



CONFLICT OF INTEREST

POLICY & PROCEDURES

V6 | OCTOBER 2025

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CONFLICT OF INTEREST POLICY

1. PURPOSE

USA National Karate-do Federation (USA-NKF) is committed to sustaining an ethical organization free of actual, potential and perceived conflicts of interest. Each Affiliated Individual (as defined below) has the responsibility to administer the affairs of USA-NKF honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of USA-NKF. Those people will exercise the utmost good faith in all transactions involved in their duties, and they will not use their positions with USA-NKF or knowledge gained therefrom for their personal benefit. The interests of the organization must be the priority in all decisions and actions. USA-NKF 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-NKF.

2. APPLICABILITY OF POLICY

This Conflict-of-Interest Policy is applicable to all USA-NKF Affiliated Individuals. **“Affiliated Individuals”** include, but are not limited to, members of USA-NKF’s Board of Directors (the Board of USA-NKF), officers, committee members, task force members, hearing panel members, employees, contractors and volunteer staff (includes event staff, national coaches, national team support personnel and those supporting operational functions).

3. DEFINITIONS

“Conflict of Interest” or **“Conflict”** exists when an Affiliated Individual’s activities or interests interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the USA-NKF or undermine the interests of the USA-NKF.

A **“conflict of interest”** also exists in the context of athlete or team selection when an Affiliated Individual participates in a selection decision that involves or impacts an athlete with whom the Affiliated Individual has a direct or indirect relationship, or when an Affiliated Individual participates in a benefits or services allocation decision that directly impacts the Affiliated Individual.

A **“Family Member”** is defined as a spouse, domestic partner, parent, parent of spouse/domestic partner, child, stepchild, child of a domestic partner, sibling, or the sibling of a spouse/domestic partner of an Affiliated Individual.

4. AREAS IN WHICH CONFLICTS MAY ARISE

Conflicts of interest often arise due to the relationships, interests, or memberships Affiliated Individuals have with third parties such as, but not limited, to the following:

- a) Persons or entities having a financial or investment interest, direct or indirect, in a karate or martial arts related business or any other business that conducts business with USA–NKF, United States Olympic and Paralympic Committee (USOPC) or another National Governing Body (NGB).
- b) Family members with a financial or investment interest, direct or indirect, in a karate or martial arts related business or any other business that conducts business with USA–NKF, USOPC or another NGB
- c) A key employee of a karate or martial arts related business or any other business that conducts business with USA–NKF, USOPC or another NGB
- d) Family members that are key employees of a karate or martial arts related business or any other business that conducts business with USA–NKF, USOPC or another NGB
- e) Serve as an officer, director, or trustee of an entity (or a shareholder of a professional corporation) that does business with USA–NKF, USOPC or another NGB
- f) People or entities leasing property or equipment to USA–NKF.
- g) People or entities with whom USA–NKF is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property.
- h) Competing or affinity organizations.
- i) Donors, contributors and others supporting USA–NKF.
- j) Affiliation to agencies, martial arts or other organizations, associations which affect and influence the operations of USA–NKF; or
- k) Family members, friends, and other employees.

Potential conflicts of interest often arise when Affiliated Individuals have an interest, directly or indirectly, with any person 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 must be disclosed are listed below:

- i. Affiliated Individual or their Family Member owns stock or holds debt or other proprietary interests in any third party dealing or who may potentially deal with USA-NKF.

EXAMPLE: A USA-NKF board member has 70% interest in a company seeking to enter into a contract with USA-NKF to provide consulting services.

- ii. Affiliated Individual or a Family Member owns a business, maintains a second job, or provides goods or services under a provider, contractor, or consulting agreement, whereby the outside business provides goods or services to USA-NKF, the USOPC, or any other NGB.

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

- iii. Affiliated Individual or a Family Member holds a position of executive, officer or director in a business, national or international sports organization, participates in the management of, or otherwise is employed (or formerly employed) by any third party dealing with USA-NKF.

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

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

EXAMPLE: A USA-NKF employee uses a USA-NKF vehicle for a personal road trip.

