

USA TRIATHLON CODE OF ETHICS AND CONDUCT

I. INTRODUCTION

USA Triathlon of Colorado (USAT) is the National Governing Body for the sports of Triathlon. It supports Triathlon athletes in their pursuit of fitness, health, and competitive excellence. USAT's mission is to grow and inspire the triathlon community by providing the resources required for all in the triathlon community to reach their full potential. USAT Colleagues shall accomplish that mission while:

- A. Maintaining clear and high standards of accountability and transparency,
- B. Resolving all alleged ethical and conduct violations in a fair, direct, and prompt manner,
- C. Preserving USAT's stewardship role for the sports of Triathlon.
- D. Conducting operations in a manner that protects the health and safety of Colleagues and all people in the communities where they operate,
- E. Following all applicable rules and laws,
- F. Insuring that applicable laws, regulations and codes of conduct are understood and followed,
- G. Handling all USAT work and transactions with honesty, and
- H. Recording all USAT activities accurately.

This document delineates the principles and procedures for defining, preventing violations of, disclosing, and remediating violations of USAT's ethical and conduct standards. Included within the scope of those standards are potential, real, or perceived conflicts of interest, unethical conduct, and conduct detrimental to USAT and/or its Objects and Purposes set forth in the Bylaws ("Article III Objects and Purposes") by Colleagues of USAT.

II. DEFINITIONS

A. Colleagues:

1. For all Ethical matters and issues (Sections IV-XII), "Colleague" shall mean all USAT directors, officers, regional council chairs and representatives of USAT member organizations in matters that involve or are governed by USAT.
2. For all Conduct matters and issues (Section XIII), "Colleague" shall mean all USAT directors, officers, regional council chairs, members, employees, staff, interns, and representatives of USAT member organizations that involve or are governed by USAT.

- #### B. Compensation: Any direct or indirect asset, payment, consideration or benefit received in excess of limitations established in Section IV. 3 "Receiving Business Courtesies" below, including but not limited to gifts or favors.

- C. Conflict of Interest: Any activity or investment that creates, or that could appear to create, the possibility of impropriety or corrupt motives for a Colleague's actions or inactions, including, but not limited to the following:
1. Participation in the evaluation or approval of any contractual arrangement involving USAT if the Colleague would or could be perceived to potentially financially benefit from becoming, not-becoming or remaining a party to the arrangement.
 2. If the ability to act in the best interests of USAT will be or reasonably may be perceived to be affected by a Colleague's financial, business, property, or personal interests. (Note that a financial interest is not necessarily a conflict of interest. However, appropriate reporting or disclosure of any financial relationship is part of the compliance requirement.)
 3. Violation of any applicable law.
- D. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which USAT has a transaction or arrangement;
 2. A compensation arrangement with USAT or with any entity or individual with which USAT has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USAT is negotiating a transaction or arrangement.
- E. Interested Person: Any director, council member, member of a committee, or other Colleague who has a direct or indirect financial interest, as defined herein, is an Interested Person.
- F. Organizational Resources: Include such things as USAT time, materials, supplies, equipment, information, electronic mail and computer systems owned, used, or purchased by USAT.

III. SCOPE OF THE CODE

The Code is a set of rules and standards that apply to all Colleagues.

The “Code” requires all activities that involve or are governed by USAT to be carried out with the appropriate ethical and legal standards consistent with the best interests of USAT and its Objects and Purposes set forth in the Bylaws (“Article III Objects and Purposes”). These obligations apply to relationships and interactions with athletes, member organizations, Colleagues, organizations, third-parties, subcontractors, independent contractors, vendors, consultants, governments, and the public.

The standards set forth in the Code are mandatory; they must be followed by all Colleagues.

