



**NOACA Governance Committee
Special Meeting Minutes**
October 24, 2025
NOACA Offices
1299 Superior Avenue, Cleveland, Ohio

Present: Please see the attached attendance record.

Trustee Jeff Brandon, Chair of Governance Committee, convened the meeting at 1:00 p.m.

Public Comments

No one signed in to provide public comment.

Executive Director's Report

Director Grace Gallucci reported that testimony will be given on House Bill 445, sponsored by Representatives Michael Dovilla and Brian Stewart. Sponsor testimony began this week, and the legislation has been opened for discussion. Further updates will be provided as the bill advances and opportunities for additional testimony arise.

Action Items

No action items were presented at this meeting.

Presentation/Discussion Item

Director Gallucci thanked members for their participation and recognized guests Mr. Hunter Morrison and Commissioner Steve Hambley, both former NOACA Board Presidents who contributed to earlier versions of the Code of Regulations, in 1991 and 2010, respectively. She reviewed the current committee structure, which was developed through a strategic planning process in 2013 and an 18-month Code review led by a 10-member task force that included Commissioner Hambley. The new structure established five standing committees—Finance and Audit, Planning and Programming, Policy, and Governance and External Affairs—composed of Board members to ensure thorough review before matters reach the Executive Committee. Director Gallucci noted ongoing efforts to make meetings more efficient, including possible use of a consent agenda for routine, committee-vetted items.

Regarding the consent agenda, Ms. Bonnie Teeuwen inquired whether Director Gallucci was referring to approving the items individually or as a complete committee agenda.

Director Gallucci replied that both options have been discussed. Some Board members suggested presenting a full committee agenda for consent approval, while others proposed the Executive Committee pre-determining which items require Board discussion. A consent agenda could cover all committees collectively, with specific discussion items separated out. She added

that staff are exploring these options, consulting with Board members experienced in other organizations using consent agendas, and will continue refining the structure to improve efficiency.

Director Gallucci explained that several subcommittees—Air Quality, Transportation, and Water Quality, along with Bicycle and Pedestrian Advisory Council (BPAC) and the Transit Council—were already in place. The Safety and Operations Council (SOC) was created through a federal grant to strengthen NOACA’s safety focus. Additional groups, including the Business, Community, Rural, and Emerging Leaders Advisory Councils, were added later, and an Economic Development Subcommittee was recently formed. Most of the structure dates to the 2013 reorganization. She noted that federal rules require equitable and proportional Board representation, including local elected officials, public transit operators, and state officials (e.g., ODOT). Because NOACA oversees the Water Quality 208 Plan, the EPA and the Northeast Ohio Regional Sewer District must also be represented.

Director Gallucci noted that Article IV of the Code of Regulations defines the current NOACA Board structure and was last updated in 2022 (Resolution 2022-06). This update, based on the 2019 resolution and census data, uses a formula to ensure Board representation reflects principally elected officials and regional administrators involved in transportation and environmental planning, while maintaining equal population-based representation across the NOACA region.

Director Gallucci asked the Governance Committee to consider establishing clearer criteria for NOACA Board members and alternates. She noted that while members are typically elected officials or regional administrators involved in transportation and environmental planning, some alternates do not meet these standards. She recommended clarifying or tightening the rules so alternates meet the same criteria as members, or applying a flexible approach consistently across all jurisdictions. She proposed discussing the issue at the November Governance Committee meeting to prepare for the January Board seating, with a special meeting if more time is needed.

Trustee Brandon asked if the Code of Regulations was written loosely regarding alternates.

Director Gallucci said the intent is clear, alternates should meet the same criteria as Board members, but the language is somewhat loose. She recalled the issue was discussed during the 2013 membership reform, but no action was taken.

Trustee Brandon agreed, noting that some alternates attend meetings regularly.

Ms. Debbie Berry noted that the Committee should consider continuity and consistency, as communication differs when an alternate is from another city. She emphasized that alternates represent the entire region, not just their locality, and urged careful consideration before adopting stricter rules.

Director Gallucci noted that while NOACA has improved consistency, rules for alternates remain unclear. She explained that NOACA now limits alternates to one per member, but some are not employees, raising questions about consistency and whether non-employees, such as business leaders, could serve. She emphasized that clearer guidance is needed to administer the Code consistently.

