



Agenda Report

26-37

Agenda Date: 1/16/2026

REPORT TO GOVERNANCE AND ETHICS COMMITTEE

SUBJECT

Presentation by Outside Consultant for the Review of and Recommendations Regarding Potential Adoption of Ethics Commission and the Approval of Proposed Changes to City's Ethics Policies Previously Presented to Committee

BACKGROUND

In June 2023, the Governance and Ethics Committee discussed the City's ethics program and referred the matter to the full Council. In July 2023, the City Council heard the item and directed staff to: Conduct a special meeting with the City Council to include AB1234 Ethics annual training with the City Attorney. The City Attorney's Office had already been working on preparing and scheduling an extensive AB 1234 training program. This first of these trainings took place on October 26, 2023; a second training occurred on March 17, 2025. A third training, with further emphasis on the City's local rules, is now under development and is expected to be scheduled in late spring, 2026. The Council also directed staff to explore hiring a consultant for the review of existing City Ethics documents. Liebert Cassidy Whitmore (LCW) was retained to review existing City Ethics documents after a Request for Proposal process was completed to solicit qualified firms to review current behavioral standards and existing ethics documents per the City Council direction. Documents identified for review include the City Code of Ethics and Values (Attachment 1), Behavioral Standards for Councilmembers (Attachment 2), the City Council Admonition and Censure Policy (Council Policy 047) (Attachment 3), and the City's "revolving door" ordinance (Attachment 4). LCW previously met with the Committee to share proposed edits to existing policies.

The City received three proposals and selected Liebert Cassidy Whitmore (LCW), a law firm with a 40+ year history providing employment law services to public sector clients. LCW's background in the evaluation of ethical conflicts and the provision of ethics training made them a strong candidate to conduct this work in the City of Santa Clara.

LCW was put under contract and has been working on this project. **Morin I. Jacob, the San Francisco Office's Managing Partner**, is the lead. Ms. Jacob has an extensive employment law advice and counsel practice wherein she works with clients to develop solutions to challenges and legal issues designed to help prevent litigation. She also advises public agencies on issues involving ethics and the conduct of elected officials. In addition, she is a defense-side employment litigator, with experience ranging from pre-litigation through jury trial and appeal. Her jury trial experience includes defense against claims of harassment, discrimination, retaliation and whistleblower allegations. In addition to trials and arbitrations, she represents clients in administrative proceedings and agencies in binding arbitrations and other disciplinary appeal hearings. She also conducts workplace investigations and holds a certificate from the Association of Workplace Investigators.

As described below, Ms. Jacob will be present at the January 16, 2026 Governance and Ethics Committee meeting for an update on the efforts.

In addition to the above referral, there were two additional findings and recommendations that resulted from the Grand Jury Report titled, "Irreconcilable Differences". In response, the City Council directed that the scope of work for the Ethics document review effort be expanded to include one of the referrals regarding adopting robust ethics training strategies supported by policy. This referral was added to LCWs scope of work.

The other Grand Jury recommendation called for *establishing an Independent Ethics Commission to oversee the behavior of Councilmembers and to ensure they model positive engagement with the public and reclaim the public's trust.*

In response to this referral, the City released another RFP to solicit assistance from a qualified consultant to identify options and best practices for the structure, powers and duties for such commissions and/or program. LCW submitted for this RFP and was also selected to assist with this body of work.

DISCUSSION

LCW previously presented proposed edits to the following Ethics documents:

1. City Code of Ethics and Values (Attachment 5)
2. Behavioral Standards for Councilmembers (Attachment 6)
3. City Council Admonition and Censure Policy (Council Policy 047) (Attachment 7)
4. Chapter 2.145, Restrictions on activities of City officials and certain City employees (Attachment 8).

Ms. Jacob will meet with the Governance and Ethics Committee on January 16, 2026 to address any additional questions about recommendations and efforts pertaining to the City's existing Ethics documents. Ms. Jacob will also be providing an overview of the role of Ethics Commissions, including a survey of other models in California and major U.S. cities. She will also discuss the benefits and drawbacks of these Commissions so that the Committee can make its decision about whether to pursue adopting an Ethics Commission.

