



NOACA Governance Committee
Special Meeting Minutes
September 25, 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 3:00 p.m.

Public Comments

State Rep. Eric Synenberg mentioned that he met with Director Grace Gallucci and the Government Affairs staff to learn more about NOACA. He noted he will be unable to attend next week's Annual Meeting but would review NOACA's Annual Report. Rep. Synenberg, serving his first term representing District 21, expressed his commitment to working with NOACA to meet its mission for Northeast Ohio.

Executive Director's Report

No report was presented at this meeting.

Action Items

No action items were presented at this meeting.

Presentation/Discussion Items

Board Meeting Schedule

Director Gallucci presented the following information:

- NOACA History
 - Formation of NOACA in 1968
 - Merger with SCOTS in 1969
 - NOACA region changed from 7 to 5 counties in 1976
 - NEOLEB merger took place in 1984
 - NOACA's first Code of Regulations was developed in 1991

Trustee Brandon asked about weighted voting.

Director Gallucci explained that although the NOACA Board had 43 members, voting was weighted by proportionality. Each county had six representatives (three commissioners and three officials, such as engineers or administrators), plus Cleveland's mayor, totaling 43 members. However, members from Cuyahoga County and Cleveland had votes that counted more, for example, one vote might equal 2.3 votes. This "weighted voting" became controversial during the Nagel Road interchange debate. Lorain County supported the project, while Cuyahoga County

and the City of Cleveland generally opposed it. The interchange was ultimately approved, but the dispute led to efforts to change NOACA's Code of Regulations. Under Board President Steve Hambly, weighted voting was eliminated in 2009.

Trustee Brandon asked if NOACA has 46 or 48 Board members.

Director Gallucci clarified that NOACA has 48 members in total, with 46 voting. At its creation in 1968, the NOACA Board had 43 voting members and one nonvoting member from the U.S. Department of Urban Affairs.

Trustee Brandon asked who the nonvoting members currently are on the NOACA Board.

Director Gallucci responded that the two nonvoting members are the Ohio Turnpike and the Ohio EPA.

Meeting Schedule

Director Gallucci explained the redesign of the committees and the meeting schedule in 2013. The changes ensured action items were thoroughly reviewed, conflicts avoided, and materials flowed through Councils, Subcommittees, Committees, and finally the full Board. The Executive Committee then scheduled items for the agenda. The main goal was to increase Board member engagement, as previously, much work was done by staff or a few members, leaving others feeling they only rubber-stamped decisions. Before 2013, the Board met monthly for approximately 1.5 to 2 hours per meeting. The new schedule reduced full Board meetings to once per quarter for about 4 hours, saving time overall while still allowing members or their alternates to participate in Councils and Subcommittees. This was considered a more efficient and inclusive approach.

Board Committee Structure

Director Gallucci explained that the committee structure and meeting schedule were developed during NOACA's 2013 strategic planning process. A task force of 10 Board members, supported by nonprofit governance experts, BVU, reviewed the Code of Regulations to improve Board effectiveness and engagement. Input was gathered from Board members through surveys and site visits, leading to the adoption of a new committee structure in 2013. The changes shifted decision-making beyond the Executive Committee to include more members in technical matters. Board membership rules are shaped by federal MPO requirements, which mandate proportional representation based on population and inclusion of elected officials, transportation administrators, and appropriate state officials (e.g., ODOT).

In 2019, a Resolution tied Board representation to census data through a formula developed by NOACA staff and reviewed by County engineers. This formula provides each County with three base seats, with additional seats allocated by population, resulting in the current Board structure established in 2022.

Ms. Debbie Berry asked if Cleveland automatically receives three seats, with the rest determined by population.

Director Gallucci explained that Cleveland's representation is based solely on its population, and does not receive an automatic allocation of three seats.

Ms. Berry then asked if the formula allowed for one representative plus others, or none, with everything determined by population.

Director Gallucci clarified that it is based on the entire population of Cleveland.

Commissioner Morris Beverage asked if Cuyahoga County's population includes Cleveland.

Director Gallucci stated that while Cleveland has its own representatives, they still come from Cuyahoga County's population.

Commissioner Beverage asked what logic determined Cleveland's separate representation.

Director Gallucci explained that federally, regions are defined by Metropolitan Statistical Areas (MSAs), with Cleveland serving as the seat of the MSA. She noted that in NOACA's original 1968 bylaws, the structure included three Commissioners, three other elected or appointed officials, and the Mayor of Cleveland as his own representative.

Commissioner Beverage asked whether regional authorities are included in Cuyahoga County's numbers.

