



**TOWN OF LOS GATOS
SPECIAL MEETING OF THE TOWN COUNCIL: STUDY
SESSION AGENDA
AUGUST 05, 2025
110 EAST MAIN STREET AND VIA TELECONFERENCE
TOWN COUNCIL CHAMBERS
5:15 PM**

*Matthew Hudes, Mayor
Rob Moore, Vice Mayor
Mary Badame, Council Member
Rob Rennie, Council Member
Maria Ristow, Council Member*

IMPORTANT NOTICE

This is a hybrid meeting and will be held in-person at the Town Council Chambers at 110 E. Main Street and virtually through Zoom Webinar (log-in information provided below). You may watch the Council meeting without providing public comment on Comcast cable channel 15 or at www.LosGatosCA.gov/TownYouTube. Members of the public may provide public comments for agenda items in-person or virtually by following the instructions listed at the end of the agenda.

To watch and participate via Zoom, please go to:

<https://losgatosca.gov.zoom.us/j/83911327574?pwd=zz1uCbFXUpRacoTBe04CT8S5cNnmIC.1>

Enter Passcode: 472234

CALL MEETING TO ORDER

ROLL CALL

APPROVE REMOTE PARTICIPATION *(This item is listed on the agenda in the event there is an emergency circumstance requiring a Council Member to participate remotely under AB 2449 (Government Code 54953)).*

VERBAL COMMUNICATIONS *(Members of the public are welcome to address the Council only on matters listed on the agenda. Each speaker is limited to three minutes or such time as authorized by the Mayor.)*

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

- 1. Review and Provide Feedback on Revisions to the Town Council Code of Conduct Policy 2-04 and the Proposed Board, Committee, and Commission Code of Conduct Policy**

RECOMMENDATION: Review the proposed revisions to the Town Council Code of Conduct Policy and the draft Board, Committee, and Commission Code of Conduct Policy and approve the recommended changes.

ADJOURNMENT *(Council policy is to adjourn no later than midnight unless a majority of Council votes for an extension of time)*

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 until further notice. 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.

NOTICE REGARDING SUPPLEMENTAL MATERIALS - Materials related to an item on this agenda submitted to the Town Council after initial distribution of the agenda packets are available for public inspection in the Clerk's Office at Town Hall, 110 E. Main Street, Los Gatos and on the Town's website at www.losgatosca.gov. Town Council agendas and related materials can be viewed online at <https://losgatos-ca.municodemeetings.com/>.

HOW TO PARTICIPATE

Members of the public may provide public comments for agenda items in-person or virtually through the Zoom Webinar by following the instructions listed below.

The public is welcome to provide oral comments in real-time during the meeting in three ways:

Zoom Webinar (Online): Join from a PC, Mac, iPad, iPhone or Android device. Please click this URL to join: [https://losgatosca-](https://losgatosca.gov.zoom.us/j/83911327574?pwd=zz1uCbFXUpRacoTBe04CT8S5cNnmIC.1)

[gov.zoom.us/j/83911327574?pwd=zz1uCbFXUpRacoTBe04CT8S5cNnmIC.1](https://losgatosca.gov.zoom.us/j/83911327574?pwd=zz1uCbFXUpRacoTBe04CT8S5cNnmIC.1)

Passcode: 472234 You can also type in 839 1132 7574 in the "Join a Meeting" page on the Zoom website at zoom.us and use passcode 472234.

When the Mayor announces the item for which you wish to speak, click the "raise hand" feature in Zoom. If you are participating by phone on the Zoom app, press *9 on your telephone keypad to raise your hand.

Telephone: Please dial (877) 336-1839 for US Toll-free or (636) 651-0008 for US Toll. (Conference code: 1052180)

If you are participating by calling in, press #2 on your telephone keypad to raise your hand.

In-Person: Please complete a "speaker's card" located on the back of the chamber benches and return it to the Town Clerk before the meeting or when the Mayor announces the item for which you wish to speak.

NOTES: Comments will be limited to three (3) minutes or less at the Mayor's discretion.

If you are unable to participate in real-time, you may email Clerk@losgatosca.gov with the subject line "Public Comment Item #__" (insert the item number relevant to your comment).

Deadlines to submit written comments are:

-11:00 a.m. the business day before the Council meeting for inclusion in an addendum.

-11:00 a.m. on the day of the Council meeting for inclusion in a desk item.



**TOWN OF LOS GATOS
COUNCIL AGENDA REPORT**

MEETING DATE: 05/05/2025

ITEM NO. 1.

ITEM NO: 1

DATE: August 5, 2025
TO: Mayor and Town Council
FROM: Chris Constantin, Town Manager
SUBJECT: **Review and Provide Feedback on Revisions to the Town Council Code of Conduct Policy 2-04 and the Proposed Board, Committee, and Commission Code of Conduct Policy**

RECOMMENDATION: Review the proposed revisions to the Town Council Code of Conduct Policy and the draft Board, Committee, and Commission Code of Conduct Policy and approve the recommended changes.

FISCAL IMPACT:

There is no fiscal impact associated with the approval of the proposed policy changes.

STRATEGIC PRIORITY:

This item aligns with the Town's Core Goal of Good Governance by promoting transparency, accountability, and ethical conduct among elected and appointed officials.

BACKGROUND:

The Town Council currently has an adopted Code of Conduct Policy, which provides guidelines and procedures related to the Town Council's relations and communications with Boards and Commissions, the public, the media, and Town staff. In addition, the Policy outlines roles and conduct of Council Members before, during, and outside of Council meetings, including the specific duties of the Mayor and Vice Mayor. The Policy was last updated in October 2022. Since that time, questions have arisen regarding communication between Council Members and Commissioners with the media and the public, as well as concerns about the process for handling Code of Conduct complaints and enforcement mechanisms.

PREPARED BY: Wendy Wood
Town Clerk

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

SUBJECT: Revised Town Council Roles and Responsibilities, Including Code of Conduct Policy 2-04 and New Board, Committee, and Commission Code of Conduct Policy
DATE: July 31, 2025

In response to these concerns, the Council Policy Committee was tasked with reviewing the Town's Code of Conduct policy. The Committee convened several times this year to discuss potential updates, with the goal of improving clarity and promoting good governance through respectful and transparent conduct among Town officials.

In 2025, the Council Policy Committee held four meetings to review and update the Town's Code of Conduct policies. The Committee focused on improving clarity, aligning with legal requirements (including FPPC regulations), enhancing enforcement procedures, and promoting respectful, transparent governance. It also approved a draft Code of Conduct for Boards, Committees, and Commissions, which addresses Commissioner roles, communication protocols, and activities outside regular meetings. The recommended revisions were presented to the Town Council at its meeting on May 6, 2025. In response to feedback from Council Members and the public at that meeting, staff prepared additional revisions and alternative language options for further Council consideration.

Staff revised the Town Council Code of Conduct Policy to address concerns about procedural complexity, potential chilling effects on speech, and the risk of politically motivated complaints. The updated policy emphasizes transparency, accountability, and mutual respect, while clarifying that Council Members may express personal views on policy matters, provided they are clearly identified as individual opinions. The complaint process was also simplified to discourage misuse. Minor concerns may be resolved informally, while more serious matters may be elevated to formal Council review. Complaints must be submitted in a documentable format with supporting materials, logged and forwarded to appropriate parties, and the full Council will be notified within five business days. If two Council Members determine that an informal resolution is insufficient, the matter may be agendized for a public meeting. Potential outcomes include no action, admonishment, censure, or loss of privileges.

In response to the feedback received on May 6, regarding the Board, Committee, and Commission Code of Conduct Policy, particularly related to communication limitations, staff proposed clarifying language to distinguish between a Commissioner's personal and official capacity when communicating with the public, the media, or at public events. The policy reinforces Commissioners' individual First Amendment rights and allows them to express personal opinions on matters of public interest. However, when speaking on behalf of the Commission as a whole, Commissioners will represent the Commission's position in order to maintain accurate and consistent messaging, public trust, and organizational integrity.

These limitations apply only when a Commissioner is speaking or acting in an official Commissioner capacity, on the Commission's behalf or has been explicitly designated to represent the Town's in an official capacity. Commissioners should not speak on behalf of the Town or their respective body unless authorized to do so by the Town Council, the staff liaison, or through formal action. This provision is consistent with the practices of other public agencies

SUBJECT: Revised Town Council Roles and Responsibilities, Including Code of Conduct
Policy 2-04 and New Board, Committee, and Commission Code of Conduct Policy
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and is not intended to restrict constitutionally protected speech. Rather, it is designed to preserve clarity in public communication and maintain the integrity of the Town's official messaging.

Commissioners who wish to speak or act in an official capacity may request that such authority be granted as part of their Commission's annual Work Plan, which is subject to Town Council approval. Once this authority is granted through formal action, Commissioners may represent themselves as acting on behalf of the Town in relation to the specific activity or assignment identified in the Work Plan. When operating within this approved scope, the policy does not prohibit them from identifying as a Town representative.

