Town of Yountville

"The Heart of the Napa Valley"

TOWN OF YOUNTVILLE
TOWN COUNCIL PROTOCOLS

March 2014

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An Electronic Version of the Town Council Protocols is available on the Town's Website at www.townofyountville.com by selecting the Town Council tab and then selecting Mayor and Council Members.

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Exhibit–*Rosenberg's Rules of Order*: Simple Parliamentary Procedures for the 21st Century

TOWN COUNCIL PROTOCOLS

1. PURPOSE

The purpose for establishing Town Council Protocols is to provide an effective environment for the Town Council to provide leadership. The protocols may be amended by resolution adopted by a majority vote of the Council Members and should be reviewed on a regular basis to ensure that the document remains helpful to the Council by providing a framework for effective leadership.

The protocols set forth herein are not intended to limit the inherent power and general legal authority of the Town Council. Any of the protocols herein may be waived by a majority vote of the Council Members when it is deemed that there is good cause to do so based upon the particular facts and circumstances.

1.1 Council-Manager Form of Government

The Town of Yountville operates according to the Council-Manager form of government which vests authority in an elected Town Council which, in turn, hires an appointed executive, the Town Manager. The Town Council is composed of five members elected from the Town on a nonpartisan basis to serve overlapping four-year terms. The Mayor is elected at-large to serve a four-year term as presiding officer at Town Council meetings and as the official head of the Town for legislative and ceremonial purposes. The Town Manager is appointed by the Town Council and serves at the pleasure of that body.

The Town Council is the Town's legislative and policy-making body. Acting as a whole, the Town Council is responsible for setting the direction of Town policy and for adopting ordinances, resolutions and other orders as necessary for governing the Town. The Town Manager is responsible for the overall administration of the Town, which includes implementation of the general policies set by the Town Council in addition to the day-to-day operation of all Town functions. The Town Manager, with the help of the staff, provides the Town Council with the information needed to fulfill its policy-making role.

The Council-Manager form of government separates legislative and executive responsibilities in a manner similar to state and federal governments. This system provides "checks and balances" of both policy and administrative branches of government by limiting the power of each.

1.2 Town Council Vision and Guiding Principles

Vision Statement

"To provide leadership, inspire community spirit, maintain fiscal health and offer a high level of service to the residents, businesses and visitors in Yountville."

Guiding Principles

- Provide our residents, guests and businesses and our Napa Valley neighbors with high quality public services and facilities.
- Encourage citizen engagement and welcome a variety of viewpoints.
- Maintain the unique character that is Yountville.
- Assure the long-term vitality of our town through good planning and prudent financial management.

(See Resolution Number 2718-08, dated September 2, 2008.)

2. STATUTORY REQUIREMENTS / REGULATORY GUIDELINES

Certain state laws and other established regulations exist which govern various responsibilities of the Town Council. This protocol manual is not intended to duplicate, modify, supersede or repeat any existing statutes or regulations. Town Council Members are responsible for becoming familiar with these statutes and regulations and any discrepancies with state law will result in state law taking precedence.

2.1 The Brown Act

The Ralph M. Brown Act ("Brown Act") is a law which provides that all meetings of a legislative body, whether meetings of the Town Council or its appointed commissions and committees, shall be open and public and all persons shall be permitted to attend. In order to ensure open and public meetings, the Brown Act includes numerous and detailed provisions affecting Town Council conduct. For example, regular meetings of the Town Council, or of other public bodies subject to the Brown Act, must be noticed and an agenda provided 72 hours prior to the meeting. Special Meetings require only a 24-hour notice and emergency meetings may be called with less time for notification. A "meeting" takes place whenever a quorum is present and subject matter related to the Town business is heard, discussed, or deliberated upon. Please refer to the Brown Act, California Government Code section 54950 et seq., for further details.

2.2 Political Reform Act

The Political Reform Act states that public officials shall perform their duties in an impartial manner, free from bias caused by their own financial interests or the financial interests of persons who have supported them. The Political Reform Act establishes regulations regarding Conflicts of Interests and Campaign Receipts and Expenditures.

2.3 Ethics Training for Local Officials (AB 1234)

Assembly Bill 1234 requires (among other things) that all local agencies that provide compensation, salary, or stipend to, or reimburses the expenses of, members of a legislative body must provide ethics training to local agency officials by January 1, 2007 and every two years thereafter. Training is currently provided through the Fair Political Practices Commission (FPPC), League of California Cities or by the Town, as needed.

2.4 Town of Yountville Municipal Code

The Town of Yountville's Municipal Code consists of those codified ordinances of general municipal regulations and laws, and may be referred to as the Municipal Code. The Town Clerk is responsible for coordinating the codifying of ordinances as adopted by the Town Council which affect the Municipal Code and provides supplements on an as-needed basis.

2.5 Town of Yountville General Plan

By State Law, every community in California is required to have a General Plan, which must contain and address seven elements: Circulation, Open Space, Land Use, Housing, Conservation of Natural Resources, Safety, and Noise. An updated Housing Element that is consistent with State housing laws must be submitted to the State for review every five years. The last comprehensive review and revision of Yountville's General Plan was in 1992, with several additional revisions since then.

2.6 Town of Yountville Fiscal Year Budget

The Town's Fiscal Year Budget covers the period from July 1 through June 30. The Fiscal Year Budget is developed through various Budget Study or Work Sessions whereby Council together with staff establishes priorities for the upcoming Fiscal Year. The Fiscal Year Budget document consists of an overview of the prior year's budget, significant activities, activities of the state relating to the budget, current outlook, general fund revenues and expenditures, lease revenue bonds, personnel, enterprise and special project funds. Once adopted by majority of the Town Council, the budget sets policy for the coming fiscal year. It also approves expenditures, authorizes staffing levels and serves as a tool for current year goals and objectives.

2.7 Town of Yountville Five-Year Capital Improvement Program (CIP)

The Capital Improvement Program (CIP) is the primary infrastructure and planning tool for the Town. The CIP is a statement of the Town's policies and financial abilities to manage the physical development of the community's streets, water, sewer, public facilities, parks and recreation facilities infrastructure needs.

The Capital Improvement Program (CIP) is a five-year planning instrument used by the Town to identify capital improvement needs and to coordinate financing and timing of those needs in a manner that maximizes the return to the public. Each year projects are reviewed for priority and rearranged as necessary. The first year of the CIP reflects the Capital Budget generally adopted in June of the current Fiscal Year Budget. The remaining four future years represent a schedule and estimate of future capital needs that may be funded given projected revenue estimates.

2.8 PERSONNEL RELATED DOCUMENTS

2.8.1 Town of Yountville Personnel Rules and Policies

The Town of Yountville Personnel Rules and Policies consolidates all personnel and administrative policies and procedures of a general or inter-departmental nature into one document which is adopted by the Town Council and administered by the Town Manager.

2.8.2 Department Heads (Management) Personnel

All individuals appointed to positions designated as management by the Town Council including, but not limited to, Planning Director, Public Works Director/Town Engineer, Finance Director/Town Treasurer and Parks & Recreation Director who serve at the will of the Town and may be appointed and dismissed by the Manager. Nothing contained in the personnel rules is intended to imply additional rights and benefits to these individuals. Managers work by approval of an employment contract, which is negotiated by the Town Manager and approved by the Town Council.

Employees not included in the competitive service shall serve at the will of the Town Manager and may not utilize Section 9 (Complaint Procedure), Section 10 (Grievance Procedure) or Section 11 (Disciplinary Actions) of the Personnel Rules.

2.8.3 Yountville Employees' Mid-Management & Professional Unit (Memorandum of Understanding)

The Yountville Employees' Association Mid-Management Professional Unit, a recognized employee organization. It is the intent and purpose of this Memorandum of Understanding (MOU) to set forth the total and complete understanding and agreement regarding wages, hours, and terms and conditions of employment. All present rules, employee rights, privileges, and benefits shall remain in effect unless specifically altered by the provisions of this MOU.

2.8.4 Yountville Employees' Association (Memorandum of Understanding)

The Yountville Employees' Association is a recognized employee organization of the Town of Yountville. The Town and Association works under a Memorandum of Understanding (MOU) which is negotiated and agreed upon on typically a multi-year basis. The intent and purpose of the Memorandum of Understanding (MOU) is to set forth the total and complete understanding and agreement regarding wages, hours, and terms and conditions of employment. All present rules, employee rights, privileges, and benefits shall remain in effect unless specifically altered by the provisions of the MOU.

