

USA DIVING CONFLICT OF INTEREST POLICY

Effective Date: 10/11/2021
Policy Owner: President and CEO
Contact: support@usadiving.org

ARTICLE I. PURPOSE & APPLICABILITY

1.1 Purpose. USA Diving (“USAD”) is committed to building and sustaining a transparent and ethical organization free of actual and potential conflicts of interest. Each Interested Person, as defined below, has the responsibility to recognize, disclose, and avoid conflicts of interest. Interested Persons must (a) not use their positions with USAD, or knowledge gained from those positions, for personal benefit; (b) exercise their best care, skill, and judgment for the sole benefit of USAD when making decisions or acting on behalf of USAD; (c) exercise the utmost good faith in all decisions and actions involving their role with USAD; and (d) put the interests of USAD first. USAD requires that all Interested Persons recognize and attempt to avoid activities or investments that involve, might appear to involve, or could result in, an actual or potential conflict of interest.

1.2 Applicability. This Conflict of Interest Policy (“Policy”) applies to all Interested Persons, which includes, but is not limited to, employees, Directors, Officers, committee members, task force or working group members, hearing panel members, volunteers, and independent contractors. A family member of an Interested Person (“Family Member”) includes a spouse, child, stepchild, parent, stepparent, sibling, stepsibling, and any of their spouses. When appropriate given their role with USA Diving, independent contractors will be required, through their written contracts, to comply with this Policy.

ARTICLE II. CONFLICTS OF INTEREST & EXAMPLES

2.1 Conflict of Interest Defined.

(a) A Conflict of Interest or COI exists when the activities or interests of an Interested Person or a Family Member interfere with, influence, or have the potential to interfere with or influence, the Interested Person’s responsibilities on behalf of USAD or undermine the interests of USAD.

(b) This definition of COI includes, but is not limited to, situations where an Interested Person or Family Member (i) may receive improper personal gain or advantage from a transaction or other decision; (ii) may be unable to put USAD’s interests first; or (iii) in the context of athlete or team selection, has an Affiliation, defined below, with a person who is in contention for the selection process.

(c) A “transaction” includes any contract, transaction, agreement, arrangement, or relationship of any kind involving an exchange of value between USAD and one or more parties.

(d) An “Affiliation” means any of the following:

(i) A personal coach of a contending athlete or a member of the athlete’s coaching staff (i.e., head or assistant coach in a club program or a member of a collegiate coaching staff).

(ii) A former personal coach, or coaching staff member, of a contending athlete. A former coach no longer has a conflict of interest if they last coached a contending athlete more than two years ago. A coach who previously served as part of a coaching staff for a delegation representing the U.S., where a contending athlete was part of the same delegation, is not considered a COI.

(iii) A known future personal coach, or coaching staff member, of a contending athlete (e.g., a collegiate coach at the university where a contending athlete has committed).

(iv) For athlete representatives, a retired athlete turned coach/judge/administrator or a former teammate (same training club) of a contending athlete.

(v) Financial or business relationship with a person in contention for selection.

(vi) Any other past, present, or known future personal or professional relationship with a person in contention for selection that could compromise an individual’s ability to participate in the selection process in an unbiased manner.

2.2 Examples of Conflicts of Interest. Examples of potential COIs are listed below. This list is not exhaustive, and other facts and circumstances may give rise to an actual or potential COI. Potential COIs that should be disclosed in accordance with this Policy include, but are not limited to, the following:

(a) Owning stock/shares, holding debt, or having another ownership or proprietary interest in any third party dealing or potentially dealing with USAD. For example: a USAD employee or director owns stock or another equity stake in a company that contracts, or is seeking to contract, with USAD to provide consulting services.

(b) Holding a second job as an employee or contractor (or former employee or contractor) with a third party that provides goods or services to USAD. For example: an employee or committee member is a contractor for a company that sells apparel or provides educational services to USAD.

(c) Serving on the board or in any other governance position, holding other office, or participating in management of any third party that has a business relationship

with USAD. For example: A committee member is on the board of directors of an organization that provides, or is seeking to provide, consulting services to USAD.

(d) Receiving a financial or other type of benefit for USAD entering into a particular transaction. For example, a director receives a commission if USAD contracts with a particular third party.