ENVIRONMENTAL REVIEW

The action being considered does not constitute a "project" within the meaning of the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines section 15378(b)(5) in that it is a governmental organizational or administrative activity that will not result in direct or indirect changes in the environment.

FISCAL IMPACT

There is no fiscal impact to the City other than staff time.

COORDINATION

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

PUBLIC CONTACT

Public contact was made by posting the Committee agenda on the City's official-notice bulletin

board outside City Hall Council Chambers. A complete agenda packet is available on the City's website and in the City Clerk's Office at least 72 hours prior to a Regular Meeting and 24 hours prior to a Special Meeting. A hard copy of any agenda report may be requested by contacting the City Clerk's Office at (408) 615-2220, email clerk@santaclaraca.gov or at the public information desk at any City of Santa Clara public library.

RECOMMENDATION

1. Receive Consultant's Report and Provide Input or Direction Regarding Consultant's Recommendations on a Potential Ethics Commission or Alternatives
2. Review and Possible Action to Recommend to the Council Approval of Proposed Changes to City's Ethics Policies Previously Presented to Committee

Reviewed by: Morin I. Jacob, Consultant

Approved by: Jovan Grogan, City Manager

ATTACHMENTS

1. City Code of Ethics and Values
2. Behavioral Standards for Councilmembers
3. City Council Admonition and Censure Policy (Council Policy 047)
4. City's Revolving Door Ordinance
5. Proposed - City Code of Ethics and Values
6. Proposed - Behavioral Standards for Councilmembers
7. Proposed - City Council Admonition and Censure Policy (Council Policy 047)
8. Proposed - Chapter 2.145, Restrictions on activities of City officials and certain City employees

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LCW'S PROPOSED EDITS TO CITY CODE OF ETHICS AND VALUES

City Council Code of Ethics & Values

Preamble

The residents of the City of Santa Clara are entitled to responsible, fair, honest, and ethical City government. Elected officials should conduct their official and private affairs so as not to give a reasonable basis for the impression that any such official can be improperly influenced in the performance of their public duties. It is also important that elected officials maintain an environment where all those involved in the governing process feel welcome to participate because they will be treated ethically and respectfully.

Values of Elected Officials

- **Accountability**—the willingness to accept responsibility and account for one's actions.
- **Fairness**—ensuring equity and due process.
- **Impartiality**—loyalty to the public good.
- **Diversity**—embracing histories, values, and ideas from all backgrounds, and recognizing their contribution to improving the City's operations, services, and programs.
- **Transparency**—policies and procedures that are open to public observation and scrutiny.
- **Integrity**—the practice of being truthful, seeking truth, and adherence to the City's values.

Responsibilities of Elected Officials

It is incumbent for every elected official to uphold this City Council Code of Ethics and Values. The elected officials commit to undertaking their responsibilities with the highest ethical principles, placing the public's interest above their own. The elected officials pledge to uphold the following principles:

1. **As an elected official, I will act in the public's interest.** Elected officials must work for the common good of the residents of the City and not for any private or personal interest. Elected officials will not permit personal interests to impair their judgment or action. Elected officials will be impartial, ensuring that decisions are free of bribes, unlawful gifts, or other improper influence. Elected officials will disclose, and if necessary, recuse themselves from the decision-making process and any activities, dealings, and transactions on behalf of the City that may relate to my personal, financial, or outside activities. Elected officials will not use their position

with the City for private gain, for the endorsement of any product, person or enterprise, or for private gain of relatives or friends.