It is important to note that the policy allows Commissioners to publicly express views on Town-related matters in their personal capacity, provided they clearly indicate that their statements are made as private individuals and do not represent the official position of the Town or their Commission. This distinction helps ensure transparency for the public and avoids potential confusion about the source or authority of statements made.

This policy is intended to strike an appropriate balance between individual rights and the Town's need for accurate representation. It ensures that Commissioners can freely participate in public discourse while protecting the Town from potential miscommunication or the perception of unauthorized representation. In today's climate, a single statement misinterpreted as coming from the Town can have serious consequences. This policy protects both the Town and individual Commissioners from potential liability or reputational harm.

In response to the feedback received on May 6, staff provided a revised enforcement process to establish a clear and fair approach for addressing potential violations and removing punitive language. Complaints must be submitted in a documentable format to the Clerk's Office, which will then be forwarded to the appropriate staff liaison, and a notification will be sent to the full Council. The Council retains discretion to agendaize any matter for further discussion. In response to concerns about over-enforcement, the policy emphasizes a collaborative and educational approach for resolving minor issues, while reserving formal Council involvement for more serious or recurring concerns.

DISCUSSION:

On June 17, 2025, the Town Council held a study session to review the proposed revisions to the Town Council Code of Conduct Policy. Following the discussion, the Council directed staff to incorporate the recommended changes, except for the provisions related to Council Member service on non-profit boards and communication at community events, which the Council chose to remove from the policy.

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The Town Council also reviewed the draft Board, Committee, and Commission Code of Conduct Policy, providing feedback on the first three pages. Due to time constraints, the Council recommended scheduling an additional study session to continue its review and discussion of the policy.

The remaining sections (pages 5–8) contain key revisions that require further Council discussion and direction. These sections address Commission work plans, the advisory relationship between Commissions and the Town Council, communication protocols, and enforcement procedures. Notably, several changes are presented as alternative language options to allow the Council to determine the most appropriate approach.

Alternative Language 5 proposes replacing existing subsections A and B under “Commission Communication” with a streamlined format. It emphasizes compliance with the Brown Act and clarifies that Commissioners are not authorized to represent the Town outside of official meetings unless specifically authorized by the Town Council.

In the Enforcement section, Alternative Language 6 outlines the complaint procedure, disciplinary actions, and types of sanctions. It simplifies the process for determining violations, clarifying that the Council may impose actions based on the severity of the violation and prior history. Commissioners will receive notice and an opportunity to respond before sanctions are imposed, which may include a public admonishment or removal by a 3/5 Council vote. Additionally, Commissioners who are out of compliance with ethics training or Form 700 filings may not participate in meetings until they become compliant, with resulting absences potentially leading to forfeiture of their seat under Council Policy 2-11. This process promotes fairness, transparency, and consistent enforcement.

CONCLUSION:

In response to Council and community feedback on communication protocols, complaint handling, and transparency, staff prepared revisions to the Town Council Code of Conduct Policy and drafted a new policy for Boards, Committees, and Commissions. The proposed revisions to the Town Council Code of Conduct Policy and the new Board, Committee, and Commission Code of Conduct Policy are intended to clarify expectations around communication and conduct, address prior concerns, and align with legal and ethical standards. Staff welcomes Council input on the proposed policies and any suggested amendments. Feedback received during this meeting will be used to finalize the policies for Council adoption at a future meeting.

COORDINATION:

This report was prepared in coordination with the Town Manager and the Town Attorney.



ENVIRONMENTAL ASSESSMENT:

SUBJECT: Revised Town Council Roles and Responsibilities, Including Code of Conduct
Policy 2-04 and New Board, Committee, and Commission Code of Conduct Policy
DATE: July 31, 2025

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

Attachments:

1. Redline Council Code of Conduct Policy
2. Draft Code of Conduct Policy with Redline Changes Incorporated
3. Draft Boards, Committee, and Commission Code of Conduct Policy with Alternate Language
4. Public Comment

		COUNCIL POLICY MANUAL <i>Small Town Service Community Stewardship Future Focus</i>
Title: Town Council <u>Roles and Responsibilities, Including</u> Code of Conduct		Policy Number: 2-04
Effective Date: 5/3/2004		Pages: 8
Enabling Actions: 2004-059; 2006-111; 2021-047		Revised Date: 12/17/2012; 3/3/2015; 12/17/2019; 11/2/2021; 10/04/2022
Approved:		

I. Preamble

This Policy sets forth the roles, responsibilities, and Code of Conduct for Council Members. The legal responsibilities of the Los Gatos Town Council are set forth by applicable state and federal laws. In addition, the Town Council has adopted regulations, including this Code of Conduct Policy, that hold Council Members to standards of conduct above and beyond what is required by law. This Policy is written with the assumption that Council Members, through training, are aware of their legal and ethical responsibilities as elected officials. ~~These expectations of conduct also apply to all members of the Town's Boards, Committees, and Commissions.~~ The purpose of this Policy is not only to ensure legal compliance but also to promote the public's trust in Town government, foster a culture of respect and ethical behavior. The Council recognizes that effective governance depends on transparency, accountability, and mutual respect among Council Members, staff, and the public.

II. Council-Manager Form of Government

The Town of Los Gatos operates under a Council-Manager form of government as prescribed by Town Code, Section 2.30.305. Accordingly, members of the Council are elected at-large, provide legislative direction, set Town policy, and ultimately answer to the public. The Town Manager serves as the Town's chief administrative officer and is responsible for directing the day-to-day operations of the Town and implementing policy direction.

III. Town Council Roles and Responsibilities

The role of the Town Council is to act as a legislative and quasi-judicial body. Through its legislative and policy authority, the Council is responsible for assessing and achieving the community's desire for its present and future and for establishing policy direction to achieve its desired outcomes. All members of the Town Council, including those who serve as Mayor and Vice Mayor, have equal votes.

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Members of the Town Council fulfill their role and responsibilities through the relationships they have with each other and the public. Town Council Members should approach their work, each other, and the public in a manner that reflects ethical behavior, honesty and integrity. The commitment of Town Council Members to their work is characterized by open constructive communication, innovation, and creative problem solving.

IV. Mayoral and Vice Mayoral Selection Process

Per Town Municipal Code, Section 2.20.035, the selection of the Mayor and Vice Mayor occurs annually at a special meeting in December by majority vote of the Town Council. The Mayor and Vice Mayor serve at the pleasure of the Town Council and may be replaced by a majority vote of the Council.

V. Mayoral and Vice Mayoral Roles, Responsibilities, Relationships

The following outlines some of the key roles, responsibilities, and relationships as they relate to the positions of Mayor and Vice Mayor:

Mayor

- A. The Mayor is the presiding officer of the Town Council. In this capacity, the Mayor is responsible for developing Council agendas in cooperation with the Town Manager and leading Council meetings.
- B. The Mayor recommends various standing committee appointments to the Council for approval.¹ This will be done at a Council meeting in December of each year. When making committee recommendations, the Mayor should attempt to balance shared responsibilities and opportunities among Council Members. The Mayor may also appoint citizens to committees not established by Town ordinance or resolution as ~~s/he~~the Mayor deems appropriate.
- C. With regard to decisions made by a majority of the Town Council, the title of Mayor is responsible for~~carries with it the responsibility of~~ communicating with the Town Council, the Town Manager, members of the public, and the media regarding decisions made by a majority of the Town Council. The Mayor also represents the Council at official and ceremonial occasions.
- D. The Mayor performs special duties consistent with the Mayoral office, including, but not limited to: signing of documents on behalf of the Town, issuing proclamations, serving as the official voting delegate for various municipal advocacy groups, and delivering the State of the Town Address at his or her discretion.² The Town Council will determine any additional authority or duties that the Mayor shall perform.
- E. Special duties consistent with the Mayoral office may be delegated to the Vice Mayor ~~or any other member of the Town Council~~in the absence of the Mayor. If the Vice Mayor is unavailable, the duties of the Mayor will be delegated to another Council Member in

¹ Council Agenda Format and Rules Policy

² Council Commendation and Proclamation policy

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order of seniority. If those Council Members are of equal seniority, one of them will be selected by alphabetical order.