Director Gallucci stated that regional authorities are included in Cuyahoga County's number. She explained that this is because those authorities are considered regional only within Cuyahoga County, based on jurisdiction. She noted that while many may view the Port Authority as a regional port, Ohio legislation defines it as the Cuyahoga County–Cleveland Port Authority. Therefore, its representation comes out of Cuyahoga County's population. Director Gallucci added that the same applies to the Northeast Ohio Regional Sewer District. Although its geographic reach extends into Geauga County and possibly others, its primary jurisdiction is Cuyahoga County, so it is also counted under Cuyahoga County.

Ms. Berry asked whether the half-person allocations from Cuyahoga County add up to one half-person, or if every County could take a half-person, which would result in a whole person being taken out of Cuyahoga County.

Director Gallucci responded that it is the latter but noted that the impact is minimal. She explained that the number is approximately two people, either slightly below or slightly above. Director Gallucci added that she has not reviewed the formula recently but could provide the exact number to Ms. Berry.

Mr. John Gall asked if NOACA based the number of seats on the 2020 Census.

Director Gallucci confirmed that it did.

Mr. Gall noted that NOACA Board seats were adjusted in 2022, once all numbers were finalized. He then asked if, assuming the next census is in 2030, NOACA would reassess the numbers earlier if the federal government issues a correction to the census data.

Director Gallucci stated that NOACA's bylaws specify the use of the decennial census. She explained that the American Community Survey, which produces annual estimates, is not used for this purpose. However, if the federal government issued a correction to the decennial census due to an error, NOACA would review and recalculate the numbers. She further clarified that the adjustment was made in 2022 because, although the census was conducted in 2020, the data was not finalized and published until 2022. Once the data is released, NOACA has 180 days (six months) to pass a resolution reorganizing the seats.

Trustee Brandon said this special meeting was called to review the structure and membership following prior discussions. He asked if any alternative proposals had been brought forward to improve the process.

Director Gallucci said no formal proposals have been made to change the Board structure, though some members have raised concerns about its size. She noted the Board had 44 members in 1968, only slightly fewer than today, and past changes were driven by proportionality, including a federal lawsuit from Cleveland when it had just one seat despite its large population. NOACA was even decertified in 1970 over representation before being reinstated in 1972. She stressed that federal law now requires proportional representation to avoid such disparities.

Board President Chris Ronayne, responding to Director Gallucci's last point, noted that the federal government has put requirements into regulation. He said he has been trying to better understand the governance framework from a federal perspective and asked her to elaborate.

Director Gallucci explained that the legislation states that, in constructing the membership, the Board must take into account proportionality. While it does not specify the exact method, it requires proportionality to be considered.

President Ronayne remarked that, as far as NOACA is aware, if there is codified language on this, it would be important to identify and review it.

Director Gallucci reiterated that the Board must consider both proportionality of representation and proportionality of population when establishing its membership.

Trustee Brandon asked if the same issues would be discussed at the October meeting.

Director Gallucci said the Committee needs to define its goals and objectives before staff can develop proposals. She asked what the Board wants to accomplish regarding membership, committee structure, and meeting schedule. She then noted that in 1991, when major changes were made to the Code of Regulations, Mr. Hunter Morrison was serving as the NOACA Board President. Director Gallucci introduced Mr. Morrison as a guest speaker for this Governance Committee meeting.

Mr. Morrison emphasized the importance of revisiting representation with each census to maintain equity and proportionality across the region. He reflected on his experience in the late 1980s and early 1990s, when NOACA addressed governance challenges and credibility concerns following a prior scandal. He noted that NOACA functions both as a Metropolitan Planning Organization (MPO) and as a Council of Governments, which strengthens its role in transportation, water quality, and economic development planning.

Mr. Morrison highlighted that fair representation among the five counties is essential for maintaining trust and effectiveness, especially as populations shift. He commended past efforts to calibrate Board structure and ensure inclusion of key cities, planning entities, and officials. He concluded by encouraging NOACA to continue upholding principles of fairness, equity, and collaboration to achieve sound regional decisions.

Director Gallucci thanked Mr. Morrison for his input and noted that he and Commissioner Hambley will join the next Governance Committee meeting.

Ms. Barlik reviewed 23 U.S.C §134, which outlines requirements for Metropolitan Planning Organizations (MPOs). She highlighted §134(d)(3): "*Subject to the bylaws or enabling statute of*

the Metropolitan Planning Organization, the Metropolitan Planning Organization shall consider the equitable and proportional representation of the population of the Metropolitan Planning Area.”

