



Conflict of Interest Policy



Revised December 2023

Policy Owner: Chief Legal Officer (legal@usagym.org)

USA GYMNASTICS CONFLICT OF INTEREST POLICY

Effective Date: December 2023
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ARTICLE I. PURPOSE & APPLICABILITY

1.1 Purpose. USA Gymnastics (“USAG”) is committed to building and sustaining a transparent and ethical organization free of actual, perceived, and potential conflicts of interest. Each Interested Person has the duty of loyalty to USAG and the personal and professional responsibility to recognize, disclose, and avoid conflicts of interest. Interested Persons must (a) not use their positions with USAG, or knowledge gained from those positions, for personal benefit or advantage; (b) exercise their best care, skill, and judgment for the sole benefit of USAG when making decisions or acting on behalf of USAG; (c) exercise good faith in all decisions and actions involving their role with USAG; and (d) put the interests of USAG first. USAG 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, perceived, 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, the Board of Directors and officers, persons in leadership roles, committee members, task force or working group members, hearing panel members, volunteers, and, where relevant, independent contractors and Family Members. A family member of an Interested Person (“Family Member”) includes a spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, stepsibling, aunt, uncle, or first cousin, or any person living in the same household as the Interested Person, and any of their spouses.

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, or the perception to interfere with or influence, the Interested Person’s responsibilities on behalf of USAG or undermine the interests of USAG.

(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 USAG’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 USAG 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. An athlete who trained in the same gymnastics club, but not in the same era or training group (minimum two-year gap) is not considered a COI. An athlete who previously competed with a contending athlete on the same team representing the U.S. is not considered a conflict.

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

(vi) Employment by, or an ownership interest in, a gymnastics club where the contending athlete is training or has previously trained within the past two years.

(vii) 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) After filing a complaint with Ethics and Grievance Committee, legal@usagym.org, or USAG Safety and Response, the complainant or reporting party communicates with USAG President and CEO, or a member of the Executive Leadership

Team, seeking information or providing commentary or opinion on the pending matter.

If the communicate contains substantial information relating to the complaint or report, the matter will be immediately closed and the complainant will be required to file with an outside arbitration organization. All costs including any filing and legal fees shall be borne by the complainant. The prevailing party will be entitled to reimbursement of all fees and costs including legal fees.

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

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

(d) Serving or served on the board or in any other governance position, holding or held other office, or participating or having participated in management of any third party that has a business relationship with USAG. For example: A committee member is on the board of directors of an organization that provides, or is seeking to provide, consulting services to USAG.

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

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

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

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

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

(j) Awarding USAG 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 USAG receives from a Family Member's hotel, when compared to other similarly situated hotels.

(k) Participating in drafting 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.

(l) Having activities or interests, whether direct or indirect, that interfere with or influence, or have the potential or perception to interfere with or influence, the Interested Person's responsibilities on behalf of USAG or to undermine the interests of USAG. For example, an Interested Person serves on a Safety & Response hearing panel involving the Interested Person's, or a Family Member's, club.

(m) An officer or Board member of USAG 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, potential, or perceived COIs. The disclosure of an actual, potential, or perceived COI will not necessarily prohibit involvement with the disclosed activity or with USAG. Rather, each disclosure will be reviewed and resolved in accordance with this Policy.

ARTICLE III. DISCLOSURES, REPORTING, AND ANTI-RETALIATION

3.1 Annual Disclosures. Each Interested Person must complete, sign, and submit for review by the Ethics and Grievance Committee and USAG's Chief Legal Officer by the end of the first quarter each year the COI Acknowledgment & Questionnaire attached to this Policy as **Exhibit 1**. Interested persons must disclose any actual, potential, or perceived COIs in the COI Acknowledgment & Questionnaire. USAG will maintain copies of COI Acknowledgments & Questionnaires submitted per this Policy.

Review of the COI Acknowledgments & Questionnaires will be conducted in accordance with the following process, except that COI Acknowledgments & Questionnaires completed by USAG's CEO, Board of Directors, and Officers will be reviewed by the Ethics & Grievance Committee:

(a) USAG's legal/compliance team will review all COI Acknowledgments & Questionnaires to determine whether an actual, potential, or perceived COI has been disclosed.

(b) If the COI Acknowledgment & Questionnaire does not contain a disclosure of an actual, potential, or perceived COI, then the COI Acknowledgment & Questionnaire will be signed and dated by the reviewer and filed with the Corporation.

(c) If the COI Acknowledgment & Questionnaire contains a disclosure of an

actual, potential, or perceived COI, then USAG's legal/compliance team will review the disclosure to determine whether a COI exists. If no COI exists, then the COI Acknowledgement & Questionnaire will be filed in accordance with Section 3.1(b) of the Policy.

If USAG's legal/compliance team cannot determine from the disclosure whether a COI exists, then it will conduct an investigation to determine whether a COI exists. If the investigation reveals that no COI exists, then the COI Acknowledgement & Questionnaire will be filed in accordance with Article 3.1(b) of the Policy.

(d) If an investigation is conducted, the COI Acknowledgement & Questionnaire and the investigation file will be submitted to the Ethics & Grievance Committee for final resolution. Any COIs found during the review will be resolved by disinterested individuals through the processes outlined in this Policy. USAG's legal/compliance team shall submit a summary of all COI Acknowledgment and Questionnaires to the Ethics & Grievance Committee on a quarterly basis.

3.2 New Interested Persons. Any new USAG employee or USAG contractor must submit a COI Acknowledgment & Questionnaire within 14 days of their first day of employment or effective day of services. Any other new Interested Person must submit a COI Acknowledgment & Questionnaire within 14 days after their status as an Interested Person begins. An Interested Person must not participate in any decisions regarding a proposed transaction before the Interested Person submits a COI Acknowledgment & Questionnaire and is cleared by USAG Legal and/or Ethics and Grievance Committee, as appropriate.

3.3 Ongoing Disclosures. All Interested Persons have an ongoing obligation to update their COI Acknowledgment & Questionnaire whenever any new actual, potential, or perceived COI arises.

3.4 Disclosures at Board & Committee Meetings. At all meetings of the USAG Board of Directors ("Board") or any USAG committee, the first order of business is for all Interested Persons in attendance to disclose any actual, potential, or perceived conflict 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.

Disclosures at Hearing Panels. Every member of a hearing or adjudicatory panel must disclose any potential, actual, or perceived COIs. All hearing panel members will receive a copy of the complaint/report and must disclose to the Ethics and Grievance Committee any actual, potential, or perceived 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, potential, or perceived 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.

3.5 Reporting. Any individual with a good faith belief that an Interested Person has a conflict of interest is strongly encouraged to notify USAG of that belief. All Interested Persons with a good faith belief that another Interested Person has a conflict of interest must notify USAG of that belief. Notices can be reported to the Chief Legal Officer (legal@usagym.org) and Chair

of the Ethics & Grievance Committee (EandG@USAGym.org) or anonymously (<https://usagym.org/app/wb>). Notices will be addressed in accordance with this Policy.

3.6 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, potential, or perceived COI, that person must consider in good faith whether to recuse themselves from the transaction, team selection, or other situation where the COI exists. If the Interested Person recuses themselves from any involvement in the transaction, team selection, or other situation, including without limitation any discussion or voting, they must physically exit the room (or terminate their communications line to telephonic or digital meeting) prior to the discussion and return to the room (or the call) only after the vote on the matter, selection or other situation has concluded. If these steps are undertaken 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 themselves, or if recusal does not completely resolve the actual, potential, or perceived COI, then the matter will be referred to and reviewed by the Ethics and Grievance Committee in accordance with this Article IV.

4.2 Addressing COIs Generally. The Ethics and Grievance Committee, in consultation with the Chief Legal Officer or other counsel as appropriate, will review any disclosure, notice or other report of an actual, potential, or perceived 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.

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

(a) The Interested Person may present information to the Ethics and Grievance Committee, in a form and manner determined by the Committee, in confidential or nonconfidential format, regarding the transaction at issue and the actual, potential, or perceived conflict of interest.

(b) The Ethics and Grievance 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 and Grievance 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 and Grievance Committee will determine whether USAG can obtain, with reasonable efforts, a more advantageous transaction from a person or entity that would not give rise to an actual, potential, or perceived COI.

(e) If a more advantageous transaction that is free of COIs in any form is not reasonably possible under circumstances, then the Ethics and Grievance Committee will determine by a majority vote whether the transaction is in USAG's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with this determination, the Ethics and Grievance Committee will inform the Board, staff, or relevant committee whether there is a COI precluding USAG 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 and Grievance Committee will use the following process to address and resolve actual, potential, or perceived 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 selection. The process is:

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

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

(c) The Ethics and Grievance Committee will determine whether a COI exists. A COI exists when an Interested Person or Family Member has an Affiliation with a person (e.g., athlete, coach, or club) in contention for the applicable team selection.

(d) If a COI exists, the Ethics and Grievance 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 & Grievance 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. 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 COI does not vote toward the final decision. An Interested Person with a COI must not attempt to influence others involved in the selection process.

(ii) The Ethics & Grievance 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.

(e) If the Ethics & Grievance Committee determines that a COI exists, then the Interested Person will be removed from the selection process for the duration of the conflict, unless the Ethics & Grievance Committee determines otherwise. A recused or removed selection committee member may not be seated with the selection committee members during the final selection competition to the extent possible. A recused or removed selection committee member may not communicate, participate, or be physically or electronically present before or during a selection committee meeting, unless expressly invited to participate by the selection committee with the approval of the Ethics & Grievance Committee. A recused or removed committee member must not attempt to influence other members of the committee in the selection process.

(f) If a vacancy occurs on a selection committee, then USAG will use reasonable efforts to fill that vacancy in accordance with the committee's charter. If the vacancy impacts an athlete representative, then the Athletes' Council will appoint another qualified athlete to fill the vacancy.

ARTICLE V. VIOLATION OF THE CONFLICT OF INTEREST POLICY

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

(a) If the Ethics & Grievance Committee has reasonable cause to believe that an Interested Person has failed to disclose an actual, potential, or perceived 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 and Grievance Committee has reasonable cause to believe that any member or other participant of USA Gymnastics 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 and Grievance Committee may request relevant information from others, as the Committee determines appropriate.

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

(e) If the Ethics and Grievance 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 their role with USAG.

(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, potential, or perceived COI.

(g) Nothing in this Article V prohibits other resolution, grievance, or disciplinary processes (e.g., Safety & Response, other grievance processes, or employee disciplinary matters) from considering violations of this Policy.

(h) Appeal may be filed through the USAG Administrative and Ethical Grievance Procedures.

ARTICLE VI. RECORDS OF PROCEEDINGS

6.1 The minutes of the Ethics and Grievance 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, potential, or perceived COI, the nature of the COI, those individuals who were identified and/or called as a witness in any action taken under this Policy or otherwise to determine whether a COI exists and address it, and the Ethics and Grievance 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

7.2. Additional Resources:

Chief Legal Officer: legal@usagym.org

Ethics & Grievance Committee: EandG@usagym.org

USOPC Integrity Portal:

<https://secure.ethicspoint.com/domain/media/en/gui/53006/index.html>