



# CONFLICTS OF INTEREST

Conflicts of interest have the potential to cause legal problems as well as embarrassment for USA Hockey, Inc. (“USA Hockey”). While conflicts of interest are not necessarily disqualifying, they must be duly considered by an appropriate body or party of USA Hockey, based on disclosures as required by USA Hockey. This Conflicts of Interest Policy (this “Policy”) is intended to help directors, officers, employees, members of the Congress and Councils, Committees, Sections and similar bodies, and certain other persons identify situations that present possible conflicts of interest and to provide USA Hockey with procedures whereby potential conflicts may be reviewed by an appropriate body or party of USA Hockey.

Conflicts of interest exist where an individual’s activities or relationships present the potential for improper personal gain or advantage, or an adverse effect on the interests of USA Hockey. It is impossible to list every circumstance giving rise to a conflict of interest; however, this Policy will serve as a guide to the types of circumstances that create conflicts of interest. Because the nature of the business of USA Hockey requires great public respect for and trust in the reputation and integrity of USA Hockey, and because USA Hockey operates in the public spotlight, USA Hockey is expected to conduct its affairs in a manner consistent with high ethical principles. USA Hockey correspondingly requires Responsible Persons (as defined below) to act in the same manner.

It is recognized that many persons serving in paid, volunteer and other roles with USA Hockey may also have volunteer, employment, management, ownership and other relationships with other entities involved in hockey that give rise to fiduciary and similar obligations to those other third parties. Ordinarily a Responsible Person’s obligations to USA Hockey and a third party are not in conflict; however, when Conflicts of Interest arise, a Responsible Person has a primary fiduciary duty to USA Hockey and must always act in the best interests of USA Hockey. If a Conflict exists, then the Responsible Person must recuse themselves from involvement in the matter as more fully set forth in Section C below. Recognizing that Conflicts of Interest arise, this Policy is intended to preserve the integrity of the decisions and actions taken by USA Hockey.

## **A. Definitions**

As used in this Policy, the following capitalized terms shall have the meanings indicated.

“Agent” refers to a person serving as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of an entity or individual.

“Board” is the Board of Directors of USA Hockey.

“Congress” is the USA Hockey Congress.

“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 USA Hockey or a Related Organization.

“Control” exists if an entity or individual either (i) owns, directly or indirectly, at least fifty percent (50%) of the equity ownership of another entity, or (ii) has the right, directly or indirectly, to direct or cause the direction of the management and policies of another entity, whether through the ownership of voting interests, by contract, or otherwise.

“Family Member” is a spouse, parent, child or a spouse of a child, brother, sister or spouse of a brother or sister, of a Responsible Person.

“Related Organization” is an entity that controls, is controlled by, or is under common control with USA Hockey.

“Responsible Person” is any person who holds one or more of the following positions with USA Hockey or a Related Organization: Director; Congress Representative; Director Emeritus or Representative Emeritus; officer; member of a Council, Committee or Section; member of the USA Hockey staff; member of a task force or other similar ad hoc committee; member of a hearing or appeal panel regarding a disciplinary matter; other national level volunteers of USA Hockey, or any other person determined by the President of USA Hockey to be subject to this policy.

#### **B. Existence of a Conflict of Interest**

A “Conflict of Interest” or “Conflict” exists 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 in any material respect on behalf of USA Hockey or undermine the interests of USA Hockey; provided, however, where a Responsible Person has a financial interest (regardless of the materiality of the financial interest) in a Transaction, a potential Conflict of Interest may exist. Conflicts of interest may also involve activities of a Family Member or close associate of a Responsible Person. This definition of Conflict of Interest is intended to be interpreted broadly because the appearance of impropriety can be just as damaging as actual impropriety. Therefore, a Conflict of Interest exists whenever the public may reasonably infer from the circumstances that there is or could be such a conflict. Responsible Persons must recognize and attempt to avoid any activity or investment that constitutes or might appear to constitute a conflict of interest. Conflicts of Interest include, without limitation, the following types of circumstances and related examples, which are presented for illustration purposes and are not intended to be an exhaustive list of all potential Conflicts of Interest:

- When USA Hockey is considering entering into a Transaction with a Responsible Person or Family Member of a Responsible Person.