Ms. Barlik added that the requirement is also in the Code of Federal Regulations, Section 450.310.

President Ronayne asked Ms. Barlik if she knew when that section of the Code was codified.

Ms. Barlik responded that she believed it was codified with the MAP-21 Act in 2012 and later modified under the IJA.

President Ronayne explained that NOACA's structure is rooted in federal regulations and asked Ms. Teeuwen to expand on the MPO overview. He stressed that MPOs represent urbanized areas over 50,000, are designated by the governor—currently Governor DeWine—and local governments representing 75% of that population, and are linked to the Transportation Improvement Program. He noted that MPOs must self-certify federal compliance and are certified by ODOT as Transportation Management Areas. These requirements, he added, shape NOACA's operations and are especially relevant given new state legislation requiring the governor to consider these issues.

Director Gallucci agreed with President Ronayne and added that the document he was referencing was likely ODOT's summary of MPOs, which draws directly from the federal Code. She explained that the Code contains the specific language covering the topics being discussed and noted that the 2012 legislation and the 2013 Code of Regulations changes are related, with the intent of making the NOACA Board more effective.

President Ronayne asked if NOACA staff had communicated with the Governor's office regarding the status of the legislation.

Director Gallucci responded no. She explained that the issue is being discussed at the Ohio Association of Regional Councils, which met last week and will meet again next week once the legislation is assigned to a committee. At that time, the group will decide whether to engage the Governor's office. She added that she has been coordinating with other MPOs in the state in preparation.

President Ronayne noted that the Board's main relationships are with USDOT and ODOT through the Governor's office.

Director Gallucci responded that at the federal level, NOACA is recertified every four years. The most recent recertification was in March of this year, which had zero findings. She added that NOACA has a current agreement with ODOT at the state level.

President Ronayne said he is trying to understand the Board's obligations as a conduit between federal and state governments. He emphasized that the Board must self-certify compliance with federal guidelines when submitting TIPs to the state and must maintain adherence to federal and state requirements to avoid noncompliance, including in Board composition.

Director Gallucci agreed, noting that NOACA does self-certify when submitting documents. She added that USDOT reviews and approves these submissions and conducts a certification or audit every four years to ensure adherence.

Commissioner Beverage expressed support for the Committee structure, noting that most of the work occurs there. He suggested streamlining full Board meetings by avoiding repeat

presentations when there is no interest in discussion, possibly using an omnibus agenda, so that more time can be devoted to items requiring debate.

Commissioner Beverage stated that while the Board's composition aligns with federal MPO requirements, NOACA's broader mission beyond transportation can create challenges for counties. He expressed concern that mandatory MPO participation limits County autonomy in areas such as economic development. He reiterated his prior motion that Lake County Commissioners should have authority to determine who fills the County's five seats, allowing flexibility while ensuring transit representation. He also questioned why the Governance Committee has seven members while the Executive Committee has six and asked for clarification on whether the "second Vice Chair" position is necessary when the Mayor of Cleveland also serves as an officer.

Director Gallucci said staff will review the Executive Committee composition in more detail. She noted that the regulations require a member from each county and the City of Cleveland, which accounts for the six members. These members are usually the officers, and the Code includes restrictions on holding multiple positions simultaneously.

Commissioner Beverage asked whether the City of Cleveland's requirement is for the Mayor or an additional representative.

Director Gallucci said it could be a representative from the city who is a Board member. She noted that staff will review the language in the Code of Regulations and clarify it for the Governance Committee.

Commissioner Beverage asked whether representation was required from each County, the City of Cleveland, and the Mayor.

Director Gallucci clarified that the six members consist of representatives from the five counties and the City of Cleveland, and that the mayor is not automatically included.

Commissioner Beverage described the officer positions (Chair, Vice Chair, Second Vice Chair, Secretary, Treasurer) and noted that removing the second vice chair, plus including the Mayor, would result in a five-member committee next year, compared to six this year.

Director Gallucci explained that the Executive Committee is intended to function like a "Senate" with equal representation from each county and the City of Cleveland, while the full Board functions like a "House of Representatives" with proportional representation. She said staff will review the specifics and provide clarification.

Mr. Gall thanked Commissioner Beverage for his comments and noted that allowing more discussion on Board composition could help move items through the Board of Directors more efficiently. He remarked that at the last Board meeting, some comments from members of other counties were cut short due to a question being called, which he felt was a disservice. He added that providing additional time for discussion would prevent important topics at the end of meetings from being minimized, noting that the vote on an item was very close.

