



**Acknowledgement Form**  
**Board of Directors Policy Handbook**

I acknowledge that I have been given a copy of the United States Soccer Federation, Inc. (“U.S. Soccer”) Board of Directors Policy Handbook, that I have read it, and that I understand it. This Handbook contains only some of U.S. Soccer’s policies that apply to me, and some of the responsibilities of its directors. From time to time, U.S. Soccer reviews its policies and procedures and makes revisions. Thus, I understand that any policy, procedure, or responsibility outlined in this Handbook may be modified or amended at any time with or without advance notice.

Furthermore, I understand and agree that I am responsible for complying with all policies of U.S. Soccer, and my failure to do so could constitute cause for suspension or removal from the Board pursuant to U.S. Soccer’s Bylaws.

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Director Signature

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Date

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Director Name (Printed)



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## **A. Prohibited Conduct Policy**

U.S. Soccer requires that all directors and employees act ethically and in conformity with all applicable laws. To this end, U.S. Soccer is committed to maintaining a work environment that is free from all forms of discrimination, including harassment, on the basis of any legally protected status. Accordingly, U.S. Soccer does not permit any form of unlawful harassment, discrimination, or intimidation against its employees by anyone, including managers, supervisors, coworkers, executives, directors, officers, other employees, vendors, clients, customers, or third parties. Protected status includes race, color, age, religion, marital status, sex, ancestry, national origin, citizenship, veteran's status, pregnancy, disability, sexual orientation, protected activity, or any other characteristic protected by federal, state, or local law. The policy also prohibits harassment on the basis of the protected status of an individual's relatives, friends, or associates.

U.S. Soccer is also committed to maintaining a work environment that is free from all forms of sexual abuse, sexual misconduct, emotional misconduct, physical misconduct, bullying, and hazing.

Any violation of this policy may constitute cause for suspension or removal from the Board pursuant to U.S. Soccer's Bylaws. Appropriate action also will be taken against any subcontractor, supplier, or customer found in violation of this Policy.

### **1. Harassment**

Harassment consists of unwelcome conduct, whether verbal, physical or visual, that is based upon a person's protected status. U.S. Soccer will not tolerate harassing conduct that affects tangible job benefits, that unreasonably interferes with an individual's work performance, or safety, or that creates an intimidating, hostile, or offensive working environment.

Among the types of conduct prohibited by this policy are epithets, slurs, negative stereotyping, or intimidating acts based on an individual's protected status and the circulation or posting of written or graphic materials that show hostility toward an individual because of his or her protected status.

Prohibited conduct can also include jokes, kidding, or teasing about another person's protected status. While harassing conduct is unlawful only if it affects tangible job benefits and/or interferes unreasonably with work performance and creates an abusive or hostile work environment, this Policy forbids harassing conduct even when it does not rise to the level of a violation of law.

### **2. Sexual Harassment**

Sexual harassment deserves special mention. Unwelcome sexual advances, requests for sexual favors, and other verbal, written, or physical conduct of a sexual nature constitute sexual harassment when:



- submission to such conduct is made either explicitly or implicitly a term or condition of the individual's employment;
- submission to or rejection of such conduct by an individual is used as the basis for an employment decision affecting that individual; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance and creating an intimidating, hostile, or offensive working environment.

Sexual harassment may involve individuals of the same or different gender. It may also occur between individuals of any employment status.

Examples of conduct which may constitute sexual harassment and are prohibited by this Policy include, but are not limited to:

- unnecessary touching, patting, hugging, pinching, or brushing against a person's body;
- staring, ogling, leering, or whistling at a person;
- continued or repeated verbal abuse of a sexual nature;
- sexually explicit statements, sexual flirtations, advances, propositions, subtle pressure for sexual activity, comments, questions, jokes, or anecdotes;
- graphic or degrading comments about a person's clothing, body, or sexual activity;
- sexually suggestive objects, cartoons, posters, calendars, or pictures in the workplace;
- suggestive or obscene letters, notes, or invitations;
- harassing use of electronic mail, electronic or instant messaging, or telephone communication systems; or
- other physical or verbal conduct of a sexual nature.

U.S. Soccer prohibits managers and supervisors from threatening or insinuating, either explicitly or implicitly, that an employee's submission to or rejection of sexual advances will in any way influence any personnel decision regarding that employee's wages, assigned duties, advancement, evaluation, shifts, career development, or any other condition of employment.

### **3. Racial, Religious, or National Origin Harassment**

Racial, religious, or national origin harassment deserves special mention as well, and is expressly prohibited by U.S. Soccer. Racial, religious, or national origin harassment includes any verbal, written, or physical act in which race, religion, or national origin is used or implied in a manner which would make a reasonable person uncomfortable in the work environment or which would



interfere with the person's ability to perform the job. Examples of race, religious, or national origin harassment may include, but are not limited to:

- jokes, which include reference to race, religion, or national origin;
- the display or use of objects or pictures which adversely reflect on a person's race, religion, or national origin; or
- use of pejorative or demeaning language regarding a person's race, religion, or national origin.

#### **4. Child Sexual Abuse**

Any sexual activity with a child is prohibited. This includes sexual contact with a child that is accomplished by deception, manipulation, force, or threat of force, regardless of the age of the participants, and all sexual interactions between an adult and a child, regardless of whether there is deception, or the child understands the sexual nature of the activity.