- v. Affiliated Individual solicits gifts or gratuities using their USA-NKF role or accepts personal gifts, loans, gratuities, or discounts from third parties in violation of USANKF Gift Policy. No personal gift of money should ever be accepted.

EXAMPLE: A USA-NKF employee using her position at USA-NKF to obtain box seats for 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 cleaning or janitorial services for USA-NKF headquarters.

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

vi. Affiliated Individual or a Family Member acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USA–NKF.

EXAMPLE: A USA–NKF board member agrees to promote another NGB on behalf of that NGB or over USA–NKF interests in negotiations with potential sponsors or licensees.

vii. Affiliated Individual or a Family Member has a business relationship with a sponsor, supplier, licensee, or vendor of USA–NKF. For a current list of USA–NKF sponsors, go to <https://www.teamusa.org/USA-Karate/Sponsors>.

EXAMPLE: A USA–NKF employee’s spouse provides legal services to a USA–NKF sponsor.

viii. Affiliated Individual awards USA–NKF business to, or provides favorable treatment to, a business owned or controlled by a volunteer, family member, or personal friend.

EXAMPLE: USA–NKF is contemplating entering into a contract with a business providing event staging or travel coordination services because that company is owned by an employee’s brother.

ix. Affiliated Individual drafts selection procedures or participates and/or votes within a discretionary selection committee of USA–NKF 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–NKF employee participating in a decision to select an athlete on USA–NKF’s team for World or Continental Championships or major international competition when the USA– NKF employee is an athlete’s current coach, is affiliated with the same martial arts organization as the athlete, or is a family member of the athlete.

EXAMPLE: The athlete representative assisting with drafting, voting on, and/or signing the procedures is also competing for a spot on the team for which the procedures are written.

x. Affiliated Individual engages in activities or maintains interests, that interfere with or influence, or have the potential to interfere with or influence, the satisfactory performance of their responsibilities on behalf of USA–NKF or undermine the interests of USA–NKF.

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

xi. USA-NKF Officer is an officer of another NGB.

5. INTERPRETATION OF THIS POLICY

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

However, disclosure of a conflict or potential conflict of interest does not necessarily prohibit involvement in the disclosed activity or with the USA-NKF. 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-NKF and Affiliated Individual to implement appropriate mitigating measures upon full disclosure of all relevant facts and circumstances. However, it is USA-NKF's policy that the existence of any of the interests described or similar in nature to those described in Section 4 will be disclosed before any transaction is consummated or any vote taken on an action, contract, relationship, or decision that would give rise to the potential conflict of interest. It is the continuing responsibility of each Affiliated Individual to scrutinize his/her transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

6. DISCLOSURE POLICY AND PROCEDURE

In addition to the mandatory self-disclosures required from each Affiliated Individual under Sections 9 and 10 of this policy, any individual with a good faith belief that another Affiliated Individual has a conflict of interest may notify the USA-NKF Ethics Committee of such perceived conflict pursuant to the procedures set forth below. Such notice may be provided anonymously. Anonymous disclosures can be made through the USA-NKF's Ethic's Hotline number 1-844-598-1865 and/or website: www.USAKarateEthics.com. Non-anonymous disclosures may also be made through the USA-NKF's Ethic's Hotline number and/or website as well as to ethics@usankf.org.

Furthermore, should any Affiliated Individual become aware of any undisclosed conflict of interest, or any conflict of interest not fully disclosed, such person should make full disclosure of their knowledge of the potential conflict of interest involved to USA-NKF's Ethics Committee. Affiliated Individuals are encouraged to disclose conflicts whenever they may arise or whenever the member becomes aware of them, in addition to annual disclosures. Specifically, board members, committee members and members of tribunals or panels must disclose any conflicts when they arise or whenever they become aware of them.

Under no circumstances will an individual be subject to any disciplinary or retaliatory action for filing, in good faith, a report of a violation or potential violation of the Conflict-of-Interest Policy. However, filing known false or malicious reports will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action. This policy is covered under the USA National Karate-do Federation Whistleblower Protection Policy.

