



NOACA Governance Committee

Meeting Minutes

August 27, 2025

NOACA Offices

1299 Superior Avenue, Cleveland, Ohio 44114

Present: Please see the attached attendance record.

Trustee Jeff Brandon, Chair of the Governance Committee, convened the meeting at 10:10 a.m.

Meeting Minutes

Ms. Debbie Berry made a motion to approve the meeting minutes of May 9, 2025. Commissioner Morris W. Beverage III seconded the motion. The motion passed by voice vote.

Public Comments

No public comments were made at this meeting.

Executive Director's Report

Director Grace Gallucci made the following announcements:

- The NOACA Annual Meeting will be held October 3, 2025, at the Huntington Convention Center of Cleveland. Attendance is free for Board members; however, registration is required.
- The Board of Directors' meeting will be held at Mentor High School, Paradigm Building, September 12, 2025.

Trustee Brandon remarked that it is nice to hold meetings in different locations from time to time and noted that the recent meeting in Lorain County was a success.

Action Items

No action items for this meeting.

Presentation/Discussion Items

Virtual Meeting Policy

Ms. Liz Barlik stated that ORC 121.221 authorizes certain public bodies to meet virtually. The law permits members to hold and attend meetings remotely, provided specific conditions are met. However, virtual meetings may not be conducted until a formal policy is adopted that addresses notification requirements, public access, and member attendance.

Ms. Barlik noted that NOACA staff contacted 21 Ohio MPOs regarding virtual meeting policies, with the following responses:

- Four are not considering adopting a policy

- Eight are considering or currently developing a policy
- Three have developed a policy and shared it for review

In addition, NOACA staff reviewed the Cleveland Metropolitan School District's policy.

Ms. Barlik also presented information on the following:

- Applicability
- Required In-person Meetings
- Attendance and Notification
- Public Access

Ms. Barlik stated that, based on the discussion, a virtual meeting policy may be developed for possible future action by the Committee. She welcomed feedback from the Committee on what such a policy might include and whether NOACA should proceed with developing one.

Ms. Berry asked whether NOACA was considering fully virtual meetings, partially virtual meetings, or a combination of both. She noted that the format changes the dynamic when no Board/Committee members are physically present versus when some must attend remotely. She requested input from the Committee on the preferred approach.

Director Gallucci stated that both options are open for discussion.

Ms. Berry stated that full virtual meetings for the Board, major committees, and some subcommittees could diminish engagement and discussion quality. She suggested that in-person engagement makes the most sense for these groups, while virtual meetings might be appropriate for some advisory committees. She added that remote participation could be considered in cases of necessity but cautioned against more than 50% of members attending virtually. She emphasized the need for a thoughtful approach aligned with the Committee's goals.

Commissioner Beverage stated that he did not believe holding all meetings virtually would be a good idea and that he would be opposed to an all-virtual format. He emphasized the importance of in-person participation at NOACA. He then asked whether a hybrid meeting would be permitted for situations involving major decisions and other important matters.

Ms. Barlik said no. She noted that certain decisions required full in-person attendance.

Commissioner Beverage asked if the agenda for meetings was distributed a week in advance.

Director Gallucci confirmed that to be correct.

Commissioner Beverage noted that his vote would be against fully virtual meetings. Regarding a hybrid option, he explained that whether a meeting could be hybrid would not be known until a week in advance. Members would need to notify the chair 48 hours before the meeting if attending remotely. He added that if 10% of the Committee requested an in-person meeting, then the meeting would have to be held entirely in person, and a hybrid format would not be permitted.

Ms. Barlik confirmed that to be correct.

Commissioner Beverage stated that, in his opinion, a hybrid policy would not be effective or efficient. He explained that whether a meeting could be hybrid would not be known until a week in advance. Even if the chair determines the meeting qualifies for a hybrid format, within a few

days, if 10% of the Committee requests an in-person meeting, the hybrid option would no longer be valid.

Ms. Teeuwen asked for clarification, noting that, to her understanding, the in-person meeting requirement for NOACA is based on the Ohio Revised Code (ORC).

Ms. Barlik confirmed that the in-person meeting requirements are based on the ORC. She added that she included examples from other MPOs' policies, noting that while not clearly delineated, the examples illustrate how other MPOs interpret the requirements. Most policies simply reflect the legislative requirements, with additional details defined by each MPO's policy.

Ms. Teeuwen asked if the requirements were non-negotiable.

Ms. Barlik confirmed that to be correct.

Ms. Teeuwen said she supported in-person meetings, noting that seeing everyone in person allows for better engagement and understanding. However, she acknowledged that with a large body and varying travel distances, a hybrid option could be practical. She suggested that whether a meeting is hybrid or fully in person could be determined up to a week in advance. She also emphasized that public comment should be made in person, rather than online, and suggested incorporating that into NOACA's policy.

Commissioner Beverage asked whether allowing hybrid and/or virtual meetings would require NOACA to allow virtual public comments.

Ms. Barlik responded that there was no clear answer. She noted that if a meeting is hybrid, the public can comment in person, which she believed could satisfy the requirement, but acknowledged that this is not entirely certain.