#### **5. Sexual Misconduct**

Any sexual interaction between an athlete and an individual with evaluative, direct, or indirect authority is prohibited. Such relationships involve an imbalance of power and are likely to impair judgment or be exploitative. This section does not apply to a pre-existing relationship between two spouses or life partners.

#### **6. Emotional Misconduct**

Emotional misconduct in all forms is prohibited. Emotional misconduct is a pattern of deliberate, non-contact behavior that has the potential to cause emotional or psychological harm to another person. Non-contact behaviors include verbal acts, physical acts, or acts that deny attention or support; or any act or conduct described as emotional abuse or misconduct under federal or state law (e.g. child abuse, child neglect). Emotional misconduct does not include professionally-accepted coaching methods of skill enhancement, physical conditioning, team building, appropriate discipline, or improving athletic performance.

#### **7. Physical Misconduct**

Physical misconduct in all forms is prohibited. Physical misconduct is defined as contact or non-contact conduct that results in, or reasonably threatens to, cause physical harm to another person; or any act or conduct described as physical abuse or misconduct under federal or state law (e.g., child abuse, child neglect, assault). Physical misconduct does not include professionally-accepted coaching methods of skill enhancement, physical conditioning, team building, appropriate discipline, or improving athletic performance. For example, hitting and punching are well-regulated forms of contact in combat sports, but have no place in soccer.

#### **8. Bullying**

Intentional, persistent, and repeated pattern of committing or willfully tolerating physical and non-physical behaviors that are intended, or have the reasonable potential, to cause fear,



humiliation, or physical harm in an attempt to socially exclude, diminish, or isolate the targeted athlete(s), as a condition of membership are prohibited. Bullying does not include group or team behaviors that (a) are meant to establish normative team behaviors, or (b) promote team cohesion.

## **9. Hazing**

Coercing, requiring, forcing, or willfully tolerating any humiliating, unwelcome, or dangerous activity that serves as a condition for (a) joining a group or (b) being socially accepted by a group's members are prohibited. Hazing does not include group or team activities that (a) are meant to establish normative team behaviors or (b) promote team cohesion.

## **10. Procedures for Complaints, Investigations and Corrective Action**

U.S. Soccer cannot act to eliminate misconduct unless it has notice of the conduct. Directors are thus charged with reporting any concerns regarding compliance with the policies in this Handbook. For the avoidance of doubt, in some instances, directors may be required to report to law enforcement and/or the U.S. Center for SafeSport.

Furthermore, U.S. Soccer directors are responsible to help assure that the work environment, on or off-premises, is free from harassment. All directors have an obligation to promptly report any and all allegedly harassing conduct they are the subject of, that they learn of, or that they witness.

A director must report the harassing conduct to either:

- The RAC Committee;
- The Legal Department;
- The Chief Executive Officer/Secretary General; or
- The Integrity Hotline: (312) 528-7004 or [www.ussoccer.com/report-a-concern](http://www.ussoccer.com/report-a-concern)

This Policy does not require reporting the misconduct to any individual who is creating the harassment or discrimination.

All directors have an obligation to cooperate in any investigation of a complaint of misconduct, including providing any and all information concerning the complaint. Failure to do so may be a violation of this Policy.

U.S. Soccer's Prohibited Conduct Policy offers greater protection from harassment than does the law. Consequently, violations of U.S. Soccer's Prohibited Conduct Policy may constitute cause for suspension or removal from the Board pursuant to U.S. Soccer Bylaws, even in cases where applicable laws may not have been violated and without regard to whether the conduct constitutes a violation of the law.

A director wishing to file a complaint outside the Federation may also contact either the Equal Employment Opportunity Commission or the fair employment agency in his or her state.



## **11. Training and Education**

Any director that has contact with athletes must successfully complete the U.S. Center for SafeSport training every year. The U.S. Center for SafeSport training can be accessed at <http://training.safesport.org/>.

## **12. Exclusive Jurisdiction Over Investigation/Adjudication of Sexual Abuse or Misconduct]**

The investigation and adjudication of matters involving allegations or reports of sexual abuse or misconduct by or against anyone subject to U.S. Soccer's Safe Soccer Framework, or other violations of this Prohibited Conduct Policy that involve prohibited conduct that is reasonably related to and accompanies an alleged violation involving sexualized behavior by those subject to the Safe Soccer Framework, are subject to the exclusive jurisdiction of the United States Center for Safe Sport in accordance with the requirements of the USOC and as set forth in the Center's Bylaws or other Center's governing documents.

## **B. Handicap or Disability Accommodation Policy**

### **1. Policy**

U.S. Soccer will comply with the Americans with Disabilities Act and local and state law, as required. The Act prohibits discrimination on the basis of disability and protects qualified applicants and employees with disabilities from discrimination in hiring, promotion, discharge, pay, job training, fringe benefits, and other aspects of employment. The law also requires that covered entities provide qualified applicants and employees with disabilities with reasonable accommodations that do not impose undue hardship on the employer.

### **2. Procedure**

U.S. Soccer abides by the requirements of the Americans with Disabilities Act, and state and local laws requiring that U.S. Soccer provide reasonable accommodation for certain individuals with disabilities to assist them in the performance of their jobs. If you require such an accommodation, please advise the Human Resources Department or Chief Executive Officer/Secretary General of your disability and the nature of accommodation necessary to enable you to perform your job. We will attempt to work with you to find a reasonable accommodation for your disability.

If you have any questions regarding the application of these laws to your situation, you may discuss them confidentially with the Director of Human Resources or Chief Executive Officer/Secretary General. All information regarding a disability or handicap will be kept confidential to the extent possible, and will not be disclosed except on a need-to-know basis.