2.9 *Rosenberg's Rules of Order:* Simple Parliamentary Procedures for the 21st Century

All procedural matters not otherwise provided for in or controlled by state law or by any ordinance, resolution, rule or regulation of the Town shall be governed by Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century (attached as Exhibit). However, no ordinance, resolution, or other action of the Town Council shall be invalidated or the legality thereof otherwise affected by the failure or omission of the Town Council to observe or follow such rules. Certain procedures relating to motions, agenda item discussion, debate, and courtesies contained in *Rosenberg's Rules of Order:* Simple Parliamentary Procedures for the 21st Century are incorporated into this document, except to the extent they are modified by this Protocol document.

3. COUNCIL ORGANIZATION

3.1 Municipal Elections

The consolidated general municipal election for the Town shall be held on the first Tuesday after the first Monday in November of even-numbered years beginning November 2006. (Municipal Code Section 2.04.070) Each candidate who runs for office shall comply with the residency requirements in place as established by the California Elections Code or, if permitted, by any other requirements imposed by the Town Council by ordinance as authorized and permitted by law.

3.2 Mayor and Council Member Terms of Office

The Mayor is a directly elected member of the Town Council and shall be elected for a term of 4 years. Members of the Council shall be elected for terms of 4 years. The Mayor and Council shall hold office from the date of the installation of officers following adoption by the Council of the official canvass of the election and until their successors are elected and qualified. (Municipal Code Section 2.04.010)

3.3 Candidate Orientation

The Town Manager will conduct a candidate orientation which will include all incumbent candidates and new candidates in order to provide an overview of the Town's Departments and key issues being considered by the Town Council. The candidate orientation is also an opportunity for all candidates to ask questions and seek clarification on items of interest. During an election year, candidates may request information through the Town Manager to better educate/inform themselves regarding Town related matters. Written information provided in response to a candidate's request will be provided to all candidates.

3.4 Newly-Elected Members

The newly-elected Mayor and/or Council Members will be sworn into office generally at the first regular Council meeting in December following a regular municipal election. Immediately upon election (even before being sworn into office), newly-elected Council Members are subject to the provisions of the Brown Act. Newly-elected Council Members shall not be allowed to attend closed sessions before being sworn into office.

Newly-elected Mayor and/or Councilmembers shall submit the FPPC Form 700 (Assuming Office) and complete the 2.0 hour minimum Ethics Training mandated by AB 1234 as referenced in Section 2.3 of the Protocols.

Newly-Elected Council Member Orientation

The Town Manager will conduct an orientation for newly-elected Council Members which will include presentations and/or meetings with Town Departments Heads and tour of Town Facilities.

3.5 Duties of Mayor and Vice Mayor

Mayor

The Mayor shall preside at the meetings of the Council and perform such duties consistent with the office as may be required by the Council or by vote of the people. The Mayor may make or second any motion, and present and discuss any matter, as a member of the Council. The Mayor does not possess any power of veto.

Unless otherwise designated, the Mayor may sign:

a. All warrants drawn on the Town Treasury;
b. All conveyances made or entered into by the Town;
c. All instruments requiring the Town seal.

The Council may provide by resolution or ordinance that the instruments described in a, b and c above, be signed by an officer other than the Mayor. Pursuant to Resolution Number 2848-10 adopted January 19, 2010; the Town Council

designated and authorized the signatures of the Town Manager, Town Finance Director and Planning/Building Director – on Town warrants.

The Mayor shall serve as Chair of the Disaster Council convened in accordance with the Town's Emergency Operations Plan (pursuant to Municipal Code Section 2.52.030).

The Mayor, or Council designee, may consult and coordinate with the Town Manager in the development of agendas for meetings of the Town Council.

If the Mayor is absent or unable to act, the Vice Mayor shall serve until the Mayor returns or is able to act.

Vice Mayor

The office of Vice-Mayor shall be an appointed office. The Vice-Mayor shall be selected from amongst the members of the Council and shall be appointed by a majority vote of the Council as soon as is practical following a regular Town election (first meeting in December of each year) or the creation of a vacancy in the office of Vice-Mayor for any reason. The Vice-Mayor shall serve a 2-year term. In the case of an appointment to fill a vacancy in office, the term shall be for the remainder of the unexpired term of the former incumbent.

The Vice-Mayor shall have all the powers and duties of the Mayor should the Mayor be absent or unable to perform any of those duties for any reason (Municipal Code Section 2.04.050).

The Vice Mayor shall serve as Chair of the Disaster Council in the absence of the Mayor (pursuant to Municipal Code Section 2.52.030).

3.6 Vacancies

When a Council Member is absent without permission from all regular council meetings for 60 days consecutively from the last regular meeting he/she attended, his/her office becomes vacant and shall be filled as any other vacancy.

Vacancies in the Council shall be filled in accordance with Government Code section 36512. (Municipal Code Section 2.04.080)

3.7 Representation at Ceremonial Functions

The Mayor shall be recognized as the official head of the Town for all ceremonial functions. The Mayor may, at his/her own discretion, ask another Council Member to represent the Council at any function. Should an individual Council Member, other than the Mayor, be asked to make a ceremonial presentation the individual Council Member should redirect the request to the Mayor.

Council Members shall be reimbursed for admission and meal expense to attend ceremonial functions for which the Council Member was invited to represent the Town in accordance with the Town's Travel and Expense Policy.

3.8 Seating Order

At the time of the Council change in membership, the Mayor shall have the prerogative to designate the seating order for the Council dais. Otherwise, the seating order shall be organized by seniority, with the Vice Mayor seated to the right of the Mayor, most senior Council Member on the right side of the Vice Mayor and the least senior to the far left of the Mayor.

4. CODE OF ETHICS

4.1 Preamble

The residents and businesses of Yountville are entitled to have fair, ethical, and accountable local government. Such a government requires that:

- Public officials comply with both the letter and spirit of the laws and policies affecting operations of the government;
- Public officials be independent, impartial, and fair in their judgment and actions;
- Public office be used for the public good, not for personal gain; and
- Public deliberations and processes be conducted openly, unless legally confidential, in an atmosphere of respect and civility.

To this end, the Town of Yountville Town Council adopts this Code of Ethics to encourage public confidence in the integrity of local government and its operation.

4.2 Public Interest

Council Members will work for the common good of the people of Yountville and not for any private or personal interest, and they will endeavor to treat all persons, claims, and transactions in a fair and equitable manner.

Council Members shall comply with the laws of the nation, the State of California, and the Town in the performance of their public duties.

4.3 Conduct

Council Members shall refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of others.

Council Members shall perform their duties in accordance with the processes and rules of order established by the Town Council.

Council Members shall inform themselves on public issues; listen attentively to public discussions before the body; and focus on current business issues.

Council Members shall base their decisions on the merits and substance of the matter submitted for review.

Council Members shall publicly share substantive information that is relevant to a matter under consideration that they may have received *ex parte* meaning received *from* sources outside of the public decision-making process.

4.4 Conflict of Interest

4.4.1 Applicable Law.

The rules relating to conflicts of interest are set forth in the Political Reform Act (PRA) (Government Code Sections 81000 and following), the Regulations promulgated by the Fair Political Practices Commission (FPPC) and case law. They are complex and not necessarily intuitive. The consequences of violating the rules can be severe, including substantial monetary penalties and possible criminal prosecution to individual Council Members.

4.4.2 Sources of Assistance.

The FPPC is the state agency that administers the PRA, issues regulations, gives conflict advice, and enforces the rules. The FPPC also provides a "hotline" that a Council Member may call for informal advice. The Town Attorney is available for consultation, but the Town Attorney's advice on conflict matters cannot provide a Council Member with any immunity from prosecution. Most conflict of interest questions ultimately turn on whether it is reasonably foreseeable that the decision will have a "material financial effect" on the Council Member's economic interest. Municipal attorneys generally do not advise public officials as to whether a material financial effect would exist unless the answer is absolutely certain based upon applicable regulations. While the Town Attorney may have his or her own opinion as to whether or not a material financial effect will be present, it is ultimately up to the Council Member to determine this issue. Only a formal written opinion from the FPPC provides immunity from prosecution for violations of the conflict of interest rules. The Town Attorney is available to assist with preparing a request for a formal opinion.