Commissioner Beverage said he has one of the longest drives to attend NOACA meetings, so a hybrid option would be appealing. For meetings with a heavy agenda, being able to join remotely without driving an hour and a half would be beneficial. He acknowledged the costs of video equipment and the complexities of allowing virtual public comment and expressed that he may not be fully supportive of implementing a hybrid system. He emphasized that the goal is to maximize meeting attendance. He suggested that multiple alternates could help address attendance issues, allowing a second alternate to participate if the first cannot. He also proposed rotating Committee meetings or Board meetings earlier in the year to provide flexibility. While acknowledging the advantages of the current boardroom's audio and visual setup, he noted that there may be alternative ways to address attendance challenges without creating the complexities and potential inconveniences of a hybrid or virtual policy.

Ms. Berry said that if public comment is allowed virtually, the Committee must ensure that NOACA has control over the software so participants cannot speak at will. She emphasized the importance of keeping participants muted as needed to maintain order and allow business to proceed efficiently.

Ms. Teeuwen asked whether any technological investment would be required to facilitate virtual meetings.

Director Gallucci said NOACA had explored the technology needed for virtual meetings, noting that multiple cameras would be required to view the entire Board as mandated, with an estimated cost of at least \$50,000.

Ms. Berry noted her understanding that only four MPOs had adopted a policy, as indicated in the presentation, but emphasized that the chart focuses on the “why” rather than the “how.” She suggested that if NOACA pursues this option, it would be beneficial to consult with one of those MPOs to learn how virtual meetings are implemented and how their boards are responding. She also expressed concerns about the logistics of tracking in-person versus remote attendees and the potential management challenges if members make last-minute attendance decisions.

Director Gallucci said she had spoken with colleagues at MORPC in Columbus, the only large MPO currently using a virtual policy. She noted that MORPC employs it very sparingly and had only used it once for a small, five-person meeting.

Ms. Berry suggested that virtual meetings may be more appropriate for special advisory or other meetings that do not require full Board participation. She noted that some advisory committees include outside partners who are not Board members and may have less responsibility or commitment.

Commissioner Beverage stated that spending \$50,000 on cameras for limited use, such as small committee meetings, may not be worthwhile. While he supports a hybrid option, he questioned its value given the management challenges and limited use.

Mr. Haupt mentioned that he participates in hybrid meetings with CEAO in Columbus and has observed that during the summer, when vacations affect attendance, hybrid options are particularly useful. He acknowledged that NOACA is a different organization and noted that in-person meetings have a unique value that is hard to describe. While virtual meetings lack the same depth and personal connection, he appreciates the flexibility of hybrid meetings. However, he questions the cost, benefit, and potential limits of such an option. He added that while alternates can help cover absences, they may not fully understand the weight of the issues, based on his own experience serving as an alternate.

Commissioner Jeff Riddell said he has served on other boards where the main issue is participation, but for this Committee, the larger question is governance. He suggested consulting with management and staff to determine whether NOACA is holding too many meetings, what an appropriate schedule would be, and why they are held. He recommended reviewing how the Committee can operate internally to make participation easier and improve engagement. He added that technology may not solve every issue, as sometimes the challenge lies with the people themselves.

Trustee Brandon said that for members who experienced meetings during COVID, when all meetings were virtual, they know that the meetings tended to be very brief with limited participation. What used to be a robust hour-long meeting often lasted only 10 to 15 minutes. He noted that in-person meetings provide more value, but acknowledged that in emergencies, virtual participation is preferable to no participation at all. He added that ideally, the majority of Board members would still attend and participate in person.

Mr. Haupt requested to see the policies of the entities that adopted a policy to see what it looks like, other than the overview in the presentation, so the Governance Committee can review how in-depth, and how it would match up to what this Committee is trying to do.

Ms. Barlik said NOACA has copies of the documents and can provide them. She noted that they essentially recite the requirements in the legislation, defining only the specific elements that need clarification and are consistent with the Ohio Revised Code (ORC).

Director Gallucci stated that staff can provide copies of the documents to the Committee following this meeting.

Ms. Barlik reminded members that the Committee has the flexibility to craft the policy as narrowly as desired. For example, it could allow only specific groups to meet in a hybrid format or limit virtual participation to 10% of members, ensuring that meetings remain primarily in person.

Ms. Berry asked for staff input, noting that managing meetings with a mix of in-person and remote participants presents unique challenges.

Director Gallucci stated that during COVID, NOACA successfully managed fully virtual meetings with large groups. She noted that while the staff is capable of handling virtual meetings, hybrid meetings are more challenging, as they have not been done in the same way. During COVID, a couple of senior staff members were present in person while the Board attended virtually, which was somewhat similar. She added that, overall, staff would prefer one or the other.

Ms. Berry asked Director Gallucci if she meant fully in-person or not at all.

Director Gallucci said yes. She noted that while hybrid meetings would be challenging to manage, they are likely the most desirable option for flexibility, allowing members who cannot attend in person to join via Zoom. She noted that staff will support whatever the Committee and Board decide and ensure meetings run smoothly, but staff's preference is to continue holding meetings in person.

