



**TOWN OF LOS GATOS  
COUNCIL POLICY COMMITTEE MEETING AGENDA  
APRIL 22, 2025  
110 EAST MAIN STREET  
TOWN COUNCIL CHAMBERS  
5:00 PM**

*Matthew Hudes, Mayor  
Mary Badame, Council Member*

**HOW TO PARTICIPATE**

The Town of Los Gatos strongly encourages your active participation in the public process. If you are interested in providing oral comments during the meeting, you must attend in-person, complete a speaker's card, and return it to the staff. If you wish to speak to an item on the agenda, please list the item number on the speaker card. The time allocated to speakers may change to better facilitate the meeting. If you are unable to attend the meeting in-person, you are welcome to submit written comments via email to [clerk@losgatosca.gov](mailto:clerk@losgatosca.gov).

**Public Comment During the Meeting:**

When called to speak, please limit your comments to three (3) minutes, or such other time as the Chair may decide, consistent with the time limit for speakers at a Town meeting. Speakers at public meetings may be asked to provide their name and to state whether they are a resident of the Town of Los Gatos. Providing this information is not required.

**Deadlines to Submit Written Comments:**

If you are unable to participate in person, you may email [clerk@losgatosca.gov](mailto:clerk@losgatosca.gov) with the subject line "Public Comment Item #\_" (insert the item number relevant to your comment). Persons wishing to submit written comments to be included in the materials provided to the Commission must provide the comments as follows:

- For inclusion in the agenda packet: by 11:00 a.m. on the Thursday before the Commission meeting.
- For inclusion in the agenda packet supplemental materials: by 11:00 a.m. the day before the Commission meeting.
- For inclusion in a desk item: by 11:00 a.m. the day of the Commission meeting.

**CALL MEETING TO ORDER**

**ROLL CALL**

**CONSENT ITEMS** *(Items appearing on the Consent are considered routine Town business and may be approved by one motion. Members of the public may provide input on any Consent Item(s) when the Chair asks for public comment on the Consent Items.)*

1. Approve the Minutes of the March 25, 2025, Policy Committee Regular Meeting.

**VERBAL COMMUNICATIONS** *(Members of the public are welcome to address the Committee on any matter that is not listed on the agenda. To ensure all agenda items are heard and unless additional time is authorized by the Chair, this portion of the agenda is limited to 30 minutes and no more than three (3) minutes per speaker. In the event additional speakers were not able to be heard during the initial Verbal Communications portion of the agenda, an additional Verbal Communications will be opened prior to adjournment.)*

**OTHER BUSINESS** *(Up to three minutes may be allotted to each speaker on any of the following items.)*

2. Discuss and Consider a New Town Council Policy: Board, Committee, and Commission Code of Conduct.

## **ADJOURNMENT**

**ADA NOTICE** In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Clerk's Office at (408) 354-6834. Notification at least two (2) business days prior to the meeting date will enable the Town to make reasonable arrangements to ensure accessibility to this meeting [28 CFR §35.102-35.104].

**NOTE** The ADA access ramp to the Town Council Chambers is under construction and will be inaccessible through June 2025. Persons who require the use of that ramp to attend meetings are requested to contact the Clerk's Office at least two (2) business days prior to the meeting date.



**TOWN OF LOS GATOS  
TOWN COUNCIL POLICY COMMITTEE**

MEETING DATE: 04/22/2025

ITEM NO. 1.

ITEM NO: 1

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**DRAFT  
Minutes of the Town Council Policy Committee Meeting  
March 25, 2025  
5:00 P.M.**

The Town Council Policy Committee conducted a meeting in person.

**MEETING CALLED TO ORDER AT 5:00 P.M.**

**ROLL CALL**

Committee Members Present: Mayor Matthew Hudes, Council Member Badame.

Staff Present: Chris Constantin, Town Manager; Katy Nomura, Assistant Town Manager; Gabrielle Whelan, Town Attorney; Jamie Field, Police Chief; and Wendy Wood, Town Clerk.

**CONSENT ITEMS (TO BE ACTED UPON BY A SINGLE MOTION)**

- 1. Approve the Minutes of the February 25, 2025, Policy Committee Regular Meeting.**
- 2. Confirm 2025 Work Plan Items for the Council Policy Committee.**

There was no public comment.

