

## CODE OF ETHICS SHADY SHAKESPEARE THEATRE COMPANY

### I. Integrity

All directors, officers, employees, and volunteers of Shady Shakespeare Theatre Company (SSTC) shall act with honesty, integrity, and openness in all of their dealings as representatives of Shady Shakespeare Theatre Company. SSTC shall maintain a working environment that values integrity, fairness, and respect.

### II. Mission and Vision

- **Shakespeare:** To be a proponent of the works of William Shakespeare, and other classical and related authors, and to make these works accessible to people from all walks of life. To be the voice of Shakespeare in a modern society, and bring the universal messages of his work to the people of the Silicon Valley.
- **Artistry:** To provide an environment that nurtures, fulfills, educates, and excites theatrical artists while allowing them to further their artistic and personal goals.
- **Excellence:** To create experiences that push the envelope of theatrical performance, inspire audiences, incite personal reflection, and challenge paradigms.
- **Strength:** To maintain an artistic organization that enhances the quality of life in the Bay Area, is an asset to the community it serves, and is valued by that community. To be the kind of organization that compels people to become involved in and contribute to its workings.
- **Diversity:** To encourage and demonstrate cultural diversity by providing opportunities to all artists and volunteers without regard to race, creed, or gender. To support economic diversity by making art available to persons of all economic and sociological backgrounds.

### III. Governance

The Board of Directors is responsible for setting the mission and the strategic direction of Shady Shakespeare Theatre Company and for exercising oversight of its finances and policies. The Board of Directors shall:

- Ensure that Board members possess the requisite skills and experience to carry out their duties and that all directors understand and fulfill their governance duties, acting for the benefit of Shady Shakespeare Theatre Company and its public.
- Adopt and implement a Conflict of Interest Policy so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed



- through disclosure, recusal, or other means;
- Be responsible for the hiring and regular performance review of the Chief Executive Officer and Artistic Director, and ensure that the compensation of both employees is reasonable and appropriate;
  - Ensure that the Chief Executive Officer and appropriate staff provide the Board of Directors with timely and comprehensive information so that the Board of Directors can effectively carry out its duties;
  - Ensure that Shady Shakespeare Theatre Company conducts all transactions and dealings with integrity and honesty;
  - Ensure that Shady Shakespeare Theatre Company promotes working relationships with Board members, management team, staff, and volunteers based on mutual respect, fairness, and openness;
  - Ensure that Shady Shakespeare Theatre Company is fair and inclusive in its hiring and promotion policies and practices for all Board, management team, staff, and volunteer positions;
  - Ensure that key policies of Shady Shakespeare Theatre Company are in writing, clearly articulated, and adopted;
  - Ensure that the resources of Shady Shakespeare Theatre Company are responsibly and prudently managed;
  - Ensure that Shady Shakespeare Theatre Company has the capacity to carry out its programs effectively.

#### **IV. Law and Ethics**

Shady Shakespeare Theatre Company shall comply with all applicable federal, state, and local laws and regulations and shall seek the advice of counsel when necessary or appropriate. Compliance with the law, however, is the minimum standard of expected behavior. Shady Shakespeare Theatre Company shall also adhere to the highest ethical standards. All resolutions and other legal actions by the Board of Directors shall satisfy two requirements: (1) they shall be legally permissible, and (2) they shall also reflect the highest ethical standards as determined by the Board of Directors in the exercise of its sole discretion.

#### **V. Stewardship**

In managing its funds responsibly and prudently, Shady Shakespeare Theatre Company shall:

- Devote a significant percentage of its annual budget to programs in pursuance of its mission;
- Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management;
- Pay compensation, in return for services, that is reasonable but not excessive;



- Avoid accumulating funds excessively;
- Draw prudently from restricted funds in a manner consistent with the restrictions;
- Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of Shady Shakespeare Theatre Company.

## **VI. Diversity**

Shady Shakespeare Theatre Company shall promote diversity and inclusiveness in its Board of Directors, management team, staff, artists, and volunteers.

