NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

MEMORANDUM

TO: Governance Committee Members

Armond Budish, County Executive, Cuyahoga County
James W. Dvorak, Commissioner, Geauga County
John R. Hamercheck, Commissioner, Lake County
William F. Hutson, Commissioner, Medina County
Matt Lundy, Commissioner, Lorain County
Valarie J. McCall, Chief, Communications, Government & International Affairs, City of Cleveland

FROM: Valarie J. McCall, Chair

DATE: February 7, 2020

RE: Governance Committee
Friday, February 14, 2020, at 10:00 a.m.

NOACA Offices
1299 Superior Avenue, Cleveland, Ohio

Please note that in addition to the members listed above, any interested Board members are welcome to attend. Notice of this meeting has been publicly posted, and major public media has been notified.

I look forward to seeing you on Friday, February 14th at 10:00 a.m. at the NOACA offices.
### GOVERNANCE COMMITTEE AGENDA

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<td>President's/Executive Director's Report</td>
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<td>9.</td>
<td>Adjourn</td>
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Next Regular Meeting: *Friday, May 8, 2020 at 10:00 a.m.*  
**NOACA Offices**  
**1299 Superior Avenue in Cleveland, Ohio**
NOACA Governance Committee Meeting  
November 8, 2019  
NOACA Offices  
1299 Superior Avenue, Cleveland, Ohio 44114

Present: Please see the attached attendance record.

Cuyahoga County Executive Armond Budish convened the Governance Committee meeting at 10:05 a.m.

Meeting Minutes  
A motion was made by Commissioner Bill Hutson to approve the minutes of the Governance Committee meeting held on August 23, 2019. The motion was seconded by Commissioner Matt Lundy. The motion passed by voice vote.

Public Comments  
No public comments were made at this meeting.

Executive Director’s Report  
No report was presented at this meeting.

ACTION ITEMS

2020 NOACA Board of Directors’ Officer Nominations  
The following slate of proposed officers was presented to the Governance Committee for the 2020 NOACA Board:

- **President**  
  Timothy C. Lennon, Geauga County Commissioner

- **First Vice-President**  
  Matt Lundy, Lorain County Commissioner

- **Second Vice-President**  
  John R. Hamercheck, Lake County Commissioner

- **Secretary**  
  William F. Hutson, Medina County Commissioner

- **Treasurer**  
  Armond Budish, Cuyahoga County Executive

- **Immediate Past President**  
  Valarie J. McCall, Chief of Government and International Affairs, City of Cleveland

Commissioner Hutson recommended that the standard rotation be used.

Ms. Gallucci noted that NOACA has used a standard rotation to give each county and the City of Cleveland a one-year term so representation is geographically equitable.

A motion was made by Commissioner Hutson to recommend the above-referenced slate to the Executive Committee. The motion was seconded by Chief McCall. The motion passed by voice vote.
The Governance Committee discussed filling the assistant officer positions with the following Board members:

- **Assistant Secretary**: John Hunter, Sheffield Village Mayor
- **Assistant Secretary**: Annette Blackwell, City of Maple Heights Mayor
- **Assistant Treasurer**: Andrew Conrad, Medina County Engineer
- **Assistant Treasurer**: Kirsten Holzheimer Gail, City of Euclid Mayor

A motion was made by Mr. James Cordes to recommend the above-referenced slate to the Executive Committee. The motion was seconded by Commissioner Hutson. The motion passed by voice vote.

### 2020 Board, Committee, Subcommittee and Council Meeting Schedules

The Governance Committee reviewed and recommended the standard rotations for Board, committee, subcommittee and council meeting schedules with one exception. The three standing committee meetings scheduled in April 2020 will be held on the third Friday instead of the second Friday of the month to avoid Good Friday.

A motion was made by Chief McCall to recommend the 2020 meeting schedules to the Executive Committee. The motion was seconded by Commissioner Hutson.

County Executive Budish asked staff to review the meeting calendar to make sure there are no conflicts with Jewish holidays.

The Governance Committee voted and the motion passed by voice vote.

### PRESENTATION / DISCUSSION ITEMS

**Membership Expansion of Advisory Councils**

Ms. Gallucci asked the Governance Committee to consider recommending to the Executive Committee the expansion of each advisory council by adding three additional seats for emerging future leaders.