**Example:** Approval of the Board is sought for an agreement for the provision of consulting services by a director of USA Hockey.

- When USA Hockey is considering entering into a Transaction with an entity (other than a Related Organization) or individual in which a Responsible Person or Family Member has a financial interest or is an Agent.

**Example:** Approval of the Finance and Investment Committee of USA Hockey is sought for a banking relationship with a company of which a USA Hockey director is the Vice President.

- When a Responsible Person engages in activities competing with USA Hockey or a Related Organization, including in the provision of services for, or in any other transaction or arrangement with, a third party.

**Example:** An officer of USA Hockey agrees with another national governing body to promote the other national governing body in negotiations with potential sponsors or licensees.

- When a Responsible Person has a financial interest in an entity or individual that competes with USA Hockey or a Related Organization, including in the provision of services for, or in any other transaction or arrangement with, a third party.

**Example:** The spouse of an officer of USA Hockey works for or is an investor in a company that competes with USA Hockey, or in a company that provides services to a company that competes with USA Hockey.

- When a Responsible Person, Family Member or close associate of a Responsible Person accepts gifts, excessive entertainment or other favors from any individual or entity that does, or is seeking to do, business with USA Hockey or a Related Organization, if it might be concluded that such action was intended to influence or might influence the Responsible Person in his or her duties to USA Hockey. 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 USA Hockey or a Related Organization.

**Example:** The chair of the Finance and Investment Committee of USA Hockey is offered free use of a lake home belonging to the President of an organization that has a financial proposal under review by USA Hockey.

- 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 USA Hockey.

**Example:** A Council member or Congress Representative 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.

**Example:** A director working or volunteering for a Tier I program serves on a committee for determining whether to grant Tier I status to competing programs.

- When a Responsible Person's (including without limitation a Responsible Person who is or was a national team athlete) 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 USA Hockey or undermine the interests of USA Hockey.

**Example:** A Council member has a significant client that owns or operates a facility being considered as the host of a USA Hockey event.

**Example:** A Congress Representative serves on a hearing panel or appeal panel involving discipline against a member of the director's program.

**Example:** An Athlete Director serves on a committee or appeal panel charged with making a decision that might impact the employment or eligibility of the Athlete Director's current or former coach.

### **C. 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 USA Hockey 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. The policy is intended to comply with the procedure prescribed in the Code of the District of Columbia, Section 29-406.70, which governs conflicts of interest for directors of nonprofit corporations.

#### **Reporting Conflicts of Interest**

USA Hockey shall require all members of the Board, the Congress, all Councils, Committees and Sections, all USA Hockey employees, all persons with substantial decision making authority (e.g., national level hearing panel members and persons responsible for the creation and/or execution of national team selection procedures) and other persons determined by the President to be subject to this Policy, to complete an annual Conflict of Interest Questionnaire (disclosure form) as a condition of being eligible to serve in their respective positions. As new conflicts arise, individuals have an affirmative duty to update their written disclosures.

The Conflict of Interest Questionnaires for at least the Board of Directors, Congress and Executive Director shall be reviewed by the Ethics Committee. Conflict of Interest Questionnaires for all other persons required to submit them shall be reviewed according to a process as directed by the Chair of the Ethics Committee in consultation with the Executive Director and General Counsel.

Following review of the Conflict of Interest Questionnaires, the Ethics Committee or Executive Director/General Counsel, as applicable, shall communicate any decisions based upon a review of the disclosures to provide direction for managing potential conflicts. If an actual conflict is identified for a member of the Board of Directors, a Designated Committee member (as defined in USA Hockey Bylaws), the Executive Director, or other persons as determined by the Ethics Committee, USA Hockey shall provide written direction to the person with the conflict on conflict mitigation.

Prior to Board, Ethics Committee or other 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:

- (a) In the case of Board or Congress action, to the President and chair of the Ethics Committee;
- (b) In the case of action by a Council, Committee, Section, task force, other ad hoc committee, or hearing or appeal panel, to the applicable chair (for example, a member of a Council who believes that he or she has a Conflict of Interest

shall report the matter to the chair of the Council) and to the chair of the Ethics Committee; or

(c) In the case of action by USA Hockey staff, to the Executive Director.

Such disclosure shall be made by the person with the Conflict prior to or at the meeting.

