



EXHIBIT A

ADMINISTRATIVE POLICY

SUBJECT: CODE OF ETHICS AND CONDUCT FOR ELECTED AND APPOINTED OFFICIALS

SECTION 1: POLICY

This policy shall be referred to as the Code of Ethics and Conduct for Elected and Appointed Officials (“Code of Ethics and Conduct”).

SECTION 2: PURPOSE

The City of East Palo Alto (“City”) has established this Code of Ethics and Conduct for members of the City Council and the City’s boards, commissions, and committees to assure public confidence in the integrity of local government and its effective and fair operation. The Code of Ethics and Conduct is designed to describe the manner in which Councilmembers and members of City boards, commissions, and committees should treat one another, City staff, constituents, and others they come into contact with while representing the City of East Palo Alto.

SECTION 3: APPLICABILITY

This Code of Ethics and Conduct applies to the East Palo Alto City Council (“City Council”), and City boards, commissions, and committees (“Advisory Bodies”). For ease of reference in the Code of Ethics and Conduct, the term “Member” refers to any member of the City Council or City Advisory Bodies established by City ordinance, resolution, or Council policy.

SECTION 4: ETHICS

A. Introduction: The residents and businesses of the City are entitled to have fair, ethical and accountable local government. To this end, the public should have full confidence that their elected and appointed officials:

1. Comply with both the letter and spirit of the laws and policies affecting the operations of government;
2. Are independent, impartial and fair in their judgment and actions;
3. Use their public office for the public good, not for personal gain; and
4. Conduct public deliberations and processes openly, unless required by law to be confidential, in an atmosphere of respect and civility.

- B. Rule: Members shall comply with all applicable ethics laws, rules, and guidelines, including those set forth in this section.
- C. Act in the Public Interest: Recognize that stewardship of the public interest must be their primary concern, and that Members will work for the common good of the people of East Palo Alto and not for any private or personal interest, and will assure fair and equal treatment of all persons, claims and transactions coming before them.
- D. Comply with both the spirit and the letter of the Law and City Policy: Members shall comply with the laws of the nation, the State of California, and the City of East Palo Alto in the performance of their public duties.
- E. Conduct of Members: The professional and personal conduct of Members while exercising their office must be above reproach and avoid even the appearance of impropriety. Members shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other members of City Council, Advisory Bodies, City staff or the public.
- F. Respect for Process: Members shall perform their duties in accordance with the processes and rules of order established by the City Council.
- G. Conduct at Public Meetings: Members shall prepare themselves for public issues, listen courteously and attentively to all public discussions before the body, and focus on the business at hand.
- H. Decisions Based on Merit: Members shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations. When making adjudicative decisions (those decisions where the Member is called upon to determine and apply facts particular to an individual case), Members shall maintain an open mind until the conclusion of the hearing on the matter and shall base their decisions on the facts presented at the hearing and the law.
- I. Communication: For adjudicative matters pending before the body, Members shall refrain from receiving information outside of an open public meeting or agenda materials, except on advice of the City Attorney. Members shall publicly disclose substantive information that is relevant to a matter under consideration by the body which they may have received from sources outside of the public decision-making process.
- J. Conflict of Interest: In order to assure their independence and impartiality on behalf of the common good and compliance with conflict of interest laws, Members shall use their best efforts to refrain from creating an appearance of impropriety in their actions and decisions. Members shall not use their official positions to influence government decisions in which they have (1) a material financial interest, (2) an organizational responsibility or personal relationship which may give the appearance of a conflict of interest, or (3) a strong personal bias.

A Member who has a potential conflict of interest regarding a particular decision shall disclose the matter to the City Attorney and reasonably cooperate with the City Attorney to analyze the potential conflict. If advised by the City Attorney to seek advice from the Fair Political Practices Commission (“FPPC”) or other appropriate state agency, a Member shall not participate in a decision unless and until he or she has requested and received advice allowing the Member to participate. A Member shall diligently pursue obtaining such advice. The Member shall provide the Mayor and the City Attorney a copy of any written request or advice, and conform his or her participation to the advice given. In providing assistance to Members, the City Attorney represents the City and not individual members.

In accordance with the law, Members shall disclose investments, interests in real property, sources of income, and gifts; and if they have a conflict of interest regarding a particular decision, shall not, once the conflict is ascertained, participate in the decision and shall not discuss or comment on the matter in any way to any person including other members unless otherwise permitted by law.