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

7. PRECEDURES FOR ADDRESSING POTENTIAL CONFLICTS OF INTEREST

a) With Respect to USA-NKF 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. An interested person may make notification to the Ethics Committee regarding the transaction or arrangement involving the potential conflict of interest.
- ii. The interested person will then recuse themselves from 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-NKF must take or not take to avoid the conflict. The Ethics Committee may determine in some cases that USA-NKF cannot engage in the transaction or arrangement at all due to the conflict or potential conflict of interest.

b) With Respect to a Board, Staff, or Committee Meetings

- i. Agendas shall have a standing item at the start of the meeting to declare any conflicts that exist about the items on the agenda.
- ii. Any participant may bring a “point-of-order” motion if they believe that another participant or themselves is deliberating or voting on an issue that would constitute a conflict of interest.

- iii. The person chairing the meeting shall offer the questioned member the opportunity to rebut the potential conflict. The chairperson may offer the member the opportunity to voluntarily recuse him or herself. Failing this the chairperson shall rule if the member may advise or vote on the issue.
- iv. If the chairperson rules that the member will not vote that participant may bring an “appeal” of the chairperson’s decision.¹ This motion does not require a second.
- v. The full meeting or a quorum thereof shall, by a majority vote, decide whether the perceived conflict is such that the participant in question must remove or recuse themselves from deliberation and voting.
- vi. Any conflicts identified shall be recorded in the meeting minutes.

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

The following more particularized disclosure requirements and procedures apply in drafting selection procedures and athlete/team discretionary selection decisions 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. Family members of potential athletes affected by discretionary selection shall not be involved in drafting selection procedures or on a discretionary selection committee.

All members, including any Affiliated Individual, employee, coach, support staff, athlete representative, and others, involved in drafting procedures for discretionary team selection, or on a discretionary selection committee, who have a potential conflict of interest must disclose it to the Ethics Committee for review.

The following process will be followed:

- i. The Interested Person will make notification to the Ethics Committee regarding the potential conflict of interest.
- ii. The interested person will then recuse themselves from 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 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.

¹ Note that this is not a Challenge to the Chairperson, it is merely an appeal of the decision not to allow the member to vote.

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-NKF will use its best reasonable efforts to fill that vacancy. For vacancies in non-elected positions, the Athlete Advisory Committee will approve the replacement. For vacancies in elected positions, an election will be held. 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 the Athlete Advisory Committee.

d) With Respect to Hearing Panels

The following more particularized disclosure requirements and procedures apply to Hearing Panels to ensure that no Individual participating in the process has a conflict of interest that will impact his/her ability to make a disinterested, fair and unbiased decision in a hearing.

All members, including any Affiliated Individual, employee, coach, support staff, athlete representative, independent individuals and others, involved in a hearing panel, who have a potential conflict of interest, must disclose it to the Ethics Committee for review.

Respondents may challenge the selection of a panel member with an undisclosed conflict of interest.

The following process will be followed:

- i. The Interested Person will make notification to the Ethics Committee regarding the potential conflict of interest.
- ii. The interested person will then recuse themselves from 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 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 hearing panel, but not take part in any sign-off, vote, or decision.
- v. Under no circumstances will a person with an actual or potential conflict attempt to unduly influence other members of the hearing panel.

If an Individual is recused and a vacancy on the hearing panel is created, The Ethics Committee 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 the hearing panel will be appointed and approved by the Athlete Advisory Committee.

8. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

If the Ethics Committee has reasonable cause to believe an Affiliated Individual has violated this policy or 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 violation.

The Ethics Committee will follow the [USA-NKF Complaint and Hearing Procedures](#) and select a hearing panel of disinterested individuals.

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 violated this policy, it will issue sanction for corrective or disciplinary action to the Affiliated Individual and advise the Board. Disciplinary and corrective actions may include appropriate measures up to suspension of USA-NKF membership and/or removal of membership from Committee or Board of Directors, as permitted by USA-NKF bylaws and prevailing applicable law. The Affiliated Individual has the right to request a hearing with the Judicial Committee in accordance with hearing procedures of Section 14 of the USA-NKF bylaws.