(e) Using USAD's resources, including without limitation time, personnel, equipment, supplies, intellectual property, or goodwill, for anything other than activities, programs, and other purposes approved by USAD. For example, a committee member uses USAD's logo or other trademarks to advertise her club without authorization.

(f) Requesting or receiving personal gifts, loans, gratuities, discounts, or other benefits from third parties in violation of USAD's Gift & Entertainment Policy. For example, a USAD employee accepts season tickets to a professional sporting event in exchange for steering a USAD event to a particular venue.

(g) Acting as an agent, representative, consultant, or otherwise on behalf of an organization whose interests may conflict with USAD's interests. For example, a USAD board member agreed with another NGB to promote the other NGB during discussions with potential sponsors or other business partners.

(h) Having a business relationship with a sponsor, supplier, licensee, vendor, or other business partner of USAD. For example, a Family Member provides legal services to one of USAD's sponsors.

(i) Awarding USAD business, or providing favorable treatment, to a business in which an Interested Person or Family Member has an interest. For example, reducing the rebate that USAD receives from a Family Member's hotel, when compared to other similarly situated hotels.

(j) Participating in preparing selection procedures or on a selection committee when the Interested Person or a Family Member has a relationship with an athlete who is potentially impacted by the selection procedures or decision (e.g., as a coach, trainer, parent, teammate, etc.) or when the individual could benefit directly or indirectly from the procedures or decision. For example, an athlete sits on a selection committee for an event in which his or her teammate is under consideration by the committee.

(k) Having activities or interests, whether direct or indirect, that interfere with or influence, or have the potential to interfere with or influence, the Interested Person's responsibilities on behalf of USAD or to undermine the interests of USAD. For example, an Interested Person serves on a Safe Sport hearing panel involving the Interested Person's, or a Family Member's, club.

(l) An officer of USAD serving as an Officer for another NGB, the United States Olympic and Paralympic Committee, or the U.S. Center for SafeSport.

2.3 Interpretation of this Policy. This Policy should be interpreted broadly to promote the disclosure of actual or potential COIs. The disclosure of an actual or potential COI will not necessarily prohibit involvement with the disclosed activity or with USAD. Rather, each disclosure will be reviewed and resolved by disinterested individuals in accordance with this Policy.

ARTICLE III. DISCLOSURES, REPORTING, AND ANTI-RETALIATION

3.1 Annual Disclosures. Each Interested Person must annually complete, sign, and submit for review by the Ethics Committee, the COI Disclosure Statement attached to this Policy as **Exhibit 1**. Interested persons must disclose any actual or potential COIs in the COI Disclosure Statement. USAD will maintain copies of COI Disclosure Statements submitted per this Policy. For the avoidance of doubt, the Ethics Committee will review the annual disclosure statement from USAD's President & CEO. The individual on the Ethics Committee who reviews a completed COI Disclosure Statement will sign and date that statement in the space provided.

Each Interested Person must complete, sign, and submit a COI Disclosure Statement by January 31 of each year. The Ethics Committee will review all COI Disclosure Statements by April 15 of each year. Any COIs found during the review will be resolved by disinterested individuals through the processes outlined in this Policy.

3.2 New Interested Persons. Any new USAD employee must submit a COI Disclosure Statement within 14 days of his or her first day of employment. Any other new Interested Person must submit a COI Disclosure Statement within 14 days after his or her status as an Interested Person begins. The Ethics Committee will review any such COI Disclosure Statement in accordance with this Policy within 45 days of receipt. An Interested Person must not participate in any decisions regarding a proposed transaction before the Interested Person submits a COI Disclosure Statement.

3.3 Ongoing Disclosures. All Interested Persons have an ongoing obligation to update their COI Disclosure Statement whenever any new actual or potential COI arises.

3.4 Disclosures at Board & Committee Meetings. At all meetings of the USAD Board of Directors ("Board") or any USAD committee, the first order of business is for all Interested Persons in attendance to disclose any actual or potential conflicts of interest based on a review of the agenda. All disclosures of COIs during any Board or committee meeting must be documented in the minutes.

3.5 Disclosures at Hearing Panels. Every member of a hearing panel must disclose any potential or actual COIs. All hearing panel members will receive a copy of the complaint and must disclose to the Ethics Committee and the Chair of the Board of Review any potential or actual COIs within seven (7) days of receiving the complaint. Additionally, all hearing panel members are under a continuing obligation throughout the hearing panel process to disclose any actual or potential COIs. All disclosures will be handled in accordance with this Policy and resolved by disinterested individuals. Disclosures made at hearing panels must appear in the record.

3.6 Reporting. Any individual with a good faith belief that an Interested Person has a conflict of interest is strongly encouraged to notify USAD of that belief. All Interested Persons with a good faith belief that another Interested Person has a conflict of interest must notify USAD of that belief. Notices can be emailed to support@usadiving.org and may be provided anonymously. Notices will be addressed in accordance with this Policy.

3.7 Retaliation Prohibited. Retaliation in any form against an individual for complying with this Policy, including its disclosure and reporting requirements, is strictly prohibited. Any retaliation in violation of this section is a separate violation of this Policy and is subject to the provisions of Article V.

ARTICLE IV. PROCESS TO ADDRESS CONFLICTS OF INTEREST

4.1 Recusals. Whenever an Interested Person has an actual or potential COI, that person must consider in good faith whether to recuse himself or herself from the transaction or other situation where the COI exists. If the Interested Person recuses himself or herself from any involvement in the transaction or other situation, including without limitation any discussion or voting, then no further action is needed under this Article IV, unless the recusal does not fully resolve the COI. All recusals must be documented in the minutes or other official record of the proceeding. If the Interested Person does not recuse himself or herself, or if recusal does not completely resolve the actual or potential COI, then the matter will be reviewed by the Ethics Committee in accordance with this Article IV.

4.2 Addressing COIs Generally. The Ethics Committee, in consultation with counsel as appropriate, will review any disclosure, notice or other report of an actual or potential COI, together with all material facts, to determine (a) whether a COI exists and (b) if so, the appropriate resolution. All alleged violations of this Policy will be decided by disinterested individuals. Nothing in this Policy prevents the Board of Review from deciding a complaint submitted to the Board of Review regarding an alleged COI that has occurred in the past.

4.3 Process for Addressing Actual or Potential Business COIs. The Ethics Committee will use the following process to address and resolve actual or potential COIs involving a proposed transaction by USAD. Whenever possible, this process must be followed before any decision is made regarding the proposed transaction. The process is:

- (a) The Interested Person may present information to the Ethics Committee, in a form and manner determined by the Committee, regarding the transaction at issue and the actual or potential conflict of interest.
- (b) The Ethics Committee may request relevant information from others, including without limitation the board, committees, working groups, and individuals, as the Committee determines appropriate.
- (c) The Ethics Committee will review alternatives to the proposed transaction that are presented to the Committee by the Board, staff, or relevant committee.

(d) After exercising due diligence, the Ethics Committee will determine whether USAD can obtain, with reasonable efforts, a more advantageous transaction from a person or entity that would not give rise to a COI.

(e) If a more advantageous transaction that is free of COIs is not reasonably possible under circumstances, then the Ethics Committee will determine by a majority vote whether the transaction is in USAD's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with this determination, the Ethics Committee will inform the Board, staff, or relevant committee whether there is a COI precluding USAD from entering into the transaction, or if there are mitigating measures that may be implemented to alleviate concerns regarding the COI.

4.4 Procedures for Addressing Actual or Potential Selection COIs. The Ethics Committee will use the following process to address and resolve actual or potential COIs involving selection procedures or team/athlete selection. Whenever possible, this process must be followed before any decision is made regarding the proposed selection procedures or team/athlete section. The process is:

(a) The Interested Person may present information to the Ethics Committee, in a form and manner determined by the Committee, regarding the actual or potential COI.

(b) The Ethics Committee may request relevant information from others, as the Committee determines appropriate.

(c) The Ethics Committee will determine whether a COI exists.

(d) If a COI exists, the Ethics Committee will then determine to what extent, if any, the Interested Person can participate in the selection process. The following examples are for illustration purposes and do not limit the determination of the Committee:

(i) The Ethics Committee may determine that the individual can still participate in drafting the selection procedures or in the selection discussions, but may not take part in any sign-off, vote, or decision. An Interested Person with a COI must not attempt to influence others involved in the selection process.