- K. Gifts and Favors: Members shall not take any special advantage of services or opportunities for personal gain, by virtue of their public office that is not available to the public in general. Members shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.
- L. Confidential Information: Members must maintain the confidentiality of all written materials and verbal information provided to Members which is confidential or privileged. Members shall neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial or other private interests.
- M. Use of Public Resources: Members shall not use public resources which are not available to the public in general (e.g., City staff time, equipment, supplies or facilities) for private gain or for personal purposes not otherwise authorized by law.
- N. Representation of Private Interests: In keeping with their role as stewards of the public interest, members of City Council shall not appear on behalf of the private interests of third parties before the City Council or any Advisory Body or proceeding of the City, nor shall members of any Advisory Body appear before their own bodies or before the City Council on behalf of the private interests of third parties on matters related to the areas of service of their bodies.
- O. Advocacy: Members shall represent the official policies or positions of the City Council, or Advisory Body, to the best of their ability when designated as delegates for this purpose. When presenting their individual opinions and positions, Members shall explicitly state they do not represent their Advisory Body or the City of East Palo Alto, nor will they allow the inference that they do. Councilmembers and Advisory members have the right to endorse candidates for all Council seats or other elected offices. However, it is inappropriate to mention or display endorsements during City Council meetings, or Advisory Body meetings, or other official City meetings.

- P. Policy Role of Members: Members shall respect and adhere to the council-manager structure of City government as outlined in the East Palo Alto Municipal Code. In this structure, the City Council determines the policies of the City with the advice, information and analysis provided by City staff, Advisory Bodies, and the public. Except as provided by the East Palo Alto Municipal Code, Members shall not interfere with the administrative functions of the City or the professional duties of City staff, nor shall they impair the ability of City staff to implement Council policy decisions.
- Q. Independence of Advisory Bodies: Members of City Council shall refrain from using their position to unduly influence the deliberations or outcomes of Advisory Body proceedings. This is necessary due to the value of the independent advice of Advisory Bodies to the public decision-making process.
- R. Positive Workplace Environment: Members shall support the maintenance of a positive and constructive workplace environment for City employees and for residents and businesses interacting with the City. Members shall recognize their special role in dealings with City employees and shall not create the perception of inappropriate direction to City staff.

SECTION 5: CONDUCT RULES

The Conduct Rules set forth in Sections 6-14 are designed to describe the manner in which Members should treat one another, City staff, constituents, and others they come into contact with while representing the City of East Palo Alto.

SECTION 6: ELECTED AND APPOINTED OFFICIALS' CONDUCT WITH EACH OTHER IN PUBLIC MEETINGS

- A. Introduction: Members are individuals with a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all have chosen to serve in public office in order to preserve and protect the present and the future of the community. In all cases, this common goal should be acknowledged even though individuals may not agree on every issue.
- B. Respect the Chair: It is the responsibility of the chair to keep the comments of Members on track during public meetings. Members should respect efforts by the chair to focus discussion on current agenda items. If there is disagreement about the agenda or the chair's actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.
- C. Practice Civility and Decorum: Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of debate by a free democracy in action. However, free debate does not require nor justify public officials to make belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments.

- D. Avoid Offensive Comments: If a Member is personally offended by the remarks of another member, the offended member should make notes of the actual words used and call for a "point of personal privilege" that challenges the other member to justify or apologize for the language used. The chair will maintain control of this discussion.
- E. Demonstrate Effective Problem-solving Approaches: Members have a public stage and have the responsibility to show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

SECTION 7: CITY COUNCIL AGENDA SETTING

A. Agenda Setting Process:

1. *The Agenda Committee*. The Agenda Committee is comprised of the Mayor and Vice Mayor. The charge of the Agenda Committee is to work with Staff to plan City Council Meetings. There are three primary purposes to Agenda Committee meetings: 1) to plan how City Council Meetings will be conducted, including review of approximate time allocations for agenda item presentations and to ensure adequate time for large complex items; 2) to identify any issues or questions that may need greater staff preparation for the meeting; and 3) to discuss future meetings, including items to be included on future meeting agendas.

Consideration in building the agenda should be given to the potential length of the meeting and at what point items of significant public concern may be heard. The purpose of the meeting is not to work on policy issues. Normally, the Mayor and Vice Mayor attend the Agenda Committee meetings with the City Manager, City Attorney, and other staff, as appropriate. The Mayor and Vice Mayor's roles are to represent the interests of the entire Council.