Mayor Hudes suggested adding a placeholder to the Committee's Work Plan to review the Planning Commission's scope of responsibility regarding land use as it relates to fire protection and potential zoning changes.

**MOTION:** Motion by Council Member Badame to approve consent items one and two with the addition of a placeholder [as suggested by the Mayor] for item two. **Seconded** by Mayor Hudes.

**VOTE:** Motion passed unanimously.

**VERBAL COMMUNICATIONS**

There were no verbal communications.

**OTHER BUSINESS**

- 3. Discuss and Consider Revisions to the Code of Conduct Policy 2-04.**

SUBJECT: Draft Minutes of the Council Policy Committee Meeting of March 25, 2025

Chris Constantin, Town Manager, presented the staff report.

There was no public comment.

The committee discussed the proposed revisions and made the following recommended changes:

#### Section I. Preamble

- Modifying the language in the first sentence to make it more concise.

#### Section V. Mayoral and Vice Mayoral Roles, Responsibilities, Relationships

- Remove redundant language in Subsection C stating “(in conformance with the Brown Act).”
- Modify the language in Subsection G to replace “performed by” with “delegate to another” and replace “at random” with “by alphabetical order.”
- Modify the language in Vice Mayor Subsection B to reflect the same changes to Subsection G.

#### Section VI. Council Conduct in Public Meetings

- Modify the language in Subsection F to state “Council Members shall not text or otherwise communicate privately with any public official or member of the public regarding matters relevant to the items on the agenda while on the dais.”

#### Section VIII. Legal Requirements

- Remove the language in Subsection C(1) stating “after the Public Hearing section of the agenda, and.”
- Remove the language in Subsection E stating “function of the.”

#### Section XI. Council Communication with the Public and other Council Members

- Add language to state “...except as otherwise authorized under section V.(C).”

#### Section XII. Enforcement

- Modify language in Subsection D(2) to state “Any public hearing regarding that discipline shall not be adversarial and would be discussed at a public hearing related to the Council Member.”
- Add Subsection D(3) to state “As allowed under section 2.20.035 of the Town Code, the Mayor and Vice Mayor selection occurs on an annual basis, and any substantiated violation may have a bearing on the Council's decision at that time.”
- Removed language in parentheses in Subsection C(2)(b).
- Modify the language in Subsection E to state “Nothing in this policy will take the place of investigation of matters subject to the laws and regulations of other bodies. In the case that another body is conducting an investigation, the Town may use the findings of the other body’s investigation in place of the Town’s investigation for the purposes of this policy.”

SUBJECT: Draft Minutes of the Council Policy Committee Meeting of March 25, 2025

**MOTION:** Motion by Council Member Badame to move forward the proposed amendments to the Code of Conduct Policy to the Town Council. **Seconded** by Mayor Hudes.

**AMENDMENT:** to maintain the existing policy as applicable only to the commissioners, until revised.

**VOTE:** Motion passed unanimously.

**4. Consider the proposed amendments to the existing 2018 Resolution that governs the Los Gatos Youth Commission.**

Jamie Field, Police Chief, presented the staff report.

There was no public comment.

The committee discussed the proposed changes and asked questions.

**MOTION:** Motion by Council Member Badame to approve all the amendments, including the amendment to allow Youth Commissioners to participate but not vote on commission deliberations subject to the legality assessment by the Town Attorney, and if deemed allowable to proceed directly to the Council. **Seconded** by Mayor Hudes.

**VOTE:** Motion passed unanimously.

**ADJOURNMENT**

The meeting adjourned at 6:30 p.m.

This is to certify that the foregoing is a true and correct copy of the minutes of the March 25, 2025, meeting as approved by the Town Council Policy Committee.

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Wendy Wood, Town Clerk



**TOWN OF LOS GATOS**  
**COUNCIL POLICY COMMITTEE REPORT**

MEETING DATE: 04/22/2025

ITEM NO. 2.

ITEM NO: 2

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DATE: April 22, 2025  
TO: Council Policy Committee  
FROM: Chris Constantin, Town Manager  
SUBJECT: Discuss and Consider a New Town Council Policy: Board, Committee, and Commission Code of Conduct

**RECOMMENDATION:**

That the Policy Committee discuss and consider recommending adoption of a new Town Council Policy: Board, Committee, and Commission Code of Conduct.