(ii) The Ethics Committee may determine that the individual can still participate in the entire selection process. For example, if a national team coach has worked with all athletes equally in the past, and no bias can be shown towards any one particular athlete, then the Committee may allow that national team coach to participate in the entire selection process.

ARTICLE V. VIOLATION OF THE CONFLICT OF INTEREST POLICY

5.1 Process for Addressing Violations. The Ethics Committee will address violations of this Policy using the following process:

(a) If the Ethics Committee has reasonable cause to believe that an Interested Person has failed to disclose an actual or potential COI, then it shall promptly inform the Interested Person of the basis for such belief and give the Interested Person an opportunity to respond to the alleged failure to disclose.

(b) If this Ethics Committee has reasonable cause to believe that any member or other participant of USA Diving has retaliated against an individual for complying with this Policy, then it shall promptly inform the accused person of the basis for such belief and afford that person an opportunity to respond to the alleged retaliation.

(c) The Ethics Committee may request relevant information from others, as the Committee determines appropriate.

(d) The Ethics Committee will determine whether a violation of this Policy occurred based upon the information available to the Committee.

(e) If the Ethics Committee determines that a violation of this Policy occurred, then the Committee will take appropriate action to remedy the situation, as determined by the Committee in its reasonable discretion. By way of example and not limitation, the Committee may recommend to the appropriate person or body that the Interested Person be removed from his or her role with USAD.

(f) During the process outlined in this article, the Interested Person who allegedly violated this Policy must not participate in any way in discussion or decisions that have any relationship whatsoever to the matter that is the subject of the actual or potential COI.

ARTICLE VI. RECORDS OF PROCEEDINGS

6.1 The minutes of the Ethics Committee must, at a minimum, contain all of the following:

(a) The names of the persons who disclosed or were found to have an actual or potential COI, the nature of the COI, any action taken under this Policy or otherwise to determine whether a COI exists and address it, and the Ethics Committee's decision as to whether a COI in fact exists.

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

**ARTICLE VII.
RESOURCES**

7.1 Athlete Ombudsman. For athletes with questions about this Policy, the Athlete Ombudsman provides free, independent and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB-athlete agreements, codes of conduct or team selection procedures. The Athlete Ombudsman can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Athlete Ombudsman at: (719) 866-5000, ombudsman@usathlete.org, or www.usathlete.org.

USA DIVING CONFLICT OF INTEREST DISCLOSURE STATEMENT

I, _____, am a member of **USA Diving, Inc.** and service in the following role(s):

- Board of Directors
- Committee Member
Please specify which committee(s) _____
- Task Force Member
Please specify which task force(s) _____
- Hearing Panel Member
Please specify which hearing panel(s) _____
- Employee
- Volunteer
- Selection Committee
- Athlete Representative
- Other _____

I attest to the following:

- I have received the USA Diving Conflict of Interest Policy (the “Policy”).
- I have read and understand the Policy.
- I agree to comply with the Policy.
- I understand **that USA Diving** 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. These persons are called “affiliated persons” and include, but are not limited to:

- a) Your spouse, domestic partner, child, mother, father, brother, sister, grandparent, cousin or other blood relative;*
- 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; 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.*

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

YES

NO

If yes, please describe the nature of the services or property, and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

2. Have you or any of your affiliated persons purchased services or property from USA Diving in the past year?

YES

NO

If yes, please describe the purchased services or property, and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

3. 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 Diving was or is a party.

YES

NO

If yes, please describe the transaction, and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

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

YES

NO

If yes, please describe the indebtedness, and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

5. 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 Diving or as a result of your relationship with USA Diving, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to USA Diving?

YES

NO

If yes, please describe the benefit(s), and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

6. Are you or any of your affiliated persons a party to or do you or your affiliated persons have an interest in any pending legal proceedings involving USA Diving?

YES

NO

If yes, please describe the proceeding(s), and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

7. If you are on an athlete selection committee, is there an affiliated person who is an athlete competing for a spot on the 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

If yes, please describe the identity of the affiliated person, athlete, or person involved in or impacted by the selection proceedings in question, and your relationship to that person:

8. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by USA Diving's board in accordance with the terms and intent of USA Diving's Conflict of Interest Policy?

YES

NO

If yes, please describe the situation(s), and, if an affiliated person is/was involved, the identity of the affiliated person and your relationship to that person:

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