Commissioner Morris Beverage asked for clarification on the Code of Regulations language, noting it specifies “elected officials and regional administrators concerned with transportation and

environmental planning.” He pointed out that economic development has since been added to NOACA’s mission, which is not covered in that phrasing. He also observed that having an employee serve as an alternate improves communication, since they report directly to the Board member, unlike independent alternates such as other elected officials. He said clearer definitions are needed; if NOACA wants elected officials, it should specify that, if it wants regional administrators, that, too, should be clearly stated.

Director Gallucci agreed with Commissioner Beverage’s points, noting that even the Code of Regulations is inconsistent across sections. She said recent discussions—particularly regarding House Bill 445—highlight the perception of MPO boards as “unelected, unaccountable bureaucrats,” since not all members are elected officials. She clarified that federal law does not require all MPO members to be elected, allowing experts in transportation and environmental planning to serve. This issue, she said, underscores the need for clarity and consistency in NOACA’s rules for Board members and alternates. Director Gallucci emphasized she was not advocating one approach over another but wanted the Governance Committee to establish clear standards so NOACA can accurately represent its membership and respond confidently to legislative or public scrutiny.

Commissioner Dvorak asked whether NOACA had reviewed how other MPOs address this issue.

Director Gallucci said most MPOs follow federal language, though some vary. NOACA staff will research and present comparisons to the Governance Committee before further discussion.

Commissioner Beverage noted that any proposed changes for 2026 would require full Board approval. He inquired whether a meeting had been scheduled for December.

Director Gallucci said approval could occur in January during the Board’s roster and seating process, depending on the section involved.

Commissioner Beverage added that, therefore, the Governance Committee must act by November.

Director Gallucci said the Governance Committee must finalize its recommendation by December, since most Board appointments occur in early January during county commission meetings. If NOACA acts in January, the Committee’s work must be completed beforehand.

Commissioner Beverage noted that the full Board must approve any changes before the January seating.

Director Gallucci agreed, saying the approval would occur first on the January agenda, followed by the seating of members. Staff would then use the approved criteria to advise Board members.

Commissioner Beverage asked whether the current Board, those serving before the 2026 slate is seated, would be the ones voting on the changes.

Director Gallucci stated that if the Governance Committee moves forward, members would be notified immediately to select alternates or members. She noted submissions typically continue through January, with multiple roster changes, and suggested completing the process in December to reduce staff workload.

Commissioner Beverage said that Lake County had experienced an issue with an alternate. He suggested the Committee make progress before the November Governance Committee meeting and the full Board meeting in December.

Ms. Liz Barlik read the section on alternates from Article IV of the Code of Regulations, noting it requires ratification. She stated that each Board member must designate an alternate in writing to act in their absence, with full powers in all Board matters. The designation is valid for up to one year and may be revoked or modified at any time in writing.

Director Gallucci said there's no criteria specifically assigned in that section and that previous legal counsel has said that it refers back to the Board member because they're acting in their stead. The Board criteria should be whatever the Board's criteria is, but she would like that to be clearer.

Commissioner Beverage agreed, noting there is no requirement that an alternate be an elected official or regional administrator. He agreed that the bylaws are silent on the issue and need to be made clear.

Ms. Berry noted that requiring all Board members to be elected officials would be difficult for the City of Cleveland, given the number of representatives it has.

Director Gallucci said federal legislation and NOACA's bylaws allow for certain administrative positions, such as planning or public works directors, to serve as members. She said the language could be clarified while maintaining each community's ability to choose appropriate representatives.

Commissioner Beverage noted that Board members are divided among Cuyahoga County government, regional authorities, suburban Mayors, and the City of Cleveland, which includes department heads and Council Members. He said Cleveland's 17 Council Members represent a different branch of government than the Mayor.

Ms. Teeuwen stated that there are no other elected officials on the administrative side and that all city departments report to the Mayor.

Director Gallucci stated that Cleveland's Board membership is intended to be 50% from the Mayor's administration and 50% from City Council.

Commissioner Beverage noted that with four council seats, 13 other council members could serve as alternates.

Director Gallucci clarified that council members currently serve as members and as the alternates.