## **C. Confidentiality and Proprietary Information Policy**



## **1. Policy**

U.S. Soccer does not wish to have matters of a highly sensitive, confidential, or proprietary nature become common knowledge – outside or within the organization.

The following guidelines apply to this type of information:

Confidential and/or proprietary information is spoken, written, and computer-generated information, or data relating to U.S. Soccer's business or governance that is not publicly available and that is of a proprietary or sensitive nature. Confidential and/or proprietary information may include, but is not limited to, personnel-related matters (compensation, benefits, salary actions, player contracts, terminations, layoffs, disciplinary actions, etc.), legal actions, opinions, documents, sponsorship contracts, communications or court proceedings, certain membership information, controversial issues, and other sensitive matters.

## **2. Procedure**

Directors are responsible for the safeguarding of confidential and proprietary information. Such information is intended to be used for U.S. Soccer Board business and is not to be disclosed to or discussed with persons who are not authorized, "need-to-know" persons, either inside or outside the Federation.

Envelopes and packages marked "confidential" should not be opened by anyone other than the addressee. In the event that permission to open a confidential package is granted to another by the addressee, that information should not be revealed to any third party.

No director shall use for his or her personal gain or disclose to any third party not legally entitled thereto any confidential and/or proprietary information obtained through his or her association with U.S. Soccer.

Any willful, intentional, or negligent disclosure of confidential and/or proprietary information to unauthorized persons may result in disciplinary action and may constitute cause for suspension or removal from the Board pursuant to U.S. Soccer's Bylaws.

## **D. Policy on Improper Use of Assets and Record Keeping**

1. Directors shall use their best efforts to prevent the loss, misuse, or theft of and damage to property, records, funds, or other assets belonging to U.S. Soccer over which such directors have control or possession. All such assets of U.S. Soccer, including its facilities, are to be used exclusively for conducting the activities contemplated by its Articles of Incorporation, Bylaws, and Policies in a manner consistent with and in furtherance of U.S. Soccer's tax-exempt purposes and its duties and authority as the National Governing Body of Soccer under the Ted Stevens Olympic and Amateur Sports Act. All such assets shall not otherwise be sold, given away, used personally, or disposed of.





2. Proper use of the funds, resources, and opportunities of U.S. Soccer is a fiduciary responsibility. No director shall make or accept any illegal, unethical, or unauthorized payments (including bribes, kickbacks, graft, gifts, unauthorized commissions, or unauthorized finder's fees) with respect to transactions or relationships involving U.S. Soccer or otherwise with respect to the assets, business, and affairs of U.S. Soccer.
3. Each director shall keep and maintain accurate and complete written records of any act or transaction which directly or indirectly bears upon the business or activities of U.S. Soccer. No such records shall:
  - a. fail to record all transactions, whether proper or not;
  - b. falsify any transaction to disguise any aspect of impropriety otherwise recorded correctly; or
  - c. fail to identify the “qualitative” aspects that would reveal illegality or improper conduct.

**E. Policy on Gifts, Gratuities, Entertainment and Outside Remuneration**

1. No director shall encourage, solicit, or accept gifts, favors, or gratuities for themselves or their families, business associates, or friends from any individual, firm, or organization having, or seeking to have, a relationship with U.S. Soccer, except unsolicited gifts, favors, and gratuities having nominal value that are exchanged or given in the normal course of ethical business and social dealings. Notwithstanding the foregoing, if any director should receive any such unsolicited gifts, favors, or gratuities with a value in excess of \$150, the same shall be disclosed in writing to the RAC Committee and may be required to be turned over to an appropriate U.S. Soccer officer or staff member as a contribution to U.S. Soccer from the original source. Directors may keep unsolicited gifts, favors, or gratuities with a value of less than \$150, but for any such items with a value in excess of \$50, shall fully disclose in writing to the RAC Committee the donor, purpose, and amount of such gift, favor, or gratuity.
2. No director shall encourage, solicit, or accept entertainment or other unusual personal benefits (loans, services, compensation, etc.) in excess of \$150 in any form for themselves, their families, business associates, or friends, from any individual, firm, or organization having, or seeking to have, a relationship with U.S. Soccer. However, ordinary business courtesies are permitted when arising from the conduct of business connected with the activities of U.S. Soccer. Examples of permissible business courtesies include payment for reasonable meal and entertainment costs, and invitations to sporting or fundraising events when attended with a representative from the other entity. A director accepting such



business courtesies with an individual value in excess of \$150 shall fully disclose in writing to the RAC Committee the donor, purpose, and amount of each such courtesy. For the avoidance of doubt, directors may never give or accept cash or financial instruments from individuals or entities with a current or potential relationship with U.S. Soccer. If a director has any doubt whether an activity would be permitted under this policy, he or she should seek prior approval from the RAC Committee before participating in the activity.

3. No director shall use for him/herself or give from the assets of U.S. Soccer any resources, gifts, or gratuities valued at more than \$150 unless approved by the RAC Committee upon disclosure of the recipient, purpose, and amount. However, ordinary business courtesies such as payment of reasonable meal costs are permitted without such approval when arising from the conduct of business connected with the activities of U.S. Soccer. Individual expenditures as described in this paragraph in excess of a value of \$150 shall be fully disclosed to the RAC Committee as to the parties, purpose, and amount.
4. Giving and receiving protocol gifts consistent with international sports custom and practice shall be exempt from the value (but not the disclosure) provisions hereof.
5. Remuneration received from, or in connection with, FIFA, a confederation, or another entity having, or seeking to have, a relationship with U.S. Soccer, (e.g., but not limited to, from any outside/third party board service), must be promptly disclosed to the RAC Committee.
6. Accurate and complete records shall be maintained with respect to any gift, favor, gratuity, business courtesy, or entertainment described above and properly disclosed as required herein.