IV. LEADERSHIP RESPONSIBILITIES

USAT Colleagues holding positions of leadership must exercise their responsibility in a manner that:

- A. Creates an environment for Colleagues to raise concerns and new ideas regarding the Code,
- B. Ensures that Colleagues have sufficient information to comply with applicable laws, regulations, and policies,
- C. Provides the resources required to resolve ethical concerns,
- D. Creates a culture that promotes the highest standards of ethics and conduct,
- E. Encourages all Colleagues to share concerns with appropriate personnel when they arise
- F. Never sacrifices ethical and compliant behavior in the pursuit of other organization objectives.

V. OPEN COMMUNICATIONS

USAT recognizes that open and honest communication is essential to achieving the productive and transparent environment necessary to protect the integrity of sport. All USAT Colleagues are encouraged to create an environment and culture in which asking questions and challenging the status quo is encouraged and rewarded. Colleagues shall be encouraged to:

- A. Contribute ideas
- B. Listen
- C. Ask questions
- D. Hold open and honest discussions
- E. Make decisions that incorporate appropriate input from all applicable units.

VI. LEGAL AND REGULATORY COMPLIANCE

USAT requires all Colleagues to abide by all applicable United States federal, state, and local laws, including the Ted Stevens Olympic and Amateur Sports Act, and foreign laws, as applicable. The Code operates in tandem with the policies and procedures of USAT, USAT’s staff, and with all applicable U.S. and foreign laws and regulations. Where more than one set of laws, regulations, local customs, or norms exist, USAT Colleagues shall use the highest standard of behavior or the most restrictive requirement that applies.

All questions regarding conflicts of law, such as a conflict between any United States and foreign law, or regarding the legality of any action should be directed immediately to the USAT Executive Director or President for information and guidance.

VII. CONFLICT OF INTEREST

- A. Purpose: USAT has instituted a strict policy regarding conflicts of interest: All USAT Colleagues must refrain from any activity or investment that creates, or that might appear to create, a Conflict of Interest. This policy requires all Conflicts of Interest, either actual or perceived, to be immediately reported to the USAT Ethics Committee. This policy is intended to supplement but not replace all applicable state and federal laws governing conflicts of interest in nonprofit or charitable organizations.
- B. Procedures for Identifying and Addressing Conflicts of Interest: USAT Colleagues owe a duty of loyalty to conscientiously fulfill their responsibilities to USAT. That duty includes the prompt reporting of potential Conflicts of Interest. The following procedures shall be followed when a potential Conflict of Interest arises regarding any Colleague:
1. All USAT Colleagues must promptly complete and update USAT's annual Conflict of Interest in accordance with USAT disclosure procedures identifying:
 - a. The existence and nature of the Colleague's potential Conflict of Interest, and
 - b. All facts known to him or her regarding the subject matter of a transaction or situation that an ordinarily prudent person might reasonably believe to be material to the transaction or situation.
 2. A Colleague's failure to complete, file, or update USAT's annual Conflict of Interest form in compliance with USAT's procedures by the applicable deadline shall result in the suspension of that Colleague's membership until the Colleague is in compliance.
 3. The USAT Ethics Committee shall examine all Conflict of Interest disclosures, to determine whether they violate Article XVIII of these Bylaws and, if appropriate, vote to:
 - a. Approve or disapprove any transaction or situation at issue;
 - b. Require the Colleague to remove himself or herself from positions in which the Conflict of Interest exists until there is no longer a conflict;

