



# Governance Committee Meeting

**September 25, 2025, 3:00 p.m.**

NOACA Offices, 1299 Superior Ave.  
Cleveland, OH 44114

RSVP to 216-241-2414 ext. 282  
or [boardliaison@mpo.noaca.org](mailto:boardliaison@mpo.noaca.org)

NOACA will **STRENGTHEN** regional cohesion, **PRESERVE** existing infrastructure, and **BUILD** a sustainable multimodal transportation system to **SUPPORT** economic development and **ENHANCE** quality of life in Northeast Ohio.



**NORTHEAST OHIO AREAWIDE COORDINATING AGENCY**

**MEMORANDUM**

**TO: Governance Committee Members**

Morris W. Beverage III, Commissioner, Lake County  
Justin Bibb, Mayor, City of Cleveland  
Carolyn Brakey, Commissioner, Geauga County  
James W. Dvorak, Commissioner, Geauga County  
Jeff Riddell, Commissioner, Lorain County  
Chris Ronayne, County Executive, Cuyahoga County

**FROM:** Jeff Brandon, Chair  
Trustee, Montville Township, Medina County

**DATE:** September 19, 2025

**RE: Governance Committee**

Attached please find materials for the Governance Committee meeting on Thursday, September 25, 2025, from 3:00 – 5:00 p.m. **at NOACA's 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.



**Northeast Ohio Areawide Coordinating Agency  
Thursday, September 25, 2025  
3:00 – 5:00 p.m.**

The public can view the meeting live at: [youtube.com/live/FLi8cxGHwiA?feature=share](https://youtube.com/live/FLi8cxGHwiA?feature=share)

**GOVERNANCE COMMITTEE SPECIAL MEETING AGENDA**

**Page**

1. Call to Order
  - a. Pledge of Allegiance
2. Public Comment on Agenda Items
3. Chair's/Executive Director's Report
4. Action Items (no items)
5. Presentation/Discussion Items
  - a. Board Meeting Schedule
  - b. Board Committee Structure
  - c. Board Membership
6. Reports/Updates
7. Old Business
8. New Business
9. Adjourn

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Next Meeting: **Friday, October 24, at 1:00 – 3:00 p.m.**  
**NOACA Offices, 1299 Superior Avenue, Cleveland, Ohio**



**NORTHEAST OHIO AREAWIDE COORDINATING AGENCY  
MEMORANDUM**

**TO:** NOACA Governance Committee  
**FROM:** Grace Gallucci, Executive Director and Chief Executive Officer  
**DATE:** September 19, 2025  
**RE:** **Board Meeting Schedule, Committee Structure, and Membership Review**

**ACTION REQUESTED**

No action is requested. These items are for information and discussion.

**BACKGROUND/JUSTIFICATION FOR CURRENT ACTION**

At the Governance Committee Meeting on August 27, there was a robust discussion regarding the NOACA's Board of Directors membership composition; the structure of NOACA's Committees, Subcommittees, and Councils; and the meeting schedule. Based on this discussion, it was determined that additional meetings of the Governance Committee were necessary to further discuss these items and determine if any changes may occur that would impact the CY2026 membership or schedule.

While these items are listed individually on the agenda, there is significant cross-over regarding the subjects. The following documents are helpful resources to guide the discussion:

- [NOACA Code of Regulations](#)
- [NOACA 2025 Meeting Schedule](#)
- [NOACA Board of Directors Members](#)

**Board Meeting Schedule**

NOACA Board of Directors, Standing Committee, Subcommittee, and Council meetings are scheduled to align Committee and Board activities with required state and federal actions. A proposed schedule is usually presented at the November Governance Committee meeting. It is designed to ensure that action items and presentations are thoroughly reviewed. In addition, the dates are screened against various holidays and significant regional events to avoid conflicts as much as possible.

