



## **CONFLICT OF INTEREST POLICY**

### **PREAMBLE**

Conflicts of interest have the potential to cause legal problems as well as embarrassment for the Atlantic Amateur Hockey Association (“AAHA”) and for USA Hockey, Inc. While transactions involving conflicts of interest are not necessarily prohibited or disqualifying of one’s service, they must be disclosed and duly considered by the AAHA Board of Directors in order to properly assess the potential impact that the conflict may have on one’s involvement in a given transaction. Parts I-IV of this conflict of interest policy (“Policy”) is intended to help directors, officers, and certain other persons identify situations that may present conflicts of interest so that they may make the necessary disclosures. Part V of this Policy is intended to provide the AAHA with uniform standards and procedures for assessing and determining the impact of potential conflicts in order to fairly implement this Policy.

### **PART I - DEFINITIONS**

#### **A. Responsible Person**

A “Responsible Person” is any person who serves as an AAHA officer; director; director emeritus; agent; employee; member of a committee; member of a task force or other similar ad hoc committee; member of a hearing panel or appeal committee regarding a disciplinary or administrative matter; or a person acting under color of express authority of the AAHA or any other person determined by the President of the AAHA to be subject to this Policy.

#### **B. Transaction**

A “Transaction” is any engagement, contract, agreement, interest or relationship between or among the AAHA and an AAHA Responsible Person or any other person or organization, whether business or not-for-profit, involving or relating to any material business, commercial, or pecuniary interest, including, the acceptance or giving of gifts, excessive entertainment or favors, involving the interests of the AAHA or any decision or determination of the rights or duties involving, relating and material to the AAHA.

#### **C. Conflict of Interest**

A “Conflict of Interest” exists when a Responsible Person is called upon to act on any Transaction where the Responsible Person’s actions or relationships

present the potential for any improper personal gain or advantage, or an adverse effect on the material interests of the AAHA.

## **PART II – TYPES OF TRANSACTIONS COVERED BY THIS POLICY**

### **A. Financial Transactions**

A “Financial Transaction” is a Transaction involving or relating to the material business, (including not-for-profit business), commercial, or pecuniary interest of a Responsible Person.

### **B. Relational Transactions**

A “Relational Transaction” is a Transaction involving or relating to the material rights, duties or interests of a Responsible Person by virtue of such person’s membership, association, affiliation or interest in any non-business, non-commercial or not-for-profit organization.

## **PART III – PROXIMITY OF RESPONSIBLE PERSONS TO TRANSACTION**

### **A. Direct Conflicts of Interest**

A “Direct Conflict of Interest” exists when a Responsible Person engages or participates in a Transaction with the AAHA involving the rights, obligations, benefits or interests of the Responsible Person, personally, or those of his or her spouse, parent, child, brother, sister, or spouse of a brother or sister of a Responsible Person (“Family Member”) or by or through any business organization in which the Responsible Person or Family Member owns, directly or indirectly, at least fifty percent (50%) of the equity interests of that business organization or has the right, directly or indirectly to direct the management and policies of such other organization.

### **B. Indirect Conflicts of Interest**

An “Indirect Conflict of Interest” exists when a Responsible Person engages or participates in a Transaction involving the AAHA where the Responsible Person reasonably stands to gain a material and unfair benefit or advantage from such Transaction by virtue of such person’s relationship to another person or organization.

## **PART IV – EXISTENCE AND IDENTIFICATION OF CONFLICT OF INTEREST**

A Conflict of Interest exists when a Responsible Person’s activities or interests, whether directly or indirectly, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities in any material respect to or on behalf of the AAHA or undermine the interests of the AAHA. The definitions of Conflict of Interest involving Financial Transactions and Relational Transactions are intended to be interpreted broadly because the appearance of impropriety can be just as damaging as actual impropriety. In each case, a Responsible Person must identify and comply with the provisions of this Policy when a Conflict is identified. A Conflict of Interest may exist and must be identified with respect to:

1. **Financial Transactions.** Any Conflict of Interest in a Financial Transaction must be identified and disclosed by the Responsible Person in accordance with the provisions of this Policy. A Conflict of Interest exists whenever the public may reasonably infer the conflict from the following circumstances:
  - a. When the AAHA is considering entering into a Transaction with a Responsible Person.
  - b. When the AAHA is considering entering into a Transaction with an entity or individual in which a Responsible Person has a financial interest.
  - c. When a Responsible Person engages in activities competing with the AAHA, including in the provision of services for, or in any other transaction or arrangement with a third party.
  - d. When a Responsible Person has a financial interest in an entity or individual that competes with the AAHA, including in the provision of services for, or in any other transaction or arrangement with a third party.
  - e. When a Responsible Person accepts gifts, excessive entertainment or other favors from any individual or entity that does, or is seeking to do, business with the AAHA, if it might be concluded that such action was intended to influence or might influence the Responsible Person in his or her duties to the AAHA. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship and not related to any actual or potential transaction or activity of the AAHA.
  - f. When a Responsible Person has a financial interest, or is an Agent of an organization that is reasonably likely to be impacted (financially or otherwise) by an action or decision made by the Responsible Person in his or her capacity acting on behalf of the AAHA.
  - g. When a Responsible Person's activities or interests, whether direct or indirect, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the AAHA or undermine the interests of the AAHA.
2. **Relational Transactions.** Any Conflict of Interest in a Relational Transaction must be identified and disclosed by the Responsible Person in accordance with the provisions of this Policy. A Conflict of Interest exists whenever the public may reasonably infer the conflict from following circumstances:
  - a. when a Responsible Person who works for a league or other organization is called upon to vote or make a decision on a matter materially impacting the league or other organization.
  - b. when a Responsible Persons serves on a committee for determining whether to grant Tier I status to competing programs.
  - c. when a Responsible Person's activities or interests, whether direct or indirect, interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the AAHA or undermine the interests of the AAHA.

