



## **Conflict of Interest Policy**

### **Last Updated January 2026**

#### **1. Purpose**

USA Triathlon (also referred to in this document as “USAT”) is committed to sustaining an ethical organization that strives to eradicate or appropriately mitigate actual and perceived conflicts of interest. The interests of USA Triathlon must be the first priority in all decisions and actions by Affiliated Individuals (as defined below). Each Affiliated Individual 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 must exercise the utmost good faith in all transactions involved in their duties, and they must not use their positions with USA Triathlon or knowledge gained from them for their personal benefit. USA Triathlon requires that all Affiliated Individuals recognize and attempt to avoid activities or investments that constitute, involve or result (or could do so) in a potential or actual conflict of interest.

This Conflict of Interest Policy (the “**Policy**”) does not provide an exhaustive list of every possible circumstance that might give rise to a Conflict of Interest (as defined below), but is designed to provide examples of situations where potential conflicts of interest often arise.

#### **2. Application**

This Policy is applicable to all USA Triathlon “**Affiliated Individuals**”, who include, but are not limited to:

- USA Triathlon staff and officers
- Members of USA Triathlon’s Board of Directors (the USAT Board)
- Members of the USA Triathlon Foundation Board of Trustees (the USAT Foundation Board)
- USAT Board and/or USAT Foundation and Board officers, committee members, task force members and/or hearing panel members.

Where applicable, USA Triathlon contractors and volunteers may be required to comply with this Policy.

#### **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 (“**RCAs**”) must also be considered when evaluating whether a Conflict of Interest exists. RCAs include spouses/domestic partners, children, siblings, parents, in-laws, close friends, and business partners.

A Conflict may be actual, potential, or perceived:

- **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.
- **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.
- **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 “**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.

#### **4. Areas in which Conflicts may arise**

Conflicts may arise in a number of different areas, a few examples of these are:

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

To assist Affiliated Individuals navigating this Policy, examples of potential Conflicts of Interest that must be disclosed are listed below. The list below is not an all-inclusive list of every instance that may create a potential Conflict of Interest, but, rather, is a sample of the types of relationships and activities that may give rise to a Conflict to help Affiliated Individuals determine what they need to disclose. If you have any questions as to whether a relationship or activity may create a Conflict of Interest, please reach out to the USAT Legal Team.

#### **Potential Conflicts of Interest may include:**

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

**EXAMPLE:** Two current USAT Board members are married.

**EXAMPLE:** A USAT Board member is the parent of a current national team athlete.

**An Affiliated Individual or an RCA owns stock or holds debt in or is an executive, officer, director or employee of a third party dealing with or potentially dealing with USA Triathlon.**

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

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

**An Affiliated Individual or an RCA owns a business, maintains a second job, or provides goods or services under an agreement and the other company/business provides goods or services to USA Triathlon or such company is seeking business from USA Triathlon.**

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

**An 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.

**An Affiliated Individual solicits or accepts gifts, gratuities or discounts using their USA Triathlon role from third parties in violation of USA Triathlon's Gifts and Entertainment Policy.**

**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:** A USAT Board member gets paid commission if USA Triathlon enters into a particular contract with a third party.

**An Affiliated Individual or an RCA is involved with a business whose interests may conflict with the interests of USA Triathlon.**

**EXAMPLE:** A USAT Board member agrees to promote another NGB in negotiations with potential sponsors or licensees that USA Triathlon could utilize.

**An Affiliated Individual or an RCA has a business relationship with a sponsor, supplier, or vendor of USA Triathlon.**

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

**An 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 or when Affiliated Individual might benefit directly or indirectly from the selection method.**

**EXAMPLE:** A USA Triathlon employee participates in a decision to select an athlete on USA Triathlon's team for the National Team when the employee is the athlete's current coach.

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

**Affiliated Individual engages in activities or maintains interests, that interfere with or influence (or have the potential to), the satisfactory performance of their responsibilities on behalf of USA Triathlon or undermine the interests of USA Triathlon.**

**EXAMPLE:** An Affiliated Individual serves on a hearing panel or appeal panel involving a disciplinary action against a member of the Affiliated Individual's club.