Ms. Teeuwen explained that under the Mayor are senior strategists, chiefs (e.g., Operations, Integrated Development), and directors (e.g., Capital Projects), all reporting up to the Mayor.

Director Gallucci said Cleveland's current representation works well and could serve as a positive example. Commissioner Beverage agreed.

Ms. Berry noted that it may be difficult in some cases to select only elected officials.

Director Gallucci said Cuyahoga County faces a similar issue with its council members, who are part of a different branch of government than the executive. She thanked the Committee for the discussion and expressed appreciation for Commissioner Beverage's goal of completing the work by December so that staff have time to implement the process.

Director Gallucci explained that the Board is structured based on proportional representation, consisting of 46 voting members, including one from ODOT, and two non-voting state representatives. She said the Code of Regulations applies a formula, updated after each decennial census, to allocate 45 seats among the five counties by population. Cuyahoga County is divided between the City of Cleveland and the remainder of the county, which are counted together. Using the regional population of 2.1 million, with 1.3 million in Cuyahoga, the formula produces fractional seat counts that are rounded as follows: Cleveland: 8, Geauga: 3 (the minimum allowed under the Code), Lake: 5, Lorain:7, and Medina: 4. Cuyahoga loses one seat to maintain the 45-member total. This system, she said, ensures proportional representation while preserving minimum allocations.

Ms. Berry asked how adding one Board member would affect seat percentages, noting that Cuyahoga County currently gives a seat to Geauga County to meet its minimum.

Director Gallucci said staff could run the numbers, adding a seat might slightly change allocations, but likely not for the overall membership of the other counties.

Ms. Berry said she was curious because previous discussions had suggested that Cuyahoga County might be two or three seats short, and she wanted clarification.

Director Gallucci clarified that Cuyahoga County is sometimes described as "two or three seats short" because certain regional agencies, like GCRTA, the Cleveland-Cuyahoga Port Authority, and the Northeast Ohio Regional Sewer District, are counted toward Cuyahoga's total but can be disputed as regional rather than county-specific. She noted that according to the allocation formula, Cuyahoga County has never been more than one seat short, with fractional calculations sometimes approaching but not exceeding two.

Ms. Teeuwen asked if the Northeast Ohio Regional Sewer District, GCRTA, and Cleveland-Cuyahoga County Port Authority are included in Cuyahoga County's numbers.

Director Gallucci confirmed, noting these three are part of the 18 members from Cuyahoga, leaving 15 for suburban mayors, county council, and county administration.

Ms. Berry asked about the three state seats.

Director Gallucci explained that one is ODOT (voting, not part of population allocation) and two are nonvoting, the Ohio Turnpike Commission and Ohio EPA. She said this overview provides context for membership calculations and any potential changes.

Director Gallucci reviewed the Board of Directors by region, noting that Cuyahoga County includes county government and regional authorities, which have been disputed but remain under Cuyahoga. She explained that when GCRTA was added, it represented public transit and Laketrans was not yet on the Board, so the seat counted toward Cuyahoga. Now, with Laketrans on the Board, the allocation is no longer debatable.

Commissioner Beverage noted that Laketrans operates daily to downtown Cleveland.

Director Gallucci agreed.

Director Gallucci noted that Mr. Morrison, who spoke at the last meeting, provided background on NOACA's regional structure and the 1991 revision of the Code of Regulations. She added that Commissioner Hambley considers himself the caretaker of that version.

Mr. Morrison explained that NOACA was created to ensure proportional, equitable representation. Cuyahoga County's membership links to its Planning Commission, and the Board includes key regional actors such as transit agencies. He noted that reviewing fairness and representation every 10 years reflects population shifts, emerging organizations, and NOACA's expanding role, including economic development, continuing the collaborative approach of past updates in the 1990s and 2000s.

Trustee Brandon asked Mr. Morrison whether NOACA's current structure is fair and equitable.

Mr. Morrison said that while fairness can be subjective, NOACA's Board was intentionally structured to include key government and transportation actors from each county, reflecting the districts of Cuyahoga County's Planning Commission. This design, developed in the 1990s under Commissioner Boyle, ensured broad representation across the county and carried into NOACA's Board. He noted that past revisions addressed imbalances and emphasized that current committee members need to deliberate to reach a structure that works for both their county and the region.