~~F. In the event that one or more members of a Town Board, Commission, or Committee acts in a manner contrary to approved Board/Commission policies and procedures, the Mayor may counsel those members about the rules set forth in the Town Commissioner Handbook.³~~

Vice Mayor

A. In the Mayor's absence, the Vice Mayor shall perform the formal duties of the Mayor.⁴

~~B. If the Vice Mayor is unavailable, the duties of the Mayor will be delegated to another Council Member in order of seniority. If those Council Members are of equal seniority, one of them will be selected by alphabetical order. When the Vice Mayor performs the duties of the Mayor in his/her absence, the Vice Mayor also carries the responsibility of communicating with the Town Manager, Town Council, and members of the public.~~

VI. Council Conduct in Public Meetings

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

- A. *Use formal titles.* The Council should refer to one another formally during Council meetings, such as Mayor, Vice Mayor, or Council Member ~~or Mr., Mrs., or Ms.~~, followed by the individual's last name.
- B. *Practice civility and decorum in discussions and debates.* 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, Council Members 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 Mayor/Chair's efforts to focus discussion on current agenda items.
- D. *Council decisions should be reserved until all applicable information has been presented.*
- E. *Conduct during public hearings.* During public testimony, Council Members 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, Council Members may ask the speaker questions. Council comments and discussion should commence upon the conclusion of all public testimony.
- F. Communication during meetings. Council Members shall not use private electronic communication (including text messages, emails, or direct messages on social media) to discuss any item of Town business during public meetings. All such communications related to Town business are subject to public records laws. ~~Council Members shall not~~

³ ~~Resolution 1999-167~~

⁴ Council Agenda Format and Rules Policy

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~~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.~~

~~VII. Maintaining Civility at Council Meetings~~

~~The public is welcome to participate at Town Council meetings and the Mayor should remind the public of the Town's expectations for civility in order for the business of the Town to be completed efficiently and effectively. These expectations include and are not limited to:~~

- ~~A. For the benefit of the entire community, the Town of Los Gatos asks that all speakers follow the Town's meeting guidelines by treating everyone with respect and dignity. This is done by following meeting guidelines set forth in State law, in the Town Code, and on the cover sheet of the Council agenda.~~
- ~~B. The Town embraces diversity and strongly condemns hate speech and offensive, hateful language or racial intolerance of any kind at Council Meetings.~~
- ~~C. Town Council and staff are well aware of the public's right to disagree with their professional opinion on various Town issues. However, anti-social behavior, slander, hatred, and bigotry statements are completely unacceptable and will not be tolerated in any way, shape or form at Town Council meetings.~~
- ~~D. All public comments at the Town Council meeting must pertain to items within the subject matter jurisdiction of the Town and shall not contain slanderous statements, hatred, and bigotry against non-public officials.~~
- ~~E. The Town will go through the following steps if a disturbance results from a member of the public not following these rules:~~
 - ~~1. If participating remotely, Town staff may mute the individual with an explanation for the record of why muting occurred consistent with this Policy.~~
 - ~~2. If participating in person, the Mayor may call a recess for violation of this Policy, resulting in the immediate cessation of the audio and video recording and the Council exiting the Chamber. Staff will determine if the individual should be removed or if all members of the public should leave depending on the extent of the disturbance. In the event that all public members exit, only the press would be allowed back in the meeting. Once the individual(s) leave, the Council would return to the Chamber and the Mayor would resume the meeting.~~
 - ~~3. Persons disrupting a Council meeting may be cited for violation of the California Penal Code Section 403.~~

VIII. Legal Requirements

The Town Council operates 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 Council on these matters.

A. Training

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Biannual training in the following areas shall be provided by staff to Council Members:

1. The Ralph M. Brown Act
2. Town / CA State Law on Conflict of Interest (AB 1234)
3. Government Section 1090
4. Incompatible Offices
5. The Fair Political Practices Commission Forms
6. Bias
7. Town / CA State Law on Harassment (SB 1343)

B. Procurement

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

C. Land Use Applications

1. Ex parte communications. The merits of an application shall only be evaluated on information included in the public record. Council Members shall disclose ex parte communication and any information obtained outside of the public record that may influence his/her decision on a matter pending before the Town Council. Council disclosure shall occur ~~after the Public Hearing section of the agenda, and~~ before Council deliberations.

~~1-2. Quasi-Judicial Decisions.~~ Council Members may not offer an opinion indicating that a preliminary decision has been reached prior to the public hearing or make any statements indicating bias. Quasi-judicial statements are those in which a decision-maker is required to render a decision by applying the law to particular facts presented at a hearing on the matter. Examples of quasi-judicial decisions are certain land use entitlements, permit appeals, and license revocations.

D. Code of Conduct Policy

Newly elected Council Members are ~~strongly encouraged~~required to sign a statement affirming they have read and understand the Town of Los Gatos Council Code of Conduct Policy.

~~E. Non-Profit Organizations~~

~~Council Members may not sit on boards of directors of non-profit organizations which receive funding or in-kind contributions from the Town, unless the role serves a legitimate Town purpose, such as the League of California Cities, and the participation is approved by the full Council.~~

IX. Council Participation in Boards, Commissions, and Committees, and Reporting Requirements

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There are several committees that Town Council Members have been appointed to or have an interest in, including but not limited to: Town Council standing and ad hoc committees, Town boards and commissions, regional boards and commissions, and community-generated committees.

Primary Council representatives should update the Council about board, commission, and committee activities. When serving as the primary Council representative on any board, commission, or committee, Council Members should periodically provide updated reports to the Council during the “Council Matters” opportunity on the Council meeting agenda.

Recommended actions by Council Committees should be reported to the Council. When serving on a Council Committee, whether standing or ad hoc, all work undertaken by the Committee must be directed by the Council, and all recommended actions of a Council Committee shall be reported to the Council.

X. Council Relationship with Town Staff

The Town Council has adopted a Council-Manager form of government. The Town Manager’s powers and duties are outlined in the Town Code, Section 2.30.295.

Council Conduct and Communication with Town Staff

To enhance its working relationship with staff, Council should be mindful of the support and resources needed to accomplish Council goals. When communicating and working with staff, Council should follow these guidelines:

- A. *Council Members should treat staff as professionals.* Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. As with Council colleagues, practice civility and decorum in all interactions with Town staff.
- B. *Council Members should direct questions about policy, budget, or professional opinion to the Town Manager, Town Attorney, or Department Directors.* Council Members can direct questions and inquiries to any staff for information that is readily available to the general public or easily retrievable by staff.
- C. *The Town Manager and staff are responsible for implementing Town policy and/or Council action.* The processing of Council policy and decisions takes place with the Town Manager and staff. Council should not direct policy/program administrative functions and implementation; rather, it should provide policy guidance to the Town Manager.
- D. *Council Members should attempt to communicate questions, corrections, and/or clarifications about reports requiring official action to staff prior to Council meetings.* Early feedback will enable staff to address Council questions and incorporate minor corrections or changes to a Council report, resulting in a more efficient Council meeting discussion; however, this does not preclude Council Members from asking questions at Council Meetings.
- E. *Council Members should not direct the Town Manager to initiate any action, change a course of action, or prepare any report without the approval of Council.* The Town

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Manager's responsibility is to advise on resources available and required for a particular course of action as it relates to the direction of the majority of the Council.

- F. *Council Members should not attend department staff meetings unless requested by the Town Manager.*
- G. *All Council Members should have the same information with which to make decisions. Information requested by one Council Member will be shared with all members of the Council.*
- H. *Concerns related to the behavior or work of a Town employee should be directed to the Town Manager. Council Members should not reprimand employees.*
- I. *Per California Government Code, Sections 3201-3209, Council Members should not solicit financial contributions from Town staff or use promises or threats regarding future employment. Although Town staff may, as private citizens with constitutional rights, support political candidates, such activities cannot take place during work hours, at the workplace, or in uniform.*

XI. Council Communication with the Public and other Council Members

The public has a reasonable expectation of being able to engage Town Council Members on matters of community concern. To meet this expectation while maintaining the integrity of Council proceedings and the clarity of Town positions, the following guidelines shall apply:

A. Expressing Opinions:

Council Members may express preliminary opinions on general policy matters or issues that are still in development. However, Council Members shall not express opinions or make statements regarding quasi-judicial matters—such as land use entitlements, permit appeals, or license revocations—prior to the public hearing and Council deliberation.

B. Personal Views and Policy Disagreement:

Council Members may, from time to time, share opinions regarding broad policy matters, even if those opinions conflict with adopted Council policy, or explain the reasoning behind an individual vote. When doing so, Council Members must clearly distinguish their personal views from official Town positions.

C. Clarity of Representation:

Unless expressly authorized by the Town Council, Council Members must not represent their personal opinions or those of others as official Town policy or as the position of the full Council or staff. In all communications, whether in writing, at community events, or in the media, Council Members should use clear language such as: "Speaking for myself and not on behalf of the Town Council..."

Community Events:

Council Members may speak at community events or public forums, provided it is made clear that they are not representing the official position of the Town Council as a whole unless specifically authorized to do so.

D. General Conduct:

Council Members are expected to communicate honestly, respectfully, and

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transparently, and to avoid statements or implications that could mislead the public, other agencies, or Town staff regarding the official position of the Town or Town Council.

These requirements are intended to ensure open communication with the public while safeguarding the integrity of Council proceedings and the clarity of official Town positions.

XII. Enforcement

A. Purpose

The Council Code of Conduct Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations of Councilmembers. This section describes a process to facilitate the reporting of Code of Conduct policy violations or other misconduct and provides guidelines on responding to such reports.