Ms. Berry asked whether Board members have specifically requested a policy and if there is a strong interest among the Board.

Director Gallucci said that only a few members have inquired about a hybrid option.

Ms. Berry suggested that the Committee might let the issue rest unless a clear need arises and then revisit the possibility of a policy.

Commissioner Beverage agreed, noting that while a hybrid option is the most desirable for flexibility, it is also the most difficult to manage. He indicated that, given the current restrictions and the limited situations in which hybrid meetings would be used, the additional management, cost, and technology requirements do not justify implementing a policy.

Director Gallucci said she agreed with Commissioner Riddell's suggestion to review the number and timing of meetings. She noted that the last review was done about 11 years ago, before the Governance Committee existed. At that time, a special group, which later became the Governance Committee, examined schedules to optimize participation and established the current meeting structure. Since then, only minor adjustments have been made, such as consolidating several advisory councils into one meeting. She added that staff would prefer fewer meetings and recommended that the Governance Committee revisit this issue to consider potential adjustments.

Commissioner Riddell suggested first assessing Board members by asking questions such as: *"What are your barriers to attendance? What would help you attend more consistently or make it easier to participate?"* He recommended beginning with member feedback, then reviewing staff input, combining both perspectives, and identifying potential solutions. He noted that

circumstances have changed significantly over the past decade and that expectations should reflect this reality.

Commissioner Beverage asked whether Board members are permitted to have multiple alternates or if that would require a change to the current policy.

Director Gallucci responded that NOACA's policy only allows one designated alternate per member. However, if both a member and their alternate are unable to attend a meeting, the member can send staff a letter stating this and appointing another person to represent them for that specific meeting.

Ms. Teeuwen said she would like the Governance Committee to consider changing and possibly revising the meeting schedule. If the Committee wishes to implement changes starting in 2026, action should begin immediately. She suggested that staff work on the details and, to Commissioner Riddell's point, NOACA could survey the Board to gather members' input. Ms. Teeuwen noted that she often hears that members' Fridays are heavily impacted by full-day NOACA meetings, making it challenging to balance other responsibilities. She stated that reviewing the number and length of meetings, as well as members' views on virtual participation, would provide a comprehensive understanding of how meetings could be improved.

Director Gallucci added that, to Commissioner Riddell's point, the Board's current structure largely resulted from consolidating the schedule. Previously, the Board met monthly with shorter meetings, but members preferred quarterly meetings, which reduced travel frequency but lengthened each meeting. She emphasized that the goal is to structure meetings in a way that maximizes participation and efficiently addresses business, and staff will support the Board in whichever approach it chooses.

Ms. Teeuwen said that Director Gallucci raised a valid point. If the Board were to return to monthly meetings, incorporating a few virtual meetings could help reduce travel demands, allowing members some flexibility. She suggested that scheduling and format considerations should be reviewed together.

Director Gallucci said that some items, such as PPRs, Plan and TIP amendments, are more efficient on a quarterly schedule. Even if the Board returned to monthly meetings, she would recommend keeping these items quarterly. She suggested that a robust in-person meeting could be held once per quarter, with other meetings potentially allowing for virtual participation. She noted that implementing changes for 2026 would require the Governance Committee to meet a few times before the end of the year to plan and finalize adjustments. While not all meetings could be virtual, small special meetings focused on specific topics with established Committees could be conducted virtually.

Ms. Teeuwen asked whether NOACA staff have the capacity to explore these changes and think creatively about meeting schedules and formats, or if outside assistance might be needed for research on the number of meetings and virtual meeting implementation.

Director Gallucci responded that staff could manage the process. She noted that during the last review, BVU (Business Volunteers Unlimited) facilitated discussions with Board members and NOACA staff at a relatively low cost and could be contacted again if needed.

Ms. Teeuwen expressed support for Director Gallucci's suggestion.

Mr. Haupt asked whether Board members had been surveyed regarding their meeting preferences.

Director Gallucci asked if he was referring specifically to virtual meetings.

Mr. Haupt confirmed that he was.

Director Gallucci responded that Board members have not been surveyed specifically about virtual meetings, but there has been discussion regarding participation, preferences, and the length and frequency of meetings.

Ms. Barlik added that NOACA has conducted broader surveys in the past, which have included questions related to meeting logistics, as this issue arises periodically.

Commissioner Beverage suggested that, since some Committee changes are required to comply with federal mandates, this could be an opportunity to review and streamline other Committees as well. He proposed rolling all necessary changes into a single set of recommendations to improve efficiency. He expressed the goal of having these recommendations ready by the full Board meeting in December to discuss and implement any broader adjustments.

Director Gallucci confirmed that there will be a Board meeting in December but clarified that certain federal requirements must be implemented immediately and cannot wait until year-end. Specifically, the recommendation to dissolve the Equity Subcommittee will be presented to the September Board meeting to ensure compliance with federal mandates. She emphasized that while broader efficiency discussions could align with the December meeting, urgent changes must proceed as required.