Ms. Gallucci stated that the purpose of expanding the membership will allow these professionals opportunities to help advance and reinforce NOACA’s mission and agenda. She noted that the inclusion of emerging leaders will also help spark new ideas, approaches and perspectives for growing NOACA’s community connections. Ms. Gallucci discussed the benefits of having emerging leaders on the advisory councils. She stated that nominations will come from Board members, staff and council chairs. She noted that the Board will make the final recommendation.

County Executive Budish asked the names of the existing advisory councils. Ms. Gallucci said the Business Advisory Council, Community Advisory Council, and Rural Advisory Council.

Commissioner Jim Dvorak asked if staff is looking to add additional at-large seats to the councils. Ms. Gallucci said the additional seats could be at large or proportional and noted that NOACA could add six additional seats.

Chief McCall asked if the number of seats for each council would be 18. Ms. Gallucci said yes. Chief McCall supported the expansion of the councils and suggested that staff either use another description for additional members or better define “emerging leaders.” Chief McCall stated that NOACA should consider recruiting active leaders, active residents and emerging leaders.
Commissioner Dvorak stated that additional members should be people who can attend the meetings.

Ms. Gallucci stated that if the description of new members is left open, there would be more flexibility to fill the seats for each council.

Commissioner Lundy asked if staff thought about adding college students to the councils who are studying urban planning. Ms. Gallucci said staff has not looked at students specifically, but are looking for people with urban planning experience.

Commissioner Hutson asked if there are currently three members per county on each of the advisory councils. Ms. Gallucci stated that each council has proportionate representation and four at-large seats. She said the counties do not appoint the seats, but their recommendations are taken into consideration.

The Governance Committee discussed the number of seats that should be added to each council.

Chief McCall suggested that staff better define the term “emerging leader” based on the description of each council. Ms. Gallucci said staff will work on the charter.

The Governance Committee discussed the different meanings of the term “emerging leader.”

County Executive Budish stated that parameters need to be set.

Commissioner Hutson asked if the councils have term limits for members and if a second tier could be added so emerging leaders would have a different term than the other members. Ms. Gallucci said the term is technically one year with potential for reappointment.

County Executive Budish commented that he did not see the value of adding additional members to the councils without having a better definition.

Chief McCall suggested recommending the additional advisory council seats to the Executive Committee contingent upon staff presenting a more detailed description of an emerging leader at the next Governance Committee meeting.

Ms. Gallucci stated that the definition of what NOACA is trying to accomplish will be added to the existing charter for the advisory councils.

Mr. Cordes suggested that staff use titles, such as “community mover” or “community advocate” or “community leader.”

Commissioner Dvorak asked if there should be an odd number for the advisory councils. Ms. Gallucci said the number of seats could be 21.

Reports / Updates
No reports / updates were presented at this meeting.

Old Business
No old business was discussed at this meeting.
New Business
No new business was discussed at this meeting.

Adjournment
The next Governance Committee meeting will be held at the NOACA offices on February 14, 2020 at 10:00 a.m. There being no further business, the meeting was adjourned at 10:40 a.m.
# 2019 Attendance Record

<table>
<thead>
<tr>
<th>MEETING DATES</th>
<th>02/08/19</th>
<th>05/10/19</th>
<th>08/23/19</th>
<th>11/08/19</th>
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<tr>
<td>Armond Budish (Mike Foley, Alternate)</td>
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<td>A</td>
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<td>James W. Dvorak (Nicholas Gorris, Alternate)</td>
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<tr>
<td>John R. Hamercheck (Daniel J. Gerson, Alternate)</td>
<td>X</td>
<td>X</td>
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<td>X</td>
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<tr>
<td>William F. Hutson (Patricia Geissman, Alternate)</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Lori Kokoski (James Cordes, Alternate)</td>
<td>A</td>
<td>A</td>
<td>A</td>
<td>A</td>
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<tr>
<td>Matt Lundy (Greg Zilka, Alternate)</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Valarie McCall (Frank Jackson, Alternate)</td>
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**TOTAL MEMBERS ATTEND:**

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<th>02/08/19</th>
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<th>08/23/19</th>
<th>11/08/19</th>
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X=Member present  A=Alternate
## Sign-in Sheet

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<thead>
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<th>MEMBER</th>
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<td>Armond Budish (Mike Foley, Alternate)</td>
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<td>Valarie J. McCall (Frank Jackson, Alternate)</td>
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PUBLIC INVOLVEMENT
Agenda Item
No. 3

