

USA CYCLING

STATEMENT OF ETHICS AND CONFLICT OF INTEREST POLICY

1. Statement of Ethics.

USA Cycling seeks to promote a culture of ethical conduct within its organization and throughout its membership. USA Cycling is committed to developing and implementing policies and procedures to equip those who serve USA Cycling and USA Cycling's members with the guidance and resources necessary to navigate ethical issues. This Statement of Ethics and Conflict of Interest Policy reflects certain organizational values, including respect for others, integrity, honesty, and transparency, competence and accountability, and teamwork.

Those who choose to serve USA Cycling as volunteers or paid professionals are held to the highest standards of conduct. Those serving USA Cycling must avoid institutional loss or embarrassment and behave so that the organization's trust and public confidence are enhanced. It is important to avoid any actual conflict of interest and the appearance of a conflict of interest or impropriety.

While no set of guidelines can guarantee acceptable behavior, the principles which guide behavior in this area include:

- USA Cycling's business must be conducted in observance of the spirit and letter of applicable federal and state laws.
- USA Cycling properties, services, opportunities, authority, and influence are not to be used for private benefit.
- Expenses incurred in furtherance of USA Cycling business are to be reasonable, necessary, and substantiated.
- All are expected to exhibit honesty, loyalty, candor, and professional competence in their relationships with USA Cycling and each other.
- Each Affiliated Individual has the responsibility to maintain the confidentiality of USA Cycling. This includes both proprietary and sensitive information.

All conduct is founded on the individual's sense of integrity. Any individual accepting the honor of serving USA Cycling must also accept the burdens of public disclosure and scrutiny.

2. Purpose and Applicability of Policy

USA Cycling's Board of Directors (the "Board"), officers, committee members, task force members, hearing panel members, employees, volunteers, and certain contractors ("Affiliated Individuals") are subject to this Policy. They have the responsibility to administer the affairs of USA Cycling honestly and prudently and to exercise their best care, skill, and judgment for the sole benefit of USA Cycling. Affiliated Individuals must

exercise the utmost good faith in all transactions involved in their duties. They must not use their positions with USA Cycling or the knowledge gained from there for their personal benefit. The organization's interests must be the first priority in all decisions and actions.

USA Cycling requires that any Affiliated Individuals recognize and attempt to avoid activities, transactions, or investments that constitute, might appear to constitute, 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 where potential conflicts of interest often arise.

This Conflict of Interest Policy applies to all USA Cycling Affiliated Individuals. Where reasonable, USA Cycling contractors may be required to comply with this policy in their contracts.

3. Conflict of Interest Definition.

A conflict of interest exists when an Affiliated Individual's activities, interests, or relationships interfere with, influence, or have the potential to interfere with or influence their responsibilities on behalf of USA Cycling or undermine the interests of USA Cycling. The activities and interests of an Affiliated Individual's relatives and close associates ("RCAs") must also be considered when evaluating whether a conflict of interest exists. RCAs include spouses, domestic partners, children, siblings, parents, in-laws, close friends, and business partners of Affiliated Individuals.

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 affects the Affiliated Individual or their RCAs.

4. Types of Conflicts of Interest

a) An actual conflict of interest exists when an Affiliated Individual has an active relationship with a person or organization that may influence their decision-making in their role with USA Cycling.

b) A potential conflict of interest exists when an actual conflict of interest has not yet been established, but there is reasonable cause to believe that a future event may create a conflict of interest. An example of a potential conflict of interest is an Affiliated Individual with an active relationship with a person or organization under consideration for a vendor contract with USA Cycling. By contrast, if the vendor relationship is established, the Affiliated Individual would have an actual conflict of interest related to this vendor.

c) A perceived conflict of interest exists when an Affiliated Individual does not have an active relationship with a person or organization, but it may appear to another individual that a connection between the two exists and has influenced a decision made by the Affiliated Individual. A perceived conflict of interest may also exist if an Affiliated Individual has disclosed a conflict of interest and has recused themselves from decision-making but takes actions that make it appear that they were involved in the decision (e.g., the conflicted person recused themselves from a discussion about a particular decision but remained in the room while the discussion was ongoing). It is important to remember that others often see a perceived conflict of interest as an actual conflict of interest. Both are actionable under this policy.

5. 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 USA Cycling;
- b) Persons or entities leasing property or equipment to USA Cycling;
- c) Persons or entities with whom USA Cycling 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 USA Cycling;
- f) Agencies, organizations, and associations which affect the operations of USA Cycling; or
- g) RCAs and other employees of USA Cycling.