- c. Require the Colleague to discontinue, reduce, or modify his or her participation on the Board, committee, or task force where the conflict arose or exists;
 - d. Provide the Colleague who is the subject of the disclosed Conflict of Interest an opportunity to present additional facts regarding the transaction before the Ethics Committee, however, the Colleague that is the subject of the disclosed Conflict of Interest shall not be present for or participate in any deliberations or votes of the Ethics Committee with respect to the perceived Conflict of Interest. Recusal of a Colleague shall require the Colleague not to be present for or to participate in any meeting, conference call, e-mail, listserv, or any other electric or non-electronic communications or collaboration concerning the transaction; and/or
 - e. Refer the matter to the Board of Directors with or without an opinion of whether the transaction or situation constitutes a Conflict of Interest.
4. Any Colleague having knowledge or suspicion that any Colleague of USAT, including, but not limited to any USAT Region or Committee member, has or may enter into an agreement that could present the potential for a perceived Conflict of Interest must be promptly reported in writing on the Code of Ethics Complaint Form to the Chairperson of the USAT Ethics Committee. After consultation with the other members of the Ethics Committee, the Chairperson of the Ethics Committee shall notify the Executive Director of all potential Conflicts. The Executive Director shall then immediately disclose the potential Conflict to all Colleagues vested with considering and making any decision on the arrangement or agreement at issue.
5. Upon learning from the Executive Director about any potential perceived Conflict, all Regional Council and Committee Chairs shall immediately disclose the potential Conflict to those vested with considering and making any decision on any arrangement or agreement involving that Region's funds. In the event the Conflict suspected involves the Executive Director then the chairperson of the Ethics Committee shall assume the responsibility of notifying the appropriate parties.
6. Conflict of Interest transactions or situations referred to the Board of Directors shall be resolved by majority vote of the Board. The Board members remaining in attendance after any members are recused under paragraph 2.c. above shall constitute
 - a quorum for purposes of such a vote, and a majority of those remaining Board members shall constitute a majority for purposes of a vote for Board action.
7. Evaluations of potential conflicts of interest involving members of the Board of Directors shall be decided by majority vote of the Board of Directors remaining after recusal of the interested person(s). Evaluations of potential Conflicts of Interest

involving other Colleagues of USAT shall be conducted by the Ethics Committee, with the option to refer to the Board stated in 2.e. above.

8. Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- a The names of Colleagues who disclosed or otherwise were found to have a financial interest that could reasonably present an actual or possible Conflict of Interest, the nature of the financial interest, any action taken to determine whether a Conflict of Interest was present, and the governing board's or committee's decision whether a Conflict of Interest actually existed.
- b The names of all Colleagues present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken regarding the proceedings.

C. Hearing process and procedures of the Ethics Committee: The Ethics Committee shall conduct itself in a manner consistent with due process including giving notice of the specific conflict allegations; granting Colleagues a reasonable time between receipt of notice and any hearing to prepare a response; conducting any investigations by telephone, Skype, or any other mode of communication the Ethics Committee selects; using "preponderance of the evidence" as the burden of persuasion standard; exercising the right to identify and to contact witnesses; protecting Colleagues' rights to have a formal due process hearing of record before the Hearings and Appeals Committee before any discipline involving suspension, expulsion or termination of membership is imposed; basing decisions solely on relevant and material assertions of fact; informing the appropriate parties of its decision in a timely manner; maintaining the highest standards of confidentiality subject to its duty to inform and disclose; and referring potential criminal activity to the appropriate law enforcement agency or agencies.

VIII. RELATIONSHIPS WITH VENDORS AND SUPPLIERS

All relationships with USAT suppliers and vendors are to be managed in a fair, equitable and ethical manner consistent with this Code and all applicable laws and regulations and good business practices.

All USAT Colleagues must respect the terms of supplier contracts and licensing agreements and maintain open, honest dialogue consistent with good business practices. USAT Colleagues must also safe-guard all information received from a vendor or supplier, including pricing, technology and proprietary design information, and not disclose it to anyone outside of USAT without written permission from USAT's Executive Director.

IX. USE OF ORGANIZATION RESOURCES

As a rule, the personal use of any USAT asset without prior approval is prohibited. The use of USAT resources for personal financial gain is strictly forbidden.