4.4.3 Identifying Conflicts

It is the responsibility of each Council Member to identify, disclose and declare his or her conflict before action is taken on a matter. If possible, the conflicted Council Member should notify staff (i.e. Town Manager, Town Attorney and Town Clerk) prior to the council meeting at which the matter will be heard, to ensure the presence of a quorum. Staff will attempt to assist with identifying obvious conflicts, but the ultimate responsibility is with each Council Member.

4.4.4 General Rules

Council Members shall not use their official positions to influence government decisions in which they have a financial interest, or where they have an organizational responsibility, or personal relationship that would present a conflict of interest under applicable State law. As required by law, Council Members declaring a conflict of interest shall recuse themselves and leave the Council Chambers.

In accordance with the law, members shall file written disclosures of their economic interests and, if they have a conflict of interest regarding a particular decision, refrain from participating in that decision, unless otherwise permitted by law.

Council Members shall not take advantage of services or opportunities for personal gain, by virtue of their public office that are not available to the public in general, nor shall they use public resources not available to the public for private gain or personal purposes. They shall refrain from accepting gifts, favors, or promises of future benefits that might compromise their independence of judgment or action or give the appearance of being compromised.

Council Members shall respect and preserve the confidentiality of information provided to them concerning the confidential matters of the Town. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial or other private interests.

Council Members shall not appear on behalf of private interests of third parties before the Town Council or any board, commission, committee or proceeding of the Town.

Council Members shall represent the official policies and positions of the Town Council to the best of their ability. When presenting their personal opinions and positions, members shall explicitly state they do not represent the Council or the Town.

Council Members shall refrain from using their positions to unduly influence the deliberations or decisions of Town commissions, boards or committees.

A public official who has a financial interest in a decision shall, upon identifying a conflict of interest or a potential conflict of interest and immediately prior to the consideration of the matter, do all of the following:

a. Publicly identify the financial interest that gives rise to the conflict of interest or potential conflict of interest in detail sufficient to be understood by the public, except that disclosure of the exact street address of a residence is not required.
b. Recuse himself/herself from discussing and voting on the matter, or otherwise acting in violation of Section 87100.
c. Leave the room until after the discussion, vote, and any other disposition of the matter is concluded, unless the matter has been placed on the portion of the agenda reserved for uncontested matters.
d. Notwithstanding paragraph c, a conflicted public official may speak on the issue during the time that the general public speaks on the issue when he or she appears solely to represent himself or herself on a matter related to his or her personal interest. Personal interests are interpreted to include, but are not limited to:
    1. An interest in real property that is wholly owned by the official or members of his/her immediate family.
    2. A business entity wholly owned by the official or member of his or her immediate family.
    3. A business entity over which the official exercises <u>sole</u> direction and control, or over which the official and his/her spouse jointly exercises sole direction and control.

5. COUNCIL QUASI-JUDICIAL PROCEEDINGS

5.1 Defined

Quasi-judicial proceedings (also known as adjudicatory hearings) are those proceedings in which the Town Council is required to make findings based on an evidentiary record as to the entitlement. In quasi-judicial proceedings, the Town Council sits as the judge and jury, and is required to make findings based on the evidence and records presented. Examples of quasi-judicial actions include issuance of discretionary land use permits, code enforcement, business licenses, civil service grievance hearings, rent control hearings on applications for rent increases or decreases, and other similar actions in which a property interest is at stake and the body is charged with applying legal standards to a specific factual situation.

5.2 Due Process

Under the federal and state Constitutions, due process means that decision-makers will conduct a fair hearing. In a quasi-judicial setting, a fair hearing includes many different components, and different factors can affect fairness in different "hearing" settings. However, the basic components of a fair hearing are notice that a matter will be heard, and an opportunity for interested person to be heard on that matter.

Circumstances that can affect a hearing's fairness include that a decision-maker may have received *ex parte* contacts, which are communications to a decision-maker outside of the public hearing. *Ex parte* communications may prevent the opportunity for interested persons to be heard on all information that a decision-maker may rely on to decide a matter. *Ex parte* communications can be handled by avoiding them, or, if received, by disregarding them in the decision-making process. However, the most conservative method to avoid the risk of a legal challenge based on a violation of due process is to disclose the substance of *ex parte* contacts so that everyone interested in the matter is aware of all of the information upon which a decision may be based.

In addition, fairness may be denied where a decision-maker does not wait for a hearing, where all information relevant to a matter is publicly presented, before making up his or her mind on a matter. If an applicant or other affected person can show that any one of the decision-makers voting on a matter had made up their mind before the public hearing, the decision is at risk of legal challenge. As discussed below, these types of hearings and decisions differ from the action taken by the Town Council on legislative matters.

Council Members should consult the Town Attorney on any questions regarding due process.

6. COUNCIL ADMINISTRATION / PROFESSIONAL DEVELOPMENT

6.1 Compensation

Discussion of Council salary adjustments may be raised by any Council Member, scheduled, agendized and discussed in open session.

A. Each member of the Council currently receives a salary of Four Hundred and Five Dollars ($405) per month.

B. The salary established is in addition to Council Member reimbursement for actual and necessary expenses incurred in the performance of official duties, in accordance with the Town Travel and Expense Policy.

C. In accordance with State law, the Council may increase by ordinance the salary established in accordance with state law, provided that the amount of such increase may not exceed an amount equal to 5% for each calendar year

from the operative date of the last adjustment. Ordinance Number 347-04 was adopted October 5, 2004 and increased the Council salary to $405, which became effective upon certification of the March 2005 election.

6.2 Retirement / Medical and Dental Insurance / Life Insurance

Council Members shall be entitled to Town-funded participation in Health and Dental Benefits and group life insurance benefits pursuant to the current plan for the Town of Yountville.

PERS retirement benefits are an elective benefit. Council Members must be enrolled in CalPers retirement in order to receive any medical benefits. Council Members are not eligible for short and long term disability or the retiree medical program benefits. (See Resolution Number 2739-09, dated January 6, 2009).

6.3 Car Allowance

Council Members shall not receive a car allowance, but may be reimbursed for mileage expenses pursuant to the Town Travel and Expense Policy. Town vehicles, if available, may be used for local area travel in connection with official Town business. Use of a Town Vehicle shall require notification to the Town Manager. Carpooling with Town staff or elected is encouraged when appropriate.

6.4 Professional Development

The Council shall establish an annual budget for conferences, meetings, and training. Council Members shall attend these functions at their own discretion for purposes of improving their comprehension of and proficiency in municipal affairs and/or legislative operations.

6.5 Travel and Expense Reimbursements

Council Members shall be subject to the travel and expense reimbursement guidelines as established for employees in the Personnel Rules and Policy Manual, Section 14 (See Resolution Number 2435-06, dated February 23, 2006). Receipts for all expenses shall be included with the reimbursement request.

7. BOARDS / COMMISSIONS / COMMITTEES

7.1 Town Council Standing/Ad Hoc Committees

The Town Council and/or Mayor may establish Council subcommittees from time-to-time. Subcommittees usually comprise less than a quorum of the Council and are generally used to provide more detailed review and analysis of complex issues. Subcommittees make recommendations to the Council but cannot take formal action on behalf of the Council.

For purposes of the State's open meeting law (the "Brown Act") there are two types of Council subcommittees: standing committees and ad hoc advisory committees.

Standing Committees

Under the Brown Act, "standing committees of a legislative body, irrespective of their composition, which have a continuing subject matter jurisdiction, or a meeting schedule fixed by charter, ordinance, resolution, or formal action of a legislative body" are subject to all open meeting requirements.

Standing Committees shall be established and consist of two Council Members appointed by the Council. Membership shall only be modified by Council action. Standing Committees shall select a Chair to conduct meetings.

Ad Hoc Advisory Committees

Ad hoc advisory committees are composed of less than a quorum of the Council and are created for a limited time for a particular purpose. Under the Brown Act, ad hoc committees are not required to comply with open meeting requirements.

