A **"Family Member"** is defined as a spouse, domestic partner, parent/grandparent, parent/grandparent of spouse/domestic partner, child or child of a spouse/domestic partner, sibling or the sibling of a spouse/domestic partner, other blood relative or the blood relative of a spouse/domestic partner of a Decision Maker; (9) club members or teammates. If a Decision Maker or other disclosing individual has any question as to whether a relationship or activity may create a conflict of interest, a disclosure should be made and the advice sought from the Ethics Committee.

To provide illustrative examples, a potential conflict of interest might exist the situations described below. This list is f not intended to be exhaustive or determinative of whether a conflict exists. But it is a listing of the types of circumstances in which disclosure would be appropriate to avoid even a perception of a conflict:

1) A Decision Maker or a Family Member owning stock or holding debt or other proprietary interests in any third party dealing or potentially dealing with **USA Fencing**.

   EXAMPLE: When a **USA Fencing** resource team member owns an interest in a company seeking to enter into a contract to provide consulting services to **USA Fencing**.

2) A Decision Maker or a Family Member owning a business, being employed by, or providing goods or services under a provider, contractor, or consulting agreement, to or for a business that provides goods or services to **USA Fencing**, the USOPC, or any other NGB.

   EXAMPLE: When **USA Fencing** is contemplating entering into an agreement for consulting services from a committee member of **USA Fencing**.

3) A Decision Maker or a Family Member holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with **USA Fencing**.

> **EXAMPLE:** When a **USA Fencing** board member's wife is the CEO of a company negotiating a contract to provide services to **USA Fencing**.

4) A Decision Maker or a Family Member receiving remuneration for services with respect to individual transactions involving **USA Fencing**.

> **EXAMPLE:** When a **USA Fencing** resource group gets paid a commission if **USA Fencing** enters into a particular contract with a third party.

5) A Decision Maker or a Family Member using **USA Fencing**'s time, personnel, equipment, supplies, or goodwill for anything other than **USA Fencing**-approved activities, programs, and purposes.

> **EXAMPLE:** When a **USA Fencing** employee uses a **USA Fencing** vehicle for a personal road trip.

6) A Decision Maker or a Family Member soliciting or receiving personal gifts, loans, gratuities, or discounts from third parties in violation of **USA Fencing's** Gift & Entertainment Policy. No personal gift of money or a cash equivalent should ever be accepted.

> **EXAMPLE:** When a company trying to obtain a contract to provide services to **USA Fencing** offers a $100 gift certificate to a **USA Fencing** board member who would be voting on whether **USA Fencing** should execute the contract in question.
>
> **EXAMPLE:** Asking for box seats to a sporting event because of your position on **USA Fencing's** Nominating Committee.
>
> **EXAMPLE:** Accepting tickets to an NFL game worth $250 from a business seeking to obtain a contract to provide landscaping services for **USA Fencing** headquarters.

7) A Decision Maker or a Family Member acting as an agent, representative, or consultant to a business whose interests may conflict with the interests of **USA Fencing**.

> **EXAMPLE:** When a **USA Fencing** Division Officer agrees to promote another NGB in negotiations with potential sponsors or licensees.

EXAMPLE: When the spouse of a **USA Fencing** board member works for or is a decision maker in an organization that competes with **USA Fencing** or that provides services to an organization that competes with **USA Fencing**.

8) A Decision Maker or a Family Member having a business relationship with a sponsor, supplier, licensee, or vendor of **USA Fencing** (for a current list of **USA Fencing** sponsors, suppliers, and licensees, go to https://www.usafencing.org/sponsors).

   EXAMPLE: When a family member provides legal services to one of **USA Fencing's** sponsors.

9) A Decision Maker or a Family Member awarding **USA Fencing** business to, or provide favorable treatment to, a business owned or controlled by a volunteer, family member, or personal friend.

   EXAMPLE: Awarding a contract to provide landscaping services for **USA Fencing** headquarters to a family member's landscaping business.

10) A Decision Maker or a Family Member participating and/or voting within a discretionary selection committee for **USA Fencing** when the individual has a relationship with an athlete who is potentially impacted by the selection procedures (e.g., as coach, trainer, parent, etc.)

    EXAMPLE: Participating in a decision to select an athlete on **USA Fencing's** team for World Championships or major international competition when Decision Maker is athlete's current coach or family member.

11) A Decision Maker or a Family Member drafting selection procedure for protected competition when the individual, family member, teammate or clubmate, could benefit directly or indirectly from the selection method.

    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.

12) A Decision Maker or a Family Member having activities or interests, whether direct or indirect, that interfere with or influence, or have the potential to interfere with or influence, a Decision Maker's responsibilities on behalf of **USA Fencing** or to undermine the interests of **USA Fencing**.