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

## 5. Disclosure

Disclosure of a Conflict or potential Conflict 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 the Affiliated Individual to implement appropriate mitigating measures once all relevant facts and circumstances are disclosed. However, if any Conflicts or potential Conflicts do exist, they must be disclosed before any transaction is consummated or any vote taken on an action, contract, relationship, or decision that relates to the Conflict. **It is the continuing responsibility of each Affiliated Individual to scrutinize their transactions, outside business interests, and relationships for potential Conflicts and to promptly make such disclosures to the USAT Legal Team.**

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.

## 6. What Action must Affiliated Individuals take?

All Affiliated Individuals must comply with this Policy and proactively disclose all actual or potential Conflicts of Interest as they arise USA Triathlon's Legal Team.

All members of the following groups of Affiliated Individuals must, on an annual basis, complete, sign and submit to the Ethics Committee and USA Triathlon's Legal Team a disclosure statement (the "**COI Form**") to disclose any actual or potential Conflicts of Interest:

- USA Triathlon staff
- USA Triathlon interns
- USA Triathlon Board members and officers
- USAT Foundation Board members and officers
- Committee members (including hearing panel and task force members, as appropriate)
- Volunteers and contractors with substantial decision-making authority

USAT Legal Team will send the COI Form to all relevant Affiliated Individuals on an annual basis. Affiliated Individuals should return the COI Form within 14 days of receipt.

**New Employees.** USAT Legal Team will send a COI Form to all new USA Triathlon employees, once they start their employment with USA Triathlon and new employees should submit their completed COI Form within 14 days of receipt.

**All Other Affiliated Individuals.** USAT Legal Team will send a COI Form to any other new Affiliated Individual upon their appointment (to the relevant board, committee, or task force meeting). Such Affiliated Individual should submit their completed COI Form within 14 days of receipt. 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 COI Form.

Each Conflicts disclosure will be reviewed and addressed by the Ethics Committee and/or USA Triathlon's Legal Department in accordance with the procedures set forth in the Appendix.

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

## **7. Updates or Changes to Conflicts**

In addition to the initial disclosures and required annual disclosures, all Affiliated Individuals should submit to the USA Triathlon Legal Team 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**. An amendment form for use is available from USAT Legal Team.

All updated Conflicts disclosures will be reviewed and addressed by the Ethics Committee and/or USA Triathlon's Legal Department in accordance with the procedures set forth in the Appendix.

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

## **8. Reporting Violations of this Policy**

Any individual with a good faith belief that an Affiliated Individual has a Conflict of Interest may notify the USA Triathlon Legal Team or the USA Triathlon Ethics Committee of such perceived Conflict by emailing a report to [ethics@usatriathlon.org](mailto: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 or the USA Triathlon Legal Team by emailing a report to [ethics@usatriathlon.org](mailto: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 (available on the USA Triathlon website).

## **9. Violations of this 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 Team, 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.

## **10. Responsibility for this Policy**

The USA Triathlon Legal Team is responsible for this Policy and its enforcement. The USA Triathlon Legal Team can be contacted with any questions about this Policy at [legal@usatriathlon.org](mailto:legal@usatriathlon.org).

## **11. 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](http://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](mailto:ombudsman@usathlete.org)

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

## **APPENDIX – Procedures for Reviewing and Managing Conflicts**

### **1. Review of Disclosures**

The USA Triathlon Legal Team collects, 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. This includes Conflict of Interest disclosures for the CEO and USAT Board members.

Conflicts will be addressed as follows:

- a. The USA Triathlon Legal Team 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 Team or Ethics Committee, as applicable, will determine whether an actual or apparent Conflict of Interest exists.
- c. If the USA Triathlon Legal Team 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. These measures or steps will be communicated by the Ethics Committee or the USA Triathlon Legal Team to the Affiliated Individual.
- d. 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 Interest. 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 by the USA Triathlon Legal Team (and, where appropriate the Affiliated Individual's supervisor). If a material Conflict is identified (whether actual or potential) for the CEO or USAT 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 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 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.