**BACKGROUND:**

The Town of Los Gatos relies on its Boards, Committees, and Commissions (commonly referred to as "Commissions") to serve as advisory bodies that help gather public input, analyze community concerns, and make policy recommendations to the Town Council. The Commissioners must follow the legal standards set by State and Federal law which include the Ralph M. Brown Act and conflict-of-interest statute.

Commissioners are subject to legal standards established by State and Federal law, including the Ralph M. Brown Act and conflict-of-interest regulations. However, there is also a need to establish consistent expectations for conduct and communication beyond legal compliance. A formal Code of Conduct Policy provides this clarity and ensures all members operate with respect, integrity, and professionalism.

At the February 25, 2025, Policy Committee meeting, the Committee directed staff to explore the development of a standalone policy to provide clarity for the roles and conduct of Commissioners. This recommendation was based on the need to distinguish expectations for Commissioners from those that apply to elected officials.

**PREPARED BY:** Wendy Wood  
Town Clerk

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Reviewed by: Town Manager, Assistant Town Manager, and Town Attorney

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SUBJECT: Discuss and Consider a New Town Council Policy: Board, Committee, and Commission Code of Conduct

DATE: April 22, 2025

DISCUSSION:

In response to the Policy Committee's direction on February 25, 2025, staff developed a standalone Code of Conduct Policy based on the structure of the revised Council Code of Conduct and specifically tailored to align with the advisory responsibilities and functional roles of the Town's Boards, Committees, and Commissions. The goal was to ensure that Commissioners clearly understand their responsibilities and the expectations for ethical conduct, respectful communication, and productive engagement in public service.

The proposed policy (Attachment 1) clearly defines the responsibilities and conduct expectations for Commissioners. The key components include:

- **Defined Roles and Responsibilities:** Emphasizes the advisory function of Commissions and the importance of aligning their work with Council's Strategic Priorities and the Town's mission.
- **Meeting Conduct:** Establishes respectful and orderly behavior during public meetings, appropriate use of formal titles, and respectful engagement with both colleagues and members of the public.
- **Legal Requirements and Training:** Reiterates compliance with the Brown Act, procurement and land use restrictions, harassment prevention, and ongoing training obligations.
- **Communication Standards:** Provides guidance on interactions with the Council, public, and media, requiring Commissioners to clearly distinguish between personal and official communications and refer all media inquiries to Town staff.
- **Council Relationship:** Clarifies the advisory nature of Commission input and the need for Commissioners to respect and not contradict Council decisions once made.
- **Enforcement Framework:** Outlines a process for evaluating complaints, categorizing violations as minor or major, and determining appropriate sanctions, including written notices or removal by Council vote.

CONCLUSION:

This proposed policy fulfills the Policy Committee's direction from February 25, 2025, and establishes a comprehensive framework to support effective and respectful service by Commissioners. It reinforces the Town's commitment to open, ethical, and collaborative governance.

COORDINATION:

This report was coordinated with the Town Attorney's Office and the Town Manager's Office.

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SUBJECT: Discuss and Consider a New Town Council Policy: Board, Committee, and  
Commission Code of Conduct

DATE: April 22, 2025

FISCAL IMPACT:



There is no fiscal impact associated with this report.

ENVIRONMENTAL ASSESSMENT:

This is not a project defined under CEQA, and no further action is required.

Attachments:

1. Draft Policy

				<b>COUNCIL POLICY MANUAL</b> <i>Small Town Service    Community Stewardship    Future Focus</i>	
<b>Title:</b> Board, Committee, and Commission Code of Conduct				<b>Policy Number:</b>	
<b>Effective Date:</b>				<b>Pages:</b> 5	
<b>Enabling Actions:</b>			<b>Revised Date:</b>		
<b>Approved:</b>					

### I. Preamble

This Policy sets forth the roles, responsibilities, and Code of Conduct for the Town's Boards, Committees, and Commissions (hereinafter referred to as "Commissions"). The legal responsibilities of the Los Gatos Town Commissioners are set forth by applicable state and federal laws. In addition, the Town Council has adopted regulations, including this Code of Conduct Policy, that holds Commissioners to standards of conduct above and beyond what is required by law. This Policy is written with the assumption that Commissioners, through training, are aware of their legal and ethical responsibilities as appointed officials. Commissioners are not allowed to engage in any activity which would constitute a minor or major violation as specified in this Policy.