    EXAMPLE: A **USA Fencing** Tournament Committee member has a significant client who owns or operates a facility being considered as the host of a **USA Fencing** event.

EXAMPLE: A Decision Maker serves on a hearing panel or appeal panel involving discipline against a member of the Decision Maker's club / team / family.

EXAMPLE: An athlete is the potential recipient of benefits or services that are being allocated by **USA Fencing** and participates in the allocation decision.

It shall be the continuing responsibility of all Decision Makers to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 4. DISCLOSURE POLICY AND PROCEDURE

At each Board and Committee meeting, members, including the CEO, shall disclose all potential conflicts of interests with subjects on the meeting agenda. All disclosed potential conflicts of interests shall be included in the meeting minutes, which shall also identify members who recuse themselves due to an actual or apparent conflict of interest. CEO Disclosures

The CEO shall, on an ongoing basis, promptly disclose all actual, potential, or perceived conflicts of interest, whether or not related to Board or Committee meetings.

In addition to the mandatory disclosures required from each Decision Maker under Section 9 and Section 10 of this policy, if any Decision Maker becomes aware of his or her own undisclosed or partially disclosed conflict of interest, such person should report the information to the Board, committee, task force, working group, or resource team that may be involved.

After disclosure of the conflict or potential conflict of interest and all material facts, and after any discussion with the interested person, the Board, committee, task force, working group, or resource team involved shall make an initial determination whether the conflict or potential conflict disqualifies the interested person from discussion and approval of such transaction. If any interested party disagrees with the initial determination, then he or she may refer the matter to the General Counsel and to the Ethics Committee for resolution. The initial determination by the Board, committee, task force, working group, or resource team shall be communicated to the affected parties by email, and documentation of the determination shall be included in the minutes or records of the Board, committee, task force, working group, or resource team.

If any Board, committee, task force, working group, resource team or individual has a good faith belief that a Decision Maker has a conflict of interest that has not been disclosed, that party or individual should notify **USA Fencing's** General Counsel and the Ethics Committee for resolution. No individuals shall retaliate against, or harass or intimidate, another party, or cause another person to do so, for making or raising actual or

possible conflicts of interest. Retaliation shall be defined in accordance with USA Fencing's Anti-Retaliation Policy.

If the matter is referred to the General Counsel and to the Ethics Committee and involves a transaction between **USA Fencing** and a Decision Maker (or a family member or business in some way related to a Decision Maker), the Ethics Committee shall decide if a conflict of interest exists pursuant to Section 5 below, and if there are mitigating measures that could be implemented to permit **USA Fencing** to move forward with the transaction or activity in a manner that is free of conflicts. The Ethics Committee's decision will be shared with the Decision Maker. The Decision Maker must acknowledge in writing and comply as a condition of membership with the decision and direction provided by the Ethics Committee for managing the conflict.

Transactions with parties with whom a conflicting interest exists may be undertaken if the Ethics Committee has determined there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest pursuant to Section 5 below or without notifying the General Counsel and Ethics Committee, if all of the following, at a minimum, are observed:

1) The conflicting interest is fully disclosed;

2) The person with the conflict of interest is excluded from the discussion and approval of such transaction; and

3) A competitive bid or comparable valuation exists.

With respect to the review of any disclosure by the Ethics Committee, the Ethics Committee shall communicate in writing or email delivered to the respective Board, committee, task force, working group, or resource team, and to any individual involved in the potential conflict, any action it has taken with respect to the disclosure including, but not limited to, a determination that no action is required, direction for managing the disclosed conflict, or prohibition of a conflicted transaction. Not later than seven days following delivery of the determination by the Ethics Committee to an affected individual, the individual must acknowledge in writing (a) any action in mitigation or management of the conflict required by the Ethics Committee and (b) any prohibition of any conflicted transaction, and further acknowledge that compliance with the required mitigation or prohibition is an express condition of the individual's continued membership in USA Fencing.

Disinterested Review: All reviews, determinations, investigations, and other actions undertaken by the Ethics Committee pursuant to this Policy shall be conducted only by disinterested members of the Ethics Committee. Any Ethics Committee member who has an actual, potential, or perceived conflict of interest with respect to the matter under review shall not participate in the review, investigation, deliberation, or determination of that matter.

SECTION 5. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST WITH RESPECT TO TRANSACTIONS OR BUSINESS OF USA FENCING (See Standard Operating Procedures)

If a possible conflict of interest exists and is referred to the General Counsel and Ethics Committee with respect to a proposed transaction, promptly and before any decision is made regarding the proposed transaction, the proposed transaction shall be addressed as follows:

1) The interested person may make a presentation to the Ethics Committee, which may be convened virtually, regarding the transaction or arrangement involving the possible conflict of interest.