#### **F. Lobbying and Political Action Policy**

1. Except as may be appropriate and lawfully permitted in the furtherance of U.S. Soccer's tax-exempt purposes, neither U.S. Soccer, nor any director, shall allow its assets or resources to be used or shall make any direct or indirect payments to any federal, state, or local political entities or individuals for the purpose of influencing or appearing to influence legislation or governmental decisions, or for the purpose of benefiting or appearing to benefit elected or appointed government officials. These prohibitions shall apply to, but not be limited in their application to, the following:
  - a. aiding in the election or defeat of candidates for office;
  - b. influencing any act or decision of an official in his or her official capacity, including failure to perform his or her official function;



- c. inducing an official to use his or her position to affect or influence any act or decision of another official or of any legislative or governmental body; and
  - d. any other illegal or improper political purpose.
- 2. Any use of U.S. Soccer assets or resources for purposes excepted (as provided above) from the foregoing prohibitions shall be accomplished only upon authorization by the Board of Directors, and any such authorized uses shall in all events be accomplished in strict conformity with all applicable laws and regulations.
- 3. No director shall succumb to domestic or foreign political pressures or other forces, such as direct or indirect payments, that are applied or made for the purpose of influencing U.S. Soccer decisions, actions, or inaction's in a manner other than in accordance with U.S. Soccer's authorization.

## **G. Social Media Policy**

### **1. Background**

U.S. Soccer understands that participating in social media networks such as blogs, Facebook, Twitter, and Foursquare, can be a positive way to interact with friends and colleagues. However, it is critical to understand what is considered acceptable and what is not when engaging in social media networking and activities, as it relates to your affiliation with U.S. Soccer through Board service.

In recent years, fans, the media, and even sponsors have become more aware and involved in the social media content space as it relates to coaches, athletes, and employees of sports organizations. Due to that increased awareness, and as a U.S. Soccer director, you are open to scrutiny and need to ensure that any interaction with social media is done with care and sound judgment to avoid portraying yourself, or U.S. Soccer, in an unflattering or negative light.

U.S. Soccer has outlined a set of guidelines addressing acceptable usage of social media networks. All directors, in addition to employees and staff, are expected to follow these guidelines. Also included are tips to consider when engaging in social media. Any questions as to what you can/cannot share and when that information is allowed to be shared should be directed to the Communications Department.

### **2. Definition**

Throughout this document, the words “participate in” or “engage in” or “use” social media networks are utilized. These words are in reference to any communication or interaction with an individual or group of other people that is disseminated through any web or mobile-based platform. These platforms include, but are not limited to, Facebook, Twitter, Foursquare, as well



as any blog or other open, invitation-only, or subscription-based service that provides a forum for others to view comments or posts created by an individual or group of users in which the author is identifiable.

### **3. Social Media Guidelines**

- a. Employees are prohibited from participating in social media (writing a blog entry, updating Facebook status, Tweeting a message, etc.) during official team functions in which they are directly involved, including meetings, meals, training sessions, travel to training/game, games, etc., unless provided permission from the Communications Department. This policy applies to directors to the extent they are ever involved in any such official team functions.
- b. Do not discuss confidential information through social media content. This includes, but is not limited to, information about U.S. Soccer's governance, Board business, lawsuits, teams, schedules, lineups, rosters, injuries, coaching decisions, security details, locations, or any other internal Federation discussions. If you are not sure if the information you would like to share is considered inappropriate or confidential, check with the Communications Department. Here are some examples:
  - (1) While the U.S., Canada, and Mexico were bidding for the 2026 World Cup, tweeting or posting on Facebook any non-public details about U.S. Soccer's efforts, such as the participants or locations of meetings related to that bid.
  - (2) Tweeting or posting on Facebook any fact that you learned from confidential U.S. Soccer materials, including facts learned from papers filed or produced in a lawsuit.
  - (3) Re-tweeting or posting on Facebook media content that could shed light on non-public U.S. Soccer business, such as an article about a company while U.S. Soccer is in confidential negotiations with that company to become a partner, sponsor, or supplier.
  - (4) Tweeting or posting on Facebook: "Will be interesting to see how PLAYER X does tomorrow at right back." This provides insight into the team's confidential lineup.
  - (5) Tweeting or posting on Facebook: "In the treatment room with PLAYER X." That simple sentence might make fans, media, and/or an opponent believe that PLAYER X is not 100 percent fit and it could create a rumor or even a news story.



