

## **USA CLIMBING CODE OF ETHICS / CONFLICTS OF INTEREST POLICY**

Revised: 6/18/2025

### **I. Code of Ethics**

The Ethics Committee shall oversee the implementation and compliance with the Code of Ethics and make recommendations to the Board of USA Climbing and CEO for action.

The Code of Ethics applies to all members described in Article 5 of USA Climbing's Bylaws, including Athlete, Coach, Routesetter, Judge, and Supporting members, as well as to all directors of the Board, employees, volunteers, and members of committees, task forces, and working groups. All of the aforementioned individuals are required to read and acknowledge a copy of this Code of Ethics annually, acknowledging that they understand and are agreeing to abide by its content. All other participants, volunteers, contractors, and spectators are also expected to adhere to this Code (all individuals described in this paragraph, "Covered Individuals" under Section I: Code of Ethics of this policy).

All Covered Individuals will maintain an atmosphere of mutual respect toward each other as well as toward those with whom USA Climbing conducts business and those with whom it may come in contact during the execution of duties and activities.

All Covered Individuals will treat each other fairly.

Given, among other things, that USA Climbing is the National Governing Body for the Olympic and Paralympic sport of Competition Climbing in the United States, all Covered Individuals are expected to conduct their affairs on a basis consistent with the great trust that has been placed in USA Climbing. For these reasons, USA Climbing requires Covered Individuals to conduct themselves with integrity, to maintain a high standard of ethical conduct and to be guided by the knowledge that we are guardians of the Olympic and Paralympic values, spirit, and ideals.

Furthermore, because the appearance of impropriety can be just as damaging as actual impropriety, conduct that appears to be improper is also unacceptable.

Accordingly, all Covered Individuals are required to comply with the following requirements when representing USA Climbing or participating in USA Climbing activities or events:

- a. Conduct all dealings with honesty and fairness.
- b. Respect the rights of all other Covered Individuals to fair treatment and equal opportunity, free from discrimination and harassment based upon race, sex, creed, sexual orientation, age, national origin, mental or physical disability, gender identity, or any other basis protected by law.

- c. Know, understand and comply with the applicable Bylaws, Rules, and codes of conduct governing the conduct of USA Climbing's business, both domestic and foreign.
- d. Handle all transactions honestly and record them accurately.
- e. Protect information that belongs to USA Climbing, including that of its donors, sponsors, suppliers and fellow Covered Individuals.
- f. Avoid actual, potential, and perceived conflicts of interest.
- g. Never use USA Climbing assets or information for personal gain.
- h. Recognize that even the appearance of misconduct and impropriety can be very damaging to the reputation of USA Climbing and act accordingly.
- i. Recognize that USA Climbing is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In the event that the Ethics Committee is made aware of a relationship or activity that may violate this Code of Ethics, the Ethics Committee shall consider the appropriate steps to review and assess such disclosure and the actions to recommend, if any, in response to such situation. Examples of relationships or activities that would require the Ethics Committee's consideration include a person who serves on the Rules Committee and is also the parent of a currently competing athlete, a Board of Directors member who is an officer of a National Governing Body outside of USA Climbing, or a being a parent to a currently competing athlete.

## **II. Conflicts of Interest**

### **1) Conflicts of Interest Overview.**

USA Climbing is committed to sustaining an ethical organization. Each Covered Individual under this Conflicts of Interest Policy (as defined below) has the responsibility to administer the affairs of USA Climbing honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of USA Climbing. Those persons will exercise the utmost good faith in all transactions involved in their duties, and they will not use their positions with USA Climbing or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions. USA Climbing requires that any of its Covered Individuals recognize, and attempt to avoid activities or investments that involve, might appear to involve, or could result in a conflict of interest. The Conflicts of Interest Policy protects USA Climbing's interest when it is

contemplating entering into a transaction or arrangement that might benefit the private interest of a Covered Individual. Covered Individuals should be able to recognize and attempt to avoid any activity or investment that constitutes or might appear to constitute a conflict of interest. This policy is intended to supplement but not to replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

2) Definitions.

