

CARNEGIE HALL

CODE OF ETHICS

Adopted by the Board of Trustees October 5, 2017

INTRODUCTION

We are committed to conducting our affairs in accordance with the highest ethical standards. This Code of Ethics establishes the standards and principles for ethical conduct that apply to Carnegie Hall and our trustees, officers, staff, interns and volunteers, and are reflected in many separate organizational policies and procedures. All members of our community are expected to use their best efforts to adhere to this Code in conducting activities on the Hall's behalf.

Adherence to the law is the minimum standard of expected behavior. We must do more than simply obey the law, often going beyond legal requirements. A spirit of transparency, openness and responsiveness to public concerns must be integral to our behavior. Compliance with this Code will sustain a culture in which honest and ethical conduct is recognized, valued and exemplified throughout the organization.

MISSION

We have a clearly stated purpose, approved by our Board of Trustees, **to present extraordinary music and musicians on the three stages of this legendary hall, to bring the transformative power of music to the widest possible audience, to provide visionary education programs, and to foster the future of music through the cultivation of new works, artists and audiences.** Our artistic and education programs support this mission, and those who work on our behalf understand and promote it. This work is further guided by our organization's core beliefs which include a commitment to creating programs of the highest quality; providing access to the best in music to our entire community; seeking new and innovative ideas that are rooted in our history and traditions; and acting with integrity.

PERSONAL AND PROFESSIONAL INTEGRITY

Our mission requires all members of our community to share a commitment to excellence and integrity. The excellence we prize in our work can be sustained, however, only if our actions as members of the Carnegie Hall community are beyond ethical reproach. The success and reputation of Carnegie Hall in fulfilling its mission depend on the integrity with which each community member participates in our joint endeavor.

Each member of our community is expected to act in accordance with professional standards, as well as with integrity, openness, accountability and a commitment to excellence, and to conduct our activities in accordance with this Code.

We promote a working environment that values respect and fairness. We treat our staff, colleagues, the public, our program participants and all others with whom we interact with dignity, civility and respect. We strive for excellence in all of our activities and acknowledge that we are responsible to each other, the organization and our stakeholders for our actions. We are each responsible for being aware of and complying with applicable professional standards that govern our conduct, including those that relate to our particular disciplines.

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COMPLIANCE WITH APPLICABLE LAW

Our activities are conducted in compliance with applicable laws and regulations. Members of our community are expected to become familiar and comply with the laws and regulations that apply to their areas of responsibility.

COMPLIANCE WITH POLICIES AND PROCEDURES

Our activities are conducted in accordance with applicable organizational policies and procedures, including those on our website and, in the case of administrative staff, the policies and procedures available through the “Policies” portal of the organizational intranet, and, in the case of trustees, the policies and procedures available through our online Board portal. Members of our community are responsible for becoming familiar with the policies and procedures that apply to their areas of responsibility.

COMPLIANCE WITH CONTRACTUAL AND OTHER PRIVATE OBLIGATIONS

In the course of our operations, we frequently undertake contractual and other formal obligations to outside entities. These obligations are embodied, for example, in agreements, licenses and memoranda of understanding with other entities. Members of our community are expected to adhere to and act in good faith with regard to all applicable obligations assumed by the Hall.

GOVERNANCE

The Board of Trustees is our governing authority and has the ultimate authority and responsibility for ensuring that our resources, programs and activities support our mission and values. The Board, working with management, is responsible for establishing the strategic direction of the organization, providing guidance on and oversight of organizational policies and operations, ensuring that Carnegie Hall has the capacity to carry out its mission effectively, overseeing the responsible and prudent management of our resources in compliance with legal and ethical requirements and regularly assessing the effectiveness of our programs.

Trustees are expected to understand their governance responsibilities and to devote the time and attention necessary to fulfill them. The Board takes action as a body through the collective judgment of its members. Individual trustees do not represent the Board, except as may be authorized by the Board.

Trustees respect and maintain the confidentiality of non-public information provided to them in connection with their service as trustees. This principle does not preclude disclosure of information that is properly in the public domain, or information that should be released in fulfilling the organization’s accountability to the public.

The Board is responsible for the appointment, retention, evaluation and compensation of the Executive and Artistic Director, who is the chief executive officer of the organization.