B. Procedures

- a. Reporting of Complaints – Complaints related to a Council Code of Conduct policy violation or other misconduct shall be submitted through the Town Clerk in writing or in any other such form that can be reviewed, documented, retained, and transmitted to the Town Council.
 - i. The submission of a complaint is to allow the Town Council to receive and potentially consider further action related to such complaint.
 - ii. The validity of any allegations provided through complaint can only be ~~by~~ ~~determination of~~ by the entire Town Council.
 - iii. Complaint submission alone or a lack of Town Council action on the complaint is not a determination of validity ~~to~~ on the basis of the complaint.
- b. Submission of Complaint
 - i. To ensure completeness in the submission, the complaint should include the following information.
 1. The identity of the complainant (unless protected by law);
 2. Written narrative describing specifically the nature of the violation or misconduct and the individuals involved in such activity;
 3. Citing the specific policy, code, regulation, or other authoritative guidance which is alleged to have been violated; and
 4. Providing additional materials and evidence in support of the allegations
 - ii. If contact information is provided, the Town Clerk will acknowledge receipt of the submission.
- c. Routing, Notification, and Retention

i. The Town Clerk will create a log of each complaint, maintain an updated status as to open/closed cases, and will retain any complaint and submitted material in accordance with the Town's document retention schedule.

ii. Upon receipt, the Town Clerk will forward the complaint submission to the Town Attorney, and Town Manager.

iii. Unless restricted by law, within five (5) business days of receipt, the Town Council shall receive notice of the complaint from the Town Clerk, including:

1. A copy of the complaint and any supporting documentation; and
2. The identity of the complainant (unless protected by law).

d. Consideration of Complaint

e. The authority to review, consider, and act on a complaint is the responsibility of the Town Council. The process includes two steps – Informal and Formal.

i. Informal Review – The purpose of this first step is to allow Councilmember(s) to address any perceived concerns related to a complaint in a non-threatening and collaborative manner.

1. Any Councilmember can meet with the member, subject to the complaint, to engage in informal resolution of the complaint.

ii. Formal Review – This second step is intended when two Councilmembers believe that the complaint is significant and Informal Resolution is not sufficient or was inadequate for the matter alleged.

i. During Council Matters, a Councilmember can request the agendaing of a submitted Code of Conduct complaint, and such will be agendaed if there is one additional Councilmember concurring with the request.

ii. Upon this action, Town staff will coordinate with the Mayor on the date of such agenda item, with the item to be heard no later than 60 days after the date of the request, or sooner as otherwise specified by the Town Council.

ii. Nothing in this policy will restrict the referring of any complaint to another appropriate reviewing body when required by law or the nature of the complaint (i.e., criminal conduct, FPPC violation, etc.).

iii. Unless otherwise provided by law, any complaint filed that within 60 days ~~from~~ of the original Council notification date and has not been requested for Formal Review, shall be deemed expired and closed. No further proceedings will be available.

iv. After expiration or consideration by the Town Council, the complaint cannot be resubmitted for the same policy violation or misconduct previously alleged.

—Formal Review Process

- v. **Agenda Preparation** – The Town Attorney will prepare an agenda item providing the complaint and supporting material.
- i. The agenda item will be listed under Council Matters and described as “Discussion and Consideration of Action Related to a Code of Conduct Violation Against Councilmember _____.”
 - ii. The agenda staff report will include a brief introduction to the Code of Conduct policy and complaint process, and will provide the possible actions the Council may consider.
 - iii. Redaction of personally identifiable information will be at the discretion of the Town Attorney.
- vi. **Council Discussion and Possible Action**
- i. The agendizing Councilmember will introduce the item citing, the nature of the complaint and the specific policy, code, regulation, or other authoritative guidance which that is alleged to have been violated.
 - ii. The Councilmember(s) subject to the complaint shall have the opportunity to speak to the item.
 - iii. Public comment will be opened on the matter.
 - iv. The Councilmember(s) subject to the complaint shall have the opportunity for a rebuttal.
 - v. The Council will deliberate on the item. If three Councilmembers believe that the violation or misconducted occurred, the Council will need to make a motion and second the motion sustaining the specific allegation and making a recommendation for disciplinary action.
- vii. **Sanction** – One or more of the following sanctions may be imposed on a Council member at the Council’s discretion:
1. No Action
 2. Public Admonishment – A warning directed publicly at a Council Member regarding specific behavior.
 3. Revocation of Special Privileges – Temporary or permanent removal of committee assignments, board or commission appointments, official travel privileges, conference attendance, or ceremonial titles such as Mayor or Vice Mayor.
 4. Censure – A formal statement or resolution by the Council officially reprimanding a Council Member.
 5. Suspension from Mayoral and Vice Mayoral Selection Process – Per Town Municipal Code, Section 2.20.035, the selection of the Mayor and Vice Mayor occurs annually at a special meeting in December by majority vote of the Town Council. The Council can

act to deem a Councilmember ineligible to serve for a specified period.

~~XII. — Enforcement~~

~~A. — Purpose~~

~~The Council Code of Conduct Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations of Council Members. The purpose of the policy language is to establish a process and procedure that: This section describes a process to:~~

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

~~B. — Procedures~~

~~1. — Reporting of Complaints~~

~~— Complaints by the Public~~

- ~~— Complaints regarding a Council Member must be submitted in writing to the Mayor.~~
- ~~— If the complaint concerns the Mayor, it must be submitted in writing to the Vice Mayor.~~
- ~~— The complaint shall also be copied and forwarded to the Mayor.~~

~~— Complaints by Council Members~~

- ~~— A Council Member who wishes to file a complaint about another Council Member must submit it in writing to the Mayor.~~
- ~~— If the complaint is about the Mayor, it must be submitted to the Vice Mayor.~~
- ~~— The complaint should also be copied and forwarded to the Town Manager and Town Attorney.~~

~~— Complaints by Town Employees~~

- ~~— Town employees must submit complaints in writing to the Mayor.~~
- ~~— If the complaint is about the Mayor, it must be submitted to the Vice Mayor.~~
- ~~— If the Town Manager or Town Attorney receives a complaint, they shall forward it directly to the Mayor (or Vice Mayor if the complaint is against the Mayor). Neither the Town Manager nor the Town Attorney should make any substantive determination regarding the complaint.~~
- ~~— The complaint should also be copied and forwarded to the Town Manager and Town Attorney.~~

~~— Notification to the Subject Council Member~~

- ~~— Within three (3) business days of receipt, the subject Council Member shall receive notice of the complaint from the Mayor, including:~~
 - ~~— A copy of the complaint and any supporting documentation;~~
 - ~~— The identity of the complainant (unless protected by law); and~~
 - ~~— The nature of the alleged violation.~~
- ~~— Preliminary Evaluation~~
 - ~~— Establishment of Ad Hoc Committee~~
 - ~~— The Mayor shall promptly form an ad hoc committee to evaluate complaints about Council Members.~~
 - ~~— The ad hoc committee will consist of the Mayor and one rotating Council Member to be selected in alphabetical order.~~
 - ~~— If the Mayor is the subject of the complaint, the Vice Mayor shall form an ad hoc committee to evaluate the complaint.~~
 - ~~— At this stage, an ad hoc committee of no more than two Council Members will review the complaint. The Town Manager and Town Attorney will be included in any committee meetings in an administrative capacity only to facilitate the committee's needs and at no times will be required to make decisions regarding the complaints.~~
 - ~~— Initial Determination~~
 - ~~— After reviewing the written complaint, the ad hoc committee shall determine whether the complaint:~~
 - ~~— Lacks substance (unsubstantiated)~~
 - ~~— Involves a minor violation~~
 - ~~— Potentially involves a major violation~~
- ~~— Determining Severity~~
 - ~~— Unsubstantiated or Minor Violations~~
 - ~~— A minor violation is a breach of the Code of Conduct that does not significantly impair the functioning, reputation, or integrity of the Town or its governance processes. These violations typically involve isolated incidents that are unintentional or stem from a misunderstanding of procedures, policies, or expectations. Examples of minor violations include, but are not limited to:~~
 - ~~— Unprofessional or discourteous communication in a non-public setting.~~
 - ~~— Failure to comply with procedural requirements in meetings or decision-making.~~
 - ~~— Negligent, but not malicious, failure to disclose conflicts of interest when no substantial harm occurs.~~
 - ~~— Minor breaches of decorum during public meetings that do not disrupt proceedings.~~

