



Conflict of Interest Policy

Policy Owner: USAFB Chief Operating Officer

Effective Date: September 9, 2025

General Statement

It is the policy of USA Football (the “Corporation”) and its Board of Directors that the Corporation’s representatives carry out their respective duties in a fashion that recognizes and avoids any actual, potential, or perceived activity or investment that constitutes or might appear to constitute a conflict of interest. The Corporation’s representatives shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation.

The Conflict of Interest Policy (“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 may or often arise.

Section 1. Application

This Policy applies to the following individuals (“Interested Party/ies”):

- a) Employees
- b) Board of Directors
- c) Committee and Council Members
- d) Task Force Members
- e) Hearing Panel Members
- f) Volunteers (*as designated as subject to this Policy by the Corporation*)
- g) Contractors (*as designated as subject to this Policy by the Corporation*)

Note: Applicable to Athlete Representatives serving in one (or more) of the above-mentioned categories.

Section 2. Definition

USAFB defines a Conflict of Interest as any situation in which an Interested Party (or the Interested Party’s family member or close associate’s activities) is in a position to derive, or be perceived to derive, personal benefit from actions or decisions made in their official capacity. Further, it is the existence of a personal or financial relationship with the Interested Party (and/or a family member or close associate) that could influence, or be perceived to influence, an Interested Party’s objectivity when representing or conducting business for, or on behalf of, the USAFB.

A Conflict of Interest also exists in the context of athlete or team selection when an Interested Party participates in a selection decision that involves or impacts an athlete with whom the Interested Party

has a direct or indirect relationship. Or, when an Interested Party participates in a benefits or services allocation decision that directly impacts themselves.

For example, (1) an Athlete Representative serves on a committee hearing a team selection grievance wherein they were selected to be on the team in question, (2) an Interested Party benefits financially as part of a contract negotiation on behalf of USAFB, or (3) the Board of Directors is contemplating a Conflict of Interest disclosure of a sibling of an Athlete Representative on the Board of Directors.

Section 3. Principles

This Policy shall be subject to the following principles:

1. Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
2. Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
3. If a director, or a director's relative (the term "relative" includes parents, children, spouse, or siblings, by birth or by marriage), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.
4. Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.
5. The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in this policy. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 4. Disclosure

4.01. Procedure for Disclosure

- a) **Annual Disclosure.** All Interested Parties must complete and file with the Legal Department the Conflict of Interest Disclosure Form (attachment) on an annual basis. Disclosure forms for the CEO and Board of Directors, must be filed with, and reviewed by the Ethics Committee.

- **Material Change.** In the event of a material change in circumstances and/or as new conflicts arise, an amended form must be completed and filed with the Legal Department as soon as practicable.
- b) **Verbal Disclosure.** In the event of a situation resulting in a real-time verbal disclosure (e.g. during a meeting or discussion), the Legal Department should be consulted immediately, and a Conflict of Interest Disclosure Form must be completed and filed as defined in 3.01(a) as soon as possible thereafter.
- c) **Disclosure Review.** The Legal Department shall compile all Conflict of Interest Disclosure Forms annually, and as new forms are submitted, and conduct an initial review to identify any potential, perceived, or actual conflicts. The same review shall be conducted by the Ethics Committee for disclosure forms submitted by the CEO and members of the Board of Directors.

The review shall include:

- Requesting additional information from the Interested Party if necessary to understand the nature of the disclosure.
 - Determining whether a conflict exists.
 - Identifying whether mitigation or action is required to manage or eliminate the conflict.
- d) **Documentation and Committee Review.** The Ethics Committee document its review of any CEO or Board member disclosures in its meeting minutes and, where applicable, prepare a brief written memorandum to the Committee's internal file. If a member of the Ethics Committee has submitted a disclosure form identifying a conflict, that individual must recuse themselves from the discussion and decision regarding their own disclosure. All recusals must be recorded in the meeting minutes.
- e) **Written Direction.** If either the Legal Department or the Ethics Committee determines that a conflict exists and that management measures are needed, the Interested Party will receive written direction outlining:
- The nature of the conflict.
 - Required actions (e.g. recusal from specific discussions or votes, limitation of involvement, additional disclosures)
 - Expectations for compliance.

The Interested Party must acknowledge in writing that they have received and understand the directive, and that compliance is a condition of their continued affiliation with USAFB.

- f) **Managing Conflict of Interest Acknowledgement.** The Conflict of Interest Disclosure Form shall serve as the Interested Party's acknowledgement that all directives provided by the Legal Department or Ethics Committee for managing conflicts will be followed as a condition of their continued membership, employment and/or USAFB affiliation.
- g) **Board of Director and Committee Meeting Disclosures.** At the start of each USAFB Board of Director Meeting and each USAFB Committee meeting, members must disclose any conflicts related to any anticipated agenda items. These disclosures must be recorded in the official meeting minutes and the person with the conflict of interest must be excluded from the discussion and approval of such transaction. This requirement does not supersede the Annual Disclosure requirement outlined in 3.01(a).
- h) **Non-Response Procedure.** If an Interested Party fails to submit their required annual disclosure, the Legal Department will issue at least two reminders. Non-compliance may result in temporary suspension from USAFB duties, committee or board participation, or other action consistent with the organization's Bylaws

and applicable policies.