The Mayor may create Ad Hoc Advisory Committees to assist in particular matters as they arise. Members of the Council may request the creation of an Ad Hoc Advisory Committee through the Mayor. Ad Hoc Advisory Committees have a fixed, limited assignment and recommendations of the Committee must be presented to the entire Council at a noticed meeting. Any action to modify the Committee shall be placed on the Council agenda.

7.2 Town Council Member Appointments to Outside Boards or Commissions

Council Members are requested to serve on various boards and committees for outside agencies. Annually, after each regular election or as vacancies arise, the Council shall review the list of current assignments and make appointments. Any Council Member desiring to serve on a certain committee (or who desires not to be considered) should inform the Council in open session. These appointments are subject to approval by the majority of Council. Appointments to some outside Boards require that the Mayor and/or Vice Mayor shall be appointed.

7.3 Citizens Appointed to Local and Countywide Boards, Commissions and/or Committees

The Town Council recognizes the valuable untapped resources that exist in the community and appreciates the public participation and input in the operation of Town government.

Therefore, the Town Council establishes various advisory boards, commissions, and committees, taskforces, standing committees and/or ad hoc committees for the purpose of assisting in the effectiveness of Town government and services.

The Town Council will consider for appointment all persons willing to serve and whose interests, background, experience, perspective and talents may contribute to the purpose of the various boards, commissions and committees. A definition of Board, Commission and Committee is provided below:

Board

A group of persons having managerial, supervisory, or advisory powers. In parliamentary law, a board is a form of deliberative assembly and is distinct from a committee, which is usually subordinate to a board or other deliberative assembly in having greater autonomy and authority.

Commission

A group of people officially authorized to perform certain duties or functions with certain powers or authority granted; the act of granting certain powers or the authority to carry out a particular task or duty.

Committee

A group of people officially delegate to perform a function, such as investigating, considering, reporting, or acting on a matter.

7.3.1 Town of Yountville (Local) Boards, Commissions, and Committees

Town advisory Boards, Commissions and Committees are established by ordinance or resolution. Individuals are appointed by Council to carry out various responsibilities in accordance with the policies and guidelines established by Council. The role of advisory bodies is to facilitate public input and citizen participation in the determination of public policy. This is accomplished by formulating recommended courses of action and policies to the Town Council with whom final determination rests.

The Town's Zoning and Design Review Board is not only advisory, but a regulatory body, having authority to make final determination in applicable circumstances.

7.3.2 Board, Commission, and Committee Recruitment/Appointment

The Town Clerk posts a Notice of Vacancy in the Town designated posting locations, the Town's website and sends a Media Release to the Yountville Sun advertising vacancies to Town Boards, Commissions and Committees.

Applicants must submit a completed application to the Town Clerk and shall be interviewed by the Council prior to a regular meeting. Applicants are requested to list references on their applications and individual Council Members may contact those references as part of the

interview process. Council Members contacting references should disclose this information during the appointment process.

Council reviews applicants for appointments to boards, commissions, and committees based on interviews and qualifications. Council shall rank all applicants from highest to lowest and appoint by ballot process. Appointments are subject to approval by the majority of Council.

Depending on the qualifications of the applicants and the needs of the Town, there may be times when the Town Council does not appoint an applicant who has applied. In this instance Council may request a separate vote for each applicant. If an applicant is not appointed, the Town Clerk will automatically readvertise for the vacant position(s) to seek additional applicants.

7.3.3 Board, Commission and Committee Terms of Office

Terms of office are established by Town ordinance or resolution and are typically 3 years. Those members whose terms have expired, must submit a written request for reappointment, terms are not automatically renewed.

7.3.4 Town of Yountville Representative (Countywide) Boards, Commissions and Committees

The County of Napa creates various Boards, Commissions and Committees which identify the need for representatives from the municipalities within the County in order to collaborate on countywide topics of interest.

The Town follows the same recruitment process it utilizes for local appointments and recommends Town representatives to serve on various regional Boards, Commissions and Committees subject to final appointment by the Board of Supervisors.

Terms of office for Countywide Boards, Commissions and Committees are established by the countywide bodies.

7.3.5 Statutory Requirements/Regulations and Code of Ethics

Board, Commission and Committee members are subject to the same statutory requirements, regulations and code of ethics as outlined in Sections 2 and 4 of the Town Council Protocols, unless specified otherwise.

7.3.6 New Member Orientation

Town Manager or his/her designee may meet with newly appointed Board, Commission and/or Committee members to discuss Council policy direction when representing the Town on Countywide Boards.

7.4 Contact with Board, Commission, and Committees

Members of the Town Council should not attempt to influence or publicly criticize board, commission, or committee recommendations, or to influence or lobby individual members on any item under their consideration. It is important for such bodies to be able to make objective recommendations to the Town Council on items before them. Members of the Council who attempt to influence commission positions on any item may prejudice or hinder their role in reviewing the body's recommendation as a member of the Town Council.

7.5 Problem Solving with Boards, Commissions, and Committees

The majority of Council may from time-to-time direct Council Members to meet with commissions, boards and committees for specific purposes such as establishing goals or for problem solving.

8. MEETING GUIDELINES & PROCEDURES

8.1 Meeting Dates

8.1.1 Regular Meetings

Pursuant to the Yountville Municipal Code, regular meeting dates are established by Council Resolution Number 2262-04. The regular meeting dates are the first and third Tuesdays of each month commencing at 6 p.m. No Council meeting shall continue past the hour of 10:00 p.m. with the exception that, by a majority vote of the members present, Council may extend the final deadline to 10:30 p.m., at which time all meetings shall be automatically adjourned.

Council Members shall inform the Town Manager and Town Clerk of any expected absences.

For the months of August and December, Council shall hold only the first meeting of the month as established in Resolution Number 1353-97. The Town Manager is authorized to take such ministerial actions for matters of operational urgency as would normally be taken by the Town Council during the period of recess except for those duties specifically reserved by law, and including such emergency actions as are necessary for the immediate presentation of public peace, health or safety.

8.1.2 Adjourned/Special Meetings/Emergency Meetings

The Brown Act sets forth specific requirements for holding adjourned, special, and emergency meetings.

8.2 Agenda

8.2.1 Placing Items on the Agenda

The Town Manager determines which items are placed on the agenda and works with the Mayor regarding the timing and order for such items. Council Members may request items to be placed on future agendas during the Future Agenda Items portion of the Council meeting by Council consensus, or provide their request to the Town Manager in writing.

During public comment periods or by correspondence with Council Members, a member of the public may ask that the Council consider and item, and upon consent of a majority of Council Members present, a staff report will be prepared and processed for a future agenda.

Communications that do not directly relate to the conduct of business for the Town of Yountville shall be provided to the Council on an informational basis only. Such communications may be placed on a Council Agenda upon request of a Council Member.

8.2.2 Agenda Packet Preparation

The Town Manager reviews and approves all items for the Council agenda. Paperless agenda packets are compiled and made available electronically by the Town Clerk's office and are generally available by 3:00 p.m. on the Friday before the Council meeting.

8.2.3 Order of Agenda Items

The Agenda for regular Council meetings (first and third Tuesdays) shall be taken up for consideration in substantially the following order, except as may be otherwise ordered by the Mayor and/or Council.

The Town Manager and Mayor give special consideration on the ordering of scheduling items dealing in the following manner: 1) families and children; 2) veterans and seniors; 3) items with an anticipated large audience; and 4) paid consultants.

Call to Order
Roll Call
(Reconvene Regular Meeting when Closed Session is held)
Pledge of Allegiance

Closed Session Report
Adoption of the Agenda
Recognitions and Proclamations
Public Comment
Approval of Consent Calendar
Presentations
Public Hearings
Regular Items
Staff Informational Reports
Council Reports
(Closed Session as needed)
Adjournment

The Mayor shall, at any time by majority consent of the Council Members, permit a Council Member to propose the reordering of agenda items. However, reordering of items is normally done during the Adoption of the Agenda process.

8.3 Agenda Items

8.3.1 Call to Order

The Mayor will call the meeting to order at 6:00 p.m. and announce policies regarding public speaking, submission of information, special assistance, and public testimony procedures and ask that audience members turn off electronic devices while in the Council Chambers.

8.3.2 Adoption of the Agenda

The Council will adopt the agenda by motion or choose to re-arrange or add/delete items. To add an item to the Agenda requires a 4/5 vote of the Town Council and must be of an emergency nature which arose after the posting of the agenda. Adoption of the agenda is performed by voice vote.

