



## CODE OF ETHICS AND GOOD GOVERNANCE

<b>Document</b>	Code of Ethics and Good Governance
<b>Description</b>	Code of Ethics and Good Governance of the Associació Orfeó Català and of the Fundació Orfeó Català-Palau de la Música Catalana
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<b>Purpose</b>	To establish the ethical principles, values and guidelines for action on which the Association and Foundation's activities are based
<b>Classification</b>	Public document



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## **PREAMBLE AND MESSAGE FROM THE PRESIDENT**

The Associació Orfeó Català and the Fundació Orfeó Català – Palau de la Música Catalana (referred to herein as the Association and the Foundation, respectively) are leading cultural institutions in Catalonia. Their musical standards have been passed down through a spirit of hard work and high quality, values that have always characterised the activity and cultural significance of the Orfeó Català and Palau de la Música in general.

The Association's headquarters are in the Palau de la Música Catalana, which is one of the main driving forces behind Catalan culture and choral tradition. Since it was founded in 1891, the Association has promoted these concepts by offering a rich programme of concerts, and by teaching choral singing.

The Foundation's mission is to promote music, with a special focus on choral singing, sharing cultural heritage and playing a part in consolidating social cohesion. The Foundation, as commissioned by the Orfeó Català, has also taken over managing the Orfeó choirs and running the activities of the Palau de la Música.

The Institutions' management and governance must follow criteria that uphold standards of excellence in cultural and musical activities. Additionally, these standards of excellence must also be reflected in the management and governance mechanisms in place to achieve this purpose.

This objective, and the symbiosis between the Institutions, has led to the drafting of this Code, which ensures that both the Association and the Foundation are managed in a transparent, efficient and honest manner in accordance with the founding purposes and institutional values they represent.

In addition, this Code also establishes the Compliance and Governance Committee. Among other functions, the committee acts as an Internal Control Body for the Institutions, and supervises the management of the Code, compliance with the same, and with any other resulting regulation.

This Code is complemented by any further regulations established in relation to specific matters, especially with regard to the functioning of the Compliance and Governance Committee and the Complaints Channel.

Likewise, the elaboration and implementation of this Code also meets the need to comply with the obligations of transparency and good governance that current regulation imposes on foundations and associations, especially those that have been declared in the public interest. In this sense, this Code goes beyond the legal requirements of the Institutions, and aims to implement good practices that are consistent with the most demanding regulatory standards.



Our Code of Ethics applies to all of our internal and external collaborators, which means they must know and respect its provisions.

Lastly, this Code aims to strengthen the Institutions' commitment towards ethics and good governance. This was already highlighted in 2014, when the previous Code of Ethics and Good Governance was approved, and the current approved document represents an evolution and improvement of the same.

**Joaquim Uriach Torelló – President**



## **I. THE MISSION OF THE INSTITUTIONS**

### Article 1.

The Association was founded on 6 September, 1891. In accordance with its tradition, the Association's objective is to promote Catalan culture, especially in terms of music, with a special focus on choirs and choral music performances. This is achieved by holding Orfeó Català choir concerts, which are managed by the Foundation.

### Article 2.

The Foundation's mission is to promote good music in general, with a special focus on choral singing, sharing cultural heritage and playing a part in consolidating social cohesion. This is achieved in many ways, including through concerts and music events organised at the Palau de la Música Catalana, holding concerts featuring Orfeó Català choirs, the management of the choir school, and other educational and social projects.

The Institutions work towards this mission without prejudice to any attention they may give to performances featuring all other kinds of culture from across the world.

## **II. PURPOSE OF THE CODE OF ETHICS AND GOOD GOVERNANCE**

### Article 3.

The purpose of this Code is to establish the ethical principles, values and key commitments of the Institutions, so that they can act as a guide while working toward the Institutions' founding purpose. It is also a matter of establishing the guidelines for action that recipients of this Code must follow, as well as the conduct they must avoid.

This Code aims to ensure a comprehensive, transparent and coherent management of the Institutions, through the driving force of Catalan cultural and musical expression, and cultural and musical expression from all over the world.