- a. Covered Individuals: Any director, officer, member of a committee, working group, hearing panel or task force, employee of USA Climbing, or member of the Board of Directors or officer of the Foundation are subject to Section II, Conflicts of Interest of this policy and disclosure requirements.
- b. Private Interest
  - I. A person has a private interest if the person has, directly or indirectly, through business, investment, or family:
    - i. an ownership or investment interest in any entity with which USA Climbing has a transaction or arrangement (for example, an ownership interest in a gym that hosts a USA Climbing competition);
    - ii. a compensation arrangement with USA Climbing or with any entity or individual with which USA Climbing has a transaction or arrangement;
    - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USA Climbing is negotiating a transaction or arrangement; or an interest of the individual or his/her family member in a matter such that the individual or such family member directly or indirectly stands to benefit, provided that such interest is actual, not merely speculative, and such potential benefit is different from or materially greater than the benefit that a broad range of members or other third parties would be expected generally to receive.
  - II. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- c. Conflict of Interest (or “Conflict”): exists when a Covered Individual’s activities interests, or relationships interfere with, influence, or have the potential to interfere with or influence his or her responsibilities on behalf of the USA Climbing or undermine the interests of the USA Climbing. The activities and interests of a Covered Individual’s relatives and close associates must also be considered when evaluating whether a conflict of interest exists. Relatives and close associates (RCAs) include spouses/domestic partners, children, siblings, parents, in-laws, close friends, and business partners.
  - I. A “conflict of interest” can exist in the context of athlete or team selection when a Covered Individual participates in a selection decision that involves or impacts

an athlete who is an RCA of the Covered Individual or when a Covered Individual participates in a benefits or services allocation decision that directly impacts the Covered Individual or their RCAs.

- II. As defined below, a conflict of interest may be actual, potential, or perceived:
  - i. Actual conflict: An actual conflict of interest exists when a Covered Individual has an active relationship with a person or organization that may influence their decision making in their role with USA Climbing.
  - ii. Potential conflict: 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 a Covered Individual that has an active relationship with a person or organization that is under consideration for a vendor contract with USA Climbing. By contrast, if the vendor relationship is established, the Covered Individual would have an actual conflict of interest related to this vendor.
  - iii. Perceived conflict: A perceived conflict of interest exists when a Covered 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 Covered Individual. A perceived conflict of interest may also exist if a Covered 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 perceived conflicts of interest are often seen by others as actual conflicts of interests.

3) Areas in Which Conflicts May Arise.

- a. Conflicts of interest often arise due to the relationships Covered Individuals have with the following third parties:
  - I. Persons or entities supplying goods and services to USA Climbing;
  - II. Persons or entities leasing property or equipment to USA Climbing;
  - III. Persons or entities with whom USA Climbing is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property;
  - IV. Competing or affinity organizations;
  - V. Donors and others supporting USA Climbing;
  - VI. Agencies, organizations, and associations which affect the operations of USA Climbing; or
  - VII. RCA's or Other employees of USA Climbing.