**Board Committee Structure**

Attachment 1 is an organizational chart showing the relationship and reporting structure of NOACA's Board of Directors, Standing Committees, Subcommittees, and Councils. The current structure is the result of the regional strategic planning process that occurred in fall of 2013 which included a Board retreat. At that time, it was determined that NOACA could benefit from a review of the Code of Regulations, particularly as it relates to committee structure. The objective was to ensure that the Governance documents not only allowed but encouraged the best forum for achieving NOACA's mission and fully engaged Board members in the process.

Subsequently, NOACA contracted with the firm BVU to facilitate the effort. A Code of Regulations Task Force was created, comprised of 10 Governing Board members, which included representatives from the Executive Committee as well as the full Board. Furthermore, BVU conducted surveys and solicited input from the entire Board to identify strengths and weaknesses of the existing Code, areas of concern, and potential areas of improvement. On August 9, 2013, [Resolution 2013-027](#) was passed to adopt the new committee structure as specified in Article VI of NOACA's Code of Regulations.

### **Board Membership**

The membership of NOACA's Board of Directors is subject to 23 U.S.C. § 134(d) and its implementing regulation, 23 CFR § 450.310, and otherwise governed by Article IV of NOACA's Code of Regulations.

23 U.S.C. § 134(d)(3) states that designation or selection of officials or representatives shall be determined by the MPO bylaws or enabling statute and that MPOs "shall consider the equitable and proportional representation of the population of the metropolitan planning area."

Additionally, federal regulations require MPOs to include local elected officials, officials of public agencies responsible for administering or operating major modes of transportation (e.g., public transit providers); and appropriate State officials in their governance structure.

NOACA's current Board membership was established in 2022 ([Resolution 2022-006](#)) based on the recommendations adopted in [Resolution 2019-041](#). Resolution 2019-041 was the result of a multi-year discussion relative to proportional representation of the Board composition. The Governance Committee recommended, and the Board adopted, proportional representation based on population that is automatically adjusted at each decennial U.S. census using a specific formula (Appendix II of the Code). It was further recommended and adopted that each of the five counties in NOACA's planning area be ensured a minimum of three seats on the Board, regardless of population, and increased the number of voting members to 46.