Commissioner Hambley agreed with Mr. Morrison, noting NOACA's long history of revisiting membership and governance, dating back to its former seven-county structure. He recalled past challenges, including lawsuits, threatened county withdrawals, and Board member indictments, that led to a major 1991 restructuring, in which Mr. Morrison played a key role. At that time, GCRTA, Laketrans, and the Regional Sewer District were Board members. Fairness mechanisms such as weighted voting were later revised or removed. In 2001, he co-chaired an update to the Code of Regulations to preserve the 1991 reforms with input from all counties. He emphasized that NOACA continually adjusts membership to balance representation, reflect population changes, and address expanding responsibilities like economic development. Despite periodic debate, these reviews help ensure effective regional governance over transportation, environmental planning, and related projects.

Director Gallucci asked Commissioner Hambley to elaborate on ratification, noting that the Governance Committee has questioned whether it should continue, and acknowledged that Mr. Morrison may also have relevant perspectives.

Commissioner Hambley explained that originally, any changes to the Code of Regulations required unanimous approval from all five counties to ensure every entity could ratify changes. Over time, this was reduced to focus primarily on Board composition. He emphasized that this approach protects smaller counties, ensuring their interests are not overridden by a majority and allowing them to determine who represents their county.

Commissioner Beverage said that while Board composition overall should still require full ratification, individual counties should have autonomy to decide who fills their allocated seats. He noted that counties have different internal structures, e.g., Geauga has three Commissioners, Lake has three Commissioners plus an Engineer and Laketrans, and Medina has a Commissioner,

Engineer, and township and municipal representatives. Allowing counties to manage their own seats would address situations where desired changes are currently blocked by other counties.

Commissioner Hambley explained that Medina County's municipal and township representative seats were created in 1999. Originally, the county had three Commissioners and a County Engineer. Over time, alternates were designated from townships and municipalities, and the County decided to let jurisdictions choose their representatives. This approach was approved by consensus and ratified by all parties.

Trustee Brandon asked if Medina County would have the flexibility to have three Commissioners serve on the NOACA Board.

Commissioner Hambley said that any proposal would still require ratification. He noted that, as an alternate, he typically defers to the primary commissioner, currently Commissioner Aaron Harrison, and participates when needed. He added that he has not closely followed current discussions regarding changes in Lake or Geauga counties but expects that any proposal would follow the usual process of presentation and approval by all relevant members.

Mr. Morrison said that NOACA's structure was designed like a council of governments among the five counties, with proportional representation by population. Within each county, the County Commissioners decide how to fill their allocated seats, whether all Commissioners, a mix including engineers or transit representatives, or other officials, so long as those appointed have relevant responsibilities (e.g., capital or roadway planning). He noted that changes in a county's seat configuration are generally accepted by the other counties if the representatives meet these criteria.

Director Gallucci explained that Geauga County requested a change in representation, from three Commissioners to two Commissioners and a County Engineer, but two counties have declined to ratify it, preventing Geauga from implementing its desired membership. She noted that while the Board approved it by majority, ratification is required; Cuyahoga, Lorain, and Geauga counties have ratified so far.

Ms. Berry asked Mr. Morrison and Commissioner Hambley whether the intent was that ratification shouldn't be necessary, and that each county's Commissioners should decide their own representation. She suggested that Commissioners could formally vote within their counties, rather than requiring other counties, like Cuyahoga, to approve representation changes that do not affect them.

Trustee Brandon asked Commissioner Beverage if he was looking for more flexibility.

Commissioner Beverage said yes.

Mr. Morrison said that when NOACA was reconstituted in the 1990s, the counties effectively created a council of governments, with County Commissioners acting as the appointing authorities. Within that framework, Geauga County's proposal to shift from three Commissioners to two Commissioners and a County Engineer makes sense, as long as the four elected officials agree. He added that including County Engineers on the Board is beneficial, given their role in managing NOACA-funded projects and budgets.

Commissioner Dvorak asked whether it would be easier to amend the bylaws to eliminate the need for ratification of each county's Board composition.

Commissioner Beverage said the Lake County Commissioners appoint representatives to several boards each year and suggested the same could be done for NOACA, naming members and alternates at the January reorganization meeting.