8.3.3 Recognitions and Proclamations

Recognitions and proclamations shall be scheduled as necessary in recognition of persons or groups for the promotion of an event, service, and/or employee retirement. Requests must be submitted to the Town Clerk in writing in advance of the agenda deadline. The Town Manager shall request approval from the Mayor as to the appropriateness and scheduling of such recognition or proclamation. Upon approval by the Mayor, the Town Clerk will then coordinate the presentation with the requesting party in order to schedule the item on any given agenda. The requesting party determines whether or not he/she will be present for acceptance of such presentation and if not present, the item will be placed under the Consent Calendar of the agenda.

8.3.4 Public Comment

Members of the public are entitled to speak on matters of municipal concern not on the agenda, during consideration of that portion of the meeting agenda entitled "Public Comment" when that item is called by the Mayor. Each person is entitled to speak on any non-agendized item only once at any meeting. Brief questions by Council Members for clarifications may be posed and answered, and Council Members may make requests that items be placed on future agendas, but in accordance with State Law, no substantive discussion may take place unless and until the matter properly appears on the agenda.

8.3.5 Approval of Consent Calendar

Those items on the Agenda which are considered to be of a routine and non-controversial nature by the Town Manager shall be listed on "Consent Calendar". These items so listed shall be approved, adopted, accepted, etc. by one motion of the Council.

Council Members may comment on Consent Calendar items or ask for minor clarifications without the need for pulling the item for separate consideration. Items requiring deliberation should be pulled for separate consideration.

At the request of any Council Member or any other person, a Consent Calendar Item shall be considered separately in the order of the agenda following approval of the remaining "Consent Calendar".

8.3.6 Presentations

Presentations shall be scheduled as necessary for the promotion of an event or service or general information items to the Council.

8.3.7 Public Hearings

Public Hearings can be legislative or quasi-judicial (adjudicatory) and may be required on certain items as prescribed by the municipal code or by state or federal law.

Legislative decisions generally involve fundamental policy questions of jurisdiction-wide concern; legislative decisions also can involve changes in existing law to govern future situations.

Quasi-judicial hearings call for Council assuming a more judge-like role and decisions are subject to more exacting judicial review and should be accompanied by carefully drawn findings in support of the decision made.

The Public Hearing process is a guideline and not intended to duplicate, modify, repeat or supersede any state or federal regulations. Public Hearings shall be posted ten (10) days prior to the meeting, except those requiring separate posting requirements, set by various government codes. The general procedure for public hearings is as follows:

a. The Mayor opens the public hearing.

b. Town Council members should disclose any conversation(s), meetings or communication with applicants and/or other party(ies). **(Please refer to Section 5 regarding the Quasi Judicial Process.)**

c. Staff presents its report. Council Members shall only ask questions of staff and defer any opinion on the item(s) until after the public comments section of the meeting.

d. Applicant(s)/Staff present their request/proposal subject to time limits established by Council and subject to public testimony rules in Section 7.4.4 of this document.

e. Members of the public present their comments subject to time limits established by Council and subject to public testimony rules in section 7.4.1 of this document.

f. Applicant(s) shall be permitted 5 minutes at the close of public comments for rebuttal.

g. The Mayor closes the public hearing after everyone wishing to speak has had the opportunity to do so.

h. Council addresses questions from applicants/appellants or the public, proceeds with questions and deliberation, discussion, and takes action. For quasi-judicial matters Council members should not express any opinion or position on the matter being heard prior to the close of the public hearing and not until all evidence, both oral and written, has been presented and the public hearing has concluded. Adhering to this practice will avoid the appearance of bias by any one or group of members of the Town Council and will ensure that parties appearing before the Town Council will receive a fair hearing.

i. For matters of a legislative nature, it is recommended, but not required, that members of the Town Council defer expressing their views on such matters involving legislative decisions until such time as that issue is presented to the collective body at a meeting of the Town Council. Each member of the Town Council shall use his or her own good judgment and discretion in adhering to this recommended practice.

8.3.8 Regular Items

Regular items are those reports brought forth for Council approval that are neither public hearings nor reports of Council or staff, but require adoption of a resolution or require action by the Council. Public Comment will be sought on Regular Items.

8.3.9 Staff Informational Reports

The Staff Informational Reports portion of the meeting agenda provides an opportunity for the Town Manager and/or Town Staff to report on items of interest, status reports on significant projects, updates on events or meetings they participated in, provide acknowledgement to citizens or individuals, or address requests for information or follow-up by Town staff on particular matters as requested by the public.

Informational Reports can be presented in Staff Report format and report is not intended to be a verbal report. Additional reports may be done verbally.

8.3.10 Council Reports

The Town Council Reports portion of the meeting provides Council Members the opportunity to briefly comment on Council business, Town operations, Town projects, request Future Agenda Items, and other items of community interest. Council Members shall govern themselves as to the length of their comments, but shall generally not exceed ten minutes. The Mayor has the responsibility to assist Council Members by signaling when the council member has been speaking for over ten minutes.

Pursuant to Government Code section 53232.3(c) and (d), "Expense reports must be submitted "within a reasonable time....as determined by the legislative body. Members of a legislative body shall provide brief reports on meetings attended at the expense of the local agency at the next regular meeting of the legislative body."

Given this requirement, Council Members attending such meetings/conferences will alert the Town Clerk of the need to agendize the item under Council Reports. A verbal or written report may be given at that time.

8.3.11 Closed Sessions

The Brown Act requires all council action to be discussed and taken in open session, except for specified and limited exceptions such as personnel matters, real property negotiations, and pending or threatened litigation. ALL MATTERS DISCUSSED IN CLOSED SESSION ARE CONFIDENTIAL.

Closed Sessions are held at the end of the regular Council meeting and, if needed, can be continued to the next regular meeting.

A. Town Council Members shall consider all written materials and verbal information provided to them on matters that are confidential under State law in complete confidence to insure that the Town's position is not compromised. No disclosure or mention of information in these materials shall be made to anyone other than Council Members, the Town Attorney or Town Manager.

B. If the Town Council in closed session has provided direction to Town staff on proposed terms and conditions for any type of negotiations whether it be related to property acquisition or disposal, a proposed or pending claim or litigation, and/or employee negotiations, all contact with the other party and/or attorney shall be limited to, and made by, the designated Town staff representative handling the negotiations, claim or litigation. No Council Member shall have any contact or discussion with the other party or its representative involved with the negotiation, claim or litigation during this time, nor shall any Council Member communicate or disclose any discussion conducted or information received in closed sessions. All public statements, information and press releases shall be handled exclusively by the designated Staff spokesperson.

8.3.12 Adjournment

Adjournment of a meeting is customarily by motion of the Town Council or can be accomplished by unanimous consent and the Mayor simply declares the meeting adjourned. A motion to adjourn to another time can be done similarly, but is debatable only as to the time to which the meeting is to be adjourned.

8.4 Meeting Conduct

8.4.1 Addressing the Council Generally

Each person addressing the council may give his or her name and address (optional) in an audible tone of voice for the record. Each person's comments shall be limited to 5 minutes except as provided in section 8.4.4. regarding land use Public Hearings. In the further interest of time, speakers will be asked to limit their comments to new materials and not repeat what a prior speaker said. Organized groups may choose a single spokesperson who may speak for the group. Speakers may not concede any part of their allotted time to another speaker.

8.4.2 Additional Time

There may be an occasion where justification for more time is warranted for public comment. Citizens must ask for this at the outset of the comment period and have it approved by the Town Council prior to speaking.

8.4.3 Less Time

Where the Council determines that the existence of unusual or controversial issues exist, that the large number of speakers wishing to address the Council so justifies, or that other considerations make modification appropriate, the Council may limit the total amount of time to be devoted to public comment, the amount of time to be afforded each speaker, or the number of speakers to be heard on an issue, or may make such other modifications as the Council may deem appropriate. To the extent practicable, the Council shall make any such modification or limit at the time the given issue or matter is scheduled for public hearing, and the Town Clerk shall, to the extent practicable, include notice of such modification or limit in published notice of the hearing.

