



CONFLICT OF INTEREST POLICY
OF
USA PENTATHLON, INC.

1. Purpose

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

2. Applicability of Policy

This Conflict of Interest Policy is applicable to all USAPM affiliated Individuals. “Affiliated Individuals” included, but are not limited to, members of USAPM’s Board of Directors (the Board of USAPM, officers, committee members, task force members, hearing panel members, employees, and volunteers. If USAPM uses contractors, the contractors, where reasonable, should be required to comply with the conflicts of interest policy through their written contract.

3. Definitions

“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 his or her responsibilities on behalf of the USAPM or undermine the interests of the USAPM. The activities and interests of an Affiliated Individual’s relatives and close associates must also be considered when evaluating whether a conflict of interest exists. Relatives and close associates (RCAs) include spouses/domestic partners, children, siblings, parents, in-laws, close friends, and business partners.

A “conflict of interest” can exist in the context of athlete or team selection when an Affiliated Individual participates in a selection decision that involves or impacts an athlete who is an RCA of the Affiliated Individual or when an Affiliated Individual participates in a benefits or services allocation decision that directly impacts the Affiliated Individual or their RCAs.

4. Areas in Which Conflicts May Arise

Conflicts of interest often arise due to the relationships Affiliated Individuals have with the following third parties:

- a) Persons or entities supplying goods and services to USAPM;
- b) Persons or entities leasing property or equipment to USAPM;
- c) Persons or entities with whom USAPM is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property;
- d) Competing or affinity organizations;
- e) Donors and others supporting USAPM;
- f) Agencies, organizations, and associations which affect the operations of USAPM; or
- g) RCAs and other employees of USAPM.

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

- i. Affiliated Individual or an RCA owns stock or holds debt or other proprietary interests in any third party dealing or who may potentially deal with USAPM.

EXAMPLE: A USAPM board member owns a 70% interest in a company seeking to enter into a contract with USAPM to provide consulting services.

- ii. Affiliated Individual or an RCA owns a business, maintains a second job, or provides goods or services under a provider, contractor, or consulting agreement, where by the outside business provides goods or services to USAPM, the USOPC, or any other NGB.

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

- iii. Affiliated Individual or an RCA holds a position of executive, officer or director, participates in the management of, or is otherwise is employed (or formerly employed) by any third party dealing with USAPM.

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

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

EXAMPLE: A USAPM employee uses a USAPM vehicle for a personal road trip.

- v. Affiliated Individual solicits gifts or gratuities using their USAPM role or accepts personal gifts, loans, gratuities, or discounts from third parties, including situations that may or may not constitute a violation of USAPM 's Gift & Entertainment Policy. No personal gift of money should ever be accepted.

EXAMPLE: A USAPM employee using her position at USAPM to obtain box seats to 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 landscaping services for USAPM headquarters.

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

- vi. Affiliated Individual or an RCA acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USAPM.

EXAMPLE: A USAPM board member agrees to promote another NGB in negotiations with potential sponsors or licensees.

- vii. Affiliated Individual or an RCA has a business relationship with a sponsor, supplier, licensee, or vendor of USAPM (for a current list of USAPM sponsors, suppliers, and licensees, go to USAPM).

EXAMPLE: A USAPM employee's spouse provides legal services to a USAPM sponsor.

- viii. Affiliated Individual awards USAPM business to, or provides favorable treatment to, a business owned or controlled by a volunteer or an RCA.

EXAMPLE: USAPM is contemplating entering into a contract for landscaping services with a company because the landscaping 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 USAPM 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: USAPM employee participating in a decision to select an athlete on USAPM's team for World Championships or major international competition when the USAPM employee is athlete's current coach or family member.

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 and relationships that interfere with or influence, or have the potential to interfere with or influence, the satisfactory performance of their responsibilities on behalf of USAPM or undermine the interests of USAPM.

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

5. Interpretation of This Policy

The examples listed in Section 4 are not exhaustive. Affiliated Individuals should disclose all relationships and activities which may give rise to a potential conflict of interest, whether or not listed expressly in Section 4.

Disclosure of a conflict or potential conflict of interest does not necessarily prohibit involvement in the disclosed activity or with the USAPM. 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 USAPM and Affiliated Individual to implement appropriate mitigating measures upon full disclosure of all relevant facts and circumstances. However, it is USAPM'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, outside business interests, and relationships for potential conflicts and to immediately make such disclosures.