2. *Councilmember Requests to the Agenda Committee*. A City Council member may submit a request to the Agenda Committee to add a matter to a future meeting agenda. The request may be written directly to the Agenda Committee or made verbally under Council Reports at any public meeting of the Council. The request will be considered at the Agenda Committee meeting.
 - i. *The Decision*. The Agenda Committee may grant any such request as a matter of courtesy without further discussion and will agendize the requested item for a future agenda as soon as practicable, considering staff input on operational and budgetary capacity. If the Agenda Committee is unable to arrive at a consensus on the request, the Mayor or Vice Mayor may grant the request outright.

If the Agenda Committee denies the request, then the requesting councilmember may make the request through the City Manager. In that instance, the City Manager would ensure an item would be added to the next City Council meeting agenda under "Council Reports" to discuss the request for the item to be added to another future agenda. When discussing the request during "Council Reports," as an ordinary agenda item where parliamentary rules of procedure apply, the entire Council would consider the request to add the item to a future agenda. If a

majority of the Council votes to grant the request, the councilmember who made the request will work with the City Manager and a member of the Agenda Committee to agendaize the requested item for a future agenda, as soon as practicable considering staff input on operational and budgetary capacity, on a date agreed upon by the councilmember, Agenda Committee representative, and the City Manager.

- B. Proclamations: To the extent possible, Councilmembers must submit Proclamations requests to the Mayor or Vice Mayor and the City Clerk at least two weeks in advance of the event for recognition of the person who is the subject of the Proclamation. The Proclamation must have a contact name, email/phone number, and a sample of the wording.
- C. Special Presentations: Councilmembers must submit requests for special presentations to the Mayor/Vice Mayor for consideration of agenda placement at the Mayor/Vice Mayor meeting.
- D. Letter of Support: If a letter of support is written in an individual Councilmember's capacity, the letter shall reflect that it reflects only the viewpoint of the author and not the full City Council. The author shall provide the City Clerk a copy of the letter for official retention.

SECTION 8: ELECTED AND APPOINTED OFFICIALS' CONDUCT WITH THE PUBLIC IN PUBLIC MEETINGS

- A. Introduction: Making the public feel welcome is an important part of the democratic process. No signs of partiality, prejudice or disrespect should be evident on the part of individual members toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.
- B. Equitable Time Limits: The chair will determine and announce limits on speakers at the start of the public hearing process.
- C. Practice Active Listening: While questions or clarification may be asked, a Member's primary role during public testimony is to listen.
- D. Maintain an Open Mind: The public deserves an opportunity to influence the thinking of elected and appointed officials and Members shall maintain an open mind.
- E. Avoid Debate or Argument: Only the chair – not individual members – can interrupt a speaker during a presentation. However, a Member can ask the chair for a point of order if the speaker is off the topic or exhibiting behavior or language the Member finds disturbing.

SECTION 9: ELECTED AND APPOINTED OFFICIALS' CONDUCT WITH THE CITY STAFF

- A. Introduction: Governance of a City relies on the cooperative efforts of elected officials, who set policy, appointed officials who advise the elected officials, and City staff who implement and administer the City Council's policies. Therefore, every effort should be made to be cooperative and show mutual respect for the contributions made by each individual for the good of the community.

- B. Respect City Staff: Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Poor behavior towards City staff is not acceptable.
- C. Council Requests to City Manager: City Council requests that deal with policy or fiscal issues or requests that may be construed as direction shall be directed to the City Manager. City Council members may contact department directors for general inquiries or questions. City Council members may also correspond directly with the City Attorney.
- D. Council Agenda Questions: City Council requests for answers to questions on council agenda items should be submitted to the City Manager, City Attorney or relevant department director or manager prior to the meeting whenever possible.
- E. Avoid Disruption: Members should not disrupt City staff while they are in meetings, on the phone, or engrossed in performing their job functions in order to have their individual needs met. Members should not attend City staff meetings unless requested by City staff, as the Member's presence may imply support, show partiality, intimidate City staff, or hamper City staff's ability to do their job objectively.
- F. Refrain from Public Criticism: Members should never express concerns about the performance of a City employee in public, to the employee directly, or to the employee's manager. Councilmember comments about City staff performance should only be made to the City Manager or City Attorney through private correspondence or conversation. Appointed officials should make their comments regarding City staff to the City Manager, City Attorney, or the Mayor.
- G. Avoid Administrative Functions: Members acting in their individual capacity must not attempt to influence City staff on the making of appointments, awarding of contracts, selecting of consultants, processing of development applications, or granting of City licenses and permits.
- H. Refrain from Political Influence: Members should not solicit any type of political support (financial contributions, display of posters or lawn signs, name on support list, etc.) from City staff. City staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace.
- I. No Attorney-Client Relationship: Members shall not seek to establish an attorney-client relationship with the City Attorney, including his or her staff, and attorneys contracted to work on behalf of the City. The City Attorney represents the City and not individual members. Members who consult with the City Attorney cannot enjoy or establish an attorney-client relationship with the City Attorney.