## **VII. Evaluation**

Shady Shakespeare Theatre Company is committed to improve, continually, its public programs and its organizational quality. Shady Shakespeare Theatre Company shall periodically review its program and incorporate lessons learned into future programs. SSTC shall be responsive to new developments in its field of activity and shall be responsive to the interests of its audiences, artists and other constituencies.

Shady Shakespeare Theatre Company shall develop and implement an evaluation procedure whereby the performance of the Board of Directors as a whole, each Board committee, and each director is evaluated periodically.

## **VIII. Fundraising**

Shady Shakespeare Theatre Company shall comply with the fundraising requirements of California's Nonprofit Integrity Act of 2004. SSTC shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. Shady Shakespeare Theatre Company shall disclose important and relevant information to potential donors. In raising funds from the public, Shady Shakespeare Theatre Company shall:

- Inform donors of the mission of Shady Shakespeare Theatre Company, how resources will be used, and the integrity of Shady Shakespeare Theatre Company causing donations to be used effectively for their intended purposes;
- Inform donors of the identity of those serving on Shady Shakespeare Theatre Company's Board;
- Disclose Shady Shakespeare Theatre Company's most recent financial reports;
- Represent that contributions will be used for the purposes for which they were given;
- Provide appropriate acknowledgement and recognition of contributions;
- Treat information about donations with respect and with confidentiality to the extent provided by the law;
- Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

## **IX. Transparency**

Shady Shakespeare Theatre Company shall provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information. All informational and solicitation materials shall honestly and accurately represent Shady Shakespeare Theatre Company's policies and practices. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be posted on Shady Shakespeare Theatre Company's website: Articles of Incorporation, Bylaws, Conflict of Interest Policy, Code of Ethics, Gift Acceptance Policy, Whistleblower Notice and Policy, and Document Management Policy, along with audited financial statements (if available) and Form 990 for the most recent three years.

## **X. Confidentiality**

All directors, officers, employees and volunteers have a duty to safeguard information that is proprietary to Shady Shakespeare Theatre Company. Information about SSTC that is confidential or proprietary and obtained by a director, officer, employee or volunteer as a consequence of such person's association with SSTC may not be disclosed to third parties unless expressly authorized by Shady Shakespeare Theatre Company.

## **XI. Complaints**

Any person, whether or not connected with Shady Shakespeare Theatre Company, may lodge a complaint of unethical conduct against a director, officer, employee, or volunteer of Shady Shakespeare Theatre Company by filing such complaint, written or oral, with any director or officer.

## **XII. Remedies**

Any director who fails to comply with this Code of Ethics may, in the discretion of the Board of Directors, be removed from the Board. If any employee or volunteer fails to comply with this Code of Ethics, that person may be put on notice or terminated, at the discretion of the Chief Executive Officer or the Board of Directors.

## **XIII. Annual Affirmation Statement**

Shady Shakespeare Theatre Company shall provide a copy of this Code of Ethics to every director, officer, employee and long-term volunteer. Each year the Annual Affirmation Statement, attached, shall be signed by each director, officer, and employee, affirming

that such person has received a copy of this Code of Ethics, has read and understands it, and agrees to comply with it. Casual volunteers are not required to sign and submit such a Statement. All Annual Affirmation Statements shall be submitted to the Chief Executive Officer or the Secretary of the Foundation and then filed with the minutes of the first meeting of the Board of Directors held each year after January 31.

**ANNUAL AFFIRMATION STATEMENT  
SHADY SHAKESPEARE THEATRE COMPANY**

The Code of Ethics of Shady Shakespeare Theatre Company requires an annual affirmation that you have received, read, understand, and agree to comply with the Code of Ethics.

Please sign this Annual Affirmation Statement indicating your affirmation as described above. Please return this Statement to the Chief Executive Officer of Shady Shakespeare Theatre Company each year by January 31.

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Your Name:

Date: