NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

MEMORANDUM

TO: NOACA Board of Directors
FROM: Grace Gallucci, Executive Director
DATE: September 6, 2019
RE: Resolution 2019-041: NOACA Board Membership by Population

ACTION REQUESTED
The Board of Directors is asked to approve revisions to NOACA’s Code of Regulations regarding Board composition, as recommended by the Governance Committee. Specifically, this resolution would amend Section 4.2 of NOACA’s Code of Regulations to provide for the assignment of membership on NOACA’s Board of Directors based on the population of its member Counties, which membership will be automatically adjusted at each decennial census.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION
At the May 10, 2019, meeting of the NOACA Governance Committee, a motion was passed directing the Board to address the allocation of seats based on population as suggested by NOACA’s Code of Regulations. Specifically, the Code states, in relevant part, as follows, in Article IV, Section 4.2:

The Board of Directors shall consist of representatives from the five-county area. The goal for representation is to bring to the Board’s discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning, while assuring to the area’s citizens an approximation of equal representation by population. Board positions shall be granted based on requirements of this section and individual Board members shall be specified annually at the first meeting. Each County shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures, and compliance within each County and the Agency’s mission.

The remainder of Section 4.2 consists of a list of the specific members of the NOACA board, indicated by position or title, including the voting representative of the Ohio Department of Transportation, resulting in a Board of 44 members. The representative of the Ohio Environmental Protection Agency, which is an ex officio position, is not included in the 44 member total. This specific list of board members was added to the Code of Regulations in 2009, and was intended to reflect board representation assigned by population across the five NOACA member counties.
As previously noted, the language in Section 4.2 expressing the goal of representation by population is inconsistent with the specific list of board members in Section 4.2(a)-(f). This appears to have been a result of a math error made when board seats were assigned in 2009.

The Board previously approved amendments to the Code of Regulations that would have addressed these issues, but they were not successfully ratified. Subsequently, it was the consensus of the Governance Committee and Board not to pursue the matter further noting that the next decennial census would provide a more opportune time to resolve the issue. As we now prepare for the upcoming 2020 Census, it would be proper to move forward to correct the Code of Regulations. Specifically, add two seats to correct the math error, mandate the three member minimum per county, as well as adopt a formula to appropriately adjust membership to reflect changes in population as reported in each decennial census.

To this end, at its most recent meeting on August 23, 2019, the Governance Committee passed a resolution recommending that the Board of Directors approve an amendment to Section 4.2 of the Code of Regulations. The specific changes are delineated in the attached document.

These amendments to Section 4.2 are intended to be effective upon publication of the results of the 2020 decennial census.

**FINANCIAL IMPACT**
There is no financial impact for this item.

**CONCLUSION/NEXT STEPS**
If the resolution is approved by the Board of Directors, the amendments to Section 4.2 of the Code of Regulations will be forwarded to NOACA’s five member Counties for ratification prior to January 1, 2020.

GG/ng/8085b
ARTICLE IV

BOARD OF DIRECTORS

Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats. The Board of Directors shall consist of representatives from the five-county area. The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA area concerned with transportation and environmental planning, while assuring to the area's citizens an approximation of regional representation by population as reported in each decennial census subject to the requirement that each county shall have not less than three Board representatives. Board positions shall be granted apportioned among the five counties and the City of Cleveland based on population to arrive at a Board of 46 total members, pursuant to the formula contained in Appendix II to this Code. Requirements of this section and individual Board members shall be specified annually at the first meeting. Each County and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each County-jurisdiction's and the Agency's mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote.

To apportion Board seats under this section, within 180 days following the publication of each decennial census, the Board shall calculate and determine such changes to Board composition as shall be necessary to conform to the requirements of this section. Such changes may be made by resolution of the Board of Directors and shall not require ratification by the five counties under Article IX.

<table>
<thead>
<tr>
<th>(a) Cuyahoga County</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>(i) County Government</td>
<td></td>
</tr>
<tr>
<td>(A) County Executive</td>
<td>1</td>
</tr>
<tr>
<td>(B) Director of Public Works</td>
<td>1</td>
</tr>
<tr>
<td>(C) County Executive Appointee</td>
<td>1</td>
</tr>
<tr>
<td>(D) County Council Member</td>
<td>1</td>
</tr>
<tr>
<td>(ii) Regional Authorities</td>
<td></td>
</tr>
<tr>
<td>(A) Northeast Ohio Regional Sewer District</td>
<td>1</td>
</tr>
<tr>
<td>(B) Greater Cleveland Regional Transit Authority (President of the Board of Trustees or General Manager, as the President of the Board of Trustees may designate)</td>
<td>1</td>
</tr>
<tr>
<td>(C) Cleveland-Cuyahoga Port Authority</td>
<td>1</td>
</tr>
<tr>
<td>TOTAL</td>
<td>7</td>
</tr>
<tr>
<td>(iii) Cuyahoga Suburban Regions</td>
<td></td>
</tr>
<tr>
<td>(A) West Shore Region</td>
<td>1</td>
</tr>
<tr>
<td>(B) Southwest Region</td>
<td>1</td>
</tr>
<tr>
<td>(C) South/Central Region</td>
<td>1</td>
</tr>
<tr>
<td>(D) Cuyahoga Region</td>
<td>1</td>
</tr>
<tr>
<td>(E) Chagrin/Southeast Region</td>
<td>1</td>
</tr>
<tr>
<td>(F) Heights Region</td>
<td>1</td>
</tr>
</tbody>
</table>
(G) Hillcrest Region ................................................................. 1
(H) City of Cleveland Heights .................................................. 1
(I) City of Euclid .................................................................... 1
(J) City of Lakewood ............................................................... 1
(K) City of Parma ................................................................... 1
TOTAL .................................................................................. 11