This Code also aims to provide recipients with tools for the resolution of regulatory or ethical conflicts. It aims to consolidate a culture of regulatory compliance in the Institutions, and a valid and effective management system thereof.



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### III. SUBJECTIVE AND OBJECTIVE SCOPE OF THE CODE AND ITS BINDING NATURE

#### Article 4.

The subjective scope of the Code is as follows:

Personnel: The subjective scope of application of the Code covers the workforce, management, representatives, institutional positions, members of consultative and government bodies, members, singers, students at the choir school and participants in other educational projects run by the Institutions, as well as sponsors and partners of the Institutions. This is the case whether they represent the Institutions or have a relationship with them.

This applies regardless of the position held by the person in question. Accordingly, all personnel must know and respect the provisions of the Code and must share its content through their professional or representative functions, where appropriate.

Related third parties: The effects of the Code also extend to any third party that upholds a commercial or professional relationship with the Institutions, in everything that is applicable to them, such as promoters, musicians, singers, suppliers, etc.

#### Article 5.

The objective scope of the Code shall extend to all activities and operations carried out by the Institutions in any geographical area, whether local, national or international.

#### Article 6.

1. The Code must be respected and complied with by all its recipients regardless of their position. That is why the Board of Directors of the Association and the Board of Trustees of the Foundation, as the governing bodies of the Institutions, as well as senior management, must show leadership and commitment in respecting and sharing the Code, leading the way in strict compliance with the same.

2. Likewise, non-compliance with this Code, or with any of the rules that derive from it, will be subject to the corresponding penalty system legally established at any time. With regard to the Institutions' personnel, the collective or internal regulatory agreements will also apply.



When the Code is breached by a person who is not subject to the Institutions' employment regime, this may mean the end of the contractual or professional relationship.

3. In any case, breaches of the Code may be classified as minor, serious and very serious, always in due proportion.

#### **IV. ETHICAL PRINCIPLES AND VALUES TO BE OBSERVED IN THE MANAGEMENT AND GOVERNANCE OF THE INSTITUTIONS**

Article 7.

The management and governance of the Institutions must be carried out through principles, practices and behaviours that respect the image and values represented by the Orfeó Català and the Palau de la Música. Consequently, the management and governance of the Institutions shall conform to the following **ethical principles**:

**Integrity and legality:** The Institutions must be managed and governed in accordance with the law and institutional Statutes, for the sole purpose of the benefit of the Institution and the effective and efficient achievement of the cultural and institutional purposes that justify their existence. In this sense, the management and governance of the Institutions will be guided by legal norms, as well as by the voluntary norms taken on by the Institutions. In particular, any criminal activity conducted by persons or entities linked to the Institutions and that abuse their position or power in the organisation, is renounced.

**Loyalty:** The Institutions must remain faithful to their objectives and founding principles at all times. Regardless of personal interests, they must always aim at cultural and musical excellence in their activity, as well as collaboration with international institutions and sponsorship in the rest of the country. They will also promote excellence in their management and good governance. In this sense, the people responsible for the management and governance of the Association and the Foundation must be held accountable for their actions and bear the consequences. The representative bodies and management staff of these bodies are accountable to the Foundation Protectorate and the patrons in accordance with the provisions of the law and the Statutes. Morally, they are accountable to society as a whole.

**Transparency:** The decision-making processes corresponding to the management and governance of the Institutions must allow their recipients to know their underlying criteria. As a result, the information published regarding the management and governance of the Institutions must be clearly and easily accessible through the mechanisms provided for by law, in the Statutes and in this Code. In this sense, the Institutions must make their budgets public via the website, once they have been



approved by the competent governing bodies and for as long as the corresponding budgetary period lasts. Any documents required by the guidelines, and any decided by the Board of Trustees, must also be published.

To help with this task, the Orfeó Català Documentation Centre (CEDOC, *Centre de Documentació de l'Orfeó Català*), will be responsible for managing all the documents created or received by the Institutions, thereby constituting a tool to ensure transparency through the right of access to information, where applicable.