Commissioner Beverage asked whether any other Committees would be affected, or if the Equity Subcommittee was the only Committee that needed to be dissolved.

Director Gallucci stated that there are policies that need to be revised, and staff will address these as well. Staff are proposing changes for the September Board meeting so that NOACA can achieve compliance as soon as possible. She added that, since NOACA is already rethinking these policies, it is a good opportunity to address the remaining issues as well.

Commissioner Riddell said that “required” is a more accurate term than “needs to be dissolved,” as the latter could be debated at length. He suggested conducting a survey and doing as much preparation as possible outside of meetings. While he acknowledged the challenge of preparing for January, he noted that the January meeting does not necessarily have to be the point at which any changes are finalized.

Director Gallucci stated that NOACA staff will develop a survey focused specifically on the Committee and Board meetings.

Ms. Barlik stated that the survey was conducted about a year ago and sent to all Board members. Nineteen members participated, and questions were rated on a scale of 1 to 5, with 1 being “strongly disagree” and 5 being “strongly agree.” Key results included:

- Meetings are longer than necessary for the business covered:
 - 58% agree or strongly agree
 - 21% neutral
 - 21% disagree or strongly disagree

- The current Committee, Subcommittee, and Council structure is effective:
 - 55% agree or strongly agree
 - 17% neutral
 - 28% disagree
- There are too many committees, subcommittees, and councils:
 - 44% agree
 - 39% neutral
 - 17% disagree

Director Gallucci noted that one of the survey questions previously referenced focused on the value of presentations and their reliance on staff. She suggested sending the full survey results to Committee members following the meeting for review. Staff will also examine the results and follow up via email with proposed next steps. She explained that NOACA staff had worked with OE Strategies to develop and administer the survey and that staff could consult further with the firm to refine some of the questions and gain more clarity on certain points.

Commissioner Riddell commented that although times change, the fundamental questions remain relevant, noting whether NOACA is holding too many meetings.

Director Gallucci agreed, emphasizing that now is a good time to reassess, especially given how much has changed over the last 10 years.

Commissioner Riddell said that Lorain County is considering adjusting its Friday morning meeting schedule. Currently, the County holds meetings every other Friday, originally believing this would only occasionally conflict with NOACA meetings. However, he noted that NOACA meetings now frequently overlap, and the County is reconsidering its schedule. He explained that the meetings were initially moved to Fridays to ensure staff remained in the building and available for work, but the County feels it is not fully meeting its commitment to NOACA.

Director Gallucci explained that NOACA meetings have traditionally been held on Fridays because, at the time the schedule was established, Friday was the least conflicting day for most Board members. Commissioners typically met on Tuesdays, Wednesdays, and Thursdays, while City Councils usually met on Mondays and Tuesdays and spent those days preparing for their meetings. As a result, Friday was chosen as the most practical day. Director Gallucci suggested it likely remains the most logical option. She said NOACA would focus on making meetings easier and more efficient for participants.

Trustee Brandon thanked members for their comments. He noted that staff would continue working on this issue.

Board Membership Review

Ms. Barlik presented information on the following:

- Federal Requirements for MPO Governance
- Current NOACA Board of Directors
- Membership Seating Method
- Board of Directors Members

Director Gallucci noted that this issue has likely not been comprehensively addressed since 2008 or 2009. While some minor adjustments have been made, such as adding the Ohio Turnpike as a non-voting member and adding two members based on census changes, the overall board structure has remained largely consistent since that major revision. The 2008–2009 changes increased the number of Board members from 36 to 44 and eliminated weighted voting, marking

significant structural shifts. She added that this represents the first broad-scale review in more than 15 years. One Board member, Commissioner Aaron Harrison, had requested that staff review the issue at the June Board meeting. Staff are presenting it to the Governance Committee to determine whether the Committee wishes to address it now or later.

Ms. Teeuwen noted differences in Board composition, highlighting that Medina County includes both a municipal and a township representative, whereas Geauga County does not. She asked whether this distinction was determined by Medina County and inquired when Geauga County's change would take effect, specifically whether it would begin at the start of the year.

Director Gallucci stated that the designation of representatives is determined by the individual entities and must be approved by the Board and ratified by all five counties. She noted that Geauga County requested a change to specify in parentheses that one of its County Commissioner seats be held by the County Engineer, which has been approved at the Board level.

Director Gallucci asked Commissioner Beverage whether Lake County had approved the change.

Commissioner Beverage replied that it had not yet.

Director Gallucci noted that three of the five counties have approved the change, the remaining two approvals are required for the change to take effect.

Ms. Berry asked whether, once approved by the Board and all five counties, the parenthetical designation remains, or if it effectively becomes the official representative. She observed that, in the case of Medina County, the municipal representative designation is now codified by Board approval, effectively changing the bylaws.

Director Gallucci responded that the intent of the County Commissioners in making these changes was to ensure it is always clear that the seats are County Commissioner seats.

Ms. Berry noted that reversing the designation back to a County Commissioner would require going through the full approval and ratification process.