2) The Ethics Committee shall review alternatives to the proposed transaction or arrangement if presented to the Ethics Committee by the Board of **USA Fencing**, staff, or relevant committee.

3) After reviewing the presented information, the Ethics Committee shall apply the Conflicts of Interest Standard Operations Procedures to evaluate the potential conflict of interest. The Ethics Committee shall inform the Board of **USA Fencing** or committee whether there is a conflict of interest precluding **USA Fencing** from entering into the transaction or arrangement, or if there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest.

SECTION 6. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST IN 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 an attempt to ensure that no individuals participating in the process have a conflict of interest that will impact their ability to make fair and unbiased decisions in the athlete or team selection process.

Any individual involved in the drafting of procedures (including the athlete representative) or on a discretionary selection committee (or similar group) must disclose to all of such committee or group members: all club and coaching affiliations of the Decision Maker and each member of the Decision Maker's family, any known parties that employ or are employed by Decision Maker and members of the Decision Maker's family, or any other circumstances that reasonably indicate a conflict or appearance of a conflict.

The Committee or group involved will first determine if a conflict exists. If there is any question or conflict concerning the Decision Maker's involvement in or voting on a matter, a report should be made to USA Fencing's General Counsel and to the Ethics Committee for clarification or resolution of any issue.

A resolution could be that the Decision Maker may participate fully, be barred from participating or voting, or a middle ground such as participating 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.

SECTION 7. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

1) If the disinterested members of the Ethics Committee have reasonable cause to believe a Decision Maker has failed to disclose actual or possible conflicts of interest, the Ethics Committee shall promptly inform the Decision Maker of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the disinterested members of the Ethics Committee determine the Decision Maker has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action. The Decision Maker will be notified of the disciplinary and/or corrective action in writing. Decision Makers may appeal any such disciplinary and/or corrective action. Any such appeal must be commenced by notice emailed to the Board or to any committee or commission designated by the Board and General Counsel no later than 10 business days of being notified of the disciplinary and/or corrective action in writing. Any such appeal shall be conducted on the record of the Ethics Committee, and not by a hearing de novo. The Decision Maker shall have the right to present argument to the Board/committee/commission, but not new evidence, in connection with the appeal. The Board/committee/commission may, in its discretion, hear from the Ethics Committee. The Board/committee/commission may affirm, reject or modify the disciplinary and/or corrective action by a majority or 2/3 vote, depending on the nature of the disciplinary and/or corrective action and as provided in the USA Fencing Bylaws. The Board's/committee's/commission's decision shall become final and effective when transmitted via email to the Decision Maker. Applicable disciplinary sanctions may be further appealed through arbitration pursuant to Chapter 13 of the Athlete Handbook.

3) While any such failure to disclose an actual or possible conflict of interest is under investigation, the Decision Maker shall be precluded from engaging in further decisions of **USA Fencing** that bear any relation whatsoever to the matter that is the subject of the actual or possible conflict of interest.

SECTION 8. RECORDS OF PROCEEDINGS

For any meeting or portion of a meeting of the Ethics Committee involving an allegation of a violation of the Conflict of Interest Policy, the minutes of the meetings shall contain:

1) The names of the persons who were found to have a connection with an actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Ethics Committee's decision as to whether a conflict of interest in fact existed.

2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, or selection process, the content of the discussion (including, but not limited to, an analysis of the fairness and reasonableness of the transaction or arrangement in question, or the fairness of having the individual participate in the selection process), including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 9. BIENNIAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS

Each Decision Maker shall biennially sign and submit to the Ethics Committee and **USA Fencing's** General Counsel a statement, substantially in the form attached hereto, in which such person affirms that he or she:

1) Has received a copy of the conflicts of interest policy;

2) Has read and understands the policy;

3) Has agreed to comply with the policy, and

4) Understands that **USA Fencing** is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. The disclosure statements shall be reviewed by the Ethics Committee. If the Ethics Committee determines that a possible conflict of interest exists and still needs to be addressed, the procedures in Section 4 and 5 shall apply.

Any actual, perceived, or potential conflict of interest should be disclosed in the biennial statement.

Any new **USA Fencing** employee shall submit a conflict of interest disclosure statement within 14 days of their hiring by **USA Fencing**. Any other new Decision Maker shall submit a conflict of interest disclosure statement by the earlier of 14 days after their appointment or their first **USA Fencing** Board, committee, task force or hearing panel

meeting. In no event shall a Decision Maker participate in any decisions to commit **USA Fencing** to a proposed transaction, hearing, or athlete or team selection procedures prior to submission of the mandatory conflict of interest disclosure statement. Where such new conflict of interest disclosures are required, the Ethics Committee shall periodically review such submissions rather than waiting for the next biennial review period to arrive.