Ms. Teeuwen recommended focusing on next steps rather than revisiting prior discussion.

Ms. Berry asked whether removing ratification would itself require ratification by all five counties or if the Board could make that change directly.

Director Gallucci explained that NOACA's previous counsel had interpreted the Code to require ratification to remove the ratification process, but Article IX does not explicitly state that requirement.

Ms. Berry asked if the Committee could make a motion to eliminate the ratification process and allow each county's Commissioners to select their Board members.

Commissioner Beverage supported the idea but asked how it would apply to Cleveland's delegation of eight members, four from the mayor's office and four from City Council, and who would select them.

Ms. Teeuwen suggested that the City of Cleveland establish its own process for appointing four administrative and four legislative members.

Commissioner Beverage agreed, noting the Mayor would likely appoint four members and Council the other four.

Ms. Berry noted that Cuyahoga County is different, with three members appointed by the County Executive, one by the Council, and other representatives following regional allocations.

Commissioner Beverage added that there are 11 suburban mayors representing Cuyahoga County.

Ms. Berry asked staff to display the slide showing Board members.

Director Gallucci explained that some cities in Cuyahoga and Lorain counties have automatic representation based on size, as required by federal law, and noted that if Geauga County appointed only township trustees from unurbanized areas, incorporated areas could lose representation, conflicting with federal funding rules. She emphasized that any changes should consider these criteria, which the Board and Governance Committee can manage.

Commissioner Beverage said that, to Mr. Morrison's point, the main challenge in many of these discussions is that, in some respects, NOACA functions as an MPO, while in others, it operates as a council of governments. He said his understanding of a council of governments is that the counties and commissions came together to collaborate on shared regional issues.

Mr. Morrison explained that NOACA is a council of governments and the federal MPO for five counties. Eastgate serves Mahoning, Trumbull, and Ashtabula counties but functions as an MPO only for Mahoning and Trumbull, since Ashtabula lacks metropolitan status. Both agencies oversee transportation, water and air quality, and economic development. NOACA is pursuing Economic Development District designation, which Eastgate already holds. Other MPOs include

AMATS (Akron, Portage, Summit) and SCATS (Canton). A seven-county MPO was once considered, but Akron opted not to join Cleveland. Mr. Morrison emphasized that NOACA's five-county structure promotes balanced representation and coordination, with equitable governance and stronger township representation remaining priorities.

Director Gallucci agreed with Mr. Morrison's point, noting that many councils of governments, including Eastgate, operate with separate Boards for different functions, such as MPO or EDD, allowing representation to match each role. She suggested that NOACA's committee could explore similar structural options to address concerns.

Mr. Morrison added that Summit, Portage, Stark, and Wayne counties are a council of governments, while NEFCO serves as an EDD and a water quality body but not an MPO, showing how regions tailor governance to local needs. Using Eastgate as another example, he noted that Ashtabula County participates in the council but not in MPO functions, illustrating varied regional approaches.

Commissioner Beverage proposed removing NOACA's ratification process for delegations to improve accountability. Under his idea, county commissioners, the Cuyahoga County Executive, and the Cleveland mayor and council, all elected officials, would appoint representatives directly, addressing criticism that NOACA is led by unelected bureaucrats.

Mr. Morrison emphasized that ultimate authority lies with elected officials from the five counties and the City of Cleveland, recalling that in the 1990s, County Commissioners restructured NOACA to ensure fairness, professionalism, and accountability.

Commissioner Beverage said he had no appetite to change the Board's composition or proportional representation and other members agreed.

Commissioner Beverage made a motion that each county's NOACA delegation be appointed annually by their respective Boards of County Commissioners—Geauga, Lake, Medina, and Lorain counties—before NOACA's first Board meeting each year. The Cuyahoga County Executive would appoint Cuyahoga's four members, while the City of Cleveland's Mayor and City Council would each appoint their four representatives annually.

Commissioner Dvorak seconded the motion.

Commissioner Dvorak said Commissioner Beverage's motion clearly outlines the proposal, reflects existing arrangements between Cuyahoga County and the City of Cleveland, and provides needed clarification hence his second.

Ms. Berry asked who determines representation for other Cuyahoga County members beyond the four seats it is responsible for.