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- ~~— If the ad hoc committee finds the complaint unsubstantiated, no further action is taken.~~
- ~~— If the ad hoc committee determines that the complaint involves a minor violation, the Mayor (or Vice Mayor) may privately admonish or counsel the subject Council Member to address and correct the behavior.~~
 - ~~— Admonishment is a warning to a Council Member about behavior that violates Town policy.~~
- ~~— Potential Major Violations~~
 - ~~— A major violation is a significant breach of the Code of Conduct that compromises public trust, damages the Town's reputation, disrupts governance, or results in legal, financial, or operational risks to the Town. These violations typically involve intentional, repeated, or grossly negligent actions. Examples of major violations include, but are not limited to:~~
 - ~~— Persistent or egregious unprofessional behavior toward staff, colleagues, or the public.~~
 - ~~— Engaging in actions that create substantial conflicts of interest or violate state or federal laws, including ethics laws.~~
 - ~~— Deliberately making false or misleading statements that undermine public trust or decision-making processes.~~
 - ~~— Conduct that disrupts public meetings in a manner that prevents the effective functioning of Town governance.~~
 - ~~— Misuse of Town resources, authority, or influence for personal gain or to harm others.~~
 - ~~— Criminal conduct.~~
 - ~~— If the Ad Hoc Committee believes the complaint may involve a major violation, they shall direct the Town Attorney to engage outside legal counsel to conduct an investigation.~~
 - ~~— The Town Attorney's role is limited to administratively securing the contract with outside counsel; the Town Attorney does not participate in determining the outcome or findings.~~
 - ~~— The outside legal counsel shall conduct interviews, collect evidence, and prepare a written report with findings and recommendations.~~
 - ~~— Upon completion, the final report is delivered to the Mayor (or Vice Mayor if the Mayor is the subject of the complaint) with a copy to the Town Manager and Town Attorney. The Town Attorney will also serve as the record keeper of all relevant records involving any complaint and/or investigation involving Council members and commissioners.~~
- ~~— Final Action on Investigations~~
 - ~~— Receipt of the Investigation Report~~

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~~—The Mayor (or Vice Mayor) shall promptly review the final written report from the outside legal counsel.~~

~~—Decision on Next Steps~~

~~—If the report does not substantiate a major violation, the Mayor (or Vice Mayor) may close the matter without further action.~~

~~—If the report substantiates a major violation or otherwise recommends further proceedings, the Mayor (or Vice Mayor) shall:~~

~~—Notify the subject Council Member in writing. If there will be disciplinary proceedings, the report would be disclosed.~~

~~—Determine whether to present the matter to the Council for potential disciplinary proceedings.~~

~~—When appropriate, the complainant will receive notification of the disposition of their complaint when the process is complete. A minor violation notification will state the matter has been resolved and major violation notification will include the next steps.~~

~~—Annual Summary~~

~~—Town Attorney or Town Manager to provide an annual summary of all open and closed complaints.~~

~~—Disciplinary Action~~

~~1. Considerations for Disciplinary Action~~

~~The Council may impose disciplinary action when a major violation of the Council Code of Conduct Policy has occurred. In determining the appropriate sanction, the Council may consider:~~

~~—Nature of the violation;~~

~~—Any prior violations by the same Council Member; or~~

~~—Other relevant factors that bear on the seriousness of the misconduct.~~

~~2. Types of Sanctions~~

~~One or more of the following sanctions may be imposed on a Council member at the Council's discretion:~~

~~a. Public Admonishment~~

~~A warning directed publicly at a Council Member regarding specific behavior.~~

~~b. Revocation of Special Privileges~~

~~Temporary or permanent removal of committee assignments, board or commission appointments, official travel privileges, conference attendance, or ceremonial titles such as Mayor or Vice Mayor.~~

~~c. Censure~~

~~A formal statement or resolution by the Council officially reprimanding a Council Member.~~

~~d. Mayoral and Vice Mayoral Selection Process~~

~~Per Town Municipal Code, Section 2.20.035, the selection of the Mayor and Vice Mayor occurs annually at a special meeting in December by majority vote of the Town Council.~~

~~D. Town Council Consideration of Discipline~~

- ~~— If the matter is serious enough for discipline, the Council shall consider the investigative findings.~~
- ~~— Any public hearing regarding that discipline shall not be adversarial and would be discussed at a public hearing related to the Council Member.~~
- ~~— 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.~~

~~E. Conflicts~~

- ~~— If the complaint is against the Mayor, all responsibilities assigned to the Mayor in this section are carried out by the Vice Mayor.~~
- ~~— If both the Mayor and Vice Mayor have conflicts (e.g., both involved in the complaint), then the longest-serving uninvolved Council Member shall step in to fulfill these duties.~~

~~F. Complaints Related to Matters Under Jurisdiction of Other Bodies~~

~~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.~~

~~The following section outlines the process for reporting Council Member Code of Conduct Policy violations or other misconduct:~~

- ~~a. Complaints made by members of the public, the Town Manager, and Town Attorney should be reported to the Mayor. If a complaint involves the Mayor, it should be reported to the Vice Mayor.~~
- ~~b. Complaints made by Council Members should be reported to the Town Manager or Town Attorney to adhere to Brown Act requirements.~~
- ~~c. Complaints made by Town employees should be reported to the Town Manager, who will direct them to the Mayor or Vice Mayor.~~

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~~2. Unsubstantiated or Minor Violations~~

~~If the majority of the Committee agrees that the reported violation is without substance, no further action will be taken. If the reported violation is deemed valid but minor in nature, the Mayor or Vice Mayor shall counsel and, if appropriate, admonish the Council Member privately to resolve the matter. Admonishment is considered to be a reproof or warning directed to a Council Member about a particular type of behavior that violates Town policy.~~

~~3. Allegations of Major Violations~~

~~If the reported violation is considered to be serious in nature, the matter shall be referred to outside legal counsel selected by the Committee for the purpose of conducting an initial interview with the subject Council Member. The outside counsel shall report his/her initial findings back to the Committee.~~

~~If the Committee then determines that an investigation is warranted, the Committee shall direct the outside legal counsel to conduct an investigation. The investigation process would include, but is not limited to, the ascertainment of facts relevant to the complaint through interviews and the examination of any documented materials.~~

~~4. Report of Findings~~

~~At the conclusion of the investigation, outside legal counsel shall report back to the Committee in writing. The report shall either (1) recommend that the Council Member be exonerated based on a finding that the investigation did not reveal evidence of a serious violation of the Code of Conduct, or (2) recommend disciplinary proceedings based on findings that one or more provisions of the Code of Conduct or other Town policies have been violated. In the latter event, the report shall specify the provisions violated along with the facts and evidence supporting each finding.~~

~~The Committee shall review the report and its recommendations. If the consensus of the Committee is to accept the report and recommendations, the Committee shall implement the recommendations. Where the recommendation is exoneration, no further action shall be taken. Where the recommendation is to initiate disciplinary proceedings, the matter shall be referred to the Council. Where there is no consensus of the Committee regarding the recommendations, the matter shall be referred to the Council.~~

~~The subject Council Member shall be notified in writing of the Committee's decision within 72 hours. Where the decision is to refer the matter to the Council, a copy of~~

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~~the full report, including documents relied on by the investigator shall be provided with the notification, and a copy of both shall be provided to the whole Council.~~

~~5. Proceedings~~

~~Investigative findings and recommended proceedings and disciplinary action that are brought forward to Council as a result of a significant policy violation shall be considered at a public hearing. The public hearing should be set far enough in advance to allow the Council Member in question reasonably sufficient time to prepare a response.~~

~~Investigative findings shall be presented to the Town Council at a public hearing. The rules of evidence do not apply to the public hearing. It shall not be conducted as an adversarial proceeding.~~

~~6. Disciplinary Action~~

~~1. Considerations in Determining Disciplinary Action~~

~~Disciplinary action may be imposed by Council upon Council Members who have violated the Council Code of Conduct Policy. Disciplinary action or sanctions are considered when a serious violation of Town policy has occurred by a Council Member. 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~~

~~2. Types of Sanctions~~

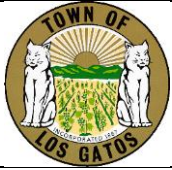

~~At the discretion of the Council, sanctions may be imposed for violating the Code of Conduct or engaging in other misconduct. These actions may be applied individually or in combination. They include, but are not limited to:~~

- ~~a. Public Admonishment — A reproof or warning directed to a Council Member about a particular type of behavior that violates Town policy.~~
- ~~b. Revocation of Special Privileges — A revocation of a Council Member's Council Committee assignments, including standing and ad hoc committees, regional boards and commissions, and community-generated board/committee appointments. Other revocations may include temporary suspension of official travel, conference participation, and ceremonial titles.~~
- ~~c. Censure — A formal statement or resolution by the Council officially reprimanding a Council Member.~~

APPROVED AS TO FORM:

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Gabrielle Whelan, Town Attorney

		COUNCIL POLICY MANUAL <i>Small Town Service Community Stewardship Future Focus</i>
Title: Town Council Roles and Responsibilities, Including Code of Conduct		Policy Number: 2-04
Effective Date: 5/3/2004		Pages: 8
Enabling Actions: 2004-059; 2006-111; 2021-047		Revised Date: 12/17/2012; 3/3/2015; 12/17/2019; 11/2/2021; 10/04/2022
Approved:		

I. Preamble

This Policy sets forth the roles, responsibilities, and Code of Conduct for Council Members. The legal responsibilities of the Los Gatos Town Council are set forth by applicable state and federal laws. In addition, the Town Council has adopted regulations, including this Code of Conduct Policy, that hold Council Members to standards of conduct above and beyond what is required by law. This Policy is written with the assumption that Council Members, through training, are aware of their legal and ethical responsibilities as elected officials. The purpose of this Policy is not only to ensure legal compliance but also to promote the public's trust in Town government, foster a culture of respect and ethical behavior. The Council recognizes that effective governance depends on transparency, accountability, and mutual respect among Council Members, staff, and the public.

