**Policy & Procedures Manual**

**Wisconsin Swimming, Inc.**

**Policy 31: Policy and Statement of Principles on Ethical Behavior and Conflict of Interest**

**Effective Date**: January 24, 2023

**Scope**: Provide guidance to LSC Board of Directors, LSC committees, and staff as to their responsibility for administering the affairs of WISI honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of WISI. These individuals shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with WISI, or knowledge gained there from, for their personal benefit. The interests of the organization must have priority in all decisions and actions.

**Background:**  Wisconsin Swimming, Inc. (WISI), is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of WISI must first fulfill all legal requirements. To maintain public trust, WISI and its board, officers, and management employees are subject to scrutiny by and accountability to both governmental authorities and members of the public. Consequently, there exists between WISI and its board, officers, and management employees a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity.

* 1. **Goals and Intent**:
		+ 1. While no set of guidelines can guarantee acceptable behavior, the principles that guide behavior in this area are disclosure, non-participation in the decision-making process where personal or family gain is a possibility, and a commitment to honor the confidentiality of organizational information.
			2. All conduct is founded on the individual’s own sense of integrity.
			3. Any individual accepting the honor of serving WISI must accept the burdens of public disclosure and public scrutiny.
	2. **Expectations and Content:**
		+ 1. The interests of the organization must have priority in all decisions and actions. Those who choose to serve WISI, whether as volunteers or paid professionals, are held to a high standard of conduct.
			2. Those who serve WISI must do so without personal gain to avoid any institutional loss or embarrassment and to behave in such a way that the organization’s trust and public confidence are enhanced.
			3. The board, officers, and management employees have the responsibility of administering the affairs of WISI honestly and prudently, and exercising their best care, skill, and judgment for the sole benefit of WISI.
			4. Those who serve WISI shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with WISI or knowledge gained there from for their personal benefit.
	3. **General Guidelines**
		+ 1. The business of WISI is to be conducted in observance of both the spirit and letter of applicable federal and state laws.
			2. WISI properties, services, opportunities, authority, and influence are not to be used for private benefit.
			3. In the event of an actual or potential conflict, those individuals involved must disclose the nature and extent of such actual or potential conflict for purposes of evaluation of the issue and will avoid evaluating or voting on the matter involved. This includes the award of contracts, the purchase of goods and services, the award of contracts for professional services, and the allocation of WISI resources for individual use.
			4. Gifts, cash, travel, hotel accommodations, entertainment, or favors are not to be given nor received, except those of nominal value exchanged in the normal course of business. Gifts and favors of more than one hundred dollars ($100.00) value should not ordinarily be accepted. If circumstances render it awkward to refuse such a gift, the donor should be thanked and told the gift is being accepted on behalf of and will be delivered to WISI.
			5. Expenses incurred in the furtherance of WISI business are to be reasonable, necessary, and substantiated if twenty-five dollars ($25.00) or more.
			6. All are expected to exhibit honesty, loyalty, candor, and professional competence in their relationships with WISI and each other.
			7. Each individual has the responsibility to maintain the confidentiality of the organization. This includes both proprietary and sensitive information.
			8. Board members, officers and management employees shall not participate in any final discussion and vote regarding disciplinary actions, penalties or fines involving themselves or their team/club**. They shall have an opportunity to present their case to the Board or the Executive Committee of the Board in a closed session, but then shall be excused from the closed session and shall not participate in the final deliberations and vote.**
	4. **Procedures for Addressing a Voluntary Disclosure of Conflict of Interest**
		+ 1. Upon receiving a disclosure or otherwise becoming aware that a board member, officer, or management employee has or may have a conflict of interest, the Board of Directors shall determine whether a conflict of interest exists. The board member, officer, or management employee with the actual or potential conflict may make a presentation to and respond to questions by the Board but may not be present at, participate in, or attempt to improperly influence Board deliberations or voting regarding whether a conflict exists.
			2. If the Board determines that a conflict does exist, the Board shall decide how to handle the conflict, taking care to ensure that any resolution is consistent with the best interests of WISI. The person with the conflict may not be present for or participate in deliberations or voting with respect to the conflict.
	5. **Violation of the Principles on Ethical Behavior and Conflict of Interest**
		+ 1. Board members, officers and management employees have a duty to disclose in good faith any potential conflict of interest, including any interest which they have (or, to the best of their knowledge, any of their relatives or businesses have) in any proposed transaction, agreement, or other arrangement, as soon as they become aware of the interest and always before the consideration of the transaction, agreement, or other arrangement by the Board of Directors.
			2. If the Board has reasonable cause to believe that a board member, officer or management employee has failed to disclose an actual or potential conflict of interest or otherwise violated this Policy, it shall inform the board member, officer or management employee of the basis for such belief and afford the board member, officer or management employee an opportunity to explain the alleged failure or violation in a closed session of the Board or the Executive Committee of the Board. They shall then be excused from the closed session and shall not participate in the final deliberation and vote.
			3. If, after hearing the response of such individual and after making further investigation as warranted by the circumstances, the Board determines that the board member, officer, or management employee has failed to disclose an actual or potential conflict of interest or otherwise violated this Policy, it shall take appropriate disciplinary and/or corrective action, which may include initiating dismissal proceedings from their position.
	6. **Recordings of Proceedings**

The minutes of the Board of Directors meeting shall contain:

* + - 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors’ decision as to whether a conflict of interest in fact existed.
			2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
			3. That the interested person was not present during discussion or decision on the matter and did not vote.
	1. **Acknowledgment and Annual Disclosure**
		+ 1. Board members, officers and management employees will receive this Policy and Statement of Principles on Ethical Behavior and Conflict of Interest and shall be required to sign and date this form at the beginning of their term of service.
			2. Board members, officers and management employees also shall be required to sign and date the Policy and Statement of Principles on Ethical Behavior and Conflict of Interest form at the beginning of each calendar year. Failure to sign and date this form, however, does not nullify a director’s obligations under this Policy.

**ACKNOWLEDGEMENT OF RECEIPT AND UNDERSTANDING**

I acknowledge receipt and understanding of Wisconsin Swimming’s Policy and Statement of Principles on Ethical Behavior and Conflict of Interest, and I pledge my full support of the spirit and the letter of the requirements contained therein.

Print Name

Signature

Date

Position in Wisconsin Swimming, Inc.

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| **Date of Revision** | **Policy Section(s)** | **Changes Made** |
| January 24, 2023 |  | New policy established |