(iv) City of Cleveland
(A) Mayor (Chief of Government Affairs) ............................... 1
(B) Director of Capital Projects ............................................... 1
(C) Council Member .............................................................. 1
(D) Council Member .............................................................. 1
(E) Council Member .............................................................. 1
(F) City Planning Director ..................................................... 1
TOTAL .................................................................................. 6

(b) Geauga County
(i) County Commissioner ...................................................... 1
(ii) County Commissioner ...................................................... 1
(iii) County Commissioner ..................................................... 1
TOTAL .................................................................................. 3

(c) Lake County
(i) County Commissioner ...................................................... 1
(ii) County Commissioner ...................................................... 1
(iii) County Commissioner ..................................................... 1
(iv) County Engineer .............................................................. 1
(v) Laketran ........................................................................ 1
TOTAL .................................................................................. 6

(d) Lorain County
(i) County Commissioner ...................................................... 1
(ii) County Commissioner ...................................................... 1
(iii) County Commissioner (County Engineer) ...................... 1
(iv) City of Lorain ................................................................. 1
(v) City of Elyria ................................................................. 1
(vi) Municipal Representative ............................................... 1
(vii) Township Representative ............................................... 1
TOTAL .................................................................................. 7

(e) Medina County
(i) County Commissioner ...................................................... 1
(ii) County Commissioner (Municipal Representative) ........... 1
(iii) County Commissioner (Township Representative) ........... 1
(iv) County Engineer ............................................................ 1
TOTAL .................................................................................. 4

(f) State of Ohio
(i) Department of Transportation .......................................... 1
(apPOINTMENT TO BE MADE BY ODOT DIRECTOR)
Two additional seats allocated based on application of the formula contained in Appendix II to this Code and assigned to reflect the population reported in the decennial census.

TOTAL 404

Section 4.2 (g) Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Executive Director/Chairman of the Ohio Turnpike and Infrastructure Commission shall also be a non-voting ex officio member of the Board of Directors. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by regulation adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.
APPENDIX II

Method of Seating NOACA Board of Directors Membership

At the January organizational meeting in the calendar year following the release of each Decennial Census, Board of Directors' Membership will be reconstituted based on the following method that is predicated on the Code of Regulations, which guarantees each County at least three seats on the Board of Directors.

1) Number of members for each County will be initially determined by the results of this formula (rounded to two decimal places), which ensures that each jurisdiction will have no fewer than three seats. The formula is implemented via an Excel spreadsheet.

\[ M_i = \max \left( M_t \times \frac{P_i}{P_t}, 3 \right) \quad \text{for } i = 1, \ldots, 6 \]

Subject to

\[ \sum_{i=1}^{6} M_i \leq M_t \]

Where:

- \( M_t \) = Desired voting membership total for the Counties
- \( M_i \) = Desired voting membership for County \( i \)
- \( P_t \) = Total Census population for the five Counties
- \( P_i \) = Census Population for County \( i \) in progression

2) The results from step 1 are rounded to zero decimal places and summed. If the sum is greater or less than the desired total, proceed to step 3.

3) The necessary reduction or addition will be made by the greatest mantissa method. The mantissa is the remainder of a decimal number. In the greatest mantissa method, the largest remainder receives an extra unit, followed by the next largest and so on until the desired resulting total is reached. The three seat minimum would be maintained for each county.
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREA WIDE COORDINATING AGENCY

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

WHEREAS, the Code of Regulations was last amended via Resolution 2015-024 to revise Transportation Subcommittee structure; and

WHEREAS, NOACA continued discussions relating to Board composition relative to proportional representation throughout 2015 and 2016, with no resolution; and

WHEREAS, the NOACA Governance Committee began to revisit this discussion in May of 2019; and

WHEREAS, the NOACA Governance Committee has recommended that the Code of Regulations intended Board representation based on 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

WHEREAS, the NOACA Governance Committee also 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;

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. Section 4.2 of Article IV of the Code of Regulations is amended with the changes set forth in the attachment to this Resolution. These changes require the approval of the five counties of Cuyahoga, Geauga, Lake, Lorain, and Medina, from whom ratification is sought prior NOACA’s first scheduled meeting of the Board of Directors in January 1, 2020. If written concurrence is not received by that date, the Governance Committee will consider if an extension to the ratification period is warranted, otherwise the changes contained in Article IV will be void and of no effect.
Section 2. 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 this 13th day of September 2019.

Secretary: [Signature]

Date Signed: 9-13-2019