

**USA PENTATHLON**  
**CODE OF ETHICS AND CONFLICT OF INTEREST POLICY**

The USA Pentathlon Code of Ethics and Conflict of Interest Policy (known as the “Code”) shall be applicable to all USA Pentathlon including, but not limited to, employees, directors of the Board, committee members, and volunteers. Each person associated with the NGB shall annually certify compliance with the Code.

**DEFINITION**

Conflict of Interest – Any situation in which an individual or organization representing USA Pentathlon, in any capacity, is influenced, or could be influenced, in a decision by a personal, close family member, financial, business, or other relationship which may override USA Pentathlon best interests. Close family members include personal partners, parents, children (adult and minor), brothers, sisters and the personal partners of any of these.

**POLICY**

A conflict of interest shall be deemed to exist:

- a. When an individual or individuals, or an organization or organizations representing USA Pentathlon place themselves or can be perceived to have placed themselves in a position where they are under any obligation to any person or organization, which might benefit from improper consideration or favor.
- b. When an individual or individuals, or an organization or organizations representing USA Pentathlon seek or are perceived to seek, gain, receive, or benefit financially from preferential treatment in the discharge of their duties and responsibilities to USA Pentathlon. Such situations include, but are not limited to, the following:
  1. Participating as a director or officer of a firm which is a supplier of materials or services to USA Pentathlon.
  2. Entering into an agreement or contract for the sale or manufacture of pentathlon equipment and/or services with any agency which could be construed as an endorsement of or promotion by USA Pentathlon.
  3. Having personal financial dealings with an individual or corporation whose business with USA Pentathlon involves the designated representative’s sphere of responsibilities.
  4. Making an investment in any situation in anticipation of USA Pentathlon taking a material interest therein or which results from knowledge of facts not generally available to the public or in anticipation of actions that may be taken by USA Pentathlon in such a situation.
  5. Engage in any business or transaction or have a financial or other personal interest, which is incompatible with the discharge of their duties and obligations.
  6. Participating in the selection process of any USA Pentathlon committee if a member of the individual’s family is a candidate for selection.

7. Accord, in the performance of their duties and obligations, preferential treatment to relatives or friends or to organizations in which they or their relatives or friends have an interest, financial or otherwise.
  8. Advocating or expressing an opinion, either verbally or in writing, which is contrary to the stated policies, decisions or positions of USA Pentathlon.
- c. If gifts or favors of any kind are exchanged between a designated representative and any individual or corporation whose relationship with USA Pentathlon involves the designated representative's sphere of responsibilities.
  - d. If designated representatives find themselves in a position of having to determine the allocation of funds to specific projects with which they or a family member could be perceived to be deriving benefit.
  - e. If a designated representative finds himself/herself in a position of evaluating and, subsequently, voting upon a sponsorship proposal from a company or corporation from whom the designated representative works or from whom that designated representative receives benefit (e.g., sponsorship).

## **DISCLOSURE**

Disclosure of conflict of interest shall be made in the following ways:

- a. For those who are nominated for election, they will disclose prior to the election their potential conflict of interest.
- b. When an individual becomes a member of the USA Pentathlon Board of Directors, he/she shall complete a Declaration of Interests outlining his/her involvement in the sport of pentathlon.
- c. In addition to the foregoing, whenever a Board or Committee member or staff person considers that he or she could be, or potentially could be, in a conflict of interest as defined within this policy, he or she shall disclose this conflict to the Board of Directors.

## **ACTION UPON DISCLOSURE**

Following disclosure of conflict of interest, which could affect the carrying out of the duties of the Board or Committee member or staff person, or where the personal interest is sufficient to appear to influence the objective exercise of his/her official duties, such individual will withdraw from all situations where the conflict exists. When in doubt, a majority vote of the Audit and Ethics Committee will make the final determination as to the course of action. Any determination of the Audit and Ethics Committee can be subject to the review of the Board. The Board will retain the authority to overrule the decisions of the committee provided it is by a two-thirds majority vote of the full board with the motion being tabled in the correct manner.

Following disclosure of a conflict of interest with respect to a particular decision, the following principles shall apply:

- a. The individual in conflict of interest may not participate in discussion of this decision as an advocate on his/her own behalf, either formally at the meeting or informally through private contact, communication, and discussion, unless such participation is approved by a majority vote of the Audit and Ethics Committee;
- b. Except where participation in discussion has been properly approved as per the above, the Board or staff person shall not be present at that portion of a meeting when matters in which they have an interest are considered; and
- c. The individual in a conflict of interest shall not participate in any vote on the matter.

### **FAILURE TO DISCLOSE**

Where a USA Pentathlon representative has failed to disclose a conflict of interest, the Chairman will take the following actions:

- a. Request that the USA Pentathlon representative's actions be justified in writing;
- b. Discuss the circumstances at the next Board meeting. Based on the decision of the Board, the USA Pentathlon representative may be requested to cease those actions that brought about the conflict of interest or withdraw from those USA Pentathlon activities that cause a conflict of interest. Should the USA Pentathlon representative continue those actions or activities that have been deemed to be in conflict with the interests of USA Pentathlon, the Board will have the authority to removal the director as outlined in Section 7.13 of the by-laws.

### **DOCUMENTATION**

Documentation relating to conflict of interest situations shall be recorded in the minutes of the Board of Directors and all committees of USA Pentathlon.

### **ADDITIONAL**

In situations where an inflexible application of a policy would produce an excessive result, it is expected the policy will be tempered by appropriate discretion of the Audit and Ethics committee.

When the Board of Directors determines that exploitation of a conflict of interest has occurred, the Board of Directors will make it public.

If the USA Pentathlon representative is removed from his/her position and the USA Pentathlon representative wishes to appeal the decision, a written request for Appeal, stating the grounds for such an Appeal, must be submitted in accordance with the USA Pentathlon Appeals Policy.