X. BUSINESS COURTESIES – GIFTS & ENTERTAINMENT

- A. General: This section of the Code applies to the giving and receiving of gifts by or to Colleagues and their spouses and immediate family members. This section of the Code does not and is not intended to address every possible pattern of conduct, nor should it be considered in any way as an encouragement to make, solicit, or receive any type of entertainment or gift. All questions and concerns should be brought immediately to a Regional Council Representative, the Executive Director, or USAT President for clarity.
- B. Receiving Business Courtesies: USAT Colleagues may accept invitations to attend non-business, social events to further develop business relationships, provided: (1) the cost or value associated with such an event does not exceed \$250; and (2) such events are infrequent and subject to USAT Board approval. USAT Colleagues may accept gifts and/or gift certificates within the limits set forth in this policy, but may not accept cash or financial instruments (e.g. checks, stocks).

Under no circumstances may a USAT Colleague solicit a gift.

- C. Extending Business Courtesies: USAT Colleagues may extend to a current or potential business associate an invitation to attend a social event (e.g., reception, meal, sporting event, or theatrical event) to further or develop a business relationship. The purpose of the entertainment must never be to induce any favorable business action. During these events, topics of a business nature must be discussed and the host must be present. The cost associated with such an event must not exceed \$250. Moreover, such business entertainment regarding any particular individual must not occur more than four times per year. All such business entertainment must comport with the code of conduct or code of ethics of the recipient's organization, subject to USAT approval. The organization will under no circumstances permit or authorize participation in any business entertainment that might be considered lavish.

XI. USAT INFORMATION

- A. Books, Records and Communications: All USAT Colleagues are responsible for the integrity and accuracy of organization documents, communications and financial records. USAT records serve as a basis for managing its activities and are important in meeting its obligations to vendors, sponsors, government regulators, creditors, the Board, and its members.

USAT shall maintain a system of internal controls to assure appropriate authorization, recording and accountability of USAT's assets.

All responses to requests by internal auditors, legal staff, independent accountants, the Board, and outside counsel, must be complete and truthful. Colleagues must include all relevant information, even if the request does not specifically ask that that be done.

It is a violation of the Code to alter or falsify information on any record or document, to intentionally make a false or exaggerated claim to anyone, or to mislead anyone about USAT activities. USAT documents and records must be retained according to the law, and our own record retention policies. No one may remove or destroy records before the specified date without first obtaining permission as outlined in USAT's records management policy.

- B. Intellectual Property: USAT vigorously protects its intellectual property rights. Intellectual property rights include patents, copyrights, trademarks, logos, "know how" and trade secrets. Property rights also include mailing lists, membership data and software programs created by it or other companies that are copyrighted, are trade secrets, or are otherwise restricted. Any use of USAT's intellectual property and property must be cleared in advance by the Chief Operating Officer (COO), Executive Director (ED), or Chief Executive Officer (CEO). Any suspected misuse of these rights must be reported to the COO, ED, or CEO. Any and all intellectual property or property rights as defined within that are developed by any employee or independent contractors belongs solely to USAT unless the COO, ED, or CEO determines otherwise. Likewise, USAT shall respect the intellectual property of others, and the Legal Counsel, COO, ED, or CEO shall be contacted if USAT or one of its Colleagues develops a product or service that uses content not belonging to USAT.
- C. Computer Networks and Information: Use of USAT information networks and resources is a revocable privilege. USAT Colleagues with access to its networks are responsible for using the highest standards of organizational and social behavior in all of their usage and communications. Colleagues who use USAT's networks from remote locations (e.g., home or other non-USAT locations) are subject to the same standards of use as are Colleagues who use USAT networks on USAT premises.

USAT computer networks shall only be used for legitimate USAT-related business purposes. Limited personal use may be acceptable if such use is authorized by the President and does not interfere with the performance of the Colleague's normal responsibilities. USAT reserves the right to periodically monitor, access, and disclose USAT corporate records distributed through its computer systems and networks, and to block access to non-work-related Internet sites.