8.4.4 Addressing Council at Land Use Public Hearings

The applicant at a land use Public Hearing shall be permitted to address the Council for 15 minutes following the staff report. If there is a spokesperson for the opposition, the spokesperson shall be permitted to speak for 15 minutes. All other speakers will be limited to 5 minutes each . Applicant shall be permitted 5 minutes at close of public comments for rebuttal.

8.4.5 Presentation by Spokesperson

Whenever any group of persons wishes to address the Council on the same subject matter, it shall be proper for the Mayor to request that a spokesperson be chosen by the group to address the Council, and, in case additional matters are to be presented at the time by any other member of the group, to limit the number of persons so addressing the Council so as to avoid unnecessary repetition before the Council.

8.4.6 Irrelevant Testimony

The Mayor shall rule out of order any testimony not relevant to the agenda item then under discussion.

8.4.7 Protocol

The purpose of public testimony is for Council Members to benefit from the views of the public. Comments from the public should only be directed

toward the Council. All comments and testimony shall be made from the podium or other approved Council location; no comment or testimony shall be shouted from the audience. Council Members and staff should avoid entering into a dialogue with members of the public who may address the Council.

8.4.8 Public Comment on Agendized Items

Members of the public are entitled to speak on any item on the agenda either immediately after the item is called by the Mayor or during a public hearing on the subject matter opened by the Mayor. Each person is entitled to speak on any agenda item only once at any meeting, and the right to speak at the appropriate time waives any further right to address the Council on that item at that meeting. Participation in debate on any item before the council shall be limited to members of the Council, although Council Members may ask members of the public for additional information.

8.4.9 Disruptive Comments and/or Conduct

No person who addresses the Council shall make any belligerent, personal, impertinent, irrelevant, redundant, slanderous, loud, threatening, abusive or disparaging remark, statement or commentary toward the Council, staff or other individuals in a manner which disrupts, disturbs or otherwise impedes the orderly conduct of the Council meeting, nor shall any person engage in any other disorderly conduct which so disrupts, disturbs or impedes the orderly conduct of the meeting. Any violation of this rule shall be grounds for terminating the citizen's comment period. Continued inappropriate behavior or comments, after having been directed to discontinue, also shall be grounds for removal from the meeting. Council shall not be belligerent or make disparaging commentary toward the speaker. Nothing in this section shall prohibit or discourage orderly criticism of any Town decision or policy within the limits of these rules.

8.5 Meeting Procedures

8.5.1 Legislative Matters Considered

The Council shall not consider any resolution, motion, or matter which does not affect the conduct of the business of the Town of Yountville or its corporate powers or duties as a municipal corporation, nor shall the Council consider any resolution or motion supporting or disapproving any legislation or action pending in the Legislature of the State of California, the congress of the United States or before any officer or agency of the State or Nation unless such proposed legislation or action, if adopted, will affect the conduct of the municipal business or the powers and duties of the Town of Yountville or its officers or employees as such.

8.5.2 Action by the Council

Action by the Council shall be by motions made and voted upon. A motion shall require a second. The Mayor and any other Council Member may make or second a motion. A substantive motion is out of order while another substantive motion is pending.

8.5.3 Roll Call and Voice Votes

A roll call vote shall be taken on the introduction of ordinances. Roll call votes shall be entered in the minutes of the Council showing those members voting yes, those voting no, and those abstaining or absent. All other matters may be made by voice vote indicating consensus on the proposed action. Pursuant to the Government Code section 54953(c)(1) and (2), there shall be no action by secret ballot, whether preliminary or final, and the Mayor or Chair shall public report the vote or abstention of each member present for the action or vote taken on each matter.

8.5.4 Adoption by Majority Vote

A motion shall be adopted by a majority of the votes cast, a quorum being present, unless otherwise required by these rules or the laws of California.

Resolutions, orders for the payment of money, and all ordinances require a recorded majority vote of the total membership of the Council. (GC 36936).

If a motion has received a second, the Mayor shall state the motion and then open the floor to debate on it. The Mayor shall preside over the debate according to the following general principles:

a. The maker of the motion is entitled to speak first;
b. A person who has not spoken on the issue shall be recognized before someone who has already spoken;
c. To the extent possible, the debate shall alternate between opponents and proponents of the measure.

8.5.5 Ratification of Actions

To the extent permitted by law, the Council may ratify actions taken on its behalf but without its prior approval. A motion to ratify is a substantive motion.

8.5.6 Procedural Motions

In addition to substantive proposals, the following procedural motions shall be in order. Unless otherwise noted, each motion is debatable, may

be amended, and requires a majority of the votes cast, a quorum being present, for adoption. All procedural matters not otherwise provided for in or controlled by state law or by any ordinance, resolution, rule or regulation of the Town shall be governed by Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century (attached as Exhibit).

a. To Adjourn. The motion may be made only at the conclusion of action of a pending substantive matter; it cannot interrupt deliberation of a pending matter.
b. To Take a Brief Recess.
c. Call to Follow the Agenda. The motion must be made at the first reasonable opportunity, or the right to make it is waived for the out-of-order item in question.
d. To Suspend the Rules. A vote of the majority of the quorum of the Council is required to suspend the rules. The Council may not suspend provisions of the rules that are state requirements imposed by law on the Council.
e. To Divide a Complex Motion and consider it by Paragraph (bifurcate).
f. To Call the Previous Question. The motion is not in order until there have been at least fifteen (15) minutes of debate, and every member has had an opportunity to speak once.
g. To Continue an Item to a Future Meeting Certain.
h. To refer to staff for action.
i. To Amend. An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if the amended motion has the same effect as rejection of the original motion. A motion may be amended, and that amendment may be amended, but no further amendments may be made until the last amendment is disposed of by a vote.
j. To Reconsider. A motion to reconsider can be made by any member who voted with the prevailing side, and only at the meeting during which the original vote was taken, including any continuation of that meeting through adjournment to a time and place certain, or at the next Regular Meeting unless intervening actions taken based on the original action make such reconsideration impracticable. Reconsideration requires a majority vote of the members present. The motion cannot interrupt deliberation on a pending matter, but is in order at any time before final adjournment of the meeting. In the case of a tie vote on an action, any member of the Town Council may request a reconsideration as outlined above.
k. To Rescind or Repeal a Previous Action. A motion to rescind or repeal a previous action is not in order if the rescission or repeal is forbidden by law or made inappropriate by virtue of actions taken in accordance with the previous action.

8.5.7 Withdrawal of Motion

A motion may be withdrawn by the introducer at any time before a vote, with or without the consent of any "seconder" of the motion. However, any other Council Member may ask to be considered the introducer of the motion and, if again seconded, debate may continue without further interruption.

8.5.8 Conflict of Interest and Impact upon Duty to Vote

Every member should vote (aye, no or abstain) on every item unless prevented from doing so by virtue of an actual or potential conflict of interest under applicable State Law or the Regulations of the FPPC. Any member who believes he or she has a conflict or potential conflict of interest must, consistent with the requirements expressed by the FPPC Regulation, Government Code section 1090 or other applicable State Law, announce such at the initiation of debate or when such conflict or potential conflict becomes apparent, shall disclose and describe that the conflict involves either an investment, business position, interest in real property, or the receipt of income, loans or gifts, and shall refrain from any part in the debate, deliberations, or voting on that issue. Each member is individually responsible, with the assistance of the Town Attorney, Town Manager or the FPPC, to determine if a conflict of interest exists which would require that the member not participate directly or indirectly in influencing the outcome of a matter or from participating in or voting on matter and to state on the record the reasons for the disqualifying interest or to disclose any non-disqualifying circumstances which must be placed into the record or minutes of the Council meeting as required by law.

If the governmental decision is made during a closed session of a public meeting, the disclosure(s) shall be made orally during the open session either before the body goes into closed session or immediately after the closed session.

8.5.9 Legally Required Participation

When members are disqualified based on a conflict of interest under GC Section 87100, legally required participation can be instituted in order for the body to take action (the "Rule of Necessity" as defined by the FPPC Regulations). A random selection may be used to select only the number of officials needed. When an official is selected (by drawing lots), he or she is selected for the duration of the proceedings in all related matters until his or her participation is no longer legally required, or the need for invoking the exception no longer exists.

For the purposes of this section, a "quorum" shall constitute the minimum number of members required to conduct business and when the vote of a

supermajority is required to adopt an item, the "quorum" shall be that minimum number of members needed for that adoption (GC Sections 81002, 81003 and 87101, operative 11/23/98).