The **USA Fencing** national office shall maintain copies of all Biennial Statements submitted under Section 9 and 10 for not less than seven (7) years.

SECTION 10. PERIODIC STATEMENTS / UPDATES

Each director, officer, committee member, task force member, hearing panel member, and employee shall update their biennial disclosure as necessary, including based upon any new developments that change any information previously submitted in the previously submitted biennial disclosure, and submit to the Ethics Committee a signed statement describing any new potential conflicts of interest as soon as practicable after becoming aware of such potential conflict of interest.

SECTION 11. ADDITIONAL INFORMATION

USA Fencing's Ethics Committee can be contacted with any questions about this policy by sending an email to ethicscommittee@usafencing.org.

USA Fencing's General Counsel can be contacted with any questions about this policy by sending an email to j.saxon@usafencing.org.

USOPC General Resources

Specific to the Olympic and Paralympic Movement:

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
WEBSITE: www.usathlete.org

Individuals who wish to report concerns related to this Code of Conduct as it relates to involvement in the Olympic and Paralympic Movement 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
Hotline: 877-404-9935

DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.

USA FENCING CONFLICT OF INTEREST DISCLOSURE STATEMENT

I, _____, am a member of **USA Fencing** and serve in the following role(s):

- ☐ Board of Directors
- ☐ Committee Member
  - Please specify which committee(s)_____
- ☐ Task Force Member
  - Please specify which task force(s)_____
- ☐ Working Group Member
  - Please specify which task force(s)_____
- ☐ Resource Team Member
  - Please specify which task force(s)_____
- ☐ Hearing Panel Member
  - Please specify which hearing panel(s)_____
- ☐ Employee
- ☐ Volunteer
- ☐ Selection Committee
- ☐ Other

I affirm:

- ☐ I have received the **USA Fencing** Conflict of Interest Policy (the "Policy").
- ☐ I have read and understand the Policy.
- ☐ I agree to comply with the Policy.
- ☐ I understand that **USA Fencing** 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.

Note: This disclosure statement also requires you to provide information with respect to certain other parties that are related to you and may have an interest in the transaction. These persons are called "affiliated persons" and include, but are not limited to:

a) *Your family members as defined in the USA Fencing Conflict of Interest policy;*

b) *Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or beneficial owner of any class of equity securities (other than ownership of less than two percent of the equity interests in any publicly traded securities); and*

c) *Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.*

I do not have any conflicts of interest to disclose.

☐ *True*

☐ *False*

Sport and Community Involvement

*Please note all sport and **USA Fencing** community involvement. Please state the obvious – even if your involvement is widely known, be sure to note it here to be certain that any conflicts are up front and easier to deal with.*

☐ I or my affiliated person(s) own, operate or work at a business that is involved in our sport

☐ I or my affiliated person(s) am actively participating in our sport as a competitor, official, coach or other type of participant

1. Please state the following:

   a. name of each fencing club of which you, or any affiliated persons, are a member:

   _____

   b. name of your fencing coach, and the coach of any affiliated persons

   _____

2. Do you or an Affiliated Person own stock or hold debt or other proprietary interests in any third party dealing or who may potentially deal with **USA Fencing**?

   YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who Holds, or May Hold the Proprietary Interest?

ME AFFILIATED PERSON BOTH

If someone else, who is that person/organization?

_____
_____

If someone else, how is this person or organization related to you?

_____
_____

What is the Proprietary Interest(s) held or that may be held?

_____
_____

3. Do you or an Affiliated Person own a business, maintain a primary or secondary job, or provide goods or services under an agreement by which the outside business provides goods or services to **USA Fencing**, the USOPC, or another NGB in the past year?

   YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that provided goods or services to **USA Fencing**, the USOPC or another NGB in the past year?

ME AFFILIATED PERSON BOTH

If someone else, who is that person/organization?

_____

_____

What goods or services have been or are to be provided to **USA Fencing**, the USOPC, or another NGB in the past year?

_____

_____

4. Have you or any of your affiliated persons provided services (other than board/committee/task force/hearing panel/employee/volunteer services) or property to **USA Fencing** in the past year?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that provided goods or services to **USA Fencing** in the past year?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person or organization?

_____

_____

What goods or services were provided to **USA Fencing** in the past year?

_____

_____

5. Have you or any of your affiliated persons purchased services or property (other than items publicly available) from **USA Fencing** in the past year?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that purchased goods or services from the NGB in the past year?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person or organization?

_____

_____

What goods or services have been or are to be purchased from the NGB in the past year?