- D. Financial Reporting and Records: USAT shall maintain high standards of accuracy and completeness in documenting, maintaining, and reporting financial information. USAT shall also comply with tax and financial reporting requirements. All USAT financial documentation must reflect actual USAT funds, assets, and transactions. It must also conform to accounting principles generally accepted in the United States of America.

USAT shall maintain a system of internal controls to provide reasonable assurances that all transactions are executed according to appropriate authorization and are recorded in a proper manner to maintain accountability of the organization's assets. USAT shall diligently seek to comply with all applicable auditing, accounting and financial disclosure laws.

XII. CONTACT WITH OUTSIDE ATTORNEYS

All outside attorney contact must be referred to the Executive Director and/or Legal Counsel. USAT Colleagues may never answer questions or supply documents to attorneys outside of USAT.

XIII. CONDUCT

- A. Descriptions: Any one or more of the following shall constitute violations of the USAT Code of Ethics or Conduct:

1. Drugs and Alcohol. All USAT athletes must adhere to IOC, USOC and WADA anti-doping protocols, policies and procedures. This includes participation in out of competition testing as required by the IOC and USOC Rules.

The consumption of alcohol in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others or violates the law is a violation of this Code. The use, possession or distribution of illegal drugs is strictly prohibited and is a violation of this Code.

2. Equal Treatment. USAT strictly prohibits unlawful discrimination or unlawful harassment of any kind. Treating someone in an unlawful discriminatory or harassing manner is a violation of this Code.
3. Safe Sport Policy. Any violation of the USA Triathlon Safe Sport Policy (to be implemented in the latter half of 2013) shall be considered a violation of this Code of Conduct.
4. Fraud, Deception. Any act of fraud, deception, improper use of assets (including intellectual property, trade secrets and equipment), or dishonesty in connection with any USAT-related activity.

5. Inappropriate Conduct. Any non-consensual physical contact, obscene language or gesture, or other defamatory, demeaning, or threatening language (whether written or oral) or conduct directed towards a Colleague is a violation of this code.
6. Conduct Detrimental. Any other material and intentional wrongful act, conduct or failure to act not provided for above, which is detrimental to the image or reputation of USAT or its Objects and Purposes.
7. Disclosure of Confidential Information. Any intentional or reckless disclosure of material USAT confidential information.
8. Retaliation. Any retaliation against any person who reports or participates in an investigation of a possible violation of our Code.
9. Social Networking and Blogging on the Internet. As part of USA Triathlon's comprehensive approach to information security, these provisions have been created to address issues that may arise from the creation, participation, or use of social networking opportunities on the internet such as blogs, Facebook, Twitter, YouTube or the like. Personal web pages, online diaries, and other means of communicating online are open to anyone to read and will exist in cyberspace indefinitely. USA Triathlon respects Colleague's right to view and use social networking sites. At the same time, all USA Triathlon Colleagues must recognize that given their positions with USA Triathlon, on-line posts may have an impact upon and reflect negatively upon USA Triathlon.

USA Triathlon Colleagues are representatives of USA Triathlon even when not conducting official business. Conduct in public, including conduct on the internet can impact the opinion of Colleagues, members, potential members, other NGB's, regulatory bodies, the USOC, potential donors, and others.

10. Blogging/Social Networking Guidelines.
 - a. Colleagues shall not use USA Triathlon equipment or materials to create, update, maintain, or in any other way support a blog or other social networking site.
 - b. Every USA Triathlon Colleague who chooses to blog or use the internet for social networking, must make it clear that the views expressed are the Colleague's alone and that the views do not reflect the views of USA Triathlon.
 - c. To help reduce the potential for confusion, all Colleagues must put the following notice, or something similar, in a reasonably prominent place on the Colleague's site:

"The views expressed on this website/blog are mine alone and do not reflect the views of USA Triathlon."