Trustees and management lead by example, establishing and following a high standard of ethics and accountability to be adhered to at all levels of the organization, and model the highest ethical standards in their work on behalf of Carnegie Hall, being mindful of appearances as well as intent.

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Trustees are expected to understand the key business and financial matters affecting the organization, and the Board benefits from broad participation and engagement by the entire Board, leveraging its diverse strengths.

CONFLICTS OF INTEREST

All members of our community have a duty to act in the best interest of Carnegie Hall rather than in furtherance of their personal interest or for private gain. We must avoid apparent or actual conflicts of interest and ensure that potential conflicts of interest are disclosed and managed in accordance with applicable policies and procedures.

RESPONSIBLE STEWARDSHIP

Our resources, including financial assets, facilities and other physical property, intellectual property and human resources are protected, maintained, developed and managed prudently and responsibly in support of our mission and the public trust. Policies and procedures to ensure compliance with these principles, as well as consistency with professional standards and best practices for responsible stewardship and internal control, are established, disseminated, kept current and consistently applied at all levels of the organization. Accurate and complete records are maintained to support reliable financial reporting and to ensure accountability and positive control of our physical and financial assets.

OUTSIDE FINANCIAL SUPPORT

We seek and rely on donations, grants and contracts to provide vital support to successfully achieve our mission. Donations, grants and contracts may be received from individuals, foundations, corporations and grant-making organizations. We adhere to professional standards and best practices in seeking and accepting support from these sources to ensure that our fundraising activities support our mission and protect our reputation, integrity and independence, while regarding donors and sponsors with the highest level of respect and establishing relationships characterized by forthrightness and honesty.

We provide truthful and relevant information in soliciting outside financial support. We respect the privacy concerns of donors and expend funds consistent with donor intent.

REVENUE-GENERATING ACTIVITIES

We may engage in revenue-generating activities that create unrestricted financial resources to support our mission. To ensure that these activities support our mission and protect our reputation, integrity and independence, we adhere to professional standards and best practices in conducting our revenue-generating activities. Our revenue-generating activities must be consistent with our mission, culture and status as a tax-exempt organization.

TRANSPARENCY AND DISCLOSURE

We provide accurate and comprehensive information about our finances, operations and activities to the public, donors and other stakeholders and respond in a timely manner to reasonable requests for information. We engage in open and reliable communication among the Board, management and other stakeholders to support informed decision-making.

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Our information is disclosed in accordance with established policies and procedures. Members of our community who have access to information that may be considered confidential, private or proprietary are expected to be familiar with and to comply with applicable laws, policies, procedures and agreements pertaining to access, use, protection and disclosure of such information.

INCLUSIVENESS AND DIVERSITY

We value and promote inclusiveness and diversity in all of our activities, including employment practices, Board, intern and volunteer recruitment and programs. We are enriched and our effectiveness is enhanced when our community and the constituents we serve are composed of diverse individuals with varied backgrounds, experience and points of view.

ILLEGAL PAYMENTS

No illegal payments of any kind are to be made to any local, state or federal government officials in the United States or to government officials of any other country, territory or municipality at any time or under any circumstances. Moreover, no funds or other assets are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to our activities. Kickbacks to or from any person are prohibited.

Relationships with our vendors must be free of any taint. Under no circumstance is it acceptable for a Carnegie Hall trustee, officer, employee, intern or volunteer to offer, give, solicit or receive any form of bribe, kickback, payoff or inducement.

Agents, consultants, independent contractors or other representatives may not be used to do indirectly what may not be done directly under this Code or under applicable laws or regulations.

Any question as to whether a payment would be considered improper under our policies or applicable law must be discussed with our General Counsel. If a member of our community concludes that the General Counsel is engaged in, or is unwilling to take effective action with respect to, any improper payments, that person should promptly communicate this concern directly to our Audit Committee or the Board.

IMPLEMENTATION

While the Board retains ultimate responsibility for requiring and overseeing compliance with this Code, each individual to whom it applies has a personal responsibility to comply with this Code. This Code, as well as our Whistleblower Policy, is available publicly on the carnegiehall.org website.

Reports of possible violations and questions related to the interpretation of this Code should be directed to our General Counsel at 212-903-0770, or the Carnegie Hall Ethics Hotline, which is provided through EthicsPoint, an independent third party, and may be accessed at 1-888-577- 9484 or at www.ethicspoint.com.