The Institutions shall also respect the following **values** in their management and governance:

**Founding purpose:** While working towards their objectives, the Institutions will always respect their founding purpose; to promote international and Catalan music, with a special focus on choral singing, within the framework of their own unique and genuine artistic discourse.

**Altruism, solidarity and commitment to society:** The Association and the Foundation are both non-profit organisations in the general public interest. They will ensure to work to benefit society so that the public can enjoy and participate in music, choral singing and other cultural events. They will also promote projects that encourage social inclusion through music.

**Musical excellence:** The Institutions' musical excellence is achieved through the choirs of the Orfeó Català and students of the choir school. This excellence will be achieved by participation in concerts and other musical events at both a national and international level. Likewise, the Institutions will be able to promote their educational offer so that they can be ambassadors of artistic excellence thanks to their musical activity.

**Participation:** Societal participation in the Institutions' activities will be promoted in order to publicise and share music and choral singing through education, promotional activities, conferences, and so on.

**Innovation:** The Institutions will ensure that their objectives are achieved through modernity and creativity, so that they take on new challenges and contribute to the musical and cultural activities on offer.

## V. THE INSTITUTIONS' COMMITMENTS

### Article 8.

The Institutions must guarantee and be committed to the following:

**Commitment to Catalan identity:** The Institutions must be committed to Catalan cultural and musical expression, as established by the founders of the Orfeó Català. They will encourage the participation of Catalan artists, performers and ensembles, as well as works by Catalan composers and traditional Catalan music.

The Catalan language will be the vehicular language of the Institutions.

**Commitment to music education:** The Foundation will be committed to the musical education of children, young people and adults, and will run educational projects in order to increase knowledge, love and respect for music and choral singing, as well as to help their social development.

**Commitment to the protection of the Palau de la Música as a World Heritage Site (UNESCO):** The Palau de la Música Catalana is an architectural jewel of Catalan modernism and is the only concert hall to have been declared a World Heritage Site by UNESCO. Today, it is a steadfast meeting point for cultural and social life in Catalonia. In addition, it represents the symbolic and sentimental heritage of an entire people who identify with its history. These circumstances mean that the Institutions must take on the firm commitment to ensure the Palau is preserved, improved and continuously adapted.

**Commitment to preserving the history of the Orfeó Català and Palau de la Música:** The Institutions will take on the commitment to uphold the history of the Orfeó Català and the Palau de la Música, through the CEDOC, among other measures. CEDOC is a centre specialised in music documentation and, in particular, in all the documentation that brings together the history of the Orfeó Català and the Palau de la Música Catalana.

## VI. THE INSTITUTIONS' GUIDELINES FOR ACTION

### Article 9.

The intended recipients of the Code shall follow the rules of conduct below:



**Gifts and hospitality:** In general, members of the Institutions may not accept gifts, presents, benefits or free services from third parties with whom they maintain commercial or professional relationships. Gifts may not be offered to third parties, other than authorised gifts of an institutional nature.

Gifts and hospitality may be accepted on behalf of the Institutions themselves, or gifts that do not exceed appropriate social uses and customs, and that do not exceed the value of 100 Euros.

**Gender equality:** The Institutions shall promote gender equality and ensure non-discrimination on the basis of sex. The Institutions will drive equal treatment between people in all their social and labour aspects, and whether they are internal or external to the organisation.

**Relationship with the workforce:** Members of the Institutions must promote a good working environment that maintains harmony in the human relations between all the personnel and the Institutions themselves.

The members of the governing bodies and the directors of the Institutions must ensure that every worker is always respected and that relations between the workforce are based on courtesy, consideration, respect, recognition and discretion. In particular, they must ensure that no worker suffers any type of harassment.

The members of the governing bodies and the directors of the Institutions must encourage open and constructive dialogue in order to strengthen the team spirit of all the workforce, with the goal that this cohesion facilitates their involvement in the Institutions.