II. Council-Manager Form of Government

The Town of Los Gatos operates under a Council-Manager form of government as prescribed by Town Code, Section 2.30.305. Accordingly, members of the Council are elected at-large, provide legislative direction, set Town policy, and ultimately answer to the public. The Town Manager serves as the Town's chief administrative officer and is responsible for directing the day-to-day operations of the Town and implementing policy direction.

III. Town Council Roles and Responsibilities

The role of the Town Council is to act as a legislative and quasi-judicial body. Through its legislative and policy authority, the Council is responsible for assessing and achieving the community's desire for its present and future and for establishing policy direction to achieve its desired outcomes. All members of the Town Council, including those who serve as Mayor and Vice Mayor, have equal votes.

Members of the Town Council fulfill their role and responsibilities through the relationships they have with each other and the public. Town Council Members should approach their

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work, each other, and the public in a manner that reflects ethical behavior, honesty and integrity. The commitment of Town Council Members to their work is characterized by open constructive communication, innovation, and creative problem solving.

IV. Mayoral and Vice Mayoral Selection Process

Per Town Municipal Code, Section 2.20.035, the selection of the Mayor and Vice Mayor occurs annually at a special meeting in December by majority vote of the Town Council. The Mayor and Vice Mayor serve at the pleasure of the Town Council and may be replaced by a majority vote of the Council.

V. Mayoral and Vice Mayoral Roles, Responsibilities, Relationships

The following outlines some of the key roles, responsibilities, and relationships as they relate to the positions of Mayor and Vice Mayor:

Mayor

- A. The Mayor is the presiding officer of the Town Council. In this capacity, the Mayor is responsible for developing Council agendas in cooperation with the Town Manager and leading Council meetings.
- B. The Mayor recommends various standing committee appointments to the Council for approval.¹ This will be done at a Council meeting in December of each year. When making committee recommendations, the Mayor should attempt to balance shared responsibilities and opportunities among Council Members. The Mayor may also appoint citizens to committees not established by Town ordinance or resolution as the Mayor deems appropriate.
- C. With regard to decisions made by a majority of the Town Council, the Mayor is responsible for communicating with the Town Council, the Town Manager, members of the public, and the media regarding decisions made by a majority of the Town Council. The Mayor also represents the Council at official and ceremonial occasions.
- D. The Mayor performs special duties consistent with the Mayoral office, including, but not limited to: signing of documents on behalf of the Town, issuing proclamations, serving as the official voting delegate for various municipal advocacy groups, and delivering the State of the Town Address at his or her discretion.² The Town Council will determine any additional authority or duties that the Mayor shall perform.
- E. Special duties consistent with the Mayoral office may be delegated to the Vice Mayor in the absence of the Mayor. If the Vice Mayor is unavailable, the duties of the Mayor will be delegated to another Council Member in order of seniority. If those Council Members are of equal seniority, one of them will be selected by alphabetical order.

¹ Council Agenda Format and Rules Policy

² Council Commendation and Proclamation policy

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Vice Mayor

A. In the Mayor's absence, the Vice Mayor shall perform the formal duties of the Mayor.³ If the Vice Mayor is unavailable, the duties of the Mayor will be delegated to another Council Member in order of seniority. If those Council Members are of equal seniority, one of them will be selected by alphabetical order.

VI. Council Conduct in Public Meetings

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

- A. *Use formal titles.* The Council should refer to one another formally during Council meetings, such as Mayor, Vice Mayor, or Council Member, followed by the individual's last name.
- B. *Practice civility and decorum in discussions and debates.* 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, Council Members 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 Mayor/Chair's efforts to focus discussion on current agenda items.
- D. *Council decisions should be reserved until all applicable information has been presented.*
- E. *Conduct during public hearings.* During public testimony, Council Members 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, Council Members may ask the speaker questions. Council comments and discussion should commence upon the conclusion of all public testimony.
- F. *Communication during meetings.* Council Members shall not use private electronic communication (including text messages, emails, or direct messages on social media) to discuss any item of Town business during public meetings. All such communications related to Town business are subject to public records laws.

VIII. Legal Requirements

The Town Council operates 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 Council on these matters.

A. Training

Biannual training in the following areas shall be provided by staff to Council Members:

³ Council Agenda Format and Rules Policy

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1. The Ralph M. Brown Act
2. Town / CA State Law on Conflict of Interest (AB 1234)
3. Government Section 1090
4. Incompatible Offices
5. The Fair Political Practices Commission Forms
6. Bias
7. Town / CA State Law on Harassment (SB 1343)

B. Procurement

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

C. Land Use Applications

1. Ex parte communications. The merits of an application shall only be evaluated on information included in the public record. Council Members shall disclose ex parte communication and any information obtained outside of the public record that may influence his/her decision on a matter pending before the Town Council. Council disclosure shall occur before Council deliberations.
2. Quasi-Judicial Decisions. Council Members may not offer an opinion indicating that a preliminary decision has been reached prior to the public hearing or make any statements indicating bias. Quasi-judicial statements are those in which a decision-maker is required to render a decision by applying the law to particular facts presented at a hearing on the matter. Examples of quasi-judicial decisions are certain land use entitlements, permit appeals, and license revocations.

D. Code of Conduct Policy

Newly elected Council Members are required to sign a statement affirming they have read and understand the Town of Los Gatos Council Code of Conduct Policy.

IX. Council Participation in Boards, Commissions, and Committees, and Reporting Requirements

There are several committees that Town Council Members have been appointed to or have an interest in, including but not limited to: Town Council standing and ad hoc committees, Town boards and commissions, regional boards and commissions, and community-generated committees.

Primary Council representatives should update the Council about board, commission, and committee activities. When serving as the primary Council representative on any board, commission, or committee, Council Members should periodically provide updated reports to the Council during the "Council Matters" opportunity on the Council meeting agenda.

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Recommended actions by Council Committees should be reported to the Council. When serving on a Council Committee, whether standing or ad hoc, all work undertaken by the Committee must be directed by the Council, and all recommended actions of a Council Committee shall be reported to the Council.

X. Council Relationship with Town Staff

The Town Council has adopted a Council-Manager form of government. The Town Manager's powers and duties are outlined in the Town Code, Section 2.30.295.

Council Conduct and Communication with Town Staff

To enhance its working relationship with staff, Council should be mindful of the support and resources needed to accomplish Council goals. When communicating and working with staff, Council should follow these guidelines:

- A. *Council Members should treat staff as professionals.* Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. As with Council colleagues, practice civility and decorum in all interactions with Town staff.
- B. *Council Members should direct questions about policy, budget, or professional opinion to the Town Manager, Town Attorney, or Department Directors.* Council Members can direct questions and inquiries to any staff for information that is readily available to the general public or easily retrievable by staff.
- C. *The Town Manager and staff are responsible for implementing Town policy and/or Council action.* The processing of Council policy and decisions takes place with the Town Manager and staff. Council should not direct policy/program administrative functions and implementation; rather, it should provide policy guidance to the Town Manager.
- D. *Council Members should attempt to communicate questions, corrections, and/or clarifications about reports requiring official action to staff prior to Council meetings.* Early feedback will enable staff to address Council questions and incorporate minor corrections or changes to a Council report, resulting in a more efficient Council meeting discussion; however, this does not preclude Council Members from asking questions at Council Meetings.
- E. *Council Members should not direct the Town Manager to initiate any action, change a course of action, or prepare any report without the approval of Council.* The Town Manager's responsibility is to advise on resources available and required for a particular course of action as it relates to the direction of the majority of the Council.
- F. *Council Members should not attend department staff meetings unless requested by the Town Manager.*
- G. *All Council Members should have the same information with which to make decisions.* Information requested by one Council Member will be shared with all members of the Council.
- H. *Concerns related to the behavior or work of a Town employee should be directed to the Town Manager.* Council Members should not reprimand employees.

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- I. *Per California Government Code, Sections 3201-3209, Council Members should not solicit financial contributions from Town staff or use promises or threats regarding future employment.* Although Town staff may, as private citizens with constitutional rights, support political candidates, such activities cannot take place during work hours, at the workplace, or in uniform.

XI. Council Communication with the Public and other Council Members

The public has a reasonable expectation of being able to engage Town Council Members on matters of community concern. To meet this expectation while maintaining the integrity of Council proceedings and the clarity of Town positions, the following guidelines shall apply:

A. Expressing Opinions:

Council Members may express preliminary opinions on general policy matters or issues that are still in development. However, Council Members shall not express opinions or make statements regarding quasi-judicial matters—such as land use entitlements, permit appeals, or license revocations—prior to the public hearing and Council deliberation.