Ms. Teeuwen stated that the City of Cleveland requests research on allowing the Mayor's Board membership to be more flexible, permitting either the Mayor or a designated appointee to serve on the Board and Executive Committee. She noted that the city would appreciate staff reviewing this option.

Commissioner Beverage stated that it was a good idea to allow elected officials to appoint individuals who are interested in serving on the Board.

Trustee Brandon asked if Commissioner Hambley and Mr. Morrison would attend the October meeting. Director Gallucci confirmed that they would.

Ms. Berry asked for clarification on the “half-person” issue, expressing a desire to understand how population-based representation might be affected when fractional allocations come from the largest county. She suggested reviewing the numbers to ensure fair representation.

Director Gallucci agreed, noting that staff would provide the specifics. She said staff could explore ways to address these concerns and added that previously recommended but unapproved Code of Regulations changes could be reconsidered.

Trustee Brandon commented on Commissioner Beverage’s proposal allowing County Commissioners to select their representatives annually. Using Medina County as an example, he noted that County Commissioners could choose which officials serve on the NOACA Board, potentially rotating seats among local municipalities or officials.

Director Gallucci confirmed that Commissioners do have input but noted that the Code of Regulations requires ratification for certain changes rather than a simple majority of the Board. She explained that the historical purpose of the membership, dating back to 1968, was to include not only County Commissioners but also other local elected officials, such as Engineers, Mayors, and Township Trustees—whose seats were not appointed solely by Commissioners. She emphasized the complexity of changes and the importance of understanding both the original intent and current proportionality requirements.

President Ronayne said the Board has had ongoing discussions regarding its governance structure and composition, with input from Commissioners and others. He noted that a new factor, state legislation affecting MPO composition across Ohio, adds complexity to these discussions. He explained that there are two concurrent conversations: the internal discussion about NOACA’s Board composition and the external conversation driven by state legislation.

President Ronayne stated that, for future meetings, it would be helpful to understand the federal requirements, laws, codes, and regulations that govern MPO composition, as well as how NOACA self-certifies compliance to the state, the governor’s office, and the state DOT. He emphasized the need to compare these federal requirements with the proposed state legislation. He expressed concern about whether pending state legislation, which proposes that no county has more votes than another, would conflict with federal guidelines and potentially place NOACA out of compliance. He noted that understanding the federal and state dynamics is critical, particularly as he assumes the Governance Committee chair next year.

Director Gallucci stated that, as the administrator who spent considerable time with colleagues on the issue, it could put NOACA in non-compliance and potentially jeopardize certification.

President Ronayne noted that reviewing and documenting the relevant Codes guiding NOACA would be helpful in discussions with state legislators to clarify compliance and future direction.

Director Gallucci added that she met with the Executive Director of the Association of Metropolitan Planning Organizations (AMPO) last week to seek assistance regarding the state legislation. They will prepare a document addressing the issue, which can be included in the information sent to Columbus.

Mr. Gall said Lorain County has a mixed representation, including a County Commissioner and a County Engineer, based on a long-standing arrangement. He noted that this structure works well, as their representative is a past Board President. He emphasized that Lorain County should manage its own appointments, consistent with Commissioner Riddell's comments from the previous meeting. The County has two Commissioners and a County Engineer as its designated representatives. Mr. Gall explained that municipal and township representatives are selected by their respective organizations, maintaining local autonomy. Elected officials automatically become board members upon election, which eliminates the need for annual certification by the commissioners.

Director Gallucci asked Mr. Gall if he was suggesting that, unlike the current system, where Commissioners control the three Commissioner seats and municipalities/townships select their representatives, all seven seats should instead be allocated by the County Commissioners, like Commissioner Beverage's proposal.

Mr. Gall replied no, explaining that Lorain County manages its own appointments, while the municipalities handle theirs. He clarified that all members are selected by their respective municipalities or associations, except for the County Commissioners and the County Engineer, who are elected officials.

Director Gallucci noted that Lorain County's membership reflects the 1968 agreement's intent for diverse representation.

Ms. Teeuwen said Commissioner Beverage's concern was with Article IX, which requires all counties to approve changes, noting that each county should control its own membership.

Director Gallucci added that Commissioner Beverage also believed County Commissioners, not the Board, should decide their seats.

Mr. Gall recalled a similar issue with Cleveland two years ago that required approval from all counties.

Director Gallucci explained that process changes in 2012 had to be reversed by a later Mayor, showing the burden of ratification. She suggested some modifications, like title or position changes, should not require ratification, like Geauga County's request regarding Commissioner-controlled seats.

Ms. Berry asked whether ratification could be removed entirely, since many councils do not understand why they must vote on another County's or the City of Cleveland's membership.