2. **As an elected official, I will be accountable.** Elected officials must comply with all federal, State, and City laws and regulations as well as applicable policies and procedures in the performance of their duties.
3. **As an elected official, I will act above reproach.** The professional and personal conduct of elected officials must be above reproach and avoid even the appearance of impropriety. Elected officials must refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of other elected officials, Boards or Board members, Commissions or Commission members, Committees or Committee members, City volunteers, City staff, and members of the public. Elected officials will be accurate, courteous, civil, and honest in all written and oral interactions with others. Respect for each other, the municipality, other City elected and appointed officials, City staff, and members of the public is critical to maintaining an environment where there is free and open discussion. Such an environment leads to better decision-making for the City. Accordingly, elected officials will act above reproach at all times.
4. **As an elected official, I will place the public's trust before my personal interests.** Elected officials must not accept any gifts or favors which might compromise their independence of judgment or action, or give the appearance of being compromised. Elected officials will abide by all applicable requirements pertaining to gifts or favors and gratuities, including donations and honoraria.
5. **As an elected official, I will properly use public and City resources.** Elected officials will be fiscally responsible. Elected officials will adhere to all policy and procedures and contractual commitments to safeguard the integrity of the City's procurement and bidding and competitive processes. Elected officials must not use public resources unavailable to the public in general, such as City staff time, equipment, supplies, or facilities, for private gain or personal purpose.
6. **As an elected official, I will safeguard data and information entrusted to me.** Elected officials will safeguard City data to preserve confidentiality and privacy concerning the property, personnel, or other affairs of the City. Elected officials will handle and safeguard all non-public and proprietary information as protected under agreement or public law. Elected officials protect all City assets, resources, and information from loss, theft, and misuse. Elected officials will protect the interests of the City and those who have placed their trust in them.
7. **As an elected official, I will avoid conflicts of interest.** To assure their independence and impartiality on behalf of the common good, elected officials must not use their official positions on the Council to influence government decisions in which they have a material financial interest or where they have an organizational responsibility or personal relationship, which may give the appearance of a conflict of interest.

(CONSIDER A FORM FOR ELECTED OFFICIALS TO SIGN):

I affirm that I have read and understand the above City Council Code of Ethics and Values.

My signature on this form certifies that I have received and read this City Council Code of Ethics and Values and that I will abide by this Code:

Council's Relation with City Staff

Elected officials must respect the Council-Manager form of government. The City Manager implements Council's vision, policies, and goals through the City staff and is responsible for directing the day-to-day operations of the City. Elected officials value partnering and collaborating with the City Manager and the City organization to achieve the community's vision. The Council-Manager relationship is affected by the expectations, styles, and personalities of the Council and City Manager who are in place at the time. Despite the value of partnership and collaboration, these policies are intended to establish boundaries and expectations based upon the role of the City Manager and the Council-Manager form of government structure. As such, they transcend individual personalities and styles that might affect their implementation.

To enhance their working relationship with staff, elected officials should be mindful of the support and resources needed to accomplish City goals. When communicating and working with staff, elected officials should follow the guidelines below.

1. Elected officials must treat staff as professionals. Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Elected officials must practice civility and decorum in all interactions with City staff.
2. Elected officials must be professional in all situations and circumstances, conducting themselves in a consistent, confident, competent, and productive manner.
3. Following the Council-Manager form of government, elected officials should direct routine questions of City staff to the City Manager, City Attorney, department head, or designee (i.e. staff assigned to support a subcommittee, project, or specific task). Elected officials should not set up meetings with staff directly but work through the City Manager, City Attorney, department head, or designee. When in doubt about appropriate staff contact, elected officials should ask the City Manager.
4. The Council must understand that the City Manager and staff are responsible for implementing City and/or City Council action. The Council should not direct program

administrative functions and implementation; rather it should provide policy guidance to the City Manager.

5. Elected officials 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 such questions before the meeting, resulting in a more efficient meeting discussion.
6. Elected officials should not direct the City Manager or City staff to initiate any action, change a course of action, or prepare any report without the approval of the Council. The City Manager's responsibility is to advise on resources available and required for a particular course of action as it relates to Council direction.
7. Elected officials should not attend department staff meetings unless invited or requested by the City Manager.
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LCW'S PROPOSED CITY CODE OF ETHICS AND VALUES

REPLACEMENT TO: CITY CODE OF ETHICS & VALUES

Title: City Council Code of Ethics and Values

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