6. Disclosure Policy, Review and Procedure

USAPM requires disclosure during board and committee meetings and disclosures are documented in the minutes. All disclosures shall be reviewed by the USAPM Audit and Ethics committee who shall document and report to the CEO/Managing Director and board all findings. Disclosures by the CEO/Managing director and board of directors must be reviewed by the Audit and Ethics committee. 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 USAPM Audit and Ethics Committee of such perceived conflict pursuant to the procedures set forth below. Such notice may be provided anonymously. 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 USAPM Audit and Ethics Committee.

Affiliated Individuals are required to disclose conflicts whenever they may arise or whenever the Affiliated Individual becomes aware of them. , Affiliated Individuals must update their annual written disclosures as new conflicts arise.

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 Audit and 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 USAPM to move forward with the transaction or activity.

7. Procedures for Addressing Potential Conflicts of Interest

a) With Respect to USAPM Transactions or Business

All members of USAPM have a requirement to report any real or perceived conflicts of interest. In the event a potential conflict of interest exists with respect to any 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. The interested person may make a presentation to the Audit and Ethics Committee, which may be convened telephonically, regarding the transaction or arrangement involving the potential conflict of interest.
- ii. The interested person will then recuse themselves from any and all discussion and approval (if applicable) of the conflict of interest.
- iii. The Audit and Ethics Committee will determine whether an actual or apparent conflict of interest exists. For transactions, the Audit and Ethics Committee may consider whether a competitive bid or competitive evaluation exists.
- iv. If the Audit and 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 USAPM must take or not take in order to avoid the conflict. The Audit and Ethics Committee may determine in some cases that the NGB cannot engage in the transaction or arrangement at all due to the conflict or potential conflict of interest. Individuals determined to have conflict(s) that must be managed must acknowledge in writing the direction provided for managing the conflict(s) and that the directives must be followed as a condition of membership.

b) With Respect to 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 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 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 Audit and Ethics Committee for review and resolution. The following process will be followed:

- i. The Interested Person may make a presentation to the Audit and Ethics Committee, which may be convened telephonically, regarding the potential conflict of interest.
- ii. The interested person will then recuse themselves from any and all discussion regarding the potential conflict of interest.
- iii. The Audit and Ethics Committee will determine whether an actual or apparent conflict of interest exists
- iv. If the Audit and Ethics Committee determines that a conflict of interest is 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 Audit and 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.
- 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, USAPM 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.

8. Violations of The Conflicts of Interest Policy

If the Audit and 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. The USAPM Audit and Ethics committee is responsible for investigating any potential conflict of interest violations and any members involved in the review, investigation and resolution must be disinterested parties.

If, after hearing the Affiliated Individual's response and after making further investigation as warranted by the circumstances, the Audit and 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. Such action will be communicated in writing to the Affiliated individual, members of the Audit and Ethics Committee and USAPM board of directors. The Audit and Ethics Committee's decision will be final. Affiliated individuals have the right to appeal any decision through the USAPM internal grievance procedures as outlined in the USAPM bylaws.

USAPM will not condone nor permit any retaliation by any party for any actions taken by any member, board or committee under any circumstances.

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

9. Annual Disclosure Statements

Each Affiliated Individual will annually sign and submit to the Audit and Ethics Committee and USAPM's CEO/Managing Director a statement, using the standardized form, affirming that they:

- 1) Have received a copy of the conflicts of interest policy;
- 2) Have read and understand the policy;
- 3) Have agreed to comply with the policy, and
- 4) Understand that USAPM 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. Each annual disclosure will be reviewed and addressed by the Audit and Ethics Committee.

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

Any new USAPM employee will submit a conflict of interest disclosure statement within 14 days of his or her hiring by USAPM. 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 USAPM to a proposed transaction or in athlete or team selection procedures prior to submission of his or her conflict of interest disclosure statement.

USAPM will maintain copies of all Annual Statements submitted under this Section 9 in accordance with the document retention policies and procedures.

10. Periodic Statements/Updates

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

11. USAPM Conflict of Interest Policy Lead

USAPM CEO / Managing Director can be contacted with any questions about this policy.

USAPM
CEO/Managing Director
rstull@usapentathlon.org

12. USOPC Audit and Ethics

Holly Shick
Holly.Shickusopc.org

For Athletes With Questions Regarding This Conflict of Interest Policy:

The Office of the Athlete Ombudsman provides cost-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 Office of the Athletes Ombuds can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Office of the Athletes Ombuds at:

*PHONE: (719) 866-5000
EMAIL: ombudsman@usathlete.org
WEBSITE: www.usathlete.org*