



**TOWN OF LOS GATOS
COUNCIL AGENDA REPORT**

MEETING DATE: 6/17/2025

ITEM NO: 1

DATE: June 12, 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; and Consideration of a Temporary Suspension of Restrictions Related to Commissioners Serving on Non-Profit Boards Receiving Town Funding

RECOMMENDATION:

Staff recommends that the Town Council 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 changes as recommended by the Policy Committee, or as otherwise recommended by Town Council; and approve a temporary suspension of restrictions related to Commissioners serving on a non-profit board that receive funding from the Town.

FISCAL IMPACT:

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

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 each other Boards and Commissions, the public, the media, and Town staff. In addition, the Policy outlines Council Members's roles and conduct before, during, and outside of Council meetings, including the specific duties of the Mayor and Vice Mayor. The Policy was last updated in October of 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, Town Attorney, and Finance Director

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: May 6, 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.

DISCUSSION:

In 2025, the Policy Committee held four meetings to review and update the Town's Code of Conduct policies. On January 29, the Committee began its review with a focus on clarifying and enhancing the policy to promote a respectful and transparent environment that reflects best practices in public governance and complies with all relevant legal requirements. On February 25, the Committee reviewed proposed revisions to improve clarity, align with FPPC requirements, and enhance the enforcement process, including procedures for handling complaints and recommending an annual summary of complaint activity. The Committee also expressed interest in developing a separate Code of Conduct for Boards, Committees, and Commissions.

At its March 25 meeting, the Committee continued its review of the Council Code of Conduct, recommending refinements to improve clarity, streamline communication protocols, and update legal references. On April 22, the Committee reviewed the draft Code of Conduct for Boards, Committees, and Commissions, with a focus on clarifying the roles of Commissioners, outlining procedures for activities outside regular meetings, and improving communication protocols. The Committee supported the recommended changes and voted to forward the updated policy to the Town Council for consideration.

The Committee recommended policies were brought to Council for consideration at the May 6 meeting. At that meeting, community members and Council Members expressed several concerns regarding the draft policies. In response, staff developed revisions to address the issues raised as additional options for the Council to consider.

Town Council Code of Conduct Policy

The revisions to the Council Code of Conduct Policy respond to 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 as essential to fostering public trust and ethical governance. It clarifies that Council Members may express personal views on policy matters, including those that differ from adopted Council positions, as long as such statements are clearly identified as individual opinions and not official Town positions.

To further address procedural concerns, alternate changes simplify the complaint process and reduce the potential for misuse. The revised policy introduces a more flexible structure allowing

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: May 6, 2025

minor concerns to be resolved informally and collaboratively, while more serious matters may be elevated to formal Council review. Complaints must be submitted in writing or another documentable format to the Town Clerk and include a description of the alleged violation and any supporting materials. The Town Clerk will log, retain, and forward complaints to the appropriate parties and notify the full Council within five business days.

To provide flexibility and encourage early resolution, the process includes an informal review option for Council Members to address concerns directly and collaboratively. More serious matters, or when the informal process is not sufficient, may be escalated to a formal review if two Council Members request that the item be placed on a future agenda. Formal Council review occurs during a public meeting, with possible outcomes ranging from no action to public admonishment, censure, or loss of certain privileges. These updates are intended to maintain procedural integrity, encourage respectful dialogue, and support good governance.

Board, Committee, and Commission Code of Conduct Policy

The revisions to the Commissioner Code of Conduct clarify that the policy is not intended to restrict constitutionally protected speech or infringe upon obligations under the Brown Act. Feedback regarding communication limitations led staff to recommend a streamlined provision distinguishing between personal and official capacities. This provision allows Commissioners to express views publicly as individuals, provided appropriate disclaimers are included.

Staff also recommends adjustments to the complaint and enforcement process to enhance transparency and fairness. Complaints must be submitted in a documentable format to the Town Clerk, and each submission will be addressed by the staff liaison with notification sent to the full Council. Council may at any time decide that a complaint or issue should be agendaized for discussion. This approach is intended to prevent unilateral actions and promote procedural integrity.

To ensure compliance with open meeting laws, the language explicitly states that all communications must adhere to the Brown Act. In response to enforcement concerns, staff suggests a collaborative approach that allows minor issues to be addressed by staff while reserving Council involvement for more significant matters. This change removes punitive language and promotes a more welcoming environment.

Temporary Suspension of Non-Profit Board Membership Restriction

The current Code of Conduct policy restricts a board member, commissioner, or committee member from serving on the board of a non-profit when any funding is given to such non-profit. The provision appears to be intended to avoid the conflict of interest that may occur

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: May 6, 2025

when a non-profit board director can make a decision which financially benefit's their non-profit.

In normal conflict of interest situations, the conflicted member is able to recuse themselves from the decision when they have a financial interest. The Town's policy makes that recusal, in effect, an ineligibility to serve at all on the board, commission, or committee, when a recusal may be sufficient.

Town staff are looking to perform an update on the Boards, Commissions, and Committees' handbook where conflict of interest will also be addressed. In the intervening time, staff are recommending the Council consider suspending this restriction in the Code of Conduct policy until such changes are considered later this year.

CONCLUSION:

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 address Council and community concerns, clarify expectations for communication and conduct, and ensure alignment with legal and ethical standards. These updates are presented for Council review and discussion. Staff welcomes Council input on the proposed policies, including any suggested amendments. Feedback received during this meeting will be used to finalize the policies for formal adoption. In addition, staff recommends Council approve a temporary suspension of the restriction on Commissioners serving on non-profit boards receiving Town funding, to provide flexibility during the implementation period.

COORDINATION:

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

ENVIRONMENTAL ASSESSMENT:

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

intended

Attachments:

1. Redline Council Code of Conduct Policy 2-04 Recommended by Policy Committee
2. Alternative Revised Code of Conduct Policy 2-04
3. Current Code of Conduct Policy 2-04
4. Matrix of Changes from Current to Policy Commission Redline
5. Draft Boards, Committee, and Commission Code of Conduct Policy
6. Alternative Revised Board, Committee, and Commission Code of Conduct Policy
7. Public Comment