- (6) Using a location-based social tool such as Foursquare to disclose information about the team's current location. For numerous reasons (security, privacy, etc.) you should not provide the team hotel, training site, airport the team is flying into or out of, or location of any other team functions.
- c. Do not post information that has not yet been announced by U.S. Soccer. An example is posting on Facebook: "Can't wait for USA vs. Brazil in New York" before U.S. Soccer has officially announced the event/roster to fans and media. (*Note:* This may be particularly important when U.S. Soccer has an obligation to media or sponsors for exclusive coverage of the announcement.)
- d. Do not post or disseminate pictures or videos via social media that could portray you or team members of U.S. Soccer in a poor light, or reveal confidential team information. This also applies to pictures or videos of situations or circumstances that reflect negatively on team members, staff, U.S. Soccer, etc. Some examples include: a photo of yourself that clearly displays the team hotel which would reveal the team's location, a photo of you at training before a game, and a photo with you in a social setting with players or coaches.
- e. Like employees, directors are allowed to communicate with players and coaches via social media but should be careful about who can see those conversations and ensure that as a U.S. Soccer representative you remain professional at all times.
- f. Be mindful of U.S. Soccer sponsors at all times. As a director of U.S. Soccer, you are expected to be sponsor friendly when using social media. You should not be critical of U.S. Soccer sponsors, and be careful about making comments (positive or negative) about their competitors or being photographed with any non-sponsor apparel or product. For a list of current U.S. Soccer sponsors, please visit [ussoccer.com](http://ussoccer.com).
- g. Any social media activities sponsored or supported by a third party must be cleared with U.S. Soccer prior to participating at any time while with the team.

#### **4. Tips for Using Social Media**

- Be yourself and speak in first person. However, be aware that you are connected with the Federation, its employees, and our sponsors. Be considerate of that association and ensure that the content you create is consistent with your work at U.S. Soccer.



- You are personally responsible for the content you publish on any social media platform. The information is public and will be on record for a long time. Be aware to protect your own privacy.
- Where appropriate, use a disclaimer to make it clear that what you say is representative of your own opinions or beliefs and not necessarily those of U.S. Soccer.
- Avoid expressing an opinion about decisions being made by U.S. Soccer, its players or coaching staff, team performances, game results, roster selections, etc.
- Engaging in social media is just like being interviewed – you are personally responsible for the content you publish on social media. Be mindful that what you publish is public property so don't say anything online that you would not say to a media member, member of the National Team, or employee of U.S. Soccer.
- Everything you write can and will be viewed by any fan, team member, manager, colleague, etc.
- Pay attention for changes in security and privacy settings on sites like Facebook, and verify your privacy settings often. Likewise, becoming part of any 'group' can allow unintended access to your personal page. Review and implement the necessary privacy settings for groups as well.
- The ability to engage in social media with hand-held devices (cell phones, PDAs, etc.) has improved the accessibility and increased the speed in which you can interact or respond online. Therefore, we encourage you to take a moment to think about the possible repercussions of your words.
- While it is fine to interact via social media with colleagues and even fans, avoid engaging in negative dialogue about performances or responding negatively to criticism.
- Along with being cognizant of the photos you post, make sure the photos other people post of you via social media do not put you in compromising positions. Be diligent to remove any unbecoming photos as soon as possible, or avoid being photographed in these situations altogether. There have been many instances of athletes and company employees being represented negatively in photos taken by others.
- Photos on social media sites almost never get taken down, even if you remove them from your personal page or 'untag' yourself from photos posted by others. The best way to ensure that a photo is removed from a site is to delete it from your page and/or ask someone who has posted an unwanted photo to remove it from their page as well.



- Do not allow others to engage in social media under your name, such as allowing someone to send tweets from your Twitter account. Set up a password and guard it as closely as you would your debit bank card pin number. Regardless of who is operating your account, U.S. Soccer holds you responsible for the content or communication that is generated.
- Respect the privacy of U.S. Soccer employees and directors. While it's fine to discuss topics about work, travel, etc., be careful not to provide information without their knowledge or approval.
- Make sure to respect your audience. Don't use foul language, personal insults, or racial slurs.

## **5. Summary**

Social media is a widely-used, fun, and entertaining method for keeping in touch with and engaging friends, colleagues, and people with similar interests and even fans, and we encourage you to be involved in these networks. At the same time, we want you to be aware that your association with U.S. Soccer not only opens you up to an increased level of scrutiny but also exposes U.S. Soccer due to your association.

Directors must keep this in mind when engaging in social media and follow the guidelines that are set forth in this document. When in doubt, please reach out to the Communications Department for guidance on what is and is not acceptable.



## **H. Policy on Response to Media Inquires**

### **1. Policy**

U.S. Soccer employees and directors, except those listed below, are not authorized to speak in an official manner with the media about matters pertaining to U.S. Soccer. Media inquiries are to be handled as outlined below.

### **2. Procedure**

The President, Chief Executive Officer, and a Communications Department designee are the official spokespersons of the U.S. Soccer Federation. The Communications Department addresses the media on behalf of U.S. Soccer. All media queries should be referred to the Communications Department.

In the event a response to the media requires a director's input or expertise, the Chief Executive Officer or Communications Department will request the director's assistance in either responding directly or providing specific information relative to the inquiry.

## **I. Electronic Communications Policy**

### **1. Policy**

Electronic mail ("e-mail"), instant messaging, internet browsing, and voicemail systems and equipment are critical components of U.S. Soccer's operations and business. They are also systems that present numerous opportunities for misuse. The purpose of this policy is to set forth the parameters under which these electronic communications systems should and should not be used, and to set forth the rights and responsibilities of directors and U.S. Soccer when using these systems.

### **2. Business Use**

U.S. Soccer's e-mail system, any instant messaging systems, internet browsing equipment and access, and voicemail system (collectively "electronic communications systems" or "e-systems") are meant to be used for business purposes only. Limited personal use of U.S. Soccer e-systems is allowed if: (a) in compliance with this policy; and (b) is reasonable in amount and does not interfere with work performance or business needs.