**The right to equality and non-discrimination:** All members of the Institutions (in the sense described in Article 4) shall always be treated equally, and discrimination of any form is unacceptable. Gender, sexual identity, race, religion, political beliefs or trade union membership, social circumstances, disability or any other personal condition will not have an impact on the workplace or otherwise, whether directly or indirectly. On the other hand, the culture of merit and the effort employed in taking decisions that may affect them, will be taken into account.

**Relationship with members:** The Association will maintain equal treatment for all its members, while always ensuring the organisation's interests. The preferential treatment of one or more members is prohibited, and the principle of equality of these members will always be respected, without prejudice to any different rights they may hold depending on their category of member.



**Relationship with suppliers:** The selection processes for suppliers, and the formulation of conditions for purchasing goods and services on behalf of the Institutions, will be governed by the principles of competence, objectivity, suitability, impartiality and equity.

Under no circumstances may members of the Institutions receive, from any supplier, any remuneration or provision for services derived from their own professional activity.

**Intellectual property:** As already indicated above, the objective of the Institutions is the promotion of Catalan music, music from around the world, and choral singing. The execution of these objectives requires a clear commitment to respect for copyright, whether the rights of the author or of assignees. For this reason, the Institutions will be especially careful when respecting the intellectual property rights of any third parties involved in artistic or literary works used while working towards their objective.

**Financial transparency: Inland Revenue and Social Security:** The Institutions shall be transparent in terms of how they are organised, and shall reflect their true financial, economic reality and assets in accordance with general accounting principles. They will also be able to follow good tax practices, both with the Inland Revenue and Social Security, and will apply the corresponding principles of transparency. They shall also ensure compliance with applicable regulations for the prevention of **money laundering**.

**Fundraising and financial management:** The Institutions shall ensure that all the resources obtained in order to work towards their founding purpose, which means membership fees, donations, collaborators, sponsorships (patronage) and grants, or any other funds, are received in accordance with transparent, objective and reviewable criteria. Control mechanisms will be implemented in this regard.

Likewise, the Institutions must ensure that the resources are only used for the purposes and activities for which they were granted. Additionally, the resources must not have been granted following procedures in which information may have been deceitful or hidden.

The Institutions shall ensure proper economic management of any resources obtained.

**Efficient use of resources:** All the resources received by the Institutions will be treated under the principles of efficiency, responsibility and equity.

**The environment:** The Institutions shall carry out their activities while following good environmental practices. They will carry out a check and evaluation of the environmental management of the facilities, activities and services, involving all personnel, companies that hire the rooms, and the general public, especially



the people who attend the different activities offered at the Palau de la Música Catalana. They will also discuss improving this management in order to reduce the environmental impact of the Institutions' activities.

**Relationship with national and international authorities and with the justice system:**

Legality, transparency and collaboration are principles that will always govern the relationship between the Institutions with national and international authorities, as well as with the justice system.

**Relationship between the Foundation and the Protectorate:** Any relationships that the Foundation maintains with the Protectorate must be in line with a general interest in society, from which reciprocal rights and duties arise. In this sense, the Foundation will comply with the obligations required by the Protectorate and will also ensure that it takes care of its proper functioning.

**Relationships with political parties:** The Institutions will not make any type of contribution to political parties, whether directly or indirectly, or to their representatives or candidates. Nor will they allow any kind of political act in their facilities.

**Relationships with other associations or foundations:** The Institutions may carry out joint projects, and participate and cooperate with other associations and foundations. Economic collaboration, or any other type of collaboration with specific associations, foundations or social events, shall be permitted when:

- The objectives are related to the Institutions' activity, or when they are public projects
- The use of resources is properly documented
- An express communication has been made to the Compliance and Governance Committee

**Relationship with the media:** The relationship between the Institutions and the media will only be cultivated by the persons designated for this task. Any other member of the Institutions who is invited to grant an interview or issue a statement relating to them must inform the Institutions' head of communications.

**Personal data protection:** The Association and the Foundation will also carry out their activities with respect to the regulations in force on the protection of personal data.



Article 10.