- d. a Responsible Person serves on a hearing panel or appeal panel involving discipline or administrative action against a member of the Responsible Person's program.

## **PART V – POLICY AND PROCEDURES**

The procedures set forth below are designed to help Responsible Persons identify situations that present potential Conflicts of Interest and to provide the AAHA with a procedure for independent review and, when appropriate, approval of a circumstance in which a Responsible Person has or may have a Conflict of Interest.

### **A. Reporting Conflicts of Interest**

1. **Duty to Report.** All identified shall be reported on a USA Hockey and/or AAHA approved Conflict Disclosure form prior to the start of each year. In the event that a Conflict of Interest shall be identified or must be resolved prior to Board, Executive Committee or other meeting, such action on a matter involving a Conflict of Interest (including any decision or any Transaction), a Responsible Person who believes he or she has a Conflict of Interest shall disclose all facts material to the Conflict of Interest as follows:
  - (i) In the case of Board or Executive Committee action, to the President;
  - (ii) In the case of action by a subcommittee, task force, other ad hoc committee, or hearing panel or appeal committee, to the applicable chair (for example, a member of a committee who believes that he or she has a Conflict of Interest shall report the matter to the chair of the panel or committee); or
  - (iii) In the case of action by AAHA staff, to the President.
2. **Time for Reporting.** Such disclosure shall be made by the person with the Conflict on the Disclosure Form or prior to or at the meeting, as indicated. The individual to whom the disclosure is made shall report the disclosure at the time of its disclosure or, in the case of a disclosure made at a meeting, prior to consideration of the matter involving the Conflict, and the disclosure shall be reflected in the minutes of the meeting. If the person having the Conflict of Interest is the President, then the required disclosure shall be made to, and the required report shall be made by, a Vice President or another officer. If the person having the Conflict of Interest is the Executive Director or an employee, then the required disclosure shall be made to, and the required report shall be made by, the President. For any other Conflicts of Interest not described above, the Responsible Person who believes he or she may have a Conflict of Interest shall disclose to the President the facts relating to the potential Conflict of Interest.
3. **No Action until Conflict of Interest is Addressed.** A Responsible Person with a Conflict of Interest shall refrain from any action that may affect the AAHA's participation in the subject Transaction or other decision or action of the AAHA, and shall not attempt to exert his or her personal influence

regarding the matter. Individuals or bodies of the AAHA with questions about procedures for disclosure and review of Conflicts of Interest may seek advice from the AAHA Legal Council, who may answer such question or refer such question to a member of the USA Hockey Legal Council or other designee.

**B. Unreported Conflicts of Interest**

At the direction of the President, the AAHA may review any matter to be considered by the Board, or a Committee, task force, other ad hoc committee, hearing panel or appeal committee or other body of the AAHA, to determine whether a Responsible Person has a Conflict of Interest, and if it is determined that a Conflict exists the Conflict of Interest procedures herein shall apply.

**C. Review of Conflicted Transactions**

For matters in which a Responsible Person has a Conflict of Interest, the Board, Executive Committee, Council, Committee, Section, task force, other ad hoc committee, hearing panel or appeal committee, or other body of the AAHA, as applicable, shall review each Conflict of Interest that is reported to it, and may approve the matter if the material facts as to the matter and the Conflict of Interest are fully disclosed or known to the body considering the matter, and the body approves the matter in good faith by the affirmative vote (without counting the person(s) with the Conflict) of a majority of the disinterested members of the body at the meeting, even though the disinterested members constitute less than a quorum for such meeting. A Responsible Person who believes he or she has a Conflict of Interest may participate in the body's discussion of the matter if they have disclosed the material facts related to the Conflict and all parties related to the subject of the matter are present or represented; provided however, the chair of the body considering the matter may provide an opportunity for the body to discuss the matter without the person with the Conflict of Interest present. The person with a Conflict of Interest may not vote on the subject matter. The chair has the power to require the interested person to leave the room while the vote is taken and/or during deliberations. The minutes of the meeting of the body reviewing a Conflict of Interest and making a decision on the underlying matter shall reflect

1. the matter under consideration,
2. the Responsible Person with a Conflict of Interest,
3. the Responsible Person's ineligibility to vote and/or absence from the meeting during any discussion or vote, and (4) the decision of the body on the matter under consideration. For all other Conflicts of Interest, the President shall determine whether the Conflict of Interest should be reported to or acted on by the Board or other body of the AAHA. The President may also determine whether review and resolution of a Conflict of Interest should be handled by another party or body of the AAHA, including a special committee designated by the President. In each case, the President may direct and address review and resolution of the matter in the President's discretion, and shall make a written record of the disclosure of the Conflict of Interest and related decision on referral of the matter.

#### **D. Questions**

If it is not clear whether a Conflict of Interest exists, then a Responsible Person with a potential Conflict shall disclose the circumstances to the President, who shall determine whether there exists a Conflict of Interest that is subject to this Policy. Individuals or bodies of the AAHA with questions about procedures for disclosure and review of Conflicts of Interest may seek advice from the AAHA Legal Counsel, who may answer such question or refer such question to a member of the USA Hockey Legal Council or other designee.

### **PART VI – ACKNOWLEDGMENT OF CONFLICT OF INTEREST POLICY**

The undersigned hereby acknowledges that he or she has read the attached, the AAHA Conflict of Interest Policy, has had an opportunity to ask any questions that he or she may have about the policy, and understands and agrees to comply with the policy.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Affiliation: \_\_\_\_\_