PRESIDENT’S/EXECUTIVE DIRECTOR’S REPORT
AGENDA ITEM
No. 4

ACTION ITEMS
TO: NOACA Governance Committee

FROM: Grace Gallucci, Executive Director

DATE: February 7, 2020

RE: Governance Committee Focus Areas for 2020

ACTION REQUESTED
The Committee is asked to discuss and adopt what it desires to accomplish during calendar year 2020.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
Last year, the Governance Committee established the following focus areas:

<table>
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<tr>
<th>2019 Focus Areas</th>
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<tbody>
<tr>
<td>Dues allocation formula</td>
<td>Ongoing</td>
</tr>
<tr>
<td>Committee structure</td>
<td>Ongoing</td>
</tr>
<tr>
<td>Council membership</td>
<td>Ongoing</td>
</tr>
</tbody>
</table>

In 2019 the Committee reviewed and recommended a change to the Code of Regulations that would add two seats to the Board. It would also clarify the requirement for automatic adjustments based on the decennial Census. In addition, it would codify a three-member minimum for each county. These changes would not be implemented until after the 2020 Census results are released.

The Committee also recommended Ad Hoc Board membership for the Ohio Turnpike and Infrastructure Commission (OITC).

Potential focus areas for 2020 could include:

<table>
<thead>
<tr>
<th>Focus Area</th>
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<tbody>
<tr>
<td>Dues allocation formula</td>
<td>Ongoing</td>
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<td>Committee structure</td>
<td>Ongoing</td>
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<tr>
<td>Council membership</td>
<td>Ongoing</td>
</tr>
<tr>
<td>Review and possible revision of the NOACA Code of Regulations for language and administrative consistency</td>
<td>New</td>
</tr>
<tr>
<td>Other?</td>
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</tbody>
</table>

Staff will lead a discussion as to whether there are additional focus areas the Committee would like to set for this year.
**FINANCIAL IMPACT**
There is no financial impact for this decision.

**CONCLUSION/NEXT STEPS**
Based on the Committee’s input, meeting agendas and materials will be crafted to accomplish the identified focus areas.

GG/jg/8413c
NORTHEAST OHIO AREA WIDE COORDINATING AGENCY

MEMORANDUM

TO: NOACA Governance Committee

FROM: Grace Gallucci, Executive Director

DATE: February 7, 2020

RE: Clarifying Resolution 2019-041: NOACA Board Membership by Population

ACTION REQUESTED
The committee is asked to recommend this item to the Executive Committee for inclusion on the March 2020 Board of Directors agenda.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
In August 2019 the Governance committee recommended changes to Article IV of the NOACA Code of Regulations. On September 13, 2019 the Board of Directors passed Resolution 2019-041 executing those changes.

The amendment provided for automatic adjustment of representation based on each decennial Census, beginning with the release of the 2020 Census results. Only the automatic adjustment to Board membership occurring as a result of the decennial Census does not require further ratification under Article IX. Any other proposed amendment to Article IV will continue to require ratification by all five counties. The revised language of Section 4.2 does not conflict with Article IX of the Code of Regulations, but rather provides an ongoing methodology for the apportionment of Board seats based on population. Resolution 2019-041 also provided for a minimum of three Board seats for each of the five counties of Cuyahoga, Geauga, Lake, Lorain and Medina and raised the total number of voting Board seats by two to 46.

Resolution 2019-041 approved these changes subject to ratification by each of the five counties. The resolution was ratified by each of the five counties, including Geauga County. However, Geauga County ratified the resolution subject to the condition that language be added clarifying the intent that the changes to the Code of Regulations approved under Resolution 2019-041 are only for the apportionment under the decennial Census. That language is spelled out in the attached resolution and its appendix.

FINANCIAL IMPACT
There is no financial impact for this item.
CONCLUSION/NEXT STEPS
Upon Board approval, the Code of Regulations will be amended and thus satisfy the conditions of Geauga County.

GG/jg/8414c
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain and Medina, and the areawide water quality management agency for the same region; and

WHEREAS, prior to September 13, 2019, the NOACA Code of Regulations had not been amended since 2015, via Resolution 2015-024; and

WHEREAS, NOACA continued discussions relating to Board composition relative to proportional representation throughout 2015 and 2016, and again starting in May of 2019; and

WHEREAS, the NOACA Governance Committee recommended that the Code of Regulation’s intended Board representation, based on the population of the five counties of Cuyahoga, Geauga, Lake, Lorain and Medina, be accomplished by providing for automatic adjustment of representation at each decennial census using a formula included in the Code of Regulations, beginning with the publication of the results of the 2020 Decennial Census; and