Director Gallucci confirmed this was correct.

Commissioner Riddell stated that while some of the proposed designations make sense and a degree of Home Rule autonomy is appropriate, he felt uncomfortable with the discussion regarding Geauga County. He questioned what stake the Board truly has in determining how another County chooses to be represented. He emphasized that the process is the process but expressed concern about the Board having the authority to overrule a duly elected representative of Geauga County. He explained that, as a Lorain County Commissioner, he was uneasy with the idea of telling a Geauga County colleague that they cannot be represented in a way chosen by their voters. He added that he would be reluctant to vote against such representation, as he did not feel it was appropriate to exercise greater authority than the voters of Geauga County in deciding their representation at NOACA.

Commissioner Beverage asked whether Medina County has four representatives.

Director Gallucci confirmed that they have three based on the minimum number of County Commissioners and one based on population.

Commissioner Beverage noted that only three were listed in the presentation.

Ms. Barlik said that the Medina County Engineer is also a member. She explained that the seat was accidentally omitted from the presentation but was included in the meeting packet.

Commissioner Beverage noted that, consistent with Commissioner Riddell's point, other Counties should not have input on a County's delegation. He proposed allowing the County Commissioners of Geauga, Lake, Lorain, and Medina to select their own NOACA Board members annually. Currently, changes require Governance Committee review, full Board approval, and subsequent County approval, which he viewed as inefficient. He acknowledged that Cuyahoga County and the Mayor's selection process may have their own logic but said the other Counties should have flexibility to adjust their delegations to reflect local needs. He advocated for a bylaw change to allow this option, noting that Counties could retain their existing delegates if they chose, and asked what steps would be required to implement such a change.

Director Gallucci explained that implementing Commissioner Beverage's proposal would require an amendment to the bylaws. The amendment would need Board approval and ratification by all five counties, in accordance with the current bylaw requirements.

Commissioner Beverage asked whether a motion would need to originate from the Governance Committee before going to the full Board.

Commissioner Riddell said he believed that such a motion would fall under the purview of the Governance Committee.

Director Gallucci agreed with Commissioner Riddell but cautioned that further discussion is needed. Some cities are granted seats independently based on population, for example, the cities of Parma, Lakewood, Cleveland Heights, Euclid, Lorain, and Elyria. She recommended consulting with other Board members, particularly those from the Cuyahoga County suburban regions, before proposing changes, and then bringing their input back to the Governance Committee.

Commissioner Riddell suggested that, before moving forward with his and Commissioner Beverage's proposals, members should review NOACA's bylaws to understand the current structure and rationale. He noted that this review might help build consensus on potential changes.

Director Gallucci stated that staff would provide the Committee with the link to NOACA's bylaws, which is also available online.

Commissioner Beverage noted that if the Governance Committee develops a proposal at its next meeting, it could be presented for full Board approval in December, allowing implementation in 2026.

Director Gallucci confirmed that the timeline was correct.

Commissioner Riddell mentioned that when he first joined the NOACA Board, he inherited the Governance Committee chairmanship. The Committee was assigned the task of reversing a bylaw change for the City of Cleveland that had been made under one Mayor and then reconsidered under another. The process took four meetings and generated considerable frustration over why it was necessary. Commissioner Riddell stated that he supported allowing flexibility, noting that Boards of Commissioners and Mayors change, bringing different philosophies and priorities. He added that if he was the Commissioner from Lorain County with

limited transportation knowledge but knew someone qualified to serve, he would want the ability to appoint that person as a full representative rather than only as an alternate who attends every meeting.

Ms. Berry expressed doubt that the Governance Committee could complete this change by the end of the year, noting that each County would also need to ratify the change with its Board. She cited the timing of Cuyahoga County Council's December meeting and the subsequent board approvals and questioned whether it would be feasible to complete the process if action had to wait until the next Governance Committee meeting.

Commissioner Beverage noted that Cuyahoga County has additional variables to consider.

Ms. Berry agreed.

Commissioner Beverage asked if he could make a motion at this meeting to approve that Geauga, Lake, Lorain, and Medina Counties be allowed to determine their own delegations for NOACA Board members beginning in 2026.

Ms. Berry clarified that this would need to be within federal parameters.

Commissioner Beverage agreed, stating it would be within federal parameters of assuming all laws are followed and no funding is jeopardized. He noted that certain positions may need to be guaranteed, such as representation from transit agencies, for example, Laketran in Lake County. He added that once all federally or state-mandated Board positions are established, the Commissioners should have the authority to determine the remaining representatives.

Director Gallucci asked Commissioner Beverage whether his proposal would mean that, for example, in Lorain County, the cities of Lorain and Elyria would no longer have guaranteed seats and that the County Commissioners would instead select two city representatives.

Commissioner Beverage asked whether Lorain and Elyria are required to have a seat, noting that Cleveland is guaranteed a seat because it has the largest population among the five counties.

Commissioner Riddell stated that without reviewing those parameters, he could not predict what Lorain County would do. He added that he did not know whether the two cities are represented on the NOACA Board by choice or by mandate.