6. Example of Conflicts of Interest.

Conflicts of interest often arise when Affiliated Individuals have an interest, directly or indirectly, with any persons or entities mentioned in Section 5. 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. Rather, it 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 about whether a relationship or activity may create a conflict of interest, a disclosure must be made.

- a) An Affiliated Individual has personal relationships with other Affiliated Individuals whom they regularly work alongside or whom their work affects.

EXAMPLE: Two USA Cycling board members who are serving at the same time are married.

EXAMPLE: A USA Cycling board member is the parent of a current national team athlete.

b) An Affiliated Individual or an RCA owns stock or holds debt or other proprietary interests in any third party dealing with or that may potentially deal with USA Cycling.

EXAMPLE: A USA Cycling board member owns an interest in a company seeking to enter into a contract with USA Cycling to provide consulting services.

c) An Affiliated Individual or an RCA owns a business, maintains a second job, or provides goods or services under a provider, contractor, or consulting agreement, whereby the Affiliated Individual or RCA provides goods or services to USA Cycling.

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

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

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

EXAMPLE: A USA Cycling sponsor employs a USA Cycling board member's spouse.

e) An Affiliated Individual uses USA Cycling's time, personnel, equipment, supplies, or goodwill for anything other than USA Cycling-approved activities, programs, and purposes.

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

f) An Affiliated Individual solicits gifts or gratuities using their USA Cycling role or accepts personal gifts, loans, gratuities, or discounts from third parties, including situations that may or may not constitute a violation of USA Cycling Gift & Entertainment Policy.

EXAMPLE: A USA Cycling employee uses her position at USA Cycling to obtain box seats for a sporting event from a vendor for personal use.

EXAMPLE: A USA Cycling Board member accepts tickets to an NFL game worth \$250 from a business seeking a contract to provide event live-streaming services to USA Cycling.

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

g) An Affiliated Individual or an RCA acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USA Cycling.

EXAMPLE: A USA Cycling board member agrees to promote another national governing body in negotiations with potential sponsors or licensees.

h) An Affiliated Individual or an RCA has a business relationship with a sponsor, supplier, licensee, or vendor of USA Cycling.

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

i) An Affiliated Individual awards USA Cycling business to or provides favorable treatment to a company owned or controlled by a volunteer or an RCA.

EXAMPLE: USA Cycling is contemplating entering into a contract for landscaping services with a company because an employee's brother owns the landscaping company.

j) An Affiliated Individual drafts selection procedures or participates on USA Cycling's Selection Committee when they have a relationship with an athlete potentially impacted by the selection procedures (e.g., as a coach, trainer, or parent) or when Affiliated Individual might benefit directly or indirectly from a selection.

EXAMPLE: A USA Cycling employee participating in a decision to select an athlete on USA Cycling's team for World Championships when the USA Cycling employee is the athlete's current coach or family member.

EXAMPLE: The athlete representative assisting with drafting, voting on, or signing the procedures is also competing for a spot on the team for which the procedures are written.

k) An 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 USA Cycling or undermine the interests of USA Cycling.

EXAMPLE: A USA Cycling board member has a significant client who owns or operates a facility being considered as the host of a USA Cycling event.

EXAMPLE: An Affiliated Individual serves on a hearing panel involving discipline against a member of the Affiliated Individual's club, team or family.

EXAMPLE: An athlete is the potential recipient of benefits or services that USA Cycling allocates and participates in the allocation decision.

7. Interpretation of This Policy.

The examples listed in Section 6 are not exhaustive. Affiliated Individuals should disclose all relationships and activities which may give rise to a potential conflict of interest, whether or not those matters are similar to the examples in Section 6.

Disclosure of a conflict of interest does not necessarily prohibit involvement in the disclosed activity or with USA Cycling. For example, the conflict of interest might not be material enough to be of practical importance. If it is material, it might be possible for the USA Cycling and Affiliated Individual to implement appropriate mitigating measures upon full disclosure of all relevant facts and circumstances. However, it is USA Cycling's policy that the existence of any of the interests described or similar in nature to those described in Section 6 will be disclosed before any transaction is consummated or any vote is taken on an action, contract, relationship, or decision that would give rise to the conflict of interest. It is the continuing responsibility of each Affiliated Individual to scrutinize their transactions, outside business interests, and relationships for conflicts of interest and to make such disclosures immediately.

8. Disclosure Policy.

Directors, officers, employees, committee members, and volunteers with substantial decision-making authority shall annually sign and submit a Disclosure Statement, using the then-current standardized form, affirming that they:

- a) Have received a copy of this conflict of interest policy;
- b) Have read and understand the policy;
- c) Have agreed to comply with the policy, and
- d) Understand that USA Cycling is a charitable organization. To maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Any new USA Cycling employee must submit a conflict of interest disclosure statement within 14 days after the commencement of duties. Any other new Affiliated Individual will submit a conflict of interest disclosure statement within 14 days after commencement in

the role that binds them to this policy or before nomination to an election ballot, whichever occurs first. In no event will an Affiliated Individual participate in any decisions to commit USA Cycling to a proposed transaction or participate in athlete or team selection procedures before submission of their Disclosure Statement. USA Cycling will maintain all annual disclosure statements submitted under this Section 8 under its document retention policies and procedures.

In addition to the required annual disclosures, each Affiliated Individual will submit an updated disclosure describing any new conflicts of interest or material changes to a previously disclosed conflict of interest as they arise.

Board and committee members must also review meeting agendas before each meeting to determine if, for any discussion item, they have any conflicts of interest that should be disclosed under this policy. The disclosure of conflicts should be the first item addressed, as reflected in the Board and committee minutes.

9. Procedures for Reviewing and Managing Potential Conflicts of Interest

a) Review of Disclosures

USA Cycling's General Counsel collects and reviews all Disclosure Statements, documents any actual or potential conflicts of interest, and determines any actions required to manage the conflict of interest. Disclosure Statements for the CEO, Board of Directors, and Designated Committees (as defined in the USOPC Bylaws) are provided to the Ethics Committee for review.

The disclosure of an actual or potential conflict of interest will not necessarily prohibit involvement in the disclosed activity or with USA Cycling. Rather, each disclosure will be reviewed individually. After review, the Ethics Committee or General Counsel, as applicable, shall decide if a conflict of interest exists, if mitigating measures could be implemented to alleviate the conflict, and what steps the interested individual and USA Cycling must take or not take to avoid the conflict. Actions may be recommended to protect the Affiliated Individual, USA Cycling, and the integrity of the decisions made by the Affiliated Individual and USA Cycling from actual, potential, and perceived conflicts of interest. These actions may include limitation of involvement, separation from certain USA Cycling activities, or requests to cease the activity in question.

All directions for managing conflicts will be discussed with the Affiliated Individual directly. If a material conflict is identified (whether actual or potential) for the CEO, board member, or Designated Committee (as defined by the USOPC Bylaws) member, such direction on conflict management must be communicated to the individual in writing.

b) Concerning Proposed USA Cycling Transactions or Business

In the event a potential conflict of interest exists concerning a 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 present to the Ethics Committee regarding the transaction or arrangement involving the potential conflict of interest. The interested person will then recuse themselves from discussing and approval (if applicable) of the conflict of interest.

ii. The Ethics Committee will determine whether an actual or apparent conflict of interest exists and whether a competitive bid or competitive evaluation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. In some cases, the Ethics Committee may determine that USA Cycling cannot engage in the transaction or arrangement due to a conflict or potential conflict of interest.

iii. If the Ethics Committee determines that a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in USA Cycling's best interest, for its benefit, and whether it is fair and reasonable.

c) Concerning 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 discretionary selection decisions to ensure that no Affiliated Individual participating in the process has a conflict of interest that will impact their ability to make a fair and unbiased decision in the athlete selection process.

Any Affiliated Individual involved in the drafting of procedures or on a discretionary selection committee with a potential conflict of interest must promptly disclose it to the Ethics Committee for review. The following process will be followed:

i. The interested person may present to the Ethics Committee regarding the potential conflict of interest. The interested person will then recuse themselves from discussing the potential conflict of interest.

ii. The Ethics Committee will determine whether an actual or apparent conflict of interest exists.

iii. If the Ethics Committee determines that a conflict of interest exists, it will either mandate the individual's recusal from the process or decide to what extent, if any, that individual can participate. The Ethics Committee may determine that the individual can still participate in drafting the procedures or be included in the discussions for discretionary selection but not take part in any sign-off, vote, or decision. For example, a 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 person who disclosed the conflict of interest does not vote toward the final decision.

iv. Under no circumstances will a person with an actual or potential conflict attempt to unduly influence other committee members in the selection process.

If the Affiliated Individual recuses themselves and a vacancy on the committee exists, either in the drafting process or on the discretionary selection committee, USA Cycling will use its best efforts to fill that vacancy. If a vacancy results in the athlete representative position being unoccupied, another athlete representative who meets the qualifications for that committee will be appointed and approved by the USA Cycling AAC.

d) Concerning Seating Hearing Panels

The following more particularized disclosure requirements and procedures apply in the context of seating hearing panels to ensure that no Affiliated Individual participating in the process has a conflict of interest that will impact their ability to make a fair and unbiased decision in the hearing process to resolve a grievance.

Any Affiliated Individual appointed to a hearing panel, including the athlete representative, must disclose all actual or potential conflicts of interest before being appointed to a hearing panel. The Ethics Committee will solicit and review potential panel members' disclosures and decide whether they are a disinterested party in the matter under review.

According to USA Cycling's Grievance Policy, hearing panel appointments are subject to an objection from either the complaining party or responding party on the grounds of a conflict of interest that is believed to be disqualifying. Objections will be handled using the following process:

i. The objecting party may report the alleged conflict of interest to the Ethics Committee in a reasonable period following the parties' notification of the hearing panel appointment.

ii. The Ethics Committee will review the objecting party's report and, taking all investigative steps necessary, determine whether an actual or potential conflict of interest exists.

iii. If the Ethics Committee determines that an actual or potential conflict of interest exists, the hearing panel member will be disqualified, and a new hearing panel member will be appointed to replace the disqualified one. The replacement hearing panel member shall be required to complete all disclosure requirements and is similarly subject to challenge by the parties as outlined in this section.

10. Reporting Violations of the Conflicts of Interest Policy

Any individual with a good faith belief that an Affiliated Individual has a conflict of interest may notify members of the USA Cycling Ethics Committee of such perceived conflict by emailing a report to compliance@usacycling.org. Furthermore, should any Affiliated Individual become aware of an undisclosed conflict of interest, or conflict of interest not fully disclosed, they should make full disclosure of their knowledge of the potential conflict of interest involved to USA Cycling's Ethics Committee by emailing a report to compliance@usacycling.org. Reports may be made anonymously if desired.

USA Cycling has zero tolerance for retaliation against an individual for filing a good faith report of a violation or potential violation. All good faith reports of violations of this policy are protected under the provisions of the USA Cycling's Whistleblower Policy. Consult the USA Cycling Whistleblower Policy for additional information.

11. Violations of the Conflicts of Interest Policy

If the 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 allow the member to explain the alleged failure to disclose.

If, after hearing the Affiliated Individual's response and after making further investigation as warranted by the circumstances, the 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. The Ethics Committee will communicate all such decisions in writing to the Affiliated Individual. The Ethics Committee's decision will be final.

If a member of the Ethics Committee is not disinterested in a particular alleged violation under review, they shall recuse themselves from the investigation and decision-making process. In all cases, matters under consideration shall be reviewed by disinterested parties.

While any such failure to disclose a conflict or potential conflict of interest is under investigation by the Ethics Committee, the Affiliated Individual will be precluded from engaging in further decisions of USA Cycling that bear any relation whatsoever to the matter that is the subject of the conflict or potential conflict of interest.

12. USA Cycling Resources

The USA Cycling Ethics Committee and the Chief Administrative Officer & General Counsel are responsible for this policy and its enforcement. All inquiries and questions should be referred to the Ethics Committee or the Chief Administrative Officer & General Counsel:

Ethics Committee

compliance@usacycling.org

Shane Garman

Chief Administrative Officer & General Counsel

legal@usacycling.org

13. Additional Resources

Individuals who wish to report concerns related to this policy as it relates to involvement in the Olympic and Paralympic Movement, or are uncomfortable reporting a concern directly to their NGB, may also submit a report using the USOPC Integrity Portal. The Integrity Portal allows individuals to submit concerns to the USOPC confidentially and/or anonymously. Reports may be made online or by telephone.

Website: usopc.ethicspoint.com

Hotline: 877-404-9935

Team USA athletes may contact the Athlete Ombuds for independent and confidential advice on various sport-related matters, including their rights, applicable rules, policies, or processes, and questions related to resolving disputes and grievances. The Athlete Ombuds can also help Team USA athletes connect with legal counsel or mental health resources if needed. All other USA Cycling athletes (i.e., athletes competing domestically at the masters or youth level, recreational athletes, and foreign athletes) are welcome to visit the Athlete Ombuds website to review informational resources and should work directly with USA Cycling to understand additional resources and options available to them.

Email: ombudsman@usathlete.org

Website: www.usathlete.org

Policy History

Policy Approver	Approved Date	Publication Date	Revision Summary
Board of Directors	July 14, 2023	August 1, 2023	Initial Publication