_____

_____

6. Do you or an Affiliated Person hold office, serve on the board, participate in management, or are otherwise employed (or formerly employed) with a third party dealing with **USA Fencing**?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who held office, served on the Board, participated in management or was otherwise employed (for formerly employed) with a third party (including other NGBs) dealing with **USA Fencing**?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person or organization?

_____

_____

What role(s) and/or organization(s) were you or your affiliated persons involved with?

_____

_____

What dealing(s) did the organization(s) noted above have with **USA Fencing**?

_____

_____

7. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which **USA Fencing** was or is a party.

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who had a direct or indirect interest in dealing with **USA Fencing**?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What direct or indirect interest in a transaction did you or the affiliated person have?

_____

_____

8. Do you or a Family Member act as an agent, representative, or consultant to a business whose interests may conflict with the interests of **USA Fencing**?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who has an interest that may conflict with the interests of **USA Fencing**?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What potentially conflicting interest do you or the affiliated person have?

_____

_____

9. Were you or any of your affiliated persons indebted to pay money to **USA Fencing** at any time in the past year (other than travel advances or the like)?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was indebted to **USA Fencing** in the past year?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What debt did you or your affiliated person owe to **USA Fencing** in the past year?

_____

_____

10. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from **USA Fencing** or as a result of your relationship with **USA Fencing**, that in the aggregate could be valued in excess of $1,000, excluding compensation or reimbursement of expenses directly related to your duties to **USA Fencing** as a board/committee/task force/hearing panel/employee/volunteer?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was paid $1000 or more by **USA Fencing** in the past year?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

Please describe the benefit and/or income paid to you or the affiliated person:

_____

_____

11. Are you or any of your affiliated person a party to or have an interest in any pending legal proceedings involving **USA Fencing**?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is involved in a legal proceeding involving **USA Fencing**?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What is the nature of the legal proceeding involving **USA Fencing,** you and/or an affiliated person?

_____

_____

12. Are you affiliated with an person who is an athlete competing for a spot on a **USA Fencing** national team, are you an athlete competing for a spot on the team, do you coach an athlete who is competing for a spot on the team, or do you have an immediate family member, employee, or colleague who is otherwise participating in the competition for which the selection committee has been convened?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the athlete competing for a sport on a national team, or the coach of an athlete competing for a spot on a national team?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What role do you or the affiliated person play?

COMPETING ATHLETE COACH OF A COMPETING ATHLETE

13. Do you or a family member have a business relationship with a sponsor, supplier, licensee or vendor of **USA Fencing**?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization with a business relationship with a sponsor, supplier, licensee or vendor?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What is the nature of the relationship you or the affiliated person has with the sponsor, supplier, licensee or vendor?

_____

_____

14. Are you aware of any other undisclosed events, transactions, arrangements or other situations that have occurred in the past or present involving another individual that you believe should be examined by **USA Fencing's** Ethics Committee in accordance with the terms and intent of **USA Fencing's** Conflict of Interest Policy?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization that you believe there may give rise to a conflict of interests?

_____

_____

What is the nature of the potential conflict the person or organization may have?

_____

_____

15. Do you have any events, transactions, arrangements or other situations that have occurred or may occur in the future involving you or an affiliated person that you would prefer to be examined by **USA Fencing's** Ethics Committee in accordance with the terms and intent of **USA Fencing's** Conflict of Interest Policy?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization that you believe there may give rise to a conflict of interests?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person/organization?

_____

_____

What is the nature of the potential conflict you or the affiliated person may have?

_____

_____

Would you like to be contacted by a member of the USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest policy further?

YES NO

16. Do you have anything not covered in the questions above that you wish to disclose?

_____

_____

17. Would you like to be contacted by a member of USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest Policy?

YES NO

I HERBY CONFIRM that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the board or committee Chairperson or General Counsel (as applicable) immediately.

_____ _____

Signature Date

☐ Reviewed by the Ethics Committee Date:_____

☐ Determined no potential conflicts of interest need to be addressed

☐ Potential conflicts were addressed in the following manner:

_____

_____

_____

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USA Fencing – Standard Operating Procedures for Conflicts of Interest Review

I. INTRODUCTION

The U.S. Fencing Association ("USFA") is committed to the highest standards of ethics, transparency, and integrity in all of its operations. As part of this commitment, the Ethics Committee plays a key role in reviewing disclosures and potential conflicts of interest ("COIs") involving USFA Board Members, Committee Members, USFA Officers, employees, and other affiliated individuals. The goal of the Ethics Committee is to preserve stakeholder trust by managing actual, potential, or perceived COIs in a consistent and proportionate manner.