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-NKF that bear any relation whatsoever to the matter that is the subject of the conflict or potential conflict of interest.

Issues of significant conflict of interest that cannot be resolved and any issues that involve apparent violations of prevailing applicable law shall be referred to the Judicial Committee for disposition following their normal procedures, including, as appropriate, referral to public law enforcement officials.

9. ANNUAL DISCLOSURE STATEMENTS

Each Affiliated Individual will annually sign and submit to the Ethics Committee and USA-NKF's CEO a statement, using the standardized form, affirming that they:

- ✓ Have received a copy of the conflicts of interest policy.
- ✓ Have read and understand the policy.
- ✓ Have agreed to comply with the policy, and
- ✓ Understand that USA-NKF is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. Each annual disclosure will be reviewed and addressed by the Ethics Committee.

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

The Ethics Committee will review the submitted annual disclosure statements for direction to the Affiliated Individuals based on the disclosures. USA-NKF will notify the Affiliated Individuals of direction from the Ethics Committee and request acknowledgement of direction via written or electric signature. Direction will be in accordance with current USA-NKF by-laws, policies and procedures, and prevailing applicable law. Compliance with Ethics Committee direction is a condition for Committees and Board membership, officers, task force members, employees and event volunteers.

Any candidate for an open Board seat will submit a conflict-of-interest disclosure statement prior to election or appointment for review by the Ethics Committee and direction as in above paragraph. The Nominating and Governance Committee will take the disclosure and Ethics Committee review under advisement as part of the candidate vetting process.

Any new USA-NKF employee will submit a conflict-of-interest disclosure statement within 14 days of his or her hiring by USA-NKF. Any other new Affiliated Individual 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. In no event will an Affiliated Individual participate in any decisions to commit USA-NKF to a proposed transaction or in athlete or team selection procedures prior to submission of his or her conflict-of-interest disclosure statement.

USA-NKF will maintain copies of all Annual Statements submitted under this Section 9 for four years.

10. PERIODIC STATEMENTS / UPDATES

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

11. ADDITIONAL RESOURCES

The Ethics Committee Chairperson is the Conflict-of-Interest Policy Lead and can be contacted with any questions about this policy. Questions can be sent via email to ethics@usankf.org.

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 policy 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

APPENDIX A: USA-NKF CONFLICT OF INTEREST SUMMARY PROCEDURESAnnual and Board Candidate Vetting Disclosure Procedures

1. Each Affiliated Individual will annually sign and submit to the Ethics Committee and USA– NKF’s CEO a statement, using a standard form through DocuSign (or similar means), affirming that they:
 - ✓ Have received a copy of the conflicts of interest policy.
 - ✓ Have read and understand the policy.
 - ✓ Have agreed to comply with the policy, and
 - ✓ Understand that USA–NKF is a charitable organization and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax–exempt purposes.
 - ✓ Any actual, perceived, or potential conflict of interest must be disclosed in this annual statement.
2. Any candidate for an open Board seat will submit as above prior to election or appointment as part of the vetting process performed by the Nominating and Governance Committee.
3. Each Affiliated Member annual disclosure or Board Candidate disclosure will be reviewed and addressed by the Ethics Committee for appropriate directions to be given to each Affiliated Individual or Board Candidate, based on the disclosures.
4. USA–NKF will notify the Affiliated Individuals or Board Candidate of Directors from the Ethics Committee and request acknowledgement of direction via written or electric signature.
5. Annual disclosures will be retained for four years.
6. Any new USA–NKF employee will submit a conflict–of–interest disclosure statement within 14 days of his or her hiring by USA–NKF.
7. Any new Affiliated Individual 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.
8. Any new potential conflicts of interest by Affiliated Individuals throughout the year will be submitted via signed disclosure statement from those Affiliated Individuals to the Ethics Committee for review