

## **NVCA Sample Code of Conduct Policy for a Company/Firm to Adopt**

*Disclaimer: Please note that information contained in the sample code of conduct included here is provided for informational purposes only; it does not constitute legal advice and should not be treated as such.*

*Preface: The code of conduct included below are the work product of a coalition of venture capital firms, H.R. professionals, and legal/employment professionals. This code of conduct is not a replacement for and do not constitute a comprehensive set of H.R. policies or an employee handbook.*

*Please check with counsel to ensure a full understanding of the laws applicable to your Company/Firm.*

*And, finally, we encourage venture capital firms to share this code of conduct with their portfolio companies as appropriate. Together, we can make a difference.*

## **COMPLIANCE WITH LAWS, RULES, AND REGULATIONS**

Acting ethically and obeying the law, both in letter and spirit, are among COMPANY/FIRM's core values. We expect employees and consultants to understand the legal and regulatory requirements applicable to their area of responsibility, including federal, state, and foreign laws, as well as the relevant regulatory schemes. All employees are also expected to act with integrity and to exercise good judgment and common sense in their efforts to comply with all applicable laws, rules, and regulations and are encouraged to ask **[insert guidance channel]** for advice when they are uncertain about them.

We also believe that every employee is responsible for becoming familiar with COMPANY/FIRM's policies so that they may integrate them into every aspect of our business.

COMPANY/FIRM considers violation of the law, company/firm policies, and this Code of Conduct to be a serious matter. Any violation may subject an employee to disciplinary action, up to and including termination. Additionally, those who work with us, including founders, contractors, consultants, volunteers, and their representatives (collectively, "third parties"), are expected to maintain professional conduct and follow all applicable laws and regulations.

Certain violations may be referred to legal authorities for investigation and civil or criminal prosecution. If you become aware of the violation of any law by COMPANY/FIRM, whether by its officers, employees, or any third party doing business on behalf of COMPANY/FIRM, it is your responsibility to promptly report the matter to your **[insert reporting channel]**. While COMPANY/FIRM strives to address matters internally, nothing in this Code of Conduct should discourage you from reporting illegal activity, including any violation of the law whether federal, state, local, or foreign law, rule or regulation, to the appropriate regulatory authority. This Code of Conduct should not be construed to prohibit employees from testifying, participating, or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

## **ADDRESSING CONDUCT THAT IS HARMFUL TO OUR CULTURE AND VALUES**

COMPANY/FIRM respects the rights of all employees to express themselves. We believe that open dialogue and free expression of ideas is critical to our business. However, COMPANY/FIRM will take all reasonable and appropriate steps to address situations where an employee's conduct or speech endangers the safety of others, violates others' rights to be free from harassment, discrimination, and retaliation, or otherwise conflicts with COMPANY/FIRM's culture and values, up to and including termination of employment.

## **HONEST AND ETHICAL CONDUCT AND FAIR DEALING**

COMPANY/FIRM employees should endeavor to act honestly, ethically, and fairly in both internal and external dealings, including interactions with co-workers, limited partners, portfolio companies, service providers, and any other third parties with which COMPANY/FIRM may conduct business. Statements regarding COMPANY/FIRM's business must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Employees are also prohibited from creating or submitting

false, inaccurate, or misleading invoices, receipts, or other financial or business-related documents to COMPANY/FIRM or related businesses.

### **UNACCEPTABLE BEHAVIOR**

The rules set forth below are intended to provide employees with notice of what is expected of them. However, such rules cannot possibly identify every type of unacceptable conduct and performance. Therefore, employees should be aware that conduct not specifically listed below but which adversely affects or is otherwise detrimental to the interests of the COMPANY/FIRM, other employees, or customers, may also result in disciplinary action, up to and including immediate termination.

Employees may be disciplined for misconduct, including but not limited to the following:

- Insubordination
- Dishonesty
- Theft
- Misusing or destroying COMPANY/FIRM property or the property of another on COMPANY/FIRM premises
- Violating conflict of interest rules
- Disclosing or using confidential or proprietary information without authorization
- Falsifying or altering COMPANY/FIRM records, including an application for employment or time records
- Interfering with the work performance of others
- Altercations
- Harassment, including sexually harassing employees, customers, and third parties
- Being under the influence of, manufacturing, dispensing, distributing, using, or possessing alcohol or illegal or controlled substances on COMPANY/FIRM property or while conducting COMPANY/FIRM business
- Sleeping on the job or leaving your work location/work site without authorization
- Violation of safety or health rules
- Possessing a firearm or other dangerous weapon or materials on COMPANY/FIRM property or while conducting COMPANY/FIRM business
- Being convicted of a crime that indicates unfitness for the job or raises a threat to the safety or well-being of the Company, its employees, customers, or property
- Gambling on COMPANY/FIRM premises or while conducting COMPANY/FIRM business
- Failure to call in or report for your scheduled shift of work. An absence of three (3) consecutive scheduled workdays without notifying your supervisor or his or her designee is job abandonment and is considered a voluntary resignation.

The COMPANY/FIRM reserves the right to proceed directly to a written warning, demotion, or termination for misconduct or performance deficiency, without resort to prior disciplinary steps, when the COMPANY/FIRM deems such action appropriate.

### **EMPLOYEE ACKNOWLEDGMENT**

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PLEASE SIGN AND RETURN TO [INSERT GUIDANCE CHANNEL]

I acknowledge that I have received and read a copy of the COMPANY/FIRM's Code of Conduct Policy. I understand that I am responsible for complying with the policy during my employment with the COMPANY/FIRM.

**I HAVE CAREFULLY READ THIS ACKNOWLEDGEMENT.**

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_