Director Gallucci replied that Commissioner Hambley would explain the purpose of ratification: to prevent frequent or one-sided changes that could undermine balanced representation. She gave the example that if Lorain County Commissioners controlled all seven seats, mayors and townships would lose representation. She added that while Commissioners should be free to adjust their three seats, certain changes should still require ratification to preserve overall balance.

Mr. Gall suggested setting a fixed date, such as January 1, for membership changes, allowing counties time in December to make adjustments.

Director Gallucci noted that ratification now applies only to Article IV (membership), whereas it once applied to the entire document.

Commissioner Carolyn Brakey stated that while Geauga County currently has more seats than its population warrants, she is concerned that Cleveland and Cuyahoga County dominate NOACA decisions, as demonstrated by the Climate Action Plan, which passed despite opposition from the outer counties. She noted that residents find this imbalance troubling and said pending legislation may address it. She added that, with property taxes already a major concern in her County, Commissioners are working proactively to ease the burden and urged the Board to do the same before legislation mandates changes.

Ms. Teeuwen asked whether any action was required for this item.

Director Gallucci said no, noting the discussion only. She suggested exploring a structure with separate boards, one for MPO transportation and another for areas like economic development or climate action, so representation could differ while still meeting federal requirements. This could balance fairness, regional focus, and proportional representation without leaving some members feeling silenced.

Mr. Gall said he would love to see the math on half members.

Director Gallucci said staff would send that information out to the Committee.

Director Gallucci said Board membership requires balancing population and equity, while members appear satisfied with the current committee structure. She noted the meeting schedule remains open for adjustment, though it must continue flowing from Councils to Subcommittees to Committees to the Board. Fridays have traditionally been used since Commissioners typically do not meet then, a practice dating back to 1970. She concluded that Board membership is the primary concern, with committee and meeting structures less pressing, and asked if that understanding was correct or if further direction was needed.

Ms. Berry said her main concern is the length of board meetings, which often run four hours or more. While shorter, more frequent meetings could help, that would affect all committee schedules, so she was unsure of a better solution other than reviewing agendas.

Director Gallucci explained that in 2013, the Board chose to reduce travel by shifting from monthly two-hour meetings to quarterly four-hour meetings, which shortened the total time commitment. She said the intent was to allow discussion rather than “rubber-stamping” items, but she recognizes current demands may call for a different approach. She suggested exploring ways to streamline agendas and possibly aim for three-hour meetings.

Ms. Berry said a three-hour meeting would be ideal.

Director Gallucci added that this may require members to rely more on Committee work and trust Committee representatives to speak for items at the Board level.

Ms. Berry asked if it would be worthwhile to explore six meetings per year instead of four, though she noted downtown travel is not an issue for her.

Trustee Brandon said quarterly meetings work well for the outer counties, given the amount of information covered.

Ms. Berry said more frequent meetings might help members better digest the material.

Mr. Haupt noted that travel time adds two hours regardless of meeting length.

Trustee Brandon said the meeting length is unpredictable, as guest speakers and public comment can extend it.

Commissioner Brakey suggested limiting public comment to three minutes per person and 30 minutes total unless extended, like commissioner meetings.

Mr. Gall recalled the Board had previously discussed a “three and 30” rule.

Director Gallucci said NOACA currently allows two minutes per person, up to one hour, which was adopted when public interest was unusually high. In practice, the full hour is rarely used.

Mr. Gall said public service requires time for constituent input and engagement, adding humorously that the provided lunch carries him through the day.

Director Gallucci noted lunch was added when meetings were lengthened, to make the longer commitment more manageable. She thanked members for their time and input, saying the discussion was valuable for setting direction.

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

Mr. Gall made a motion to adjourn the special meeting at 4:35 p.m. Ms. Berry seconded the motion. The motion passed by voice vote.

The Governance Committee will hold its next special meeting Friday, October 24, from 1:00 to 3:00 p.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	9/25/25 Special Meeting	10/24/25 Special Meeting	11/14/25
BEVERAGE III , Morris W. (Morgan McIntosh, Alternate)	X	X	X	X		
BIBB , Justin (Bonnie Teeuwen, Alternate) (Mike Culp, Alternate on 5/9/25)	A	A	A	A		
BRAKEY , Carolyn (Shane Hajjar, Alternate)		X		X		
BRANDON , Jeff (Allen Biehl, Alternate)	X	X	X	X		
DVORAK , James (Andy Haupt, Alternate)	X	A	A	A		
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		
TOTAL	6	7	6	7		

X = Member present A = Alternate present