Commissioner Beverage clarified that his motion applies only to four counties. He noted that regional authorities, such as NEORS, GCRTA, the Cleveland-Cuyahoga County Port Authority, ODOT, Ohio EPA, and the Ohio Turnpike Commission, are already defined in the NOACA Board composition. Cuyahoga County and its suburban regions would remain unchanged unless a separate motion addresses them.

Ms. Teeuwen said that in Lorain County, the cities of Lorain and Elyria were originally specified for representation because of their large populations.

Director Gallucci confirmed that was the case.

Ms. Teeuwen noted, however, that nothing requires representation to be based on population size; NOACA simply chose that approach. She said Commissioner Beverage's motion could allow Lorain County's seven members to come from anywhere in the county, which those cities might question.

Commissioner Beverage said County Commissioners would be accountable to voters if larger cities were not represented. It would be up to local officials, not NOACA, to decide representation, and any issues would be resolved through local political accountability.

Trustee Brandon asked if the motion could affect NOACA's federal MPO governance requirements.

Director Gallucci said she did not believe the motion would affect NOACA's federal MPO governance requirements. She noted that any concerns could be addressed by the Governance Committee through appointment criteria, with final approval at the January Board meeting. She also pointed out that NOACA's 48-member Board is small compared to other MPOs in Ohio, some of which have over 100 members.

Ms. Berry asked who selects representatives for the Cuyahoga suburban regions.

Director Gallucci explained that before Cuyahoga County adopted an Executive form of government, regional representatives were elected by mayors within each region, with NOACA administering the election. After the change in government, regions began nominating candidates, and the County Executive now makes the appointments based on those recommendations.

Director Gallucci said that since the adoption of the Executive form of government, the appointment process has been unclear. NOACA had no formal documentation of full Board appointments until the current County Executive, though prior executives submitted nominations when filling vacancies. Those nominations were typically made in consultation with regional representatives.

Ms. Berry clarified that, as described, regions provide recommendations, but the County Executive ultimately selects the regional representatives, similar to how other counties would operate under the proposal.

Commissioner Beverage said it appears the County Executive already has the authority described by Ms. Berry.

Ms. Berry said she was seeking to clarify the adoption process.

Director Gallucci noted that elections have not occurred since Cuyahoga County adopted the Executive form of government.

Ms. Berry added that, because the process is not written, she wanted NOACA to establish a clear, consistent procedure similar to that used by the other counties.

Commissioner Beverage commented that there should be no more silent rules.

Ms. Berry noted that if the motion advances to the Executive Committee and Board, the cities of Elyria and Lorain could request changes or challenge their inclusion at the Board meeting.

Director Gallucci said some cities in the regions have expressed concern that they no longer get to elect representatives. She noted that, historically, even under the County Commissioner structure, they did not have a role in approving the appointments, and the election results were simply confirmed.

Ms. Berry proposed an amendment to clarify the current process, noting that if the full Board wishes to revisit the issue, it can do so during its discussion.

Commissioner Beverage offered to make a motion for that amendment.

Trustee Brandon confirmed that it would be appropriate.

Commissioner Beverage moved to amend his motion, maintaining all prior provisions. He proposed that members of the Cuyahoga Suburban Regions, the West Shore, Southwest, South Central, Cuyahoga, Chagrin Southeast, Heights, and Hillcrest Regions, be appointed by the Cuyahoga County Executive without ratification by any other entity.

Ms. Teeuwen requested clarification, suggesting a separate motion to eliminate ratification rather than including it in the current motion.

Trustee Brandon asked if Ms. Teeuwen's suggestion was part of Commissioner Beverage's original motion. He confirmed that his amendment already specified these decisions should not be ratified.

Ms. Teeuwen reiterated her desire to make a separate motion to remove ratification.

Commissioner Beverage stated that the current motion should proceed with a second, followed by a separate motion addressing Ms. Teeuwen's request.

Trustee Brandon asked whether Ms. Teeuwen's request could instead be incorporated into the original amendment.

Ms. Barlik explained that the Committee needed to decide on two items, membership and ratification, which could be handled separately. She noted that ratification did not need to be added to Commissioner Beverage's motion, as it would occur first at the full vote. She clarified that a member should second the amendment, the Committee should vote on it before voting the original motion, and Ms. Teeuwen's motion could then be addressed separately.