The individual to whom the disclosure is made shall report the disclosure at the 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, and the chair of the Ethics Committee. If the person having the Conflict of Interest is the Executive Director, then the required disclosure shall be made to, and the required report shall be made by, the President and chair of the Ethics Committee.

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 and the chair of the Ethics Committee the facts relating to the potential Conflict of Interest.

A Responsible Person with a Conflict of Interest shall refrain from any action that may affect USA Hockey's participation in the subject Transaction or other decision or action of USA Hockey, and shall not attempt to exert his or her personal influence regarding the matter.

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

#### **Unreported Conflicts of Interest**

At the direction of the President or Vice President of the Legal Council, USA Hockey may review any matter to be considered by the Board, or a Council, Committee, Section, task force, other ad hoc committee, hearing or appeal panel or other body of USA Hockey, 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.

#### **Review of Conflicted Transactions**

All matters in which a Responsible Person has a Conflict of Interest shall be reported to the chair of the Ethics Committee which shall review each Conflict of Interest that is reported to it, and make a recommendation on the existence of the conflict to the applicable body considering the matter, which body 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.

With respect to Conflicts of Interest involving members of the USA Hockey staff who have substantial decision making authority, the Ethics Committee shall be responsible for review and recommendation on the existence of the conflict, and how it shall be addressed. With respect to Conflicts of Interest involving other members of USA Hockey staff, the General Counsel in consultation with the Executive Director shall be responsible for review and direction on how the conflict shall be addressed.

For all other Conflicts of Interest, the Ethics Committee shall determine whether the Conflict of Interest should be reported to or acted on by the Board or other body of USA Hockey. In each case, the Ethics Committee may direct and address review and resolution of the matter in its discretion, and shall make a written record of the disclosure of the Conflict of Interest and related decision on referral of the matter.

#### **Violations of Conflict of Interest Policy**

Any alleged violations of this Conflict of Interest Policy shall be reported to the Chair of the Ethics Committee and/or General Counsel, who shall refer the matter for investigation and resolution as required under USA Hockey policies and bylaws.

***Ethics Committee Chair:*** [EthicsChair@usahockey.org](mailto:EthicsChair@usahockey.org)

***General Counsel:*** [CJorgensen@usahockey.org](mailto:CJorgensen@usahockey.org)

If the Ethics Committee determines that a Responsible Person has violated this Conflict of Interest Policy, it shall refer the matter to the Board of Directors for adjudication by the Board of Directors, a committee of the Board of Directors, or an independent committee appointed by the Board of Directors, which adjudication shall be in accordance with the procedures and requirements of Bylaw 10. All persons responsible for review, investigation and or resolution/adjudication of the alleged violation of this Policy must be reasonably disinterested and impartial.

All Responsible Persons shall have a duty to cooperate with any investigation or resolution under this Conflict of Interest Policy. A failure to cooperate may in itself be a violation of this Policy. Any alleged breach of the duty to cooperate by a national level volunteer or employee shall be reported to the Board of Directors.

USA Hockey has zero tolerance for retaliatory conduct by any person or entity against any person who comes forward with a good faith complaint or issue under this Conflicts of Interest Policy. Retaliation for reporting in good faith an alleged violation of this Conflict of Interest Policy will subject such retaliating person or entity to investigation and, if applicable, discipline subject to USA Hockey's Bylaw 10.

For more information about the definition of retaliation and USA Hockey's zero tolerance approach to retaliation, please see the USA Hockey Whistleblower Policy.

### **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 and Ethics Committee, who shall determine whether there exists a Conflict of Interest that is subject to this Policy.

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

Affiliates shall be required to adopt their own policy conforming to this Conflict of Interest Policy.

### **Resources**

Persons with any questions regarding this Policy or its enforcement should contact the USA Hockey's Executive Director, General Counsel, the Chair of the Ethics Committee or the President.

**Executive Director:** PatK@usahockey.org

**General Counsel:** CJorgensen@usahockey.org

**Ethics Committee Chair:** EthicsChair@usahockey.org

**President:** Michael.Trimboli@usahockey.org

**USOPC Athlete Ombuds:** ombudsman@usathlete.org

**USOPC Integrity Portal:** [www.teamusa.org/reporting](http://www.teamusa.org/reporting) or  
may call at (877) 404-9935.