All communications using U.S. Soccer e-systems should be professional, courteous, and in compliance with all laws. The content of electronic communications may have significant business and financial consequences for individuals of the company and may be inappropriately taken out of context. As a general rule, users of U.S. Soccer e-systems should keep in mind that sending an e-mail is no different than sending a formal letter, and should thus observe the same caution in sending. Directors should use the same good judgment to prepare electronic communications as they would use in preparing a hard copy of a memorandum. Because of the





ease of sending these documents, extra care must be taken to ensure that they are not sent hastily. Please keep in mind that your messages may be read by someone other than the addressee.

Directors are responsible for the content of all text, audio, or images that they place or send over the Internet. Fraudulent, harassing, or obscene messages are prohibited. All messages communicated should have the director's name attached, and using an assumed name or obscuring the origin of the message is prohibited.

In addition, the confidentiality of any message should not be assumed. Even when a message is erased, it is still possible to retrieve and read that message. Also, as set forth below, U.S. Soccer has the right to retrieve and read any e-mail message sent or received on U.S. Soccer's e-systems.

Examples of inappropriate or prohibited use of U.S. Soccer e-systems include, but are not limited to:

- Transmission of obscene, profane or offensive material over any company communication system. This includes, for example, accessing erotic materials via the Internet. This also includes messages, jokes, or pictures that violate U.S. Soccer's non-harassment policy or create an intimidating or hostile work environment.
- Use of company communications systems to set up personal businesses or to send chain letters.
- Transmission of confidential messages to unauthorized personnel.
- Accessing copyrighted information in a way that violates the copyright or other intellectual property rights of another company or individual.
- Using any words, images, or references that could be reasonably viewed as libelous, offensive, harassing, illegal, derogatory, discriminatory, or otherwise offensive.
- Breaking into the system, unauthorized use of a password/mailbox, or any unauthorized access of any information or data.
- Broadcasting personal views on social, political, religious, or other non-business related matters.
- Solicitation to buy or sell goods or services.

### **3. Ownership**

All e-mail accounts, voicemail accounts, data transmission, and all information and messages that are created, sent, received, or stored on U.S. Soccer's e-systems are the sole property of U.S. Soccer and are not the property of any director, employee, or other personnel. As such, all e-mail, voice messages, data, documents, spreadsheets, web pages, downloads, or other electronic information that is stored, viewed, or transmitted by any component of U.S. Soccer's e-systems



are the property of U.S. Soccer, and U.S. Soccer has the unfettered right to monitor, access, read, delete, copy, disclose, and use such information without prior notice to the employee, the originators, or the recipients of any such information. By using U.S. Soccer e-systems, U.S. Soccer directors waive all ownership and privacy rights pertaining to their use of or communication through the e-system.

U.S. Soccer personnel, when authorized by the Chief Executive Officer, may monitor and read any and all messages, information, or data sent or received by U.S. Soccer directors or personnel or stored on U.S. Soccer equipment. This monitoring may be used for any reason, including an investigation into any suspected violations of law, breaches of U.S. Soccer policies, or communications harmful to U.S. Soccer.

#### **4. Efficient Usage**

U.S. Soccer directors should use good judgment and reasonable restraint in their use of U.S. Soccer e-systems. While these systems can increase productivity and efficiency when used properly, their overuse creates inefficiencies. Information may get lost, overlooked, or misconstrued when not communicated directly.

It is important to note that U.S. Soccer may also be obligated by law, in certain circumstances, to review and disclose all communications or information pertaining to specific topics or sent to or from specific individuals. Regular and consistent elimination of irrelevant and useless data can save a great deal of time later. Please refer to the U.S. Soccer Document Retention Policy for further guidance in this area.

#### **5. Misuse of U.S. Soccer E-Systems**

Misuse of U.S. Soccer e-systems in violation of this policy can constitute cause for suspension or removal from the U.S. Soccer Board pursuant to U.S. Soccer's Bylaws.

### **J. Fraudulent Conduct and Whistleblower Policy**

#### **1. Policy**

U.S. Soccer will investigate any possible unlawful, fraudulent, or dishonest use or misuse of U.S. Soccer resources or property by directors, management, staff, volunteers, or members. Directors found to have engaged in unlawful, fraudulent, or dishonest conduct are subject to disciplinary action by U.S. Soccer, including suspension or removal from the Board for cause pursuant to U.S. Soccer's Bylaws.

All members of the U.S. Soccer community are encouraged to report possible unlawful, fraudulent, or dishonest conduct. Directors should report concerns to the Chief Executive Officer, RAC Committee, Legal Department, or the Integrity Hotline: (312) 528-7004 or [www.ussoccer.com/report-a-concern](http://www.ussoccer.com/report-a-concern).



## **2. Definitions**

*‘Baseless Allegations’*: Allegations made with reckless disregard for their truth or falsity. Making such allegations violates this policy.

*‘Unlawful, Fraudulent or Dishonest Conduct’*: A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of U.S. Soccer’s Conflict of Interest policy
- Misappropriation or misuse of U.S. Soccer’s resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked

*‘Whistleblower’*: Any person who reports an activity or other conduct which that person believes to be unlawful, fraudulent, or dishonest.