B. Personal Views and Policy Disagreement:

Council Members may, from time to time, share opinions regarding broad policy matters, even if those opinions conflict with adopted Council policy, or explain the reasoning behind an individual vote. When doing so, Council Members must clearly distinguish their personal views from official Town positions.

C. Clarity of Representation:

Unless expressly authorized by the Town Council, Council Members must not represent their personal opinions or those of others as official Town policy or as the position of the full Council or staff. In all communications, whether in writing, at community events, or in the media, Council Members should use clear language such as:
“Speaking for myself and not on behalf of the Town Council...”

D. General Conduct:

Council Members are expected to communicate honestly, respectfully, and transparently, and to avoid statements or implications that could mislead the public, other agencies, or Town staff regarding the official position of the Town or Town Council.

These requirements are intended to ensure open communication with the public while safeguarding the integrity of Council proceedings and the clarity of official Town positions.

XII. Enforcement

A. Purpose

The Council Code of Conduct Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations of Councilmembers. This section describes a process to facilitate the reporting of Code of Conduct policy violations or other misconduct and provides guidelines on responding to such reports.

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B. Procedures

1. Reporting of Complaints – Complaints related to a Council Code of Conduct policy violation or other misconduct shall be submitted through the Town Clerk in writing or in any other such form that can be reviewed, documented, retained, and transmitted to the Town Council.
 - a. The submission of a complaint is to allow the Town Council to receive and potentially consider further action related to such complaint.
 - b. The validity of any allegations provided through complaint can only be determined by the entire Town Council.
 - c. Complaint submission alone or a lack of Town Council action on the complaint is not a determination of validity on the basis of the complaint.
2. Submission of Complaint - To ensure completeness in the submission, the complaint should include the following information:
 - a. The identity of the complainant (unless protected by law);
 - b. Written narrative describing specifically the nature of the violation or misconduct and the individuals involved in such activity;
 - c. Citing the specific policy, code, regulation, or other authoritative guidance which is alleged to have been violated; and
 - d. Providing additional materials and evidence in support of the allegations.
 - i. If contact information is provided, the Town Clerk will acknowledge receipt of the submission.
3. Routing, Notification, and Retention
 - a. The Town Clerk will create a log of each complaint, maintain an updated status as to open/closed cases, and will retain any complaint and submitted material in accordance with the Town's document retention schedule.
 - b. Upon receipt, the Town Clerk will forward the complaint submission to the Town Attorney, and Town Manager.
 - c. Unless restricted by law, within five (5) business days of receipt, the Town Council shall receive notice of the complaint from the Town Clerk, including:
 - i. A copy of the complaint and any supporting documentation; and
 - ii. The identity of the complainant (unless protected by law).
4. Consideration of Complaint - The authority to review, consider, and act on a complaint is the responsibility of the Town Council. The process includes two steps – Informal and Formal.
 - a. Informal Review – The purpose of this first step is to allow Councilmember(s) to address any perceived concerns related to a complaint in a non-threatening and collaborative manner.
 - i. Any Councilmember can meet with the member, subject to the complaint, to engage in informal resolution of the complaint.
 - b. Formal Review – This second step is intended when two Councilmembers believe that the complaint is significant and Informal Resolution is not sufficient or was inadequate for the matter alleged.

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- i. During Council Matters, a Councilmember can request the agendizing of a submitted Code of Conduct complaint, and such will be agendized if there is one additional Councilmember concurring with the request.
- ii. Upon this action, Town staff will coordinate with the Mayor on the date of such agenda item, with the item to be heard no later than 60 days after the date of the request, or sooner as otherwise specified by the Town Council.
- c. Nothing in this policy will restrict the referring of any complaint to another appropriate reviewing body when required by law or the nature of the complaint (i.e., criminal conduct, FPPC violation, etc.).
- d. Unless otherwise provided by law, any complaint filed that within 60 days of the original Council notification date and has not been requested for Formal Review, shall be deemed expired and closed. No further proceedings will be available.
- e. After expiration or consideration by the Town Council, the complaint cannot be resubmitted for the same policy violation or misconduct previously alleged.

C. Formal Review Process



1. **Agenda Preparation** – The Town Attorney will prepare an agenda item providing the complaint and supporting material.
 - a. The agenda item will be listed under Council Matters and described as “Discussion and Consideration of Action Related to a Code of Conduct Violation Against Councilmember _____.”
 - b. The agenda staff report will include a brief introduction to the Code of Conduct policy and complaint process and will provide the possible actions the Council may consider.
 - c. Redaction of personally identifiable information will be at the discretion of the Town Attorney.
2. **Council Discussion and Possible Action**
 - a. The agendizing Councilmember will introduce the item citing, the nature of the complaint and the specific policy, code, regulation, or other authoritative guidance that is alleged to have been violated.
 - b. The Councilmember(s) subject to the complaint shall have the opportunity to speak to the item.
 - c. Public comment will be opened on the matter.
 - d. The Councilmember(s) subject to the complaint shall have the opportunity for a rebuttal.
 - e. The Council will deliberate on the item. If three Councilmembers believe that the violation or misconduct occurred, the Council will need to make a motion and second the motion sustaining the specific allegation and making a recommendation for disciplinary action.

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3. **Sanction** – One or more of the following sanctions may be imposed on a Council member at the Council’s discretion:
- a. No Action
 - b. Public Admonishment – A warning directed publicly at a Council Member regarding specific behavior.
 - c. Revocation of Special Privileges – Temporary or permanent removal of committee assignments, board or commission appointments, official travel privileges, conference attendance, or ceremonial titles such as Mayor or Vice Mayor.
 - d. Censure – A formal statement or resolution by the Council officially reprimanding a Council Member.
 - e. Suspension from Mayoral and Vice Mayoral Selection Process – Per Town Municipal Code, Section 2.20.035, the selection of the Mayor and Vice Mayor occurs annually at a special meeting in December by majority vote of the Town Council. The Council can act to deem a Councilmember ineligible to serve for a specified period.

APPROVED AS TO FORM:

Gabrielle Whelan, Town Attorney

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

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.

Alternative Language 1:

Commissioners are not allowed to engage in activity which would constitute a violation of this Policy, nor does anything in this Policy transfer authorities vested in the Town Council or Town Manager to a Commission or individual commissioners. Nothing in this policy shall infringe on the constitutional rights of Commissioners, including the right to free expression.

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. Commissioners serve at the will of the Council.

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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 guidance from commission staff person when questions arise regarding their duties or ethical requirements. If needed, the commission staff person will coordinate with 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~~may 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. Compliance and Operational 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:

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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.

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.

Alternative Language 2:

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

F. Applicable Laws and Town Policies

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

G. Workplan

Matters to be done outside of the Commission meeting will require Town Council approval through the workplan before any such activity may be performed on behalf of the Town or Commission. Items listed on the workplan as discussion-only, or those with no staff time allocated, are not considered action items and do not provide the necessary Town Council approval to conduct any activities in an official Commissioner capacity. They are intended solely to facilitate discussion during agendaized commission meetings on topics within the commission's scope.

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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

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. This can be accomplished by using language such as: "Speaking for myself and not on behalf of the Commission or the Town . . ."
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.

Alternative Language 3:

Copies of 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 commission staff liaison to share with to the other members, the Town Council, and Town Manager, and the Council as a matter of information and courtesy. In order to prevent any Brown Act violations, if the topic is within the purview of the Board, Commission, or Council, a majority of the Board, Commission, or Council will not discuss the communication, but it can be

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requested to be added to a future meeting agenda for discussion in a meeting that is open to the public.

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.

Alternative Language 4 (also replaces Alternative Language 3):

Replace A and B with the following:

All communications and interactions between Commissioners must comply with the Brown Act, and nothing in this Policy shall be interpreted as limiting the rights or obligations established by that law.

A. Public Meeting

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

B. External Representation

1. Commissioners are not authorized to represent the Town outside of official commission meetings unless specifically authorized to do so by the Town Council.
2. When Commissioners communicate outside of official commission meetings, or in a manner that is not authorized by Town Council, they shall clearly and explicitly convey that such communication is provided as an individual and does not in any way represent the Commission, Town, or Town staff. This can be accomplished by using language such as: "Speaking for myself and not on behalf of the Commission or the Town . . ."

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
 - i. Unprofessional or discourteous communication.
 - 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.

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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

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.

Alternative Language 5:

B. Procedures

1. Complaints related to a Code of Conduct policy violation or other misconduct shall be submitted through the Town Clerk in writing or in any other such form that can be reviewed, documented, retained, and transmitted.
2. Upon receipt, the Town Clerk will forward the complaint submission to the appropriate staff member for review and consultation.
3. Following this, a memorandum shall be prepared by staff and distributed to the Town Council through the Town Manager, notifying them of the complaint. In accordance with Council Policy 2-01, Section I, any Council Member may request that a discussion of the complaint be scheduled on a future agenda.

