



CODE OF ETHICS

Music Hall's Code of Ethics is a demonstration of our commitment to high ethical standards of operation, both throughout the organization internally and in our external relations. It is a guide and a reference for all people who work on our behalf – staff, leaders, volunteers, and Trustees – to our core values of integrity, honesty, fairness, openness, respect, and responsibility, and to fostering an organizational culture that supports the highest of standards.

SUMMARY OF VALUES

- *We are committed to acting honestly, truthfully and with integrity in all our transactions and dealings.*
- *We are committed to avoiding conflicts of interest and to the appropriate handling of actual or apparent conflicts of interest in our relationships.*
- *We are committed to treating every individual fairly, and with dignity and respect.*
- *We are committed to treating our employees with respect, fairness and good faith and to provide conditions of employment that safeguard their rights and welfare.*
- *We are committed to acting responsibly toward the community in which we work and for the benefit of the communities we serve.*
- *We are committed to being responsible, transparent and accountable for all of our actions.*
- *We are committed to improving the accountability, transparency, ethical conduct and effectiveness of the nonprofit field.*

PERSONNEL

All staff, board members and volunteers of Music Hall must act with honesty, integrity and openness whenever they represent the organization. They must use sound judgment, discretion, and professionalism when conducting business on behalf of Music Hall. Music Hall employees shall not engage in any activities that may compromise the integrity of Music Hall. Music Hall does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

MISSION

Music Hall has a clearly stated mission and purpose, approved by the Board of Trustees. All of its programs support that mission and all who work for or on behalf of Music Hall understand and are loyal to that mission and purpose. This mission is:

The historic Music Hall, through its presentations and productions (including commissions of original artistic work), provides Southeastern Michigan with high quality performing arts programs and education that reflect the diverse mix of cultures that make up our community. Music Hall is Detroit's "People's Theater" – the place for high quality but non-elitist performing arts and education with an emphasis on dance, theater and music, particularly Jazz. Music Hall aims to be the most accessible, inclusive and culturally diverse performing arts institution in the country.

GOVERNANCE

Music Hall's Board of Trustees is responsible for setting the mission and strategic direction of the organization and for oversight of its finances, operations, and policies. Their duties are:

- Ensuring that its members have the requisite skills and experience to carry out their duties, that all members understand and fulfill their governance duties by acting for the benefit of Music Hall and its public purpose, and that all members have specified terms of service.
- Maintaining a conflict of interest policy (addendum) that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means.
- Maintain responsibility for the hiring, termination, and regular review of the office of the President.
- Ensuring that the President and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties.
- Ensuring that Music Hall conducts all transactions and dealings with integrity and honesty.
- Ensuring that Music Hall promotes working relationships with Trustees, staff, volunteers, donors, and other stakeholders that are based on mutual respect, fairness and openness.
- Ensuring that Music Hall is fair and inclusive in its hiring and promotion policies and practices for board, staff and volunteer positions.
- Ensuring that the resources of Music Hall are responsibly and prudently managed.
- Ensuring that Music Hall has the capacity to carry out its programs effectively.

LEGAL COMPLIANCE

Music Hall is knowledgeable of and complies with all U.S. laws, regulations and applicable international conventions.

RESPONSIBLE STEWARDSHIP

Music Hall shall manage its funds responsibly and prudently.

This includes the following considerations: It spends a reasonable percentage of its annual budget on programs in pursuance of its mission; it spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management; it compensates staff, and any others who may receive compensation, reasonably and appropriately; it has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs; it maintains an appropriate level of funds to maintain our mission and purpose and not accumulate excessive reserve funds; it ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and that all financial reports are factually accurate and complete in all material respects.

OPENNESS AND DISCLOSURE

Music Hall shall provide comprehensive and timely information to the public, the media, and to all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about Music Hall will fully and honestly reflect the policies and practices of the organization. Basic informational data about the organization will be posted on the Music Hall website or otherwise available to the public. All solicitation materials accurately represent the organization's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

PROGRAM EVALUATION

Music Hall will regularly review program effectiveness and have mechanisms to incorporate lessons learned into future programs. Music Hall is committed to improving program and organizational effectiveness and to developing mechanisms to promote learning from its activities and the field. Music Hall will be responsive to changes in its field of activity and the needs of its constituencies.