8.5.10 Introduction and Passage of Ordinances

A proposed ordinance shall be deemed to be introduced on the date the subject matter is first voted on by the Council. The Clerk or the maker of the motion shall read the title of the ordinance, after which a roll call vote shall be taken by the Council to introduce and, at the Council's option, waive its reading. The ordinance is then scheduled for its second reading and adoption and can be adopted by voice vote of the Town Council.

Ordinances become effective 30 days after their adoption unless otherwise specified by Government Code. Upon the ordinance's final adoption and within 15 days of its passage, the Clerk will post the full text of the ordinance in the Town's designated legal posting locations, and as needed, update the Municipal Code.

An ordinance, other than an urgency, may not be passed within five (5) days of its introduction or alteration. Corrections of typographical or clerical errors are not alterations.

8.5.11 Closed Sessions

The Council may hold Closed Sessions only as provided for by law. Only those actions specifically authorized by statute may be taken in Closed Session, and actions so taken shall be reported as required by law. The Town Manager or Town Attorney may, at his/her discretion, announce any actions taken prior to the next Regular Meeting if doing so would not have a deleterious effect on the conduct of Town's business and would be consistent with the spirit of the action taken.

8.5.12 Quorum

A majority of the actual membership of the Council, including the Mayor but excluding vacant seats, shall constitute a quorum. A member who has withdrawn from a meeting without being excused by majority vote of the remaining members present shall be counted as present for purposes of determining whether or not a quorum is present.

8.5.13 Public Hearings

Public Hearings shall be scheduled and notice posted without any action required by the Town Council, excepting that the Council may, if they so desire, schedule a Public Hearing on an item of interest for a date certain.

At the time designated for the Public Hearing, or soon after as is practicable, the Mayor shall direct the attention of a report and respond to questions from Council Members, after which the Mayor shall formally open the Public Hearing and members of the public shall be allowed to speak in accordance with the rules set forth elsewhere in these Rules of Procedure. When the allotted time expires, or when no one wishes to speak who has not done so, the Mayor shall declare the hearing closed.

Following the close of the Public Hearing, the Council may debate or take action on the matter in accordance with these rules. The Mayor may in his or her discretion allow questions and/or comments from the public after close of Public Hearing.

8.5.14 Breaks

The Council will generally take a 15-minute break around 8:00 p.m. and will extend their meeting time by vote if conducting business beyond 10:00 p.m.

8.6 Policy / Decision Making Process (i.e. Budget Priorities/Work Session)

Policy / Decision-Making Process may be initiated by individual Council Members, Citizen Advisory Boards, Committees, Commissions, Strategic Plan, and/or staff. These individuals or groups may request the full Council to consider the review or revision of existing policies or the consideration of new policy. Members of the public may request a Council Member to initiate the full Council's consideration.

8.6.1 Initial Consideration

Initial consideration is accomplished by including the matter on an upcoming meeting agenda for the Council's consideration and to present a staff report of the matter that briefly explains the request so that Council can choose if they wish to dedicate staff time and resources to review the matter. During initial consideration, a vote of the Council should be taken to indicate if the majority chooses to dedicate staff time and resources to investigate and review revisions or possible modifications to Council policy.

No further consideration is necessary if the majority of the Council chooses not to dedicate staff time and resources to investigate and review policy changes at this time, the decision-making process is complete.

8.6.2 Scope and Direction

Scope and Direction includes the Town Council defining the scope of the investigation to be undertaken and assigning primary responsibility for the task to a Board, Commission, Committee or staff.

8.6.3 Administrative Report

An Administrative Report should be prepared based on the scope and direction provided by Council including background, current status, alternatives and potential funding concerns. After the Administrative Report is completed, recommendations are presented to Council for consideration.

8.6.4 Policy Direction

At the conclusion of the Council's discussion regarding the administrative report, a majority of Council reaches a decision and provides direction as to which alternative(s) will be implemented.

The Town Council annually adopts its Fiscal Year Budget and establishes Council Goals and Objectives consistent with the Town's Strategic Plan. The Town Manager develops a work plan to implement these goals. Town Council shall give serious consideration to establishing additional goals or new work plan initiatives as this could have an impact on staff's ability to deliver the established work plan and stay within the adopted budget.

8.7 Rules of Council Conduct

8.7.1 Discussion Rules

The Mayor has the responsibility to control the debate and the order of speakers. Each Council Member shall be allowed the opportunity to speak twice on each issue and the Mayor shall call upon all Council Members fairly.

8.7.2 Council Questions of Speakers

Council Members who wish to ask questions of speakers may do so, but only after being recognized by the Mayor.

Members of Council shall not engage in debate with a member of the public at Council meetings since these debates seldom resolve concerns and many times inflame feelings at a public meeting.

8.7.3 Germane Comments/Time Limit for Council

Council Members shall limit their comments to the subject matter, item, or motion being currently considered by the Council. A determination of relevance shall be made by the Mayor, but may be appealed to the full Council.

Council Members shall govern themselves as to the length of their comments, but shall generally not exceed ten minutes. The Mayor has the responsibility to assist Council Members by signaling when the Council Member has been speaking for over ten minutes.

8.7.4 Derogatory Comments

Council Members are expected to interact with one another with mutual respect and courtesy. Derogatory, snappy, or sarcastic comments towards another Council Member, a member of the public or a staff member are inappropriate. The Mayor may call for a short recess should a Council Member or member of the public become disruptive or agitated so as to interfere with the normal conduct of business.

8.7.5 Packing of Audience

It is inappropriate for a Council Member to pack the audience for a specific agenda item.

8.8 Use of Council Chambers

The Town Clerk and Management Analyst are responsible for maintaining a calendar on the use of the Council Chamber. Use of the Council Chamber by Town commissions, committees, and other advisory bodies shall take precedence over any other group or agency. Favorable consideration shall be given to other governmental agencies. No events of a commercial nature shall be allowed. No admission shall be charged. Regularly scheduled meetings by other agencies and groups shall be discouraged, except for governmental or regional agencies of which the Town is a member. When a question arises regarding permission for any group to use the facility, the Town Manager shall have authority to make the final decision.

9. COMMUNICATIONS

9.1 Televising, Videotaping and Web Streaming of Council Meetings

Televised Live, Replayed and Videotaped

It is the policy of the Council that regular and special meetings, except for Budget/Study Sessions and Town Commission interviews, be televised live and be recorded by Napa Valley TV. In addition, Town Council meetings are rebroadcast the Friday following the Council meeting.

Original videos are kept for 90 days after which time they may be destroyed pursuant to the Town's Record Retention Schedule.

A duplicate copy of the Council Meeting DVD can be requested by the public at a charge determined by the company duplicating the video. The Town Clerk will coordinate the video duplication process.

Web Streaming

Council Meetings will be web streamed over the Internet by accessing the Town's website www.townofyountville.com and clicking on Agendas and Minutes. Web Streaming can be viewed live and at later date by video archive.

Internet web streaming will be provided at all times unless, for some unforeseen/uncontrollable reason there is technical difficulty.

9.2 Processing of Mail

Staff shall open all mail addressed to the Mayor and Council, date stamp it and forward it to the Town Clerk for disposition. Mail which is directly related to a particular department shall be copied to that Department Head by the Town Clerk. Council letters of complaints shall be sent directly to the Town Clerk for disposition, with copy to the Town Manager and Department Head(s). Junk mail will be disposed of by the Town Clerk and no mail marked confidential or personal which is addressed to the Council shall be opened by Town staff.

Mail addressed to the Mayor and Town Council shall be distributed by the Town Clerk to each Council Member with the notation "All Council Received." Correspondence addressed to the Mayor which requires a response shall be coordinated by the Town Clerk and copied to all Council Members.

9.3 Citizen Complaint Process

All complaints directed to the Mayor or Town Council shall be given to the Mayor, Town Manager with a copy for the Town Clerk for information purposes. The Town Manager or his designee shall draft a response to the complaint for the Mayor's signature with a copy to the Town Manager and Town Clerk.

Council Members are discouraged from responding directly to complaints without coordinating with the Town Manager to ensure a unified response and to prevent dual efforts in the event another department is already preparing a response.