WHEREAS, the NOACA Governance Committee also recommended a provision ensuring that each of the five counties of Cuyahoga, Geauga, Lake, Lorain and Medina be ensured a minimum of three seats on the Board, regardless of population, and further recommended increasing the number of voting members of the Board to 46, beginning with the publication of the results of the 2020 decennial census; and

WHEREAS, the NOACA Governance Committee also recommended the necessary Code of Regulations changes to effect these changes; and

WHEREAS, the NOACA Board of Directors effected these changes through adoption of Resolution 2019-041 on September 13, 2019, to amend Article IV of NOACA’s Code of Regulations regarding the apportionment of NOACA Board seats; and

WHEREAS, Resolution 2019-041 originally sought ratification by the five counties in the NOACA region prior to NOACA’s first scheduled meeting of the Board of Directors in January 2020, but this deadline was later extended to January 31, 2020, by Resolution 2019-061, adopted by the NOACA Board of Directors on December 13, 2019; and
WHEREAS, the NOACA Resolution 2019-041 states that apportionment of Board seats resulting from the decennial census shall be made by resolution of the Board of Directors and shall not require ratification by the five counties in the NOACA region; and

WHEREAS, NOACA Resolution 2019-041 does not change the other requirements of Article IX of the NOACA Code of Regulations whereby other matters relating to changes to Article IV regarding the Board of Directors require written approval of each county of the NOACA region;

WHEREAS, NOACA Resolution 2019-041 was subsequently ratified by the Cuyahoga County Council on January 28, 2020; by the Lake County Board of Commissioners on October 31, 2019; by the Lorain County Board of Commissioners on October 30, 2019; and by the Medina County Board of Commissioners on November 5, 2019; and

WHEREAS, NOACA Resolution 2019-041 was ratified by the Geauga County Board of Commissioners on January 23, 2020, subject to the condition that language provided to Geauga County to clarify the intent that the changes to the Code of Regulations approved under NOACA Resolution 2019-041 is only for the apportionment under the decennial census will be added to the Code of Regulations via amendment to the Code by July 31, 2020;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of 45 principal officials serving general purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, and Medina that:

Section 1. The revised language in section 4.2 of the Code of Regulations, as adopted by NOACA’s Board of Directors on September 13, 2019, provides that the list of Board members included in that section will be adjusted automatically based on a formula to reflect changes in population as reported in each decennial census. Such formula will also ensure a minimum of three seats on the Board for each of NOACA’s member counties. By ratifying the methodology, no further ratification of updates to the list of board members resulting from the decennial census will be required, since such updates will be made pursuant to a ratified method of allocating board seats. Only the automatic adjustment to board membership occurring every ten years as a result of the decennial census does not then require further ratification under Article IX. Any other proposed amendment to Article IV will continue to require ratification by all five counties.

Section 2. The revised language of Section 4.2 does not conflict with Article IX of the Code of Regulations, but rather provides an ongoing methodology for the apportionment of board seats based on population. Future adjustments to board representation based on this
ratified methodology would, therefore, not require further ratification by the five member counties.

Section 3. The Code of Regulations is hereby amended to add Appendix III in the form attached hereto.

Section 4. The Executive Director is authorized to transmit certified copies of this resolution to the appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted on this 13th day of March 2020.

Secretary: _____________________

Date Signed: ___________________
APPENDIX III

The revised language in section 4.2 of the Code of Regulations of NOACA, as adopted by NOACA’s Board of Directors on September 13, 2019, provides that the list of Board members included in that section will be adjusted automatically based on a formula to reflect changes in population as reported in each decennial census. Such formula will also ensure a minimum of three seats on the Board for each of NOACA’s member counties. By ratifying the methodology, no further ratification of updates to the list of board members resulting from the decennial census will be required, since such updates will be made pursuant to a ratified method of allocating board seats. Only the automatic adjustment to board membership occurring every ten years as a result of the decennial census does not then require further ratification under Article IX. Any other proposed amendment to Article IV will continue to require ratification by all five counties.

The revised language of Section 4.2 does not conflict with Article IX of the Code of Regulations, but rather provides an ongoing methodology for the apportionment of board seats based on population. Future adjustments to board representation based on this ratified methodology would, therefore, not require further ratification by the five member counties.
Agenda Item
No. 5

PRESENTATIONS/DISCUSSION ITEMS
Agenda Item
No. 6

REPORTS/UPDATES
OLD BUSINESS
NEW BUSINESS
ADJOURN