Ms. Berry said the Committee would combine Commissioner Beverage's two amendments into one and she would second that amendment.

Commissioner Beverage confirmed he made a motion and then amended it.

Ms. Berry reminded Commissioner Beverage that he had amended his motion twice, and that a request had been made to remove the ratification portion.

Ms. Barlik clarified that there was one amendment based on the two items, applying only to the suburban region.

Ms. Berry reiterated that she was seconding the amendment.

Ms. Barlik stated that the Committee needed to vote on the motion to amend and restated it as follows:

“To amend the original motion so that the counties listed by Commissioner Beverage can make their appointments, and Cuyahoga County would be responsible for appointing the suburban regions.”

Commissioner Beverage made a motion to amend the original motion to include all regions listed in the presentation, to specify that Cuyahoga County will be responsible for appointing the suburban regions. Ms. Berry seconded the motion. The motion passed by voice vote.

The Committee voted on the original motion as amended for the counties to select their own members. The motion passed by voice vote.

Ms. Teeuwen made a motion to remove ratification of all the counties for changing the bylaws. Commissioner Beverage seconded the motion.

Commissioner Beverage said the amendment should be to remove the ratification requirement.

Ms. Barlik read Article IX regarding amendments to the Code of Regulations:

“This Code of Regulations may be altered, amended, or repealed only by a majority vote of the Board of directors. However, any matters relating to Article IV of this Code of Regulations shall be altered, amended, or repealed only upon the written approval of each county of the NOACA area. Alteration, amendment, or repeal of this Code may be initiated by the Board, either at a special meeting called for that purpose or at any regular meeting where notice of such purpose was given immediately preceding the regular meeting.”

Ms. Barlik stated that the amendment would remove the sentence regarding ratification of Article IV.

The Committee voted on the amendment, and the motion passed by voice vote.

Trustee Brandon asked if the action item would go to the Executive Committee November 14, 2025. Director Gallucci said yes.

Trustee Brandon asked if the Code of Regulations change would go to the December Board meeting if approved by the Executive Committee. Director Gallucci said yes.

Commissioner Beverage suggested that NOACA establish a policy allowing the chair, at the start of each agenda item, to ask whether the Board prefers to vote immediately or hold discussion, enabling the full Board to decide whether items should be discussed or placed on the consent agenda.

Ms. Berry expressed concern that this process could lead to lengthy debates if votes are close, as members might argue over whether to discuss or vote immediately.

Commissioner Beverage said members who want to discuss could make their case before voting, ensuring the majority decides. His goal was to avoid a small committee determining consent items when the full Board might prefer discussion.

Ms. Berry cautioned that this could prolong meetings and suggested a more efficient approach allowing the Executive Committee to draft the agenda, while Board members could flag items for discussion before the meeting if they feel they warrant it.

Commissioner Beverage asked if agendas are distributed a week in advance. Director Gallucci confirmed they are.

Commissioner Beverage suggested allowing the chair to move directly to a vote on any item unless notified in advance by a Board member who wishes to discuss it.

Ms. Barlik cautioned that it could violate Sunshine Laws, as Board discussions must occur in public.

Trustee Brandon said that, based on past practice, action items are taken first and presentations later if time allows. The chair already has the flexibility to postpone items to keep meetings efficient and maintain quorum. He agreed with Ms. Berry that debating whether to discuss an item could waste more time.

Director Gallucci affirmed Ms. Barlik's point, noting legal counsel advised that all items must have an opportunity for public discussion.

Commissioner Beverage said many action items include background and presentation slides that are sometimes unnecessary if there is no discussion. He suggested skipping directly to the action slide unless a Board member requests the presentation.

Director Gallucci agreed, saying that after presenting the action slide, the chair could simply ask if there is any discussion, allowing members to request a presentation if desired.

Commissioner Beverage agreed with that approach.

Commissioner Beverage said the process would work but should occur before the action item. If the Board moves directly to a vote after a motion and a second, discussion could be skipped unintentionally.

Director Gallucci said discussion must always be offered.

Ms. Berry asked whether discussion requires a majority or if a single member's request is sufficient.