A COI is any situation where personal interests could improperly influence decisions made regarding USFA interests or business. Section 12.10 of the Bylaws requires the Ethics Committee to review COI disclosures for "actual, apparent and potential conflicts of interest" and to provide advice to the USFA Board regarding issues relating to them. USFA's COI Policy is found within the Bylaws and grants flexibility to the Ethics Committee regarding how it provides this advice.

The longstanding practice of the Ethics Committee allows for a range of responses depending on the nature and severity of the conflict. This flexible framework ensures that responses are tailored to the specific circumstances of each case while maintaining fairness and protecting the integrity of USFA 's governance.

To provide better transparency to the USFA Board and Members, and to implement its obligations under the USFA Conflicts of Interest Policy, the Ethics Committee has determined it is appropriate to provide a written summary of how it handles various levels of COIs. These COI Standard Operating Procedures are intended to provide a standardized process for identifying, categorizing, and managing conflicts of interest during disclosure and review, as a means of ensuring transparency, maintaining integrity, and mitigating risk across all USFA matters.

II. FRAMEWORK FOR GATHERING DISCLOSURES AND REVIEWING THEM

This section outlines the structured process for collecting, reviewing, assessing, and documenting potential COIs. The framework is designed to ensure timely disclosure, consistent evaluation, appropriate mitigation, and long-term documentation, in line with USFA ethical standards and compliance obligations and the requirements of the USFA Conflicts of Interest Policy.

A. Step 1: COI Disclosure

Biennial Submission Requirement: All individuals in decision-making roles – defined as USFA Board Members, Committee Members, officers, employees, or others with the ability to influence material decisions – are required to complete a COI Disclosure Form on an biennial basis.

Due Date: Completed COI Disclosure Forms must be submitted no later than August 31st of each calendar year. If a requirement is added for advance completion of COI Disclosure Forms by prospective Board Members, then the SOPs will be amended to reflect any such change. If necessary, such as for newly appointed Board or Committee Members, or onboarded new officers or employees, the Ethics Committee can solicit and evaluate COI Disclosure Forms at other times.

Update Requirements: In addition to the biennial submission, individuals must promptly submit an updated COI Disclosure Form when a new potential conflict arises, it appears that a previously submitted form is inaccurate or incomplete, or circumstances materially change.

B. Step 2: Initial Review

The Director of Member Safety & Organizational Compliance, or other staff liaison to the Ethics Committee as may be appointed, shall conduct a preliminary review of all submitted COI Disclosure Forms to ensure completeness and clarity and to flag items that appear to need special review by the Ethics Committee. Items to consider flagging include: (1) any forms with incomplete or vague answers; (2) disclosed relationships or interests that may indicate a potential COI; (3) information that is publicly or otherwise known to indicate that a COI Disclosure Form is incomplete or misleading; or (4) persons who had COIs flagged in a prior year.

C. Step 3: Conflict Level Assessment

Review Protocols: The Ethics Committee will conduct a full evaluation of all COI Disclosure Forms, paying special attention to any items flagged in the preliminary review. The Ethics Committee will apply the standardized COI categories found in Section III to categorize each conflict.

The Ethics Committee will consider not only the nature of the relationship or interest but also the specific decision-making role of the discloser, the potential for influence, and the appearance of impropriety.

Documentation of Determination: For each evaluated disclosure, the Committee will record: (1) the assigned conflict level; (2) the rationale for the determination; and (3) whether mitigation, recusal, or removal is recommended.

D. Step 4: Mitigation Plan (if applicable)

Where the Ethics Committee determines that the COI requires some type of mitigation, the Ethics Committee will prepare a mitigation plan containing specific actions to reduce or eliminate the risk of improper influence for presentation to the Board. For long-term or ongoing conflicts, the mitigation plan should include a schedule for periodic re-evaluation (e.g., biennially or upon change in circumstances).

E. Step 5: Recusal or Termination Recommendation (if applicable)

Where the Ethics Committee determines that the COI is serious enough to warrant recusal or termination, the Ethics Committee will prepare a COI report detailing the circumstances that create a severe COI, why recusal or termination is recommended, and the scope of any recusal recommended to eliminate the COI.

F. Step 6: Documentation and Recordkeeping

All disclosure forms, supporting documents, conflict level determinations, and approved mitigation plans shall be preserved for a minimum of seven years from the date of submission or resolution, whichever is later.

III. FRAMEWORK OF RESPONSES TO CONFLICTS OF INTEREST

These procedures apply to all decision makers, including but not limited to board Members, Committee Members, officers, employees, and volunteers required to complete a COI Disclosure Form. The Ethics Committee stresses that it is up to the Board, and individual Members of the Board, to take concrete actions regarding any COIs. The role of the Ethics Committee is to identify, investigate, and disclose potential or actual conflicts of interest and to provide a recommendation to the Board. After any recommendation is made, it is up to the Board to take action under the Bylaws.