- d. Colleagues are **STRICTLY PROHIBITED** from disclosing any information that is confidential or proprietary to USA Triathlon.
 - e. Written permission from USA Triathlon is required before a Colleague may use USA Triathlon logos, and/or trademarks, or reproduce or use any Company material on a site, is.
 - f. USA Triathlon Colleagues must be respectful in all communications.
 - g. Obscenities and profanity may not be used.
 - h. Colleagues **MAY NOT** use ethnic, racial, gender, political or religious slurs in blogs or social networking sites, nor may Colleagues post obscene images or sexually explicit material.
- B. Adjudication: The Ethics Committee shall consider whether there and been a breach of the Code of Conduct or Ethics when a formal written Complaint of an alleged violation of this Code is submitted to the Ethics Committee. The hearing process shall be the same as outlined in VII. C. above.

XIV. RESOLVING ETHICAL AND CONDUCT ISSUES

- A. Familiarity with Ethics and Conduct Code: Colleagues have an obligation to be familiar with this Code. Lack of awareness or misunderstanding of an ethical or conduct standard is not itself a defense to a charge of unethical conduct that violates the Code.
- B. Confronting Ethical and Conduct Issues: USAT Colleagues should direct all conduct and ethics questions and concerns to the Ethics Committee or to other appropriate authorities in order to choose a proper response.
- C. Conflicts Between Ethics, Conduct, And Organizational Demands: If the demands of an organization with which Colleagues are affiliated conflict with this Ethics and Conduct Code, Colleagues shall clarify the nature of the conflict, make known their commitment to the Ethics and Conduct Code, and to the extent feasible, seek to resolve the conflict in a way that permits the fullest adherence to the Ethics and Conduct Code.
- D. Informal Resolution of Ethical and/or Conduct Violations: When Colleagues believe that they may have been an ethical and/or conduct violation by another Colleague, they should

attempt to resolve the issue by bringing it to the attention of that individual if an informal resolution appears appropriate.

- E. Reporting Ethical and/or Conduct Violations: If an informal resolution is not appropriate for an apparent violation of the Code or if it is not resolved properly in that fashion, Colleagues should take further action appropriate to the situation, including referral to the Ethics Committee.
- F. Cooperating With Ethics Committee: Colleagues shall cooperate in ethics and conduct investigations, proceedings, and resulting requirements of USAT. Failure to cooperate is itself an ethics and conduct violation.
- G. Improper Complaints: Colleagues shall not file or encourage the filing of ethics and/or conduct complaints that are frivolous and are intended to harm the respondent rather than to elicit or maintain compliance with the Code.
- H. Any Colleague who violates or condones the violation of the Code of Ethics and/or Conduct is subject to disciplinary measures as required by the USAT Bylaws, which may include termination of membership and expulsion from governance, committees, councils, commissions or other positions.

XV. WHISTLEBLOWER POLICY

A "whistleblower" as defined by this policy is any USAT Colleague who reports an activity to one or more of the parties specified in this policy that they consider to be illegal, dishonest, unethical or in conflict with the interests of USAT. Examples of illegal or dishonest activities are:

- A. Violations of federal, state or local laws,
- B. Billing for services not preformed or for goods not delivered,
- C. Other fraudulent financial reporting,
- D. Undisclosed ethical or conflict of interest activity, or
- E. Violation of this Code.

If a Colleague has knowledge of or a concern regarding such activity, he or she should contact the Ethics Committee, which is responsible for investigation and disciplinary recommendations. All Colleagues must exercise sound judgment to avoid baseless allegation. A Colleague who intentionally files a false report of wrongdoing will be subject to sanctions up to and including termination.

"Whistleblower" protections provide confidentiality and prevent retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of

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defense, disclosure of identity may be required. USAT will not retaliate against a whistleblower. Any "whistleblower" who believes he or she is being retaliated against must contact the Ethics Committee immediately. The right of the "whistleblower" to protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. USAT Colleagues with any questions regarding this policy should contact the Ethics Committee.