SECTION 10: CITY COUNCIL CONDUCT WITH ADVISORY BODIES

- A. Introduction: The City has established several Advisory Bodies as a means of gathering more community input. Residents who serve on Advisory Bodies become more involved in government and serve as advisors to the City Council. They are a valuable resource to the City's leadership and should be treated with appreciation and respect.

- B. Conduct at Advisory Body Meetings: Councilmembers may attend any Advisory Body meeting, which are always open to any member of the public. However, Councilmembers should be sensitive to the way their participation – especially if it is on behalf of an individual, business or developer – that could be viewed as unfairly affecting the process. Any public comments by a Councilmember at an Advisory Body meeting should be clearly made as individual opinion and not a representation of the viewpoint of the entire City Council. Individual Councilmembers are also responsible to ensure compliance with the Brown Act at all times.
- C. Limit Contact with Advisory Body Members: It is inappropriate for a Councilmember to contact an Advisory Body member to lobby on behalf of an individual, business, or developer, and vice versa. It is acceptable for Councilmembers to contact Advisory Body members in order to clarify a position taken by the Board, Committee or Commission.
- D. Respect the Role of Advisory Body Members: The City Council appoints individuals to serve on Advisory Bodies, and it is the responsibility of Advisory Bodies to follow policy established by the City Council. However, Advisory Body members do not report to individual Councilmembers, nor should Councilmembers feel they have the power or right to threaten Advisory Body members with removal if they disagree about an issue. Appointment and re-appointment to an Advisory Body should be based on such criteria as expertise, ability to work with City staff and the public, and commitment to fulfilling official duties. A Board, Committee, or Commission appointment should not be used as a political "reward."
- E. Be Respectful of Diverse Opinions: A primary role of Advisory Bodies is to represent many points of view in the community and to provide the City Council with advice based on a full spectrum of concerns and perspectives. Councilmembers may have a closer working relationship with some individuals serving on Advisory Bodies, but must be fair and respectful of all residents serving on Advisory Bodies.
- F. Refrain from Political Influence: Advisory Body members may offer political support to a Councilmember, but not in a public forum while conducting official duties. Conversely, Councilmembers may support Advisory Body members who are running for office, but not in an official forum in their capacity as a Councilmember.

SECTION 11: CONDUCT OF CITY STAFF RELATED TO PUBLIC MEETINGS

- A. Staff Report Writing: The City Manager shall supervise and approve all City staff reports that are published as part of the City Council agenda. City staff shall prepare well-written staff reports and provide accompanying documents on all agenda items in accordance with the agenda format and preparation schedule. Furthermore, the City Manager shall advise management staff of potentially political or controversial issues coming before the City Council and direct City staff to be present and appropriately prepared at City Council meetings.
- B. Council Inquiries: City staff shall be available for questions from City Council members in accordance with the Brown Act prior to and during meetings and shall respond to questions during meetings only when requested to do so by Council members, the City Manager, or the City Attorney.

- C. Decorum: City staff shall refrain from arguing with the City Council members, Advisory Body members, and the public. Electronic equipment that is not otherwise being used for public meeting purposes shall be set to silent or off mode during public meetings.
- D. Keeping Council Informed: To the extent permitted by the Brown Act, the City Manager and City staff shall keep the Mayor and City Council members informed of significant issues in the City of East Palo Alto.

SECTION 12: CONDUCT WITH THE MEDIA

- A. Introduction: Councilmembers are frequently contacted by the media for background and quotes. The best advice for dealing with the media is to never go "off the record." Most members of the media represent the highest levels of journalistic integrity and ethics, and can be trusted to keep their word. However, one bad experience can be catastrophic. Words that are not said cannot be quoted.
- B. Mayor as Spokesperson: The Mayor is the designated representative of the City Council to present and speak on an official City position. If an individual Councilmember is contacted by the media, the Councilmember should be clear about whether their comments represent the official City position or a personal viewpoint.
- C. Choose Words Carefully: Comments taken out of context can cause problems. Be especially cautious about humor, sardonic asides, sarcasm, or word play. It is never appropriate to use personal slurs or swear words when talking with the media.
- D. Limits on Advisory Body Members: Advisory Body members are not authorized to represent the City outside of official advisory body meetings unless specifically authorized to do so.