## **3. Whistleblower Protection**

U.S. Soccer prohibits any intimidation, harassment, discrimination, adverse employment consequence, or other retaliation against Whistleblowers. U.S. Soccer will use its best efforts to protect Whistleblowers against such retaliation, as described below. It cannot guarantee confidentiality, however, and there is no such thing as an "unofficial" or "off the record" report. U.S. Soccer will keep the Whistleblower's identity confidential, unless (1) the person agrees to be identified; (2) identification is necessary to allow U.S. Soccer or law enforcement officials to investigate or respond effectively to the report; (3) identification is required by law; or (4) the person accused of policy violations is entitled to the information as a matter of legal right.

U.S. Soccer, through its employees, staff, directors, or other affiliated persons, may not retaliate against a Whistleblower, including with the intent or effect of adversely affecting his or her terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages).

Examples of reported conduct that would be protected under this policy includes, but is not limited to, U.S. Soccer’s or any person’s compliance with (i) the Ted Stevens Olympic and Amateur Sports Act; (ii) U.S. Soccer policies, procedures, and Bylaws; (iii) the USOPC’s policies, procedures, and Bylaws; and (iv) state and Federal laws.



Whistleblowers must be cautious to avoid Baseless Allegations (as defined in this policy).

Whistleblowers who believe that they have been retaliated against may file a written complaint with the Chief Executive Officer, RAC Committee, Legal Department, or Integrity Hotline. Reports to departments will be initially investigated by the department to which the report was made, which ensures the initial investigation is handled by the department the Whistleblower considers to be disinterested in the matter. Reports made to the Integrity Hotline will be referred to the Legal Department for investigation. Reports made to individual persons, such the Chief Executive Officer, shall be referred to the Legal Department for investigation.

The Independent Ethics Committee will make the determination regarding the Whistleblower's complaint. All determinations will be made by only disinterested individuals. Any member of that committee with an interest in or connection to the Whistleblower's complaint shall recuse himself or herself from all discussions and decisions related to the complaint.

As determined by the Independent Ethics Committee, a proven complaint of retaliation shall result in a proper remedy for the person harmed, and, the initiation of disciplinary action against the retaliating person, which may include suspension or removal from the Board pursuant to U.S. Soccer's Bylaws.

## **K. Insider Trading Policy**

### **1. Policy**

Given the nature of our business, U.S. Soccer may have access to confidential "inside information." In order to prevent those with inside information from taking unfair advantage of uninformed outsiders and in order to comply with Securities and Exchange Commission ("SEC") regulations, U.S. Soccer employees and directors are not permitted to trade securities based on inside information. U.S. Soccer employees and directors are also not permitted to divulge any inside information they discover to others, including family members or other employees.

### **2. What is a Security?**

Most securities can be classified as either stocks or bonds. However, under the SEC's definition, securities include "any note, stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, investment contract, or, in general, any interest or instrument commonly known as a 'security.'" Obviously, this definition is very broad. Any director who is unsure whether or not an item is a security should seek guidance from U.S. Soccer's Legal Department.

### **3. What is Inside Information?**

Information is generally considered "inside" (meaning it is material, nonpublic information) when it comes from within a corporation, is intended for corporate use, and has not yet been



disclosed to the general public. The concept of an “insider” is broad – in addition to including directors, officers, and employees of a company, it can also include “temporary insiders” if they enter into a special confidential relationship with the company and as a result are given access to information solely for the company’s purposes. To be inside information, the information must be “material”, that is, it must be information for which there is a substantial likelihood that reasonable investors would consider it important in making their investment decisions, or information that is reasonably certain to have a substantial effect on the price of any company’s securities.

Finally, to be inside information, the information must be non-public, which is information that has not been effectively communicated to the marketplace. Once the information has become public, insiders and tipplers (those who received information from an insider) must wait to trade until the market has absorbed the information.

#### **4. Insider Trading Prevention Procedures**

Identify whether the information is material and non-public. Before trading for yourself or others, ask yourself the following questions:

- Is the information material? Is it information that an investor would consider important in making his or her investment decisions? Would the information substantially affect the market price of the securities involved if generally disclosed?
- Is the information non-public? To whom, how, and for what purpose has the information been provided? Has the information effectively been communicated to the marketplace by being published in *The Wall Street Journal* or other publications of general circulation and has it had time to be digested?

What to do if you believe the information is material and non-public: If, after consideration of the above, you believe that the information is material and non-public, or if you have questions as to whether the information is material and non-public, you should take the following steps:

- Immediately report the matter to U.S. Soccer’s Legal Department.
- Do not purchase or sell the securities at issue on behalf of yourself or others and do not recommend any transaction in such securities.
- Do not communicate the information to anyone inside or outside U.S. Soccer, other than to U.S. Soccer’s Legal Department. In addition, care should be taken so that such information is secure.
- After U.S. Soccer’s Legal Department has reviewed the issue, you will be instructed either to continue the prohibitions against trading and communication, or you will be allowed to trade and communicate the information.

*Resolving Issues Concerning Insider Trading.* If you have any doubts whether information is material or non-public, or if you have any unresolved questions regarding the applicability or interpretation of the foregoing procedures or regarding the propriety of any action, you should



discuss these questions with U.S. Soccer's Legal Department before trading or communicating the information to anyone.

## **5. Penalties**

Any director found to have engaged in insider trading may be subject to suspension or removal from the Board for cause pursuant to U.S. Soccer's Bylaws. Directors should also be aware that the SEC has the authority to impose severe civil and criminal penalties on insider traders and a person can be subject to penalty even if they do not personally benefit from the insider trading violation. Penalties can include disgorgement of profits, jail time, and fines.