Commissioner Beverage said any Board member should be able to request a presentation or discussion; otherwise, the chair may move to a motion and vote.

Director Gallucci agreed, noting this could be addressed procedurally and offered to bring it to the Executive Committee, prepare the December agenda, and outline the process for the Board.

Regarding alternates, Commissioner Beverage noted that NOACA's scope now extends beyond transportation to include environmental and economic development issues. He proposed

clarifying the language to specify that members and alternates should be principal elected officials or regional administrators actively engaged in these areas.

Director Gallucci agreed staff could make the suggested changes. Ms. Berry supported the revision, saying it aligns with the Committee's charge.

Commissioner Beverage asked whether an elected official's staff member would qualify; Director Gallucci said it would depend on the individual.

Ms. Barlik reminded the Committee that it was revising the Code of Regulations, which should reflect broad goals rather than detailed procedures.

Director Gallucci proposed that staff develop qualification criteria for the Governance Committee to review or include as an appendix.

Commissioner Beverage preferred the criteria be clearly defined, affirming that staff members, organization representatives, or regional administrators could serve as alternates if they meet the stated qualifications.

Ms. Berry asked if another Governance Committee meeting would be held before the next Board meeting.

Trustee Brandon confirmed that the next Governance Committee meeting was scheduled for November 14.

Ms. Berry said the Committee could vote then but continue the discussion in the meantime.

Director Gallucci asked whether Commissioner Beverage's intent was for staff to serve as members or only as alternates; he confirmed it was only for alternates. She noted that broader application could let all county appointees be staff, which is not the intent, and he clarified the exception applies only to alternates from an elected official's organization. Director Gallucci said staff could draft criteria for alternate qualifications for the next Governance Committee meeting.

Commissioner Beverage requested that the November meeting include a proposal recognizing economic development representation for Board members and requiring alternates to meet the same criteria—allowing for some flexibility to include individuals from county government who may not be direct employees but are affiliated with elected officials' offices.

Ms. Berry noted that the choice of alternate might depend on whether the member represents a township, city, or county. Commissioner Beverage agreed.

Director Gallucci said staff will review all options and questions raised and report back to the Governance Committee before the January seating.

Commissioner Beverage noted that adding economic development language should be straightforward and said he would like to refine the definition of an alternate.

Ms. Berry agreed, saying NOACA should have a clear definition for an alternate.

Director Gallucci added that she and Commissioner Beverage discussed this issue last year, and it continues to arise frequently.

Commissioner Beverage said his goal was to ensure clarity and remove ambiguity.

Ms. Barlik confirmed that Commissioner Beverage's motion would amend the Code. She explained staff would prepare redlined revisions for the Committee to review and vote on in November, with staff presenting them to the Board for approval in December.

Ms. Berry asked Ms. Barlik to include the draft with the meeting agenda.

Director Gallucci noted the edits would also be included in the accompanying memo.

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

Ms. Berry made a motion to adjourn the meeting at 3:05 p.m. Commissioner Beverage seconded the motion. The motion passed by voice vote.

The next Governance Committee meeting will be 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](#).



NOACA

Northeast Ohio Areawide Coordinating Agency

Governance Committee 2025 Attendance Record

MEETING DATES	2/14/25	5/9/25	8/27/25	9/25/25 Special Meeting	10/24/25 Special Meeting	11/14/25
BEVERAGE III , Morris W. (Morgan McIntosh, Alternate)	X	X	X	X	X	
BIBB , Justin (Bonnie Teeuwen, Alternate) (Mike Culp, Alternate on 5/9/25)	A	A	A	A	A	
BRAKEY , Carolyn (Shane Hajjar, Alternate)		X		X		
BRANDON , Jeff (Allen Biehl, Alternate)	X	X	X	X	X	
DVORAK , James (Andy Haupt, Alternate)	X	A	A	A	X	
RIDDELL , Jeff (John Gall, Alternate) (Thomas Patrick III, Alternate on 5/9/25)	A	A	X	A		
RONAYNE , Chris (Debbie Berry, Alternate) (Annie Pease, Alternate on 5/9/25)	X/A	A	A	X/A	A	
TOTAL MEMBERS ATTEND:	6	7	6	7	5	

X = Member present A = Alternate present