- b. Potential conflicts of interest often arise when Covered Individuals have an interest, directly or indirectly, with any persons or entities mentioned above. 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, but, rather, is simply a sample of the types of relationships and activities that may give rise to a conflict of interest. If a Covered Individual or other disclosing individual has any question as to whether a relationship or activity may create a conflict of interest, a disclosure must be made:
- I. A Covered Individual has personal relationships with other Covered Individuals who they regularly work alongside or who their work affects.
    - i. **EXAMPLE:** Two USA Climbing Board of Directors members who are serving at the same time are married.
    - ii. **EXAMPLE:** A USA Climbing Board of Directors member is the parent of a current national team athlete.
  - II. Covered Individual or an RCA owns stock or holds debt or other proprietary interests in any third party dealing or who may potentially deal with USA Climbing.
    - i. **EXAMPLE:** A USA Climbing Board of Directors member owns a 70% interest in a company seeking to enter into a contract with USA Climbing to provide consulting services.
  - III. Covered 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 outside business provides goods or services to USA Climbing, the USOPC, or any other NGB.
    - i. **EXAMPLE:** USA Climbing is contemplating entering into an agreement with an HR consulting company owned by a USA Climbing employee's husband.
  - IV. Covered Individual or an RCA holds a position of executive, officer or director, participates in the management of, or is otherwise is employed (or formerly employed) by any third party dealing with USA Climbing.
    - i. **EXAMPLE:** A USA Climbing Board of Directors member is the CEO of a technology company negotiating a contract with USA Climbing to provide IT services.
  - V. Covered Individual uses USA Climbing's time, personnel, equipment, supplies, or goodwill for anything other than USA Climbing-approved activities, programs, and purposes.
    - i. **EXAMPLE:** A USA Climbing employee uses a USA Climbing vehicle for a personal road trip.
  - VI. Covered Individual solicits gifts or gratuities using their USA Climbing role or accepts personal gifts, loans, gratuities, or discounts from third parties, including situations that may or may not constitute a violation of USA Climbing's Gift & Entertainment Policy. No personal gift of money should ever be accepted.

- i. **EXAMPLE:** A USA Climbing Board of Directors member gets paid a commission if USA Climbing enters into a particular contract with a third party.
- VII. Covered Individual or an RCA acts as an agent, representative, or consultant to a business whose interests may conflict with the interests of USA Climbing.
  - i. **EXAMPLE:** A USA Climbing Board of Directors member agrees to promote another NGB in negotiations with potential sponsors or licensees.
- VIII. Covered Individual or an RCA has a business relationship with a sponsor, supplier, licensee, or vendor of USA Climbing.
  - i. **EXAMPLE:** A USA Climbing employee's spouse provides legal services to a USA Climbing sponsor.
- IX. Covered Individual awards USA Climbing business to, or provides favorable treatment to, a business owned or controlled by a volunteer or an RCA.
  - i. **EXAMPLE:** USA Climbing is contemplating entering into a contract for landscaping services with a company because the landscaping company is owned by an employee's brother.
- X. Covered Individual drafts selection procedures or participates and/or votes within a discretionary selection committee of USA Climbing when they have a relationship with an athlete who is potentially impacted by the selection procedures (e.g., as coach, trainer, parent, etc.) or when Covered Individual might benefit directly or indirectly from the selection method.
  - i. **EXAMPLE:** USA Climbing employee participating in a decision to select an athlete on USA Climbing team for World Championships or major international competition when the USA Climbing employee is athlete's current coach or family member.
  - ii. **EXAMPLE:** The athlete representative assisting with drafting, voting on, and/or signing the procedures is also competing for a spot on the team for which the procedures are written.
- XI. Covered 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 Climbing or undermine the interests of USA Climbing.
  - i. **EXAMPLE:** A USA Climbing Board of Directors member has a significant client who owns or operates a facility being considered as the host of a USA Climbing event.
  - ii. **EXAMPLE:** A Covered Individual serves on a hearing panel or appeal panel involving discipline against a member of the Covered Individual's club / team / family.
  - iii. **EXAMPLE:** An athlete is the potential recipient of benefits or services that are being allocated by USA Climbing and participates in the allocation decision.

4) Procedures.