## **L. Document Retention Policy**

### **1. Policy**

The corporate records and documents of U.S. Soccer are important assets. These records and documents include essentially all records you produce in your capacity as a director, whether paper or electronic. A corporate document may be as obvious as a memorandum, an e-mail, a contract, or a spreadsheet, or something not as obvious, such as a computerized calendar, an appointment book, or an expense record.

The law requires businesses to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for these minimum periods of time could subject you and U.S. Soccer to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place U.S. Soccer in contempt of court, or seriously disadvantage U.S. Soccer in litigation.

It is the policy of U.S. Soccer to retain all business records and documents for a minimum period of time, depending upon the type of document. Set forth below is a list of the various categories of business records and documents, along with the minimum period of time that such documents must be retained. There are two important exceptions to these minimum periods:

- If you believe, or U.S. Soccer informs you, that certain records or documents are relevant to litigation or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records and documents until the U.S. Soccer Legal Department determines the records and documents are no longer needed. This exception supersedes any previously or subsequently established destruction schedules.
- If you believe, or U.S. Soccer informs you, that certain records or documents are specifically relevant or useful to any job responsibility or activity that you (or others at U.S. Soccer) are currently involved in or expect to be involved in, then you must preserve those documents until such time as it is clear that such records or documents are no longer relevant or useful.

<b>Type of Document</b>	<b>Minimum Requirement</b>
Audit reports	7 years
Contracts, mortgages, notes and leases	While active, permanently Once expired, 7 years
Corporate documents and filings (minutes, articles of incorporation, corporate charter, year-end financial statements, tax filings, bylaws and policies, etc.)	Permanently
Deeds and bills of sale	Permanently
Employment applications	2 years
Event records (from U.S. Soccer games, training camps, meetings, international games, etc.,	7 years





including game agreements and applications)	
Financial supporting documents (bank statements, reconciliations, canceled checks, deposit slips, documents supporting audit reports or tax filings, general ledgers, financial statements, accounts payable ledgers and schedules, expense analyses and expense reports, budgets, etc.)	7 years
Insurance policies, records, claims, etc.	While in effect, permanently Once expired, 3 years
Inventories of products, materials, and supplies	3 years
Invoices (to customers, from vendors)	7 years
Litigation and other administrative proceedings, grievances, etc.	While pending, permanently Once completed, 7 years
Medical records, injury reports	Permanently
Patents, trademark registrations and related correspondence or files	While in effect, permanently Once expired or abandoned, 7 years
Payroll records, garnishments	7 years
Personnel files	During term of employment, permanently Once employment is terminated, 2 years
Referee and coaching specific documents (registration applications, subscriptions, licensing records, game assignment forms, game assessments, course materials and curriculums, educational materials, etc.)	While still in current use by U.S. Soccer or during term of registration or licensing, permanently Once terminated or expired or no longer in use, 7 years
Retirement and pension records, union agreements	Permanently
Soccer-specific data (statistics, game reports, rosters, video/film of U.S. Soccer games, player data, etc.)	Permanently
Correspondence, e-mails, and any other business records or documents not already listed	Need only be kept if in the employee's judgment it is relevant and useful to the business of U.S. Soccer
Deleted e-mails	No minimum time period; e-mail "trash" should be emptied regularly, and should never contain e-mails more than 3 months old

While it is of utmost importance that U.S. Soccer retain its documents for the minimum periods of time set forth above, it is also very important that documents not be retained beyond the period for which they are needed. U.S. Soccer has limited storage space for physical documents, and has limited space on its network for electronic documents. Periodic cleaning out of files and destruction of old documents not only creates more storage space, but increases the efficiency and organization of the entire company.





## **2. Procedure**

Each director is responsible for the retention, organization, and destruction (if appropriate under the terms of this policy) of the business records and documents within his or her direct control. Each director must review and understand this document retention policy and comply with its terms. If a director has any questions about whether a specific document should or should not be retained, that director should consult with the U.S. Soccer Legal Department on how to proceed.

While directors are responsible for the business records and documents within their control, each of these records and documents remains the property of U.S. Soccer. Thus, U.S. Soccer has the right, at any time, to require review of a director's business records or documents for purposes of ensuring that documents are being properly retained and/or destroyed.

Directors should strive to minimize the risk that the failure or loss of a single computer would also mean the loss of records or documents that would otherwise be retained. U.S. Soccer will continue to work on new ways of organizing its computer systems to assist in this goal.

Destruction of documents should be conducted with attention to the sensitivity or confidential nature of the information contained therein. Generally, disposal in the recycling bin or trash is appropriate. However, any documents containing private, personal, or confidential information should be shredded or altered so as to prevent their discovery or disclosure. Confidential materials that merit this extra attention include (but are not limited to) personnel records, any documents containing social security numbers, payroll records, and contracts.

When a director's Board service ends, he or she must not alter, destroy, remove, or copy records or documents that were created or were in his or her custody during the term of Board service without the express written consent of the Chief Executive Officer.

### **M. Procedure for Reporting Policy Violations**

Anyone who would like to report, or is obligated to report, known or potential violations of any policy herein may report such violation to any of the following:

- The RAC Committee of the Board
- The Chief Legal Officer
- The Integrity Hotline: (312) 528-7004 or [www.ussoccer.com/report-a-concern](http://www.ussoccer.com/report-a-concern)
- The CEO/Secretary General of the Board

Such reports may be referred to U.S. Soccer's Independent Ethics Committee as deemed necessary.