Director Gallucci stated that the seats were determined by NOACA based on how the Board was structured. She noted that Lorain and Elyria are part of the Cleveland–Lorain–Elyria MSA which could explain the history behind those seats. She added that the seats have always been assigned this way during her tenure at NOACA

Ms. Teeuwen asked whether population and legacy factors were also considered.

Director Gallucci confirmed that they were.

Ms. Teeuwen cited examples such as Parma, Lakewood, and Euclid.

Director Gallucci noted that these cities are part of the Lorain-Elyria MSA, now combined with the Cleveland MSA.

Ms. Teeuwen asked if the Cleveland MSA is specifically outlined in NOACA's bylaws.

Director Gallucci clarified that she was not certain whether it is explicitly in NOACA's bylaws. She explained that when the Board made significant membership changes in 2008 or 2009, the intention was to simplify the structure, codifying the members and requiring that any changes be ratified by all five counties. Staff may need to review previous bylaws to fully understand the history.

Ms. Teeuwen noted that even if changes were proposed for the four outlying Counties only, Cuyahoga County would still need to approve any membership changes.

Director Gallucci confirmed Ms. Teeuwen's comment to be correct.

Ms. Teeuwen added that it would be difficult to implement any changes before January 2026.

Ms. Berry expressed concern about timing and questioned how many meetings would be required.

Commissioner Beverage explained that he was proposing the motion at this meeting so the Committee could vote on it for the September 12 Board meeting, allowing roughly three and a half months for completion.

Director Gallucci clarified that the next Governance Committee meeting is in November, the next Board meeting is in December, and the organizational meeting, by which this change would need to be implemented, would likely occur the third week of January.

Ms. Berry noted that each County would need to meet with its Commissioners to make decisions and completing this by mid-January would be challenging unless the Governance Committee acted today.

Ms. Barlik clarified that NOACA's Code of Regulations (bylaws) does not explain why the cities of Lorain and Elyria have specific seats, but it does explicitly designate them as Board members. She noted that more discretion could be granted for the Commissioner seats, allowing flexibility for those positions. She emphasized that any proposed changes would need to be drafted and approved by the Executive Committee meeting to appear on the September Board meeting agenda.

Director Gallucci asked whether the proposal made by Ms. Barlik addressed Commissioner Beverage's intent to change how the three County Commissioner seats are allocated for each county.

Commissioner Beverage noted that for certain positions, such as the City of Lorain or City of Elyria, if a seat is mandated, it must remain. Similarly, if Lake County is required to have its transit director on the Board, the Laketrans seat is mandated. He stated that NOACA could confirm which seats are required to comply with federal and state guidelines, while all other seats could be determined by the County Commissioners.

Director Gallucci clarified that federal law does not mandate specific seats; NOACA does. A transit agency is required to be represented on an MPO board. GCRTA or Laketrans is not specifically required; having one transit representative is sufficient. In that case, one of the counties would need to appoint a representative to meet the transit requirement. Questions remain regarding which county would appoint, whether the appointment would alternate, and whether such a seat would be considered mandated. She emphasized that this discussion is separate from

considering changes to other Board seats. Representation for large cities aligns with MPO boards' intent but is not legally required.

Commissioner Riddell said he believed three members of the Governance Committee were indicating they should receive clarification on what is codified by law versus what is established through Board action, noting that if a provision were established by Board action, it could also be changed by Board action.

Director Gallucci confirmed that Commissioner Riddell's statement was correct.

Commissioner Riddell asked where the Board's latitude lies, emphasizing that the Committee's discussion should start by clarifying the extent of that authority.

Director Gallucci stated that the Board generally has the authority to change seats and adjust its structure and membership, but staff will review the issue further. She noted that NOACA's structure allows counties a degree of autonomy, making it reasonable for counties to appoint their own representatives. Staff will conduct additional research and prepare recommendations. She added that the Governance Committee may need one or two special meetings to finalize any changes.

Trustee Brandon agreed with Commissioner Beverage's point but noted that the Committee and staff needed to do further homework.

Mr. Haupt asked whether the parenthetical additions regarding seats for municipal and township representatives were made by the localities or by the Board.

In response to Mr. Haupt, Director Gallucci confirmed that the Board made the decision.

Ms. Berry asked if the additions were brought up by the locals.

Director Gallucci explained that, to meet the intent of an MPO, representation by local public officials was added over time. Originally, the Board consisted of County Commissioners, with Cleveland being the only city represented. The additional seats were added later to better represent the region.

Mr. Haupt asked if the seats were based on population.

Director Gallucci stated that the membership was based on cities with populations over 50,000 at the time or the seats of the Cleveland MSA.

Mr. Haupt asked whether 2008-2009 was the last time the Board structure was reviewed based on population.

Director Gallucci said that was correct.

Mr. Haupt said he believed that the population was looked at again when two seats were added to the Board.