- a. **Duty to Disclose:** In connection with any actual or potential conflicts of interest, an interested person must disclose the existence and nature of his or her conflicts of interest, including private interests, to the Ethics Committee. Additionally, an interested person should disclose conflicts related to the creation of or enforcement of selection procedures or panels to resolve grievances to the appropriate committee. In facilitation of this requirement, all Covered Individuals will be required to complete an annual questionnaire making general disclosure of private interests, known potential conflicts of interest, and any relationship or activity that may violate the Code of Ethics (Section I). To disclose a new private interest, potential conflict of interest, or a relationship or activity that may violate the Code of Ethics, an individual shall submit an updated questionnaire through the membership platform immediately upon learning of the new private interest, potential conflict of interest, or relationship or activity. All questionnaires are reviewed first by the Membership & Safe Sport Manager, and questionnaires with disclosures of any kind are then provided to the Ethics Committee Chair for their review and review with the Ethics Committee. The Ethics Committee determines any actions required to manage the conflict of interest. The Ethics Committee will share all questionnaires with the Board of Directors and with the committee, working group or task force for which the person serves. The questionnaires of the Ethics Committee Chair and Membership & Safe Sport Manager are reviewed by the CEO, and then are provided to the Ethics Committee for review if they contain conflict disclosures. For the avoidance of doubt, such annual disclosure will not relieve a person of the requirement to disclose any additional conflicts of interest as they arise. Board of Directors members are required to disclose any known conflicts of interest in Board meetings if a discussion topic arises that yields a conflict.

Board of Directors and committee members must also review meeting agendas before each meeting to determine if, for any discussion item, they have any potential conflicts of interest that should be disclosed under this policy. At the beginning of each meeting, each Board of Directors or committee member should state the agenda items for which he or she has such a potential conflict of interest. When those agenda items are addressed by the Board of Directors or committee, the conflicted Board of Directors or committee member may recuse themselves for discussions and/or Board or committee votes. Board of Directors and committee members who become aware of a potential conflict mid-discussion, such as during a conversation that evolves to include content that presents a conflict that was not apparent from the agenda item's title, shall promptly disclose the potential conflict and recuse themselves at that time.

Recusal means the Board of Directors or committee member must leave the room or the teleconference entirely and return only when the discussion or vote on the agenda item is completed. If the conflict is considered valuable to the discussion, the Board of Directors or committee may ask the interested individual to participate in the discussion but recuse themselves from any vote, if appropriate. The minutes should reflect each disclosure and recusal.

- b. Procedure for Addressing a Conflict of Interest Disclosure: The Ethics Committee will review all disclosure questionnaires and investigate disclosures via the process below. If a potential conflict is disclosed during a Board of Directors or committee meeting by a Board of Directors or committee member, and the member does not recuse themselves from the discussion topic or associated vote(s), the Board of Directors or respective committee shall follow the process below.
- I. The Ethics Committee (or Board of Directors/committee, if applicable) will review the information provided by the Covered Individual in their disclosure, requesting additional information from the Covered Individual if necessary to fully understand the nature of the potential conflict. The reviewing body shall only consist of individuals that are disinterested in the matter.
  - II. The Ethics Committee (or Board of Directors/committee, if applicable) will determine whether an actual or apparent conflict of interest exists.
  - III. If the reviewing body determines that an actual or perceived conflict of interest exists, they will determine whether there are mitigating measures that can be implemented to alleviate the conflict and/or what steps the interested individual and/or USA Climbing must take or not take to avoid the conflict.
  - IV. The disclosure of an actual or potential conflict of interest will not necessarily prohibit involvement in the disclosed activity or with USA Climbing. Rather, each disclosure will be reviewed individually, and actions may be recommended to protect the Covered Individual, USA Climbing and the integrity of the decisions made by the Covered Individual and USA Climbing from actual, potential, and perceived conflicts of interests. These actions may include limitation of involvement, separation from certain USA Climbing activities, or requests to cease the activity in question. If an actual, potential, or perceived conflict is identified for Covered Individual, the designated reviewer/reviewing body must communicate any direction on conflict mitigation to the individual in writing.
- c. Determining Whether a Conflict of Interest Exists in the Case of a Private Interest: After disclosure of a private interest, the Ethics Committee shall either determine if a conflict of interest exists or refer the matter to the Board of Directors to make such determination. In the event the interested person is a member of the Ethics Committee, or the Board of Directors, as the case may be, they shall recuse themselves while the private interest is discussed and voted upon. Any individual partaking in decision-making surrounding a potential conflict of interest needs to be disinterested in the matter.
- d. Procedures for Addressing a Private Interest: The following procedures shall be followed by the Ethics Committee or the Board of Directors in the event the Ethics Committee has referred the matter to the Board of Directors under Section II(4)(c) above.
- I. The chairperson of the Ethics Committee or the Board of Directors shall, if appropriate, appoint a disinterested person or body to investigate alternatives to the proposed transaction or arrangement.