### **FINANCIAL IMPACT**

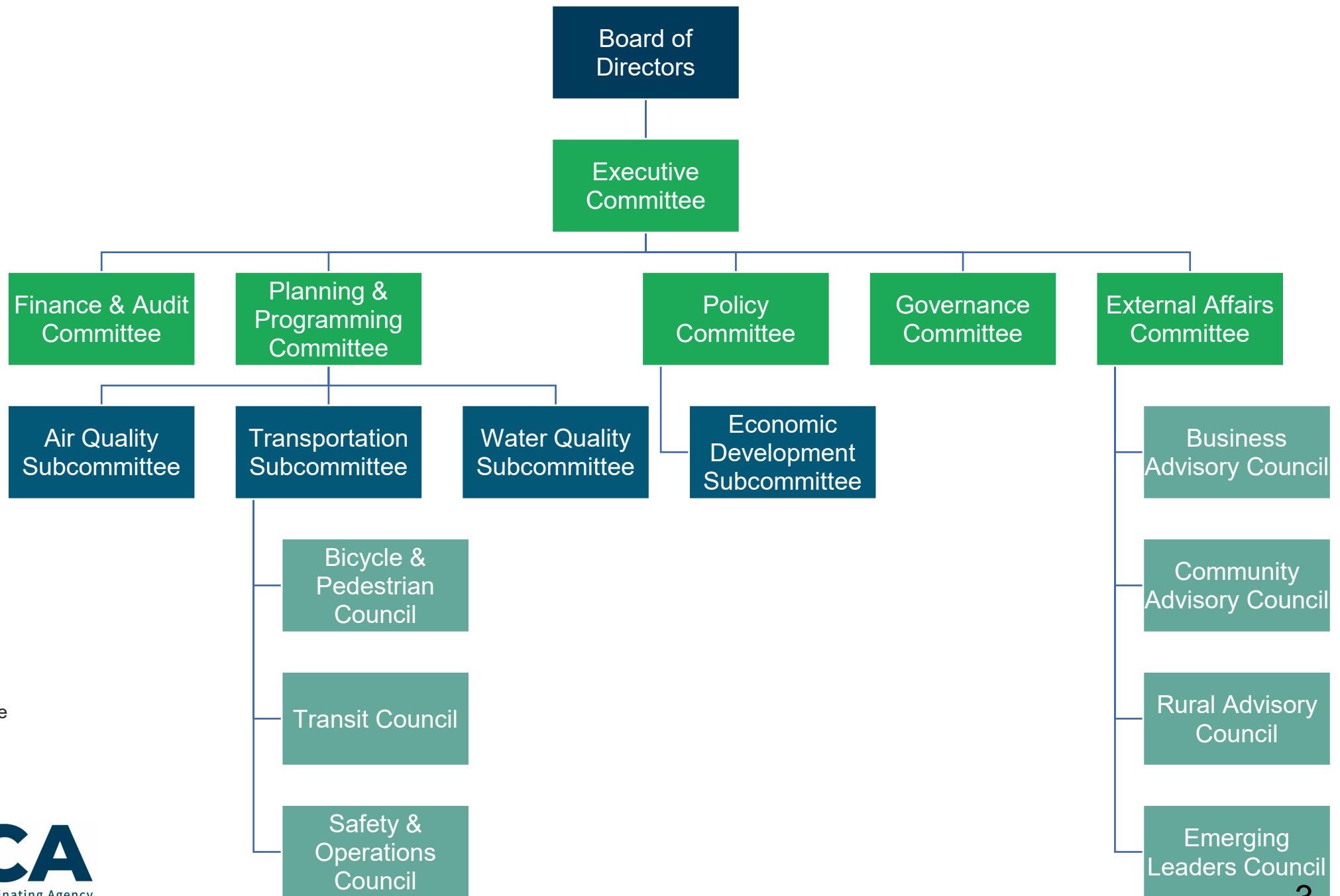
There is no financial impact for this item.

### **CONCLUSION/NEXT STEPS**

A Special Meeting of the Governance Committee is scheduled for October 25. Based on discussion, NOACA staff will conduct further research and analysis as needed or execute actions taken.

GG:EB

**Attachment 1:** NOACA Board Organizational Chart



- Board of Directors
- Standing Committee
- Subcommittee
- Advisory Council



## TRAVEL OPTIONS FOR NOACA MEETINGS

### LOCATION

NOACA is conveniently located in Cleveland's central business district at 1299 Superior Avenue, on the NW corner of Superior and E. 13<sup>th</sup> Street.

### TRANSIT & BICYCLE TRAVEL TO NOACA

NOACA is accessible by transit and bike.

The NOACA office building is situated on several major and minor bus routes. You can plan your transit trip to NOACA by using trip planner tools or with information provided by the region's public transit agencies:

- [GCRTA Trip Planner](#)
- [Geauga County Transit](#)
- [Laketran Trip Planner](#)
- [Lorain County Transit service](#)
- [Medina County Transit](#)

Bikes may be stored and locked at U-racks located directly in front of the building.

### PARKING (see map)

The Cathedral Plaza Garage (E. 9<sup>th</sup> St. and Rockwell Ave.) is currently unavailable due to repairs. The following map shows other parking options. Unfortunately, we are unable to offer reimbursement for these parking lots. Should you have any questions or concerns please let us know.

Parking meters are located along E. 13<sup>th</sup> Street between Superior and Rockwell Avenues. Please heed parking signs and note any time restrictions. Payment may be made at these meters with quarters, credit card, or by using the ParkMobile mobile device application.

Street parking is also available along Rockwell Avenue, east of E. 13<sup>th</sup> Street.

### TRAVEL ASSISTANCE AND SPECIAL ACCOMMODATION

If you need further assistance with travel to or special accommodation for parking at NOACA, please contact Lindy Burt at 216-241-2414, x. 108.