Further, because the ultimate responsibility for handling COIs under the Bylaws is reserved for the Board, the Board has the option to take action under the Bylaws even if a COI becomes apparent after the biennial review process has been completed or in advance of any action or report by the Ethics Committee.

Once the Board approves the Ethics Committee's recommendations regarding COIs, the Ethics Committee shall promptly communicate its decision and any resulting direction to the affected Decision Maker in writing, including any required recusal, abstention, restriction, corrective action, or other conditions and the effective date and duration thereof. The affected Decision Maker shall acknowledge receipt and comply with the Board's direction.

The Ethics Committee may make one or more of the following determinations, based on its assessment of the facts, the level of risk presented, and the application of the Bylaws requirements:

A. Minor COI Issues

1. Level 1: Determination That No Action Is Required

Overview: This outcome applies to COI situations involving minor or routine relationships that do not create a meaningful risk of bias or undue influence. These are typically too trivial, too remote, or too attenuated to raise any concern about undue

influence, favoritism, or harm to USFA or its interests. They clearly fall outside the scope of actionable conflicts and are treated as routine background relationships or interests.

Example Situations:

- A Board or Committee Member, or officer or employee, has a child who participates in local fencing tournaments but is not involved in Board decisions affecting that child.

- A Board or Committee Member, or officer or employee, purchases fencing gear for his or her own use from a vendor who also sells equipment at North American Cups.

- A Board or Committee Member, or officer or employee, volunteers at a fencing club that occasionally interacts with USFA but has no decision-making power over funding or policy matters affecting that club.

- A Board or Committee Member, or officer or employee, works in a sporting-related company that has no financial ties to USFA.

- **Rationale:** These circumstances do not meet the threshold of an actual or apparent conflict under the USFA Bylaws and therefore require no further action.

- **Action:** Retention of record documenting that there is no conflict.

2. Level 2: Determination That Additional Information Should Be ought

Overview: This response is appropriate when a COI Disclosure Form appears incomplete, ambiguous, or inconsistent, requiring additional facts to assess the existence or severity of a conflict. This would include situations where information is publicly known that would indicate that a disclosure is incomplete or misleading as written. In this circumstance, the Ethics Committee may seek additional information in advance of notification of the Board, as a mechanism to try to resolve the issue without or in advance of any Board involvement.

Example Situations:

- A Board or Committee Member, or officer or employee, submits a disclosure that references a "business relationship" without explaining the nature or scope of that relationship.

- A conflict is disclosed only verbally or informally and is not documented in writing.

- A Board or Committee Member, or officer or employee, lists outside employment on a disclosure form but does not identify the employer or describe the duties performed.

Action: The Ethics Committee will request clarification or supplemental documentation from the disclosing party and may defer any final recommendation until a complete assessment can be made.

B. Moderate Conflicts

1. Level 3: Notification of a Potential Conflict to the Board, with a Recommendation of No Action

Overview: This middle-ground response applies to situations that are still relatively minor but may reasonably raise questions or merit disclosure to maintain transparency. These situations involve low-risk, attenuated, or probably immaterial connections. The purpose of the notification is to document that the matter was considered and resolved with transparency, reinforcing confidence in the ethics process.

Example Situations:

- A Board Member's child is nationally ranked at a high level and may qualify for international team selection and related funding.

- A Board or Committee Member, or officer or employee, previously worked for a vendor that recently submitted a bid for a USFA contract, though the member has no current ties to the vendor.

- A Board or Committee Member, or officer or employee, is married to someone who actively coaches at North American Cups.

- An employee has a relative who works at a USFA vendor partner, but the scope of the employee's job is unlikely to put the employee in a position of being able to steer any business to the vendor or to interact with it in any way.

- **Rationale**: The potential COI does not justify recusal or other restrictions but is significant enough to be disclosed to the full Board for awareness and accountability.

Action: Retention of documentation showing rationale for conclusion; notification to Board and Committee (if relevant) of specific concerns, with rationale of why there is only a minimal potential conflict with no direct impact on USFA duties.

2. Level 4: Notification of a Potential Conflict to the Board, with a Recommendation of Action

Overview: This response represents a moderate level of concern and is to be used when a conflict is not inherently disqualifying or incompatible with continued involvement in organizational decisions but still warrants formal disclosure to the Board. These situations typically involve potentially material interests, personal relationships, or external activities that could give rise to an appearance of impropriety, divided loyalties, or future

entanglements. While the risks can be managed through a mitigation plan, transparency and potential Board oversight or involvement are necessary for maintaining trust and credibility.