In compliance with the principles, values and regulations listed above, the recipients of this Code, without prejudice to compliance with the applicable regulations in each case, will avoid the following:

- **Conflicts of interest:** The involvement of people who have professional or representative functions directly linked to the Institutions in terms of decision-making or adopting agreements in matters in which they have a conflict of interest. The affected party will inform the Compliance and Governance Committee of any direct or indirect conflict of interest with the Institutions. Before the Internal Control Body adopts any agreement that may cause a conflict of interest between personal interests and the interests of the Institutions, the person concerned must provide the body with any relevant information and must abstain from the decision-making process and the corresponding vote, leaving the meeting when the corresponding item on the agenda is discussed.

A conflict of interest is understood in the following cases:

- a. In the case of natural persons linked to the Institutions, when taking a decision or adopting an agreement may affect a spouse or personal relationship, direct relatives and collateral relatives up to the second degree by blood or through marriage. In the case of legal persons linked to the Institutions, when the person affected by the decision or the agreement exercises administrative functions, or when he or she forms part of a decision-making unit, whether directly or through an interposed person, in accordance with commercial legislation.
  - b. In the case of legal persons linked to the Institutions, when taking a decision or adopting an agreement may affect the administrators, proxies, control partners and bodies that form a decision unit, in accordance with commercial legislation.
  - c. When it is necessary to procure labour or commercial services, and the candidates are direct or collateral relatives up to the second degree of blood or marriage with members of the governing bodies of the Institutions, or with management staff.
- **Procurement of services:** Procuring external services without respecting the principles of necessity, relevance and timeliness. In any case, any external procurement must comply with the principle of transparency in accordance with applicable regulations. Likewise, payment may not exceed applicable professional levels according to the usual standards in corresponding professional fields.



- **Breach of conduct:** Any conduct that may constitute legal or voluntary infractions on behalf of the Institutions, as well as criminal conduct or that may result in the criminal liability of the Institutions.
- **Use of resources:** The use of the Institutions' assets and resources for personal gain and/or the gains of others.
- **Influences:** The use of a position in the Institutions to obtain benefits for oneself or others in the personal or professional field.

## VII. GOVERNING BODIES RESPONSIBLE FOR REGULATORY COMPLIANCE

Article 11.

1. In terms of regulatory compliance, the Governing Bodies, Senior Management and Internal Control Body are ultimately responsible.

2. **The Governing Bodies and Senior Management:** The Board of Directors and the Board of Trustees, as governing bodies of the Institutions, as well as senior management, will show their ethical leadership and commitment to regulatory compliance. They will be responsible for compliance with the principles, values and rules detailed in this Code, and other rules that may derive from it, and must ensure the correct application of these principles, values and rules in both an individual and collective manner.

3. **The Internal Control Body (Compliance and Governance Committee):** The Internal Control Body designated by the Institutions is the Compliance and Governance Committee (which includes the Compliance Officer). It acts as a collegiate body, which, together with the former bodies, will hold ultimate responsibility for supervising the application of this Code and compliance with the same, as well as any other compliance tools that may be implemented by the Institutions. The Internal Control Body is a permanent body that acts independently of the governing bodies, although it depends functionally on them. It must ensure regulatory compliance, as well as bring attention to any infractions or behaviours associated with bad practices of which it has accredited knowledge.

4. There is an existing regulation that details the tasks of the former bodies in terms of compliance, which was approved by the governing bodies of the Institutions with the approval of the Compliance and Governance Committee provided for in this Code.



## VIII. WHISTLEBLOWING CHANNEL

### Article 12.

1. The Institutions shall ensure that a Complaints and Risk Communication Channel is in place for the following purposes:

- To communicate any regulatory violation or risk.
- To lead proposals to improve any institutional compliance tool.
- To resolve ethical or regulatory concerns about regulatory compliance.

2. The Compliance Officer, as a member of the Compliance and Governance Committee, will be responsible for supervising the Whistleblowing Channel and for responding to notifications sent through it.

3. It will be mandatory to communicate any non-compliance situation or risk through the Whistleblowing Channel to the body in charge of its supervision.

4. Such issues may be communicated via the management platform, at the following link: <https://canaldenuncies.palaumusica.cat/>; via email ([bonespractiques@palaumusica.cat](mailto:bonespractiques@palaumusica.cat)); via a personal conversation, or via internal communication. Any communication received anonymously will also be processed.