C. Disciplinary Action

Disciplinary action may be imposed by the Council upon Commissioners who have violated the Code of Conduct Policy or other misconduct. In determining the type of sanction imposed, the following factors may be considered including but not limited to:

- Nature of the violation,
- Prior violations by the same individual, and

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<ul style="list-style-type: none"> • <u>Other factors which bear upon the seriousness of the violation.</u>
<u>Commissioners who have been notified by the Town Clerk that they are out of compliance with State or Town mandated requirements for Ethics Training or Fair Political Practices Commission Form 700 filings shall not be permitted to attend commission meetings until they are compliant. Any resulting absences will be counted as unexcused and may result in automatic forfeiture of the position if the total exceeds the allowable absences outlined in the Attendance Requirements section of Council Policy 2-11.</u>
<u>1. Types of Sanctions</u>
<u>At the discretion of the Town Council, sanctions may be imposed for violating the Code of Conduct or engaging in other misconduct. The Commissioner will be given notice and an opportunity to provide a written or verbal response prior to any sanctions. These actions may be applied individually or in combination. They include, but are not limited to:</u>
<ul style="list-style-type: none"> <u>a. Public Admonishment – A warning directed publicly at a Commissioner regarding specific behavior.</u> <u>b. Removal – A Commissioner may be removed by a 3/5 vote of the Town Council at any time, with or without cause, in accordance with the Town's policies. While removal may be used as a response to a violation of this policy, it is not limited to disciplinary situations and may occur at any time at the Council's discretion.</u>

APPROVED AS TO FORM:

Gabrielle Whelan, Town Attorney

From: [Jeffrey P. Blum, Mediator and Private Judge](#)
To: [Clerk](#)
Cc: [Council](#)
Subject: Town Council Special Study Session on 6/17/2025 on Code of Conduct Policy
Date: Wednesday, June 11, 2025 1:30:15 PM
Attachments: [towncouncil6112025.docx](#)

[EXTERNAL SENDER]

To Whom It May Concern:

Please see attached memo for inclusion in the Town Council's Agenda Packet.

Please confirm receipt.

Thank you.

Jeffrey P. Blum, Attorney at Law
Family Law Mediation and Private Judging

[REDACTED]
Los Gatos, California 95032

Telephone: [REDACTED]

Website: [REDACTED]

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To: The Los Gatos Town Council:

From: Jeffrey P. Blum

Date: 6/12/2025

Dear Town Council: I am a Commissioner on the Community Health and Senior Services Commission. I write this memo on my individual behalf and not as a Commissioner, however.

Subject: Comparative Analysis of Communication and Inquiry Policies for Board and Commission Members in Palo Alto, Mountain View, Cupertino, and Campbell.

This document is intended for review and consideration by the Town Council during the Town Council's June 17, 2025, study session regarding the town's code of conduct policy.

Overview

This memorandum provides a comparative analysis of the policies governing communications by members of Boards, Commissions, and Committees (BCCs) with the public and media, as well as policies regarding the authority of BCC members to conduct independent investigations or inquiries. The cities reviewed include Palo Alto, Mountain View, Cupertino, and Campbell.

1. Media and Public Communications

City	Policy Summary	Remarks
Palo Alto	BCC members must clarify personal vs. official capacity; must not speculate or make binding commitments; encouraged to route media inquiries through Chair and Communications Office.	Restrictive tone may chill participation or independent expression; high centralization of message control.
Mountain View	No formal restrictions found; standard Brown Act engagement applies; no explicit constraints on individual commissioner speech.	Offers greater speech latitude; more reliant on informal norms and staff coordination.

Cupertino	Emphasizes speaking only on behalf of the full commission; discourages public persuasion or dissent; no gag order.	Suggests caution in independent communication; expectations set implicitly rather than formally.
Campbell	No formal policy located; governed by general ethics guidelines and voluntary Statement of Values emphasizing civility and respect.	Most flexible; relies on personal judgment and voluntary norms.

2. Investigations and Inquiries by BCC Members

City	Policy Summary	Remarks
Palo Alto	Commissioners may not expend time or resources on topics not in the Council-approved work plan.	Effectively prohibits independent inquiries unless explicitly sanctioned.
Mountain View	No explicit prohibition found; commissions likely expected to coordinate with staff.	Ambiguous; absence of rules may support discretion but also lead to inconsistent practices.
Cupertino	No codified policy found; expectation appears to be commission-wide efforts with staff support.	Informal barriers may inhibit initiative or independent research.
Campbell	No formal restriction identified; expected to work within advisory scope and collaborate with staff as needed.	Permissive in absence of explicit rules; potential for greater individual initiative.

Legal and Constitutional Considerations

Under the First Amendment and case law such as *Bond v. Floyd* and *Pickering v. Board of Education*, appointed commissioners:

- Retain the right to speak publicly as private citizens on matters of public concern.
- May not be compelled to remain silent merely to preserve a uniform city message.
- Should not be prohibited from seeking non-binding information from third parties unless doing so misuses city resources or misrepresents authority.
- More importantly, commissioners retain First Amendment rights. Courts have affirmed that appointed officials may speak, inquire, and seek information so long as they do not claim to represent the Town's official position.
- Cases like *Sprague v. Spokane Valley* and *Zilich v. Longo* confirm that commissioners can engage third parties, conduct outreach, and gather facts. This is protected speech—essential to public service and democratic governance.
- Blanket pre-approval of all commission communication risks unconstitutional prior restraint and chills the volunteerism that sustains our advisory bodies. It fosters centralized control at the expense of transparency, dialogue, and meaningful input.

Recommendation

Considering the above, I respectfully recommend that Los Gatos consider adopting language such as the following to protect both organizational integrity and constitutional rights:

“Commissioners may speak publicly, including to the media, and are encouraged to support informed civic dialogue. They must clearly indicate whether they are speaking in a personal or official capacity and may not represent the commission's views unless formally authorized by the Commission, Town staff, or the Town Council. Commissioners shall not commit Town resources without prior approval.

Staff coordination is encouraged and may be required for communications involving legal, financial, or policy matters. Outreach and fact-finding within the commission's scope are permitted, provided they are conducted professionally."

This language promotes transparency, intellectual freedom, and civic participation, while maintaining accountability and coordination within city government.

Prepared by: Jeffrey P. Blum; [REDACTED], Los Gatos,
California 95032; [REDACTED]

From: Gordon Yamate [REDACTED]
Sent: Friday, June 13, 2025 5:41 AM
To: Chris Constantin <CConstantin@losgatosca.gov>
Cc: Katy Nomura <KNomura@losgatosca.gov>; Holly Young <HYoung@losgatosca.gov>
Subject: Commissioner Code of Conduct

[EXTERNAL SENDER]

Please note that this communication is being made in my personal and individual capacity and not as a member of, or on behalf of, the Town of Los Gatos DEI Commission, nor is it intended to, nor does it in fact, represent the position of the Town of Los Gatos DEI Commission.

Hi Chris—I will be returning from overseas on Tuesday, June 17, 2025, and will likely be unable to attend the Town Council’s Policy Committee meeting on that day (as reported in the press) when that Committee reconsiders the Code of Conduct for Town Commissions. I did not see any meeting notice posted online for the Policy Committee, but in the abundance of caution I wanted to make sure these comments were provided to the Policy Committee. In light of the concerns raised by various commissioners and Jeffrey Blum’s opinion column in the *Los Gatan* newspaper dated May 29, 2025, I would recommend the following changes to the draft policy presented in agenda item 11 on May 6, 2025:

- (1) Article VI, Section A—the new code requires commissioners to use formalities during the DEI Commission’s deliberations. While I appreciate the need for respectful conversations and deliberations, I believe that already occurs at the DEI Commission. Our prior Town Manager actually allowed less formal communications, recognizing that the nature of DEI Commission’s conversations are often different from other commissions. They are difficult conversations because they confront and reveal our own personal values, experiences and beliefs that are currently under attack. I would suggest that the following be added to the sentence in Section A:

“..., except where at the discretion of the Chair less formal references would facilitate more comfortable, effective, and/or deeper conversations among Commissioners.”
- (2) Article VI, Section B—paragraphs 2 and 3 should be deleted in their entirety and the numbering of paragraph 1 can be deleted as it would be the sole paragraph of Section B.
- (3) Article VII, Section B—as noted from public comments and the op ed piece in the *Los Gatan*, if the Policy Committee insists on retaining paragraph 2, that paragraph should at a minimum be revised so that the Town Council or a subcommittee of the Town Council consisting of three Councilmembers considers any complaint brought against any Commissioner, a copy of the complaint is promptly furnished to that Commissioner following receipt by the Town or any Town official, and the Town Council or subcommittee, as the case may be, has had an opportunity to

review and discuss the complaint with that Commissioner prior to making any decision regarding the complaint.

Gordon Yamate

[REDACTED]
[REDACTED]