Director Gallucci stated that NOACA reviewed the membership for census impact and determined that there were two additional seats for the City of Cleveland based on population that were not included in the Code of Regulations. She clarified that NOACA did not implement this change, as it is not authorized by the Code; rather, the Board had previously decided to include cities, using

a population threshold of 50,000 at the time. Some cities may have since fallen below or risen above this threshold, so the Board maintained the seats based on both population and legacy.

Ms. Berry noted that the original question was whether the Committee wanted to reevaluate Board membership using a method other than population, which had not yet been discussed.

Director Gallucci explained that Commissioner Harrison's point was that the Board is too large, and he would like to explore reducing the number of members and creating a distribution based on factors other than population.

Ms. Berry asked what alternative methods could be used to determine the number of seats.

Ms. Teeuwen responded that the population remains the most logical basis.

Director Gallucci agreed with Ms. Teeuwen, noting that population is the most logical basis and aligns with current practice. She added that alternative structures could be considered, but it is unclear whether they would meet the MPO's objective of representing people across the five counties. Other potential approaches could include using county land area, the number of incorporated cities, or lane miles, but none would be as straightforward or effective as population.

Ms. Berry recommended that the Committee evaluate the issue and suggested that staff seek Commissioner Harrison's input on how the membership should be assessed. She added that the Committee currently lacks a strong framework for reconsidering the structure unless Commissioner Harrison offers a suggestion.

Trustee Brandon said he had recently spoken with Commissioner Harrison, who did not have another proposal but agreed with Director Gallucci's point that the Board might be too large and should explore alternative approaches.

Commissioner Beverage stated that he had assumed the Board's composition was required to be based on population and asked if this was mandated under federal guidelines.

Director Gallucci confirmed that it was.

Commissioner Beverage said he did not believe the Board had much flexibility in changing its overall composition. However, he emphasized that the important issue for him was giving counties more autonomy to make their own appointments without requiring approval from the full Board, while still ensuring all five counties maintain a role in governance.

Commissioner Beverage stated that his proposed motion pertained to Lake, Geauga, Medina, and Lorain Counties. He emphasized that his goal was to have the change in place for next year and did not want to wait another year and a half to take action.

Commissioner Beverage then made a motion for NOACA to:

1. Establish the Board seats for Lake, Geauga, Medina, and Lorain Counties that are required by law, if any;
2. Inform those counties of the legally required seats; and
3. Allow the County Commissioners to vote on and select representatives to fill the remaining seats on an annual basis.

Ms. Berry suggested that NOACA should remove the requirement for ratification by other counties.

Commissioner Beverage agreed with Ms. Berry's suggestion, noting that removing the five-county ratification would simplify future changes.

Director Gallucci stated that the ratification requirement could not be removed until the Board first ratified the prior decision to undo the previous ratification.

Ms. Berry stated that the ratification process still gives NOACA authority over what the five counties can do.

Commissioner Beverage noted that the five counties would need to ratify his proposed change, but not membership changes moving forward.

Ms. Berry asked whether the five counties would be ratifying that they will no longer need to ratify.

Director Gallucci confirmed that this was correct but clarified that would constitute a separate change.

Ms. Barlik explained that Article 10 of NOACA's Code requires that any change in membership must be ratified by the counties. She noted that the Code contains very little guidance beyond this provision, and most governance details have been determined by the Board through its bylaws. She added that the Board engaged in a lengthy process in 2019 to establish the current membership structure.

Director Gallucci explained that much of the law regarding representation is based on intent. She said the requirement is to "consider equitable and proportional representation of the population," and that the Board at the time determined that cities with populations above 50,000, specifically named, must meet this requirement in good faith. She emphasized that if all city representation were removed and seats were given solely to townships or smaller municipalities, it would not align with the good-faith interpretation of this requirement.

Commissioner Beverage responded that in such a case, either those representatives could be voted out, or there might be a legal interpretation stating that such an action would not be permissible. He acknowledged understanding the Board's original intent but clarified his own perspective, noting that he was elected by the citizens of Lake County, which is a NOACA member. He expressed that he would prefer decisions on who represents Lake County at NOACA to be made by himself and his two fellow county commissioners.

Commissioner Beverage made a motion for Lake, Geauga, Medina, and Lorain Counties, that after being informed of the mandated seats are required by law, that the other positions be able to be determined by the County Commissioners on an annual basis, without the requirement of all county ratification from NOACA.

Ms. Barlik said she did not believe that was possible and suggested Mr. Gembala could provide further input. She explained that the Code of Regulations would need to be amended twice, with Board approval required for ratification. Currently, ratification is a requirement, and no specific seats are mandated by law. The current seating arrangement is based on a formula, but the Board has the authority to determine its structure; for example, it could choose to have five seats or one commissioner from each county and the City of Cleveland. Ultimately, it is up to the Board to establish the seats.

Director Gallucci reminded the Committee that the Board's current structure has historical context. Initially, it included the County Commissioners and the Mayor of Cleveland. The Mayor of Cleveland previously sued NOACA in federal court, claiming inadequate representation, as Cleveland had only one seat despite more population than any of the outer counties at that time. She noted that while equitable and proportional representation must be considered, federal law does not dictate exactly how NOACA must structure its Board.