INCLUSIVENESS AND DIVERSITY

Music Hall shall have a policy of promoting inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness. Music Hall shall take meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

FUNDRAISING

Music Hall shall raise funds from the public and from donor institutions and will be truthful in solicitation materials. Music Hall will respect the privacy concerns of individual donors and expend funds consistent with donor intent.

ADDENDUM

MUSIC HALL BOARD OF TRUSTEES CONFLICT OF INTEREST DISCLOSURE STATEMENT

Please respond to all six questions set forth below and use the back of this form or additional paper as necessary. If you have any questions regarding this form, please inquire with the co-chairs of the Board's Nominating Committee. Thank you for your cooperation.

1. **Vendor Relationships:** Do you or an immediate family member have any of the following relationships with any organization having the potential to do business with the Music Hall?
- Full or partial ownership or other financial interest?
(Only interests (A) greater than 5% of a publicly traded company or (B) any interest in a non-publicly traded company) Yes ___ No ___
 - Employment or other compensated arrangement? Yes ___ No ___
 - Family or personal relationship with anyone who owns or is employed by the organization? Yes ___ No ___

If you responded yes to any of the above, please provide the name of the organization and describe the relationship:

2. **Acceptance of Items or Services of Value:** Other than as associated with any relationship described in number 1, to the best of your knowledge, have you accepted any of the following from an organization having the potential to do business with the Music Hall:
- Gifts of more than a nominal value (\$100)? Yes ___ No ___
 - Loans (other than from a commercial lender)? Yes ___ No ___
 - Payment for travel or lodging? Yes ___ No ___
 - Business entertainment? Yes ___ No ___
 - Items purchased at a discount? Yes ___ No ___
 - Sponsorship of a function that benefited you or a family member? Yes ___ No ___

If you responded yes to any of the above, please provide the name of the vendor and any necessary additional description:

If you responded yes to any of the above, please provide the name of the vendor and any necessary additional description:

3. **Board Memberships:** Do you sit on the board of directors or advisory boards of any organization having the potential to do business with the Music Hall?

Yes___ No___ If you responded yes, please provide the name of the organization, a description of your relationship to the organization and explain how you would handle any matters coming to your attention through this relationship that potentially involve the Music Hall:

4. **Transactions with the Music Hall:** Has the Music Hall, either directly or indirectly engaged in any of the following with you, any family member, or any organization in which any of these parties controls or has a position of director, officer or key employee?

| | | |
|---|---------|--------|
| Sale, exchange or leasing of property? | Yes ___ | No ___ |
| Lending of money or other extension of credit? | Yes ___ | No ___ |
| Furnishing of goods, services, equipment, or facilities? | Yes ___ | No ___ |
| Payment of compensation (or payment or reimbursement of expenses if more than \$1,000?) | Yes ___ | No ___ |
| Transfer of any part of its income or assets? | Yes ___ | No ___ |

If you responded yes to any of the above, please describe the situation below:

5. **Family Members:** Do you have any family members employed by, or otherwise receiving compensation from the Music Hall?

Yes_____ No_____ If you responded yes, please provide the name of the family member and the area in which they are employed:

6. **Other:** Are there any other activities or relationships you are involved in that could appear to influence your decision-making on behalf of the Music Hall or where your position at the Music Hall enables you or a family member to achieve personal gain?

Yes ____ No ____ If you responded yes, please describe more fully:

Certification

I have carefully read the Policy Statement on Conflict of Interest and have answered the above questions and provided the requested information to the best of my knowledge. I am in compliance with both the spirit and letter of the Music Hall Conflict of Interest disclosure process. I agree that should any other conflicts arise, I will report them to the Nominating Committee of the Music Hall Board of Trustees when I become aware of them.

Name (please print)

Signature

Date