If the Mayor or Council Member receives a complaint and desires that it be addressed by administration, he/she should present it to the Town Clerk for disposition and tracking.
Staff will copy or otherwise communicate all responses to the Town Council.

9.4 Distribution of Information

Responses to all requests for information will be copied to all Council Members.

9.5 Use of Town Letterhead & Logo

All Council Member correspondence written with Town resources, i.e., letterhead, typing, staff support, postage, etc., will reflect the position of the full Council, not individual Council Members' positions. All Council Member correspondence using Town resources shall be copied to the full Council.

Regarding the use of Town logo, Municipal Code Section 1.08.020 provides "No person other than the Town, may in any way use the Town's logo without prior approval of the Council." Resolution Number 2172-03 authorizes the Town Manager or Town Clerk to approve use of the Town's Logo for specific purposes by other government agencies to which the Town maintains membership. All authorized use of the Town's logo shall be in writing, shall indicate the specific use allowed, and shall include the words "Any other use of this logo is prohibited.".

9.6 Representing Majority Decision vs. Individual Opinion

If a member of the Town Council appears before another governmental agency or organization to give a statement on an issue affecting the Town, the Council Member should first indicate the majority position and opinion of the Council. Personal opinions and comments may be expressed only if the Council Member clarifies that these statements do not represent the position of the Town Council.

9.7 Media/Press Relations

Council Members, the Town Manager and Management Team may prepare routine media/press releases from time-to-time, which may range in scope from generic topics to sensitive and controversial issues.

<u>Distribution</u>

All media/press releases prepared for distribution to newspapers or the electronic media shall first be submitted to the Town Manager for approval and to the Town Clerk and should be prepared as follows:

A. All press/media releases shall be formatted using the Town template.

B. Press/media releases shall contain the name, title and telephone number of the Town official available to address any inquiries. As a general rule, inquiries from the press and other publications should be given a high priority and be responded to as quickly and efficiently as possible. Every effort should be made to meet media deadlines and ensure that all information released is accurate.

C. The media/press release shall be emailed and mailed to the following agencies, with the need for additional agencies to be determined by the Town Manager:

- Yountville Sun
- Napa Valley Register
- KVON/KVYN and/or other local radio outlets
- Veterans Home
- Town's website including e-notifier subscribers
- Channel 28 (time permitting based on program scheduling)
- Additional Media Outlets/Social Media, as determined by Town Manager

In addition, media/press releases will be sent to the Town Council and All Town Staff.

D. The Town Clerk should receive a copy of every media/press release that is distributed by any departmental staff.

When reporters seek information that requires interpretation, an opinion, or information that is not readily available or routinely provided to the general public and of which Council Members may not be aware, the request shall be referred to the Town Manager or Department Head, or in their absence, the Town Clerk. Council should be notified of any major news interviews.

Press Conferences

When necessary, press conferences may be conducted to make extremely important announcements and facilitate the flow of immediate, accurate information when several reporters request information that Town officials cannot respond to on an individual basis. The Town Manager and Town Clerk must be notified in advance of a Council Member or Department Head's intent to hold a press conference. The full Council shall also be informed of a press conference.

Consistent with the protocols expressed above, nothing contained herein shall abridge or attempt to restrict any member of the Town Council from expressing their views on matters within the subject matter jurisdiction of the Town or other matters, provided, however, that Council members are to avoid expressing opinions on quasi-judicial matters before the Town until such time as those matters are presented to the Town Council.

10. COUNCIL / STAFF / TOWN ATTORNEY RELATIONSHIP

10.1 Council/Staff Relationships

Town Staff acknowledges the Council as policy makers and the Town Council acknowledges Staff as administering the Council's policies.

10.2 Communications with Staff and Requests for Information

Council Members may contact the Town Manager and/or Department Head directly to ask questions for clarification or to request information. Council Members may

also request research from the Town Manager on a given topic directly when it is anticipated that the request can be completed by staff in less than one hour.

Council Member requests for research or information that are anticipated to take staff more than one hour to complete shall be directed to the Town Manager. Request for new information or policy direction will be brought to the full Council for consideration. Responses to all requests will be copied to all Council Members.

A Council Member shall not direct Staff to initiate any action, change a course of action, or prepare any report that is significant in nature, nor shall a Council Member initiate any project or study without the approval of a majority of Council.

10.3 Undue Influence on Staff and Commissions

Council Members shall not attempt to coerce or influence Staff or Commissions in the making of appointments, the awarding of contracts, the selection of consultants, the processing of development applications or the granting of Town licenses or permits. The Council shall not attempt to change or interfere with the operating policies and practices of any Town department.

10.4 Complaints Regarding Performance of Staff

Any concerns by a member of Council over the behavior or work of a Town employee shall be directed to the Town Manager privately to ensure the concern is resolved. Council Members shall not reprimand employees directly, nor shall they communicate their concerns to anyone other than the Town Manager.

10.5 Handling of Litigation and Other Confidential Information

Town Council Members shall consider all written materials and verbal information provided to them on matters that are confidential under State law in complete confidence to ensure that the Town's position is not compromised. No disclosure or mention of information in these materials shall be made to anyone other than Council Members, the Town Attorney or Town Manager. All written materials should be returned to the Town Manager after consideration for disposition.

10.6 Town Attorney/Council/Staff Relations

The Town Attorney is hired by and reports directly to the Council pursuant to State law. The Town Attorney serves at the pleasure of the Council under a professional services agreement terminable at will by either party upon 60 days notice. The Town Attorney represents as his or her client the Town as a legal entity, acting through the Town Council as the Town's highest administrative authority. No individual Council Member nor any other officer or employee of the Town is a client of the Town Attorney.

There is an attorney-client privilege as to council and staff communications with the Town Attorney regarding matters that involve parties outside the Town. For

example, attorney-client communications are protected where someone sues the Town and seeks to compel disclosure. Similarly, everyday communications between Council Members and the Town attorney are generally protected. Communications between staff and the Town Attorney are *not* protected from disclosure to the Council, since the Council is the holder of the attorney-client privilege.

There is no attorney-client privilege between Council Members and the Town Attorney when the Town Attorney has reason to believe that the Council Member is violating or intends to violate conflict of interest rules or some other law. The Town Council authorizes the Town Attorney to publicly disclose conflict of interest violations or other violations of law, where the violation is clear and where the public official proposes or takes action that clearly violates the conflict of interest rules or other laws in disregard of the Town Attorney's advice.

Since the Town Attorney is responsible directly to the Council, Council Members may contact the Town Attorney directly to ask questions or to request information. Council Members may also request research from the Town Attorney on a given topic directly when it is anticipated that the request can be completed in less than one hour. A Council Member shall not direct the Town Attorney to initiate any action, change a course of action, or prepare any report that is significant in nature without the approval of a majority of Council and notice to the Town Manager.

11. PROTOCOL ADMINISTRATION

11.1 Review of Town Council Protocols

The council will review and revise the Town Council Protocol, as needed.

11.2 Adherence to Protocols

During Town Council discussions, deliberations and proceedings, the Mayor has been delegated the primary responsibility to insure that the Town Council, staff and members of the public adhere to the Council's adopted protocol.

11.3 Town Attorney as Protocol Advisor

At the behest of the full Council, the Town Manager may be directed to confer with the Town Attorney in interpreting the Town Council's adopted protocol and proposed changes.

11.4 Adherence to Administrative Procedure and Process Protocol

The Council has delegated the Town Manager responsibility to discuss, on behalf of the full Council, any perceived or inappropriate administrative action with a Council Member. The Town Manager will discuss with the Council Member the action and suggest a more appropriate process or procedure to follow. After this

discussion, if further inappropriate action continues, the Town Manager will report the concern to the full Council.

11.5 Applicability of Protocols

The Town of Yountville Council Protocols shall also apply to the Town Council when sitting as other entities or agencies such as the Town Housing Authority, Parking Authority, Finance Authority or any other body. The role of Mayor and Vice Mayor shall be interchangeable with the Chair and Vice Chair, or President and Vice President when sitting as another entity.

11.6 Protocol Update History

- Updated by Resolution Number 3156-14, March 4, 2014
- Updated by Resolution Number 2841-10, January 5, 2010
- Initial Adoption by Resolution Number 2452-06, April 4, 2006