### Article 13.

Likewise, the confidentiality and indemnity of whistle-blowers acting in good faith will be guaranteed. Under no circumstances will they be subject to retaliation.

### Article 14.

The Institutions will ensure a protocol is guaranteed relating to the use of the Whistleblowing Channel. It will be made available to the ten members, and they will receive the appropriate training on the protocol.

This protocol must be approved by the governing bodies of the Institutions, with the approval of the Compliance and Governance Committee detailed in this Code.



## **IX. DISCIPLINARY SYSTEM**

### Article 15.

This Code is part of the Institutions' regulations on labour relations. For this reason, compliance with its provisions is an essential obligation for all personnel.

### Article 16.

In the event of a possible violation of this Code or any other of the regulations that derive from it, the Institutions may begin disciplinary proceedings.

### Article 17.

An investigation on possible irregularities will be carried out proportionally, respecting the right to privacy and the presumption of innocence, as well as the right of the investigated person to defend themselves.

### Article 18.

Failure to comply with the Code, or its related rules, will result in disciplinary measures proportional to the seriousness of the breach and the damage caused.

### Article 19.

For members of the Association, as well as for those who maintain a relationship other than employment with the Foundation, compliance with the Code is an indispensable requirement for a continued professional or contractual relationship. Violation of the Code, or any related rules, may therefore result in termination being agreed without any penalty for the Institutions.

## **X. COMMUNICATION OF THE CODE**

### Article 20.

1. This Code will be published on the website of the Institutions, as well as on their intranet.

2. A copy of it will be provided, in either hard copy or digital format, to all the members, collaborators and third parties of the Institutions that might be covered by the scope of the Code. Likewise, the Association and the Foundation will ensure that these professionals have read the Code, and that they undertake to comply with it.

## **XI. TRAINING AND AWARENESS-RAISING AMONG RECIPIENTS**

Article 21.

The Institutions will provide training and awareness-raising sessions to all members and staff regarding the content of the Code. They will also ensure that awareness-raising activities are carried out so that the recipients respect them and trust them.

## **XII. COMMITMENT AND ACCEPTANCE AMONG RECIPIENTS**

Article 22.

1. All recipients of the Code must accept its content and must take responsibility to respect and comply with it. The goal is to safeguard the reputation and prestige of the Institutions and their members.

2. In accordance with the previous point, the recipients of the Code must take on the following obligations:

- To accept this Code, as well as any rules that may derive from it. Any new member of the Institutions must accept it when they join. Likewise, express acceptance of the Code will be requested from those who are already part of the Institutions;
- Third parties that maintain a professional or commercial relationship with the Institutions must also accept the content of the Code;
- The Institutions shall ensure the internal and external acceptance of the Code of Ethics and Good Governance, and shall keep sufficient record on the same.

## **XIII. UPDATES, APPROVAL AND ENTRY INTO FORCE**

Article 23.

The Code will be updated regularly in order to include any necessary improvements to define the ideal conduct in the Institutions, and to ensure that the Code content is always in accordance with any possible legislative, jurisprudential or institutional changes that may occur.



Article 24.

1. The Code of Ethics and its amendments will be approved by the Board of Directors of the Association and the Board of Trustees of the Foundation, as the relevant governing bodies. Its date of approval will be recorded in the minutes of the same. The document will be valid in the Institutions from the date of approval.

2. The governing bodies of the Institutions may amend the Code at their own initiative and/or following a proposal made by the Internal Control Body or a member of the same.

VERSION	DATE	AUTHORS	CHANGES
1.0	May 2014	Committee on Good Practices	Initial version
2.0	February 2020	Committee on Good Practices	Updating the content of the Code to the current situation of the Institutions and regulatory standards
3.0	October 2022	President and the Compliance and Governance Committee	Updating the content of the Code to the new President (message from the President), as well as to the new nomenclature of the Committee on Good Practices/Committee on Compliance and Governance, and the Suggestions Inbox/ Complaints Channel