- II. After exercising due diligence, the Ethics Committee or the Board of Directors shall determine whether USA Climbing can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- III. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Ethics Committee or the Board of Directors shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in USA Climbing's best interests and for its own benefit and whether the transaction is fair and reasonable to USA Climbing and shall make its decision as to whether USA Climbing should enter into the proposed transaction in conformity with such determination.
- IV. If the Interested Person is a member of the Ethics Committee, or the Board of Directors, as the case may be, they should be recused from deliberation and decision-making with regard to the transaction or arrangement, provided that the Ethics Committee or the Board of Directors may seek information from the interested person.
- V. The designated reviewer/reviewing body must communicate any direction on addressing the private interest to the individual in writing.

5) Violations

- a. Any person may raise an actual, potential, or perceived conflict of interest, or a violation of this Conflicts of Interest Policy to the Ethics Committee for investigation. If the disinterested members of the Ethics Committee have reasonable cause to believe that a violation of this policy has occurred or an interested person has failed to disclose his or her own actual or possible conflicts of interest, it shall inform the person of the basis for such belief in writing and afford the person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further inquiry and investigation as may be warranted under the circumstances, including through a disinterested person the Ethics Committee chairperson may appoint to investigate the matter, determines that the interested person has in fact violated this policy or failed to disclose an actual or possible conflict of interest, the Ethics Committee shall recommend to the Board of Directors that USA Climbing take appropriate disciplinary and corrective action.

6) Records.

The minutes of the Ethics Committee or Board of Directors meetings at which conflicts of interest are considered shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a potential conflict, the nature of the conflict, any action taken to determine whether an actual conflict of interest was present, and the Ethics Committee's or Board of Directors' determination as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the conflict disclosure, the content of the discussion, including any alternatives to a proposed transaction or arrangement that were considered, and a record of any votes taken in connection therewith.

7) Annual Statements.

All members of USA Climbing, including Athlete, Coach, Routesetter, Judge and Supporting members as well each director, officer, member of a committee, working group, hearing panel or task force, and employee shall attest annually that such person:

- a. has received a copy of this Conflicts of Interest policy,
- b. has read and understands the policy, and
- c. has agreed to comply with the policy, and
- d. understands that USA Climbing is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8) No Retaliation.

Regardless of determination, USA Climbing will support a complainant(s) and his or her right to express conflicts of interest in good faith. USA Climbing will not encourage, allow or tolerate attempts from any individual to retaliate, punish, allow or in any way harm any individual(s) who reports a conflict of interest in good faith. Such actions against a reporter will be considered a violation of USA Climbing's policies and grounds for disciplinary action.

9) Additional Resources

The USOPC Office of the Athlete Ombuds is a resource to provide cost-free independent and confidential advice to elite and emerging athletes on all sports-related rules, policies and processes, and to assist in the resolution of athlete concerns and disputes. More information about the Athlete Ombuds can be found at [www.teamusa.org/athlete-ombuds](http://www.teamusa.org/athlete-ombuds). Additionally, the [USOPC Integrity Portal](#) is a means to report concerns to the USOPC.

Members should also be familiar with USA Climbing's Whistleblower and Anti-Retaliation policy found at <https://usacimbing.org/about/resources/policies/>.

10) Policy Owner

Questions regarding the Conflicts of Interest Policy should be directed to the CEO of USA Climbing (contact info at [www.usacimbing.org/contact-us/](http://www.usacimbing.org/contact-us/)).