SECTION 13: SANCTIONS

- A. Acknowledgement of Code of Ethics and Conduct: Councilmembers who do not sign an acknowledgement that they have read and understand the Code of Ethics and Conduct shall be ineligible for intergovernmental assignments or Council subcommittees. Advisory Body members who do not sign an acknowledgement that they have read and understand the Code of Ethics and Conduct are not eligible to hold office.
- B. Standards and Expectations: The Code of Ethics and Conduct expresses standards of ethical conduct expected for members of the City Council, and Advisory Bodies. Members have the primary responsibility to assure that ethical standards are understood and met, and that the public can continue to have full confidence in the integrity of government. The Mayor and City Council, and chairs of City Advisory Bodies have the additional responsibility to intervene when actions of Members that appear to be in violation of the Code of Ethics and Conduct are brought to their attention.
- C. Councilmember Sanctions: Councilmembers who intentionally and repeatedly do not follow proper conduct may be reprimanded or censured by the City Council, lose seniority or

committee assignments (both within the City of East Palo Alto and with intergovernmental agencies) or other privileges afforded by the Council (i.e., restrictions on official City travel).

Individual Councilmembers should point out to the offending Councilmember the perceived infractions of the Code of Ethics and Conduct. If the offenses continue, then the matter should be referred to the Mayor in private. If the Mayor is the individual whose actions are being questioned, then the matter should be referred to the Vice Mayor. It is the responsibility of the Mayor (or Vice Mayor) to initiate action if a Councilmember's behavior may warrant sanction. If no action is taken by the Mayor (or Vice Mayor), then the alleged violation(s) can be brought up with the full City Council.

D. Advisory Body Member Sanctions:

1. Counseling: Counseling and verbal warnings may be administered by the Mayor to an Advisory Body member failing to comply with City policy. This lower level of sanctions shall be kept private to the degree allowed by law. The Mayor shall advise the chair of the respective Advisory Body of the counseling or verbal warning, and also notify the City Manager, City Attorney, and City Clerk.
2. Investigation: When deemed warranted, the Mayor or majority of City Council may call for an investigation of an Advisory Body member's conduct. In addition, should the City Manager or City Attorney believe an investigation is warranted, they shall confer with the Mayor, or City Council in compliance with the Brown Act. The Mayor or City Council shall ask the City Manager or the City Attorney to investigate the allegation and report the findings.
3. Discipline: Written reprimands, censure and removal are all options available to the City Council for disciplining an Advisory Body member failing to comply with City policy. Any form of discipline imposed by City Council shall be determined by a majority vote of at least a quorum of the City Council at a noticed public meeting and such action shall be preceded by a report to City Council with supporting documentation.
4. Alternative Remedy: These sanctions are alternatives to any other remedy that might otherwise be available to remedy conduct that violates this code or state or federal law. In order to protect and preserve good government, any individual including the City Manager and the City Attorney after complying with Rule 1.13 of the State Bar Rules of Professional Conduct, who knows or reasonably believes a Member acts or intends or refuses to act in a manner that is or may be a violation of law reasonably imputable to the organization, or in a manner which is likely to result in substantial injury to the organization, may report the violation to the appropriate governmental authorities.

- E. Inappropriate City Staff Behavior: Councilmembers should refer to the City Manager, or City Attorney as appropriate, any City staff who do not follow proper conduct in their dealings with Councilmembers, other City staff, or the public. These employees may be disciplined in accordance with standard City procedures for such actions.

SECTION 14: IMPLEMENTATION

The Code of Ethics and Conduct is an expression of the standards of conduct expected by the City for its elected and appointed officials. It therefore becomes most effective when Members are thoroughly familiar with it and embrace its provisions. For this reason, this document shall be included in the regular orientations for candidates for City Council, Advisory Bodies, and newly elected and appointed officials. Members entering office shall sign a statement (example below) acknowledging they have read and understand the Code of Ethics and Conduct. In addition, the Code of Ethics and Conduct shall be periodically reviewed by the City Council, Boards, Committees and Commissions, and update it as necessary.

Example:

I affirm that I have read and understand the City of East Palo Alto Code of Ethics and Conduct for Elected and Appointed Officials.

Signature

Date