



CODE OF BUSINESS CONDUCT AND ETHICS

I. Your Obligations

This Code of Business Conduct and Ethics (this “Code”) is designed to promote honest, ethical and lawful conduct by all employees, volunteers, officers, and directors of New York Classical Theatre, Inc. (the "Organization"). In addition, independent contractors and consultants who represent the Organization are expected to apply these same standards while conducting Organization business. No single policy statement can anticipate all situations, and you are expected to exercise common sense and good judgment in the course of your relationship with the Organization.

II. Compliance with Law and Policies

The Organization requires you to comply with the letter and spirit of all applicable laws, rules and regulations, and all applicable written policies and procedures of the Organization, including this Code.

III. Conflicts of Interest

You owe a duty of loyalty to the Organization and must act in good faith and in the Organization’s best interests, rather than in your own interests or the interests of another entity or person.

A conflict of interest arises whenever the interests of the Organization come into conflict with your financial or personal interests, or whenever your personal or financial interest could be reasonably viewed as affecting your objectivity or independence in fulfilling your duties to the Organization. Examples of possible conflicts of interest are set forth in the Organization's Conflicts of Interest Policy as adopted by the Board of Directors of the Organization. A copy of the Conflicts of Interest Policy is available upon request.

Each current director, officer, and Key Employee (as defined in the Conflicts of Interest Policy) and nominee for election to director is required to make a full, written disclosure of any interest, relationship or transaction that could potentially result in a conflict of interest. Covered persons are required to update this disclosure as necessary and at least annually.

IV. Political and other Outside Activities

Your individual participation in community activities outside the Organization must be conducted outside of your normal working hours, and should not encroach on time or attention you should be devoting to Organization business, adversely affect the quality of your work, compete with the Organization's business, adversely affect the reputation of the Organization, or imply Organizational sponsorship or support (especially in regard to any political activity, as this may adversely affect the Organization's 501(c)(3) federal tax exempt status).

V. Protection and Proper Use of the Organization's Assets

You have a personal responsibility to protect the assets of the Organization from loss, misuse or misappropriation. The assets of the Organization include tangible assets, such as equipment and facilities, as well as intangible assets, such as intellectual property, electronic information, reputation, business information and Confidential Information. Confidential Information includes all non-public information learned in connection with your work on behalf of the Organization, including but not limited to non-public information about the Organization (such as internal reports, policies, procedures and other confidential internal communications) and sensitive personal information about employees, applicants, volunteers, directors, clients or donors of the Organization.

5.1 Theft/Misuse of Assets

You must not make any use of the assets of the Organization for personal use, for use by another, or for an improper or illegal purpose. You are not permitted to remove, dispose of, or destroy anything of value belonging to the Organization without the Organization's express prior consent.

5.2 Confidential Information/Privacy

You must not use or disclose any Confidential Information to any person or entity outside the Organization, either during or after service with the Organization, except with the express written authorization of the Organization or if otherwise required by law.

5.3 Outside Communication

Unless specifically authorized to do so:

- You may not answer questions about the Organization from the media, donors, potential donors, or any other members of the public.
- Whenever you speak as an individual in a public forum or on social media of any type, you must not give the appearance of, or allow the inference that, you are speaking or acting on the Organization's behalf.
- You must make clear at all times that any statements you make on public issues are not those of the Organization.

5.4 Network Use, Integrity & Security

You must comply with all Organization policies when using the Organization's equipment or e-mail system, including the Organization's Non-Discrimination and Non-Harassment Policy. **You have no expectation of privacy whatsoever with respect to any material created, received, saved, or distributed using the Organization's equipment or e-mail system.** The Organization reserves the right to monitor or review without prior notice your use of the Internet and Social Media using the Organization's equipment or e-mail system and content placed on the Internet or Social Media from the Organization's workplace, in the Organization's name, or on Organization-controlled Social Media accounts.

VI. Giving and Receiving Gifts

Gifts may affect the recipient's business judgment or give the appearance that judgment may be affected. Accordingly, you may not give or receive any gift to or from a supplier, government official, or representative of any other organization that is intended to influence or may reasonably be perceived as having the potential to influence the recipient in the scope of his or her professional duties or responsibilities. Gifts include, but are not limited to, cash, checks, or any other financial instruments or any gratuitous property, entertainment, travel, or lodging. You should inform anyone doing business with or desiring to do business with the Organization that all gifts are discouraged. Any gift received having more than nominal value should be reported to the Organization and will be returned or donated to a suitable charity. Exceptions may be made on a case-by-case basis for gifts that are customary, lawful, and of nominal value, if approved by the Organization. Nothing in this policy is intended to prohibit or in any way limit the ability of the Organization to make gifts to other non-profit organizations in the furtherance of the Organization's mission.

VII. Maintaining a Positive Workplace

The Organization is committed to maintaining a workplace that is free from sexual, racial, and other unlawful discrimination and harassment, and from threats or acts of violence or physical intimidation. Harassment is prohibited whether it occurs in the workplace, off-premises at an Organization sponsored event, or in a casual setting (co-workers getting together after work, for example). A copy of the Organization's Non-Discrimination and Non-Harassment Policy is available upon request.

If you believe that you have been subject to improper conduct in the workplace, you should report the incident in a manner consistent with the complaint procedure specified in the Non-Discrimination and Non-Harassment Policy so that the matter may be investigated. Confidentiality will be maintained throughout the investigatory process to the extent possible and consistent with an adequate investigation and appropriate corrective action.

The Organization will not tolerate the possession, use or distribution of offensive materials, weapons, or controlled substances on the Organization's property, or in connection with any of the Organization's activities.

VIII. Accounting Practices and Financial Records and Reports

All financial information of or relating to the Organization must be recorded and reported accurately and in accordance with applicable law. The Organization's financial statements, books and records must accurately reflect all of the Organization's transactions. All disbursements and receipt of funds must be properly authorized and recorded, and no undisclosed or unreported fund may be established for any purpose.

Those responsible for the handling of funds must assure that all transactions are executed in accordance with authorization and are recorded in a manner to permit financial statements to be prepared in accordance with generally accepted accounting principles.

A copy of our Fiscal Control Policy is available upon request.

IX. Reporting Questions and Concerns

You must promptly report to the Artistic Director, Managing Director, or the Chair of the Board of Directors of the Organization any circumstances that you believe in good faith may constitute a violation of this Code, any other Organization policy or applicable law. Allegations of such violations will be reviewed and investigated by the Organization's Executive Committee of the Board of Directors.

Those who violate the standards in this Code will be subject to disciplinary action, and violations may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, reimbursement of the Organization for any loss or damages, and termination of employment.

You must execute the attached Compliance Certificate and update it from time to time as circumstances warrant.

X. COVID-19 Vaccination

All employees, volunteers, officers, directors, independent contractors, and consultants of the Organization are encouraged to be vaccinated against Covid-19 subject to exceptions such as health, religious belief, or other reasonable basis.

XI. Adoption of Policy

This Code was adopted by the Board of Directors of the Organization on April 19, 2021.

CERTIFICATE OF COMPLIANCE

I have read and understood the terms of this Code of New York Classical Theatre, Inc. (the "Organization"), and I agree to abide by its terms in all my activities on behalf of the Organization.

Date: _____

Signature: _____

Name [please print]: _____

Title: _____

This completed form should be promptly returned to the Artistic Director of the Organization.