### II. Town Board, Committees, and Commissions Roles and Responsibilities

The role of the Commissions is to act as a bridge between the community and the Town Council. Commissioners are volunteers, that contribute their time and expertise to help identify, analyze, and evaluate community issues within the scope of their respective Commission. Through public meetings and other engagement efforts, Commissioners gather community input during recognized commission meetings, ad hoc commission meetings, and established taskforces and use this information to make thoughtful, informed recommendations to the Town Council, which is the final policy-making authority. The Commission's work should align with the Town Council's Strategic Priorities and supports the Town's mission to enhance the quality of life through effective leadership and responsive services.

Individual Commissioners are expected to attend all meetings and come prepared by reviewing agenda materials in advance. They are to conduct themselves with respect, fairness, and courtesy toward fellow members, Town staff, and the public, while recognizing and supporting the authority of the Chair to lead meetings effectively. Commissioners should stay focused on meeting topics, use time efficiently, and contribute constructively to discussions. They are expected to act with honesty and integrity, serve as role models of civic leadership, and maintain public trust in Town government. Commissioners must also be aware of and avoid potential conflicts of interest, understand their obligations under the Brown Act, and seek

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guidance from commission staff person when questions arise regarding their duties or ethical requirements. If needed, the commission staff person will coordinate other Town staff as necessary.

### **III. Commissioner Conduct in Public Meetings**

To ensure the highest standards of respect and integrity during public meetings, Commissioners should:

- A. *Use formal titles.* The Commission should refer to one another formally during Council meetings such as Chair, Vice Chair or Commissioner or Mr., Mrs., or Ms., followed by the individual's last name.
- B. *Practice civility and decorum in discussions and debate.* Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of free democracy in action. During public discussions, Commissioners should be respectful of others and diverse opinions and allow for the debate of issues.
- C. *Honor the role of the presiding officer in maintaining order and equity.* Respect the Chair's efforts to focus discussion on current agenda items.
- D. *Commission decisions should be reserved until all applicable information has been presented.*
- E. *Conduct during public hearings.* During public testimony, Commissioners should refrain from engaging the speaker in dialogue. Speakers at public meetings will be asked to provide their full name and to state whether they are a resident of the Town of Los Gatos. This information is optional but not required. For purposes of clarification, Commissioners may ask the speaker questions. Commission comment and discussion should commence upon the conclusion of all public testimony.

### **IV. Legal Requirements**

The Town Commissions operate under a series of laws that regulate its operations as well as the conduct of its members. The Town Attorney serves as the Town's legal officer and is available to advise the Commissioners on relevant legal matters; however, any such advise will be coordinated through the commission staff liaison.

#### **A. Training**

Commissioners shall participate in training in the following areas:

- 1. The Ralph M. Brown Act
- 2. AB 1234 Conflict of Interest (Planning Commission Only)
- 3. Town / CA State Law on Harassment (SB 1343)

#### **B. Procurement**

Unless authorized by the Town Council, Commissioners shall not become involved in administrative processes for acquiring goods and services.

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C. Land Use Applications

The merits of an application shall only be evaluated on information included in the public record. Commissioners shall not participate in any ex parte communications and must place any information obtained outside of the public hearing that may influence his/her decision on a matter pending before the Commission into the record at the public hearing.

D. Code of Conduct Policy

Newly appointed Commissioners shall sign a statement affirming they have read and understand the Town of Los Gatos Council Code of Conduct Policy.

E. Non-Profit Organizations

Commissioners that participate in the Community Grant Program selection process may not sit on boards of directors of non-profit organizations which receive funding or in-kind contributions from the Town.

F. Applicable Laws and Town Policies

Commissions shall abide by all applicable municipal, state, and federal laws and Town policies.

**V. Commission Relationship with the Town Council**

The primary responsibility of Commissions is to advise and make recommendations to the Town Council. Recommendations are forwarded through the Town Manager's Office to the Town Council for consideration. While the Council values and relies on the Commission's input, the Council's role is to consider recommendations from multiple sources and make final decisions based on strategic priorities and the broader interests of the community. Because of this broader perspective, the Council may not always implement the recommendations of a particular Commission.

It is important to maintain a clear distinction between the advisory role of Commissions and the decision-making authority of the Town Council. While Commissioners may at times disagree with Council decisions, once the Council has taken a position or chosen not to implement a recommendation, it is expected that the Commission and its individual members will respect that decision.

