



**TOWN OF LOS GATOS  
COUNCIL AGENDA REPORT**

MEETING DATE: 05/05/2025

ITEM NO: 1

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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

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

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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

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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:

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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