Example Situations:

- A Board or Committee Member, or officer or employee, also performs consultant work with a vendor, but not in a decision-making role.

- A Board member has a close relative who works with a business partner of USFA.

Rationale: The potential conflict does not justify recusal or other restrictions but is significant enough to be disclosed to the full Board for awareness and accountability.

Action: Retention of documentation showing rationale for conclusion; notification to Board and particular Committee (if relevant) of specific concerns with rationale of why there a mitigation plan is recommended; development and submission of mitigation plan.

C. Severe Conflicts

1. Level 5: Recommendation of Recusal from Specific Matters

Overview: This recommendation arises when the Ethics Committee determines that a person has a direct or perceived COI that could seriously compromise objectivity or appear to do so, leading to the potential to compromise his or her ability to act in the best interests of USFA. These situations involve actual, apparent, or potential conflicts of interest that, while not warranting removal or termination, still threaten the integrity of a specific decision or process if not addressed.

Example Situations:

- A Board or Committee Member, or officer or employee, is the principal or an employee of a fencing equipment company that provides services to USFA or submits bids for contracts.

- A Board or Committee Member, or officer or employee, is in a leadership position at a fencing club that is the subject of a disciplinary proceeding or has a personal or coaching relationship with an athlete that has an ongoing conduct investigation.

- A Board or Committee Member, or officer or employee, is a party to ongoing litigation against USFA.

- A Board or Committee Member, or officer or employee, has a financial stake in a company that provides accounting or auditing services to USFA.

Rationale: Recusal from relevant discussions and votes is a standard remedy to protect both the decision-making process and the credibility of the organization, as well as

the conflicted person as well. The affected individual would be restricted from participating in any deliberations or votes related to the conflict or receiving confidential information relating to the same. Where an employee is involved, the Ethics Committee will include a proposal regarding how the employee can perform his or her duties while being firewalled from certain topics that present a COI.

2. Level 6: Recommendation that the Board Take Steps to Remove the Member from the Board or Committee, or Terminate the Employment of the Officer or Employee

Overview: This is the most serious response and is reserved for situations where the conflict is pervasive, unresolvable, or so serious that it undermines the individual's ability to fulfill fiduciary duties to USFA, such that there would be an irreconcilable conflict that is impossible to solve with recusal. Conflicts of interest that are so severe, willful, or damaging that they justify termination of a Board member or employee typically involve intentional misconduct, concealment, or serious breaches of duty or trust. These are situations where disclosure or recusal or disclosure would be inadequate to protect the organization.

An additional situation where this might arise is where a Board Member or Committee Member, or officer or employee, refuses to update a COI Disclosure Form or repeatedly continues to provide a misleading COI Disclosure Form, which in effect makes it impossible for the Ethics Committee or the Board to evaluate the extent of any conflict or the willingness of the person to take steps to mitigate the conflict to allow the person to conduct USFA business in accordance with all requirements in the Bylaws to proceed in the best interests of USFA free of conflicts. Where this arises, the willful failure to provide relevant information to allow consideration of the conflict can warrant a recommendation of removal or termination.

Example Situations:

- A Board or Committee Member, or officer or employee, has repeatedly failed to disclose conflicts, even after being advised of disclosure obligations.
- A Board or Committee Member, or officer or employee, arranges for USFA to enter into a contract with a company he or she secretly owns or controls, without disclosing the ownership interest.
- A Board or Committee Member, or officer or employee, accepts personal payments or gifts from a vendor in exchange for awarding contracts or favorable treatment.
- A Board or Committee Member, or officer or employee, has submitted a false or materially misleading conflict-of-interest disclosure and refuses to update it or to provide full and clearly material information.

- A Board or Committee Member, or officer or employee, has taken steps that threaten imminent harm to USFA interests or has been entirely derelict in carrying out his or her USFA responsibilities.

Rationale: In these rare cases, recusal is insufficient to protect the interests of the organization. Removal of the person or termination is recommended to prevent further risk and ensure that all Board Members or employees are acting in the best interests of USFA, as required by the Bylaws.

* * *

The Ethics Committee's ability to recommend responses across a spectrum, from no action to recommendations of recusal or removal, ensures that USFA can manage conflicts of interest in a principled, proportionate, and transparent manner. This tiered approach reflects the complexity of real-world relationships while preserving the USFA commitment to ethical governance.

All decisions of the Ethics Committee will be documented and, where appropriate, reported to the Board. All conflicts, level 3 and above, will be posted on the USA Fencing website for the duration of each person's tenure to ensure oversight and institutional integrity. The Ethics Committee will review these COI Standard Operating Procedures biennially to ensure alignment with the Bylaws and any organizational changes.