**VI. Commission Communication**

A. Town Council

1. When a member of an advisory body addresses the Council at a public meeting, it should be made clear whether the member is speaking on behalf of the advisory body or as an individual citizen.

B. Public

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1. Commissioners shall communicate in a manner that clearly and explicitly conveys that such communication is provided as an individual and does not in any way represent communication on behalf of the Town or represent the position of the Commission, or Town staff.
2. Letters or other forms of communication from Commissions addressed to the public or other agencies and concerning official positions being taken must first be forwarded to the Council for approval before being mailed or submitted. Letters and other forms of communication from individual Commission members to the public regarding issues that are within the jurisdiction of that Commission should be distributed to the other members, commission staff liaison, and the Council as a matter of courtesy.
3. Commissioners shall refer all media inquiries to Town staff for an official response to ensure that consistent and accurate information is provided. Unless specifically authorized by the Mayor or Town Manager, no commissioner shall communicate in any way or provide official responses of or from the Town or commission. In any communication, each commissioner can only speak as an individual and must relate such when communicating in any medium, media, or other response unless specifically authorized by the Mayor or Town Manager.

## **VII. Enforcement**

### **A. Purpose**

The Boards, Committee, and Commission Code of Conduct Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations of Commissioner. The purpose of the policy language is to establish a process and procedure that:

1. Allows the public, Commissioners, and Town employees to report Code of Conduct policy violations or other misconduct.
2. Provides guidelines to evaluate Code of Conduct policy violations or other misconduct and implement appropriate disciplinary action when necessary.

### **B. Procedures**

#### **1. Reporting of Complaints**

Complaints made by members of the public, Commissioners, Council Members, Town employees, the Town Manager, or the Town Attorney should be reported to the Town Council.

#### **2. Evaluation of Complaints Alleging Violations**

The Mayor shall promptly consult the Town Manager and evaluate the complaint. After reviewing the written complaint, the Mayor shall determine whether the complaint:

- a. Lacks substance (unsubstantiated)
- b. Involves a minor violation, includes but is not limited to

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- i. Unprofessional or discourteous communication in a non-public setting.
  - ii. Failure to comply with procedural requirements in meetings or decision-making.
  - iii. Negligent, but not malicious, failure to disclose conflicts of interest when no substantial harm occurs.
  - iv. Minor breaches of decorum during public meetings that do not disrupt proceedings.
- c. Potentially involves a major violation, includes but is not limited to
  - i. Persistent or egregious unprofessional behavior toward staff, colleagues, or the public.
  - ii. Engaging in actions that create substantial conflicts of interest or violate any municipal, state or federal laws or Town policies, including ethics laws.
  - iii. Deliberately making false or misleading statements that undermine public trust or decision-making processes.
  - iv. Conduct that disrupts public meetings in a manner that prevents the effective functioning of Town governance.
  - v. Misuse of Town resources, authority, or influence for personal gain or to harm others.
  - vi. Repeated minor violations.
  - vii. Criminal conduct.

### 3. Unsubstantiated or Minor Violations

If the complaint is without substance, no further action will be taken.

If the reported violation is deemed valid but minor in nature, the Mayor shall, in consultation with Town staff, issue a written communication to the Commissioner regarding the specific behavior that violates Town policy.

### 4. Allegations of Major Violations

If the reported violation is considered to be major, disciplinary action will be taken.

## C. Disciplinary Action

### 1. Considerations in Determining Disciplinary Action

Disciplinary action may be imposed by the Council upon Commissioners who have violated the Council Code of Conduct Policy or any applicable laws. Disciplinary actions or sanctions are considered when a serious violation of Town policy has occurred by a Commissioner. In determining the type of sanction imposed, the following factors may be considered:

- a. Nature of the violation
- b. Prior violations by the same individual
- c. Other factors which bear upon the seriousness of the violation

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2. Types of Sanctions

At the discretion of the Council, sanctions may be imposed for violating the Code of Conduct or engaging in other misconduct. These actions may be applied individually or in combination. They include, but are not limited to:

- a. *Written Communication* – In consultation with Town staff, the Mayor or his/her designee may provide a written communication to the Commissioner regarding the specific behavior that violates this policy.
- b. *Removal* – By a 3/5 vote the Town Council may remove the Commissioner for a violation of this policy.

APPROVED AS TO FORM:

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Gabrielle Whelan, Town Attorney