Commissioner Beverage said he was not questioning the total number of seats. His motion was that, after the law-mandated seats, which staff noted are not clearly defined, the remaining number of seats allocated to each County, should be determined by the County Commissioners. He emphasized that he was not suggesting NOACA modify the number of seats, only that the Commissioners be allowed to vote on and determine their county's representatives for those seats.

Director Gallucci said she supports the Commissioners having control over their seats but noted a potential issue. For example, if Lorain County were to allocate all its seats to townships and none to cities, it would violate federal requirements, and someone could potentially challenge that decision in court.

Commissioner Beverage said that if a challenge were brought, NOACA could get sued and would have to address it, but the decision would ultimately be up to the Board. He emphasized that he was not trying to provoke litigation, but in his opinion, County Commissioners should have the ability to select their delegation.

Trustee Brandon asked if anyone wanted to second Commissioner Beverage's motion.

No one seconded the motion.

Ms. Teeuwen stated that she supports simplifying the process. She suggested adding "or appointed by the County Commissioners" in parentheses next to county commissioners in the Code of Regulations, allowing them to choose either themselves or a designee. She asked whether her suggestion would address the issue and simplify the process.

Commissioner Beverage noted that in Lake County and Medina County, the County Engineer serves as a Board member. In Lorain County, the seats are assigned to three Commissioners, along with municipal representatives. Commissioner Beverage said Ms. Teeuwen's suggestion would resolve the County Commissioner issue.

Ms. Teeuwen noted that if there are no concerns about the number of seats, the total would remain the same, while still giving the County Commissioners the ability to select their representatives to serve on the NOACA Board.

Commissioner Beverage said that the approach would not achieve Geauga County's goal of having one seat automatically reserved for its Engineer.

Ms. Teeuwen responded that it would be up to Geauga County.

Commissioner Beverage disagreed, noting that Lake County would need to vote to approve it.

Ms. Teeuwen clarified that if NOACA designates the seats as "County Commissioners or their appointee," the County Commissioners could choose to appoint the County Engineer to the NOACA Board.

Commissioner Beverage noted that in that scenario, the Engineer would serve as an alternate.

Ms. Teeuwen clarified that the Engineer would be a full member, as the County Commissioners appoint a member, not an alternate.

Mr. Haupt said he believed that Ms. Teeuwen's suggestion would follow the format used in Lorain County, listing "County Commissioner (County Engineer)." He asked if he was correct that the Board would make that decision.

Commissioner Beverage confirmed that would be true based on the current bylaw amendment.

Ms. Teeuwen said it does not necessarily need to specify "County Engineer." The County Commissioners could appoint the Engineer or another representative, such as the office administrator.

Commissioner Beverage noted that approval would still be required from all five counties.

Commissioner Riddell suggested suspending or abolishing the rule, noting that it hinders any changes and that there are multiple ways the Governance Committee could proceed without it.

Director Gallucci noted that the rule does impede any changes unless it is amended. She suggested that the Committee consider consulting with Commissioner Steve Hambley from Medina County, who played a key role in developing the current structure and served three terms as NOACA Board President, to discuss the history of the organization.

Trustee Brandon commented that the Committee had a productive discussion on the presentation items, appreciated members' comments and enthusiasm, and emphasized that staff will conduct further research. He added that the topic will be revisited at the next Governance Committee meeting.

Ms. Teeuwen recommended holding a supplemental Governance Committee meeting before the next regular scheduled meeting to allow additional time for research.

Trustee Brandon confirmed that a special meeting could be scheduled.

Director Gallucci recalled that during a previous discussion with Board members, who later formed the Governance Committee, Commissioner Steve Hambley remarked, "The Republic shall stand."

Reports / Updates

No reports 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

Commissioner Riddell made a motion to adjourn the meeting at 11:20 a.m. Ms. Teeuwen seconded the motion. The motion passed by voice vote.

The next regular Governance Committee meeting will be Friday, November 14, 2025, at 10:00 a.m. at the NOACA offices.

Note: Additional information on the agenda items is available on [NOACA's website](#) and [YouTube channel](#).



Governance Committee 2025 Attendance Record

MEETING DATES	2/14/25	5/9/25	8/27/25	11/14/25
BEVERAGE III , Morris W. (Morgan McIntosh, Alternate)	X	X	X	
BIBB , Justin (Bonnie Teeuwen, Alternate) (Mike Culp, Alternate on 5/9/25)	A	A	A	
BRAKEY , Carolyn (Shane Hajjar, Alternate)		X		
BRANDON , Jeff (Allen Biehl, Alternate)	X	X	X	
DVORAK , James (Andy Haupt, Alternate)	X	A	A	
RIDDELL , Jeff (John Gall, Alternate) (Thomas Patrick III, Alternate on 5/9/25)	A	A	X	
RONAYNE , Chris (Debbie Berry, Alternate) (Annie Pease, Alternate on 5/9/25)	X/A	A	A	
TOTAL MEMBERS ATTEND:	6	7	6	

X = Member present A = Alternate present