4.02. Areas of High Risk

Pursuant to this Policy, all Conflicts of Interest must be disclosed. However, the following areas are deemed high risk and warrant specific attention.

a) **Interested Parties Involved in the Creation or Enforcement of Selection Procedures.** Any Interested Party involved in the drafting, creation, or enforcement of selection procedures, including the athlete representative, who has a potential conflict of interest **must** disclose the potential conflicts pursuant to Section 3.01(a, b, g).

To ensure no Interested Party participating in the creation, drafting or enforcement of selection procedures has a conflict of interest, additional provisions are provided in the USAFB Selection Procedures.

b) **Interested Parties Empowered to Resolve Grievances.** Any Interested Party empowered to resolve grievances (e.g., Ethics Committee, Judicial Committee, Hearing Panels) **must** disclose any potential conflicts pursuant to Section 3.01(a, b, g).

To ensure no Interested Party empowered to investigate potential violations and/or resolve grievances has a conflict of interest, additional protections are provided in the USA Football Grievance Procedures.

Section 5. Reporting

The USAFB community has the right and responsibility to report alleged violations of this Policy and USAFB encourages the reporting of such allegations.

- a) **Process to Report.** Suspected violations shall be considered an Administrative Grievance and reported via the Notice of Grievance Form to both the Ethics and Judicial Committee Chair (ethicschair@usafootball.com) and the Compliance & Contracts Manager (compliance@usafootball.com) consistent with the USA Football Grievance Procedures. Should the allegation be against the Ethics and Judicial Committee Chair or the Compliance & Contracts Manager, the Notice of Grievance Form should be submitted directly to the USAFB Chief Operating Officer (chief@usafootball.com).
- b) **Applicable Policy Exception.** The Judicial Committee Chair and the Compliance & Contracts Manager may redirect a report if, based on the matter reported, it is more appropriate to be addressed under a more applicable policy.

Section 6. Investigation, Resolution, and Enforcement

- a) **Investigate, Resolve and Enforce.** USAFB takes its obligation to investigate, resolve and enforce potential violations of this Policy seriously. Alleged violations reported to USAFB will be resolved and decisions communicated pursuant to the USA Football Grievance Procedures.
- b) **Hearing.** USAFB provides for an opportunity for a hearing pursuant to the USA Football Grievance Procedures.
- c) **Disinterested Parties.** Investigation, resolution, and enforcement will be executed by individuals who are unbiased, impartial, and free from conflicts of interests pursuant to the USA Football Grievance Procedures.

Section 7. No Retaliation

USAFB will not encourage, allow, or tolerate attempts from any individual or group of individuals to retaliate, punish, allow or in any way harm any Interested Part(ies) who reports a concern in good faith. This applies to Interested Parties before, during, and after the process of resolving a conflict of interest matter. Such actions will be considered a violation of the

USA Football Whistleblower and Anti-Retaliation Policy.

Section 8. Validity of Actions

The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with these conflict of interest provisions shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

Section 9. Points of Contact

Interested Parties in need of further information, guidance, and/or enforcement in relation to this Policy may contact the following:

Ethics and Judicial Committee

Email: ethics@usafootball.com

Compliance & Contracts Manager

Email: compliance@usafootball.com

The USOPC Ethics & Compliance team can serve as a secondary resource for questions or concerns regarding this Policy. The USOPC Ethics & Compliance team may be contacted at:

Integrity Hotline: 877.404.9935

Integrity Portal: <https://usopc.ethicspoint.com>

For Athletes with Questions Regarding this Policy:

The Athlete Ombuds provides cost-free, independent, and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB-athlete agreement, codes of conduct or team selection procedures. The Athlete Ombuds can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Athlete Ombuds at:

PHONE: (719) 866-5000

EMAIL: ombudsman@usathlete.org WEBSITE:

www.usathlete.org



Conflict of Interest Disclosure Form

Please answer the questions below pursuant to the included Conflict of Interest Policy. Please contact the Legal Department if you have questions regarding the Policy or this disclosure form. As used below, “USA Football” means any and/or all of USA Football, Inc., Heads Up Football, LLC, and USA Football Foundation, Inc.

1. Have you accepted, for yourself or anyone else, any gift, entertainment, or other favor from any person or business that currently does or is seeking to do business with USA Football?

___ YES ___ NO

If you answered “yes” please indicate what you received and from whom.

2. Do you or any of your relatives (parents, children, spouse, or siblings, by birth or by marriage) own, directly or indirectly, any part of a business that currently does or is seeking to do business with USA Football? ___ YES ___ NO

If you answered “yes” please indicate who owns the financial interest, the interest owned, and the name of the relevant business.

3. Do you or any of your relatives (parents, children, spouse, or siblings, by birth or by marriage) hold any Ownership Interest in, or any position with, a Sports Gaming Company? ___ YES ___ NO

If you answered “yes” please indicate who holds the ownership interest, the interest owned, and the name of the relevant business.

4. Are you or any of your relatives (parents, children, spouse, or siblings, by birth or by marriage) employed by or

serving as an officer, director or trustee of any business that currently does or is seeking to do business with USA Football? YES NO

If you answered “yes” please indicate who is employed and the name of the relevant business.

5. Are you currently an officer, director or trustee of any group, organization, or business not previously disclosed on this disclosure form (include both for-profit and not-for-profit)?
 YES NO

If you answered “yes” please indicate the position held and the name of the relevant organization.

Signature _____ Date _____

Print Name _____

For internal record keeping only:

No Conflict of Interest Identified.

Conflict of Interest Identified.

Reviewed on _____ by _____.