



**NOACA Board of Directors  
Special Meeting Minutes**  
January 9, 2026  
NOACA Offices  
1299 Superior Avenue, Cleveland, Ohio

**Present:** Please see the attached attendance record.

President Chris Ronayne convened the NOACA Board meeting at 9:05 a.m.

**Public Comment on Agenda Items**

No one signed in to speak at this meeting.

**Announcement**

President Ronayne recognized the passing of Mr. Hunter Morrison, a former board member, past chair of the NOACA board, and former Planning Director for the City of Cleveland. He asked for a moment of silence in Mr. Morrison's memory. President Ronayne reflected on his lasting legacy, including leadership in developing North Coast Harbor, the Gateway project, neighborhood planning across the region, and strengthening NOACA's regional connections. He noted that the last time he heard Mr. Morrison speak was in the NOACA boardroom, offering guidance on governance.

Director Gallucci shared that Mr. Morrison served twice as NOACA Board President and was a longtime board member representing the City of Cleveland. After leaving the city, he returned to work with NOACA as Executive Director of the Northeast Ohio Sustainable Communities Consortium (NEOSCC, now Vibrant NEO), with NOACA serving as organizing and fiduciary MPO alongside four other regional planning organizations. Director Gallucci noted that she served for three years on the board, with Mr. Morrison, during which NOACA and partners received the Daniel Burnham Award for best comprehensive plan in the nation. She emphasized Mr. Morrison's lasting impact on NOACA and the broader 12-county super-region.

Director Gallucci recognized Mayor Matt Castelli, Mayor Tim DeGeeter, and Mayor Sam Alai for carpooling to today's meeting.

President Ronayne stated that the remainder of the meeting would focus on governance. He thanked Trustee Brandon, Chair of the Governance Committee, noting that he had a great deal to cover, and also thanked Director Gallucci and Ms. Liz Barlik for presenting Resolutions 2026-01 and 2026-02. For those not involved in the Governance Committee or prior discussions, he noted that significant governance changes are proposed, including how counties affirm members. The Committee discussed whether it is more appropriate for each county to affirm its own members rather than one county overseeing others. Revisions to the membership are also under review. President Ronayne emphasized the importance of ensuring fair representation and

appropriate authority for all jurisdictions. He concluded by inviting open discussion and feedback, adding that if further work is needed, the items will return to the Governance Committee for review.

## **Resolutions/Action Items**

### **Governance Committee**

#### **Code of Regulations Revisions Resolution 2026-001: Article IX - Ratification**

Director Gallucci stated that Ms. Barlik would deliver the presentation and asked the Board for patience, noting that the item is complex. She had asked Ms. Barlik to proceed slowly to ensure full understanding before any discussion or action. As the President noted, this work has been underway for several months. Director Gallucci added that today's special meeting is required under the Code of Regulations, which calls for an initial reading or discussion at one Board meeting, followed by approval at a subsequent meeting.

Director Gallucci stated that Ms. Barlik would present both resolutions together, as they are connected, so members could understand how they work in tandem before discussing and voting on them.

Ms. Barlik reviewed prior actions and explained that the Governance Committee recommended two amendments to the Code: one to amend Article IX to allow an exception to the requirement that changes to Article IV be ratified by all counties, and another to amend Section 4.2 regarding the list of member representatives and their qualifications. She noted that these proposed amendments were presented to the Board for informational purposes in December.

Ms. Barlik then reviewed the Code amendment process and timeline for the how the proposed changes to the Code of Regulations came about. The amendments originated with Geauga County's 2025 request to change a Board seat from a commissioner to an engineer, which required a Code revision. While the change was approved by the Board, full county ratification is still pending. Concerns about board membership and the ratification process discussed by the Board in June prompted the Governance Committee to review NOACA's structure. The Committee aimed to simplify member appointments by giving counties and the City of Cleveland more control without full ratification. After two special meetings and input from Commissioner Steve Hambley Mr. Hunter Morrison, the Committee recommended removing the full ratification requirement for membership changes and modifying certain board positions to allow appointees with defined qualifications. These amendments were refined in November to clarify qualifications and limit the removal of ratification solely to membership listings.

Ms. Barlik presented information on:

- Resolution 2026-001
- Proposed Amendment to Article IX – Amendments
- Resolution 2026-002 Amending Section 4.2 – Membership
- Current and Proposed Board of Directors
- Additional Changes
- Outcome if Approved
- Summary of Resolutions 2026-001 and 2026-002

Ms. Barlik emphasized that the process involved extensive deliberation, was initiated by the Board, and that the Board ultimately decides NOACA's governance. She reviewed the two resolutions before the Board: Resolution 2026-001, amending Article IX to create an exception to the Article IV ratification requirement for the membership list in Section 4.2, and Resolution 2026-002, amending Section 4.2 regarding members, their representatives, and qualifications.

President Ronayne stated that NOACA's Board periodically revisits governance issues, and today's meeting reflects that ongoing cycle. He asked Ms. Barlik to display a slide on the key highlights and intent of the proposed changes. Noting differing opinions among the counties, he acknowledged Medina County's January 7 letter expressing opposition and invited Medina County representatives to comment, noting that the letter was submitted and signed by all three commissioners.

Mr. Andy Conrad expressed confusion about why Medina County's membership is being changed without their consultation and why the process varies across counties. He noted that the change began with Geauga County wanting their engineer included, but now technical experts, such as county engineers or public works directors, are being removed. He further stated that for an organization struggling with credibility—especially in Medina—this shift toward political appointees over trained professionals seems counterproductive and unnecessary.

Mr. Thomas Patrick asked President Ronayne to read the letter from the Medina County Board of Commissioners.

President Ronayne read the letter regarding the proposed revisions to NOACA's Code, specifically Article IX and Section 4.2. The commissioners expressed concern about removing the county engineer as a guaranteed board member, emphasizing that NOACA's role as a transportation planning organization depends on the technical expertise of county engineers in areas such as transportation, infrastructure, stormwater, and development. While acknowledging the desire for flexibility, the commissioners opposed changes that would reduce this technical representation. President Ronayne also noted that the letter formally designates Bethany Dentler, Executive Director of the Medina County Economic Development Corporation, as Medina County's alternate representative at the meeting in compliance with Section 4.2(k) of the Code. He added that the commissioners expressed appreciation for the Board's leadership and their desire for continued collaboration on regional planning. President Ronayne then invited Ms. Dentler to comment.

Ms. Dentler stated that, as a representative of the Medina County Board of Commissioners, she agrees that it is important to include subject-matter experts in transportation planning. She emphasized that having engineers in prescribed Board positions is essential.

President Ronayne stated that the origin of the issue began in Geauga County, where the stated intent was to add the county engineer to the list of board members. He noted the concerns raised by Medina County and commented that determining how to address these issues on a county-by-county basis is the role of the Governance Committee, though he was unsure whether the Board had reached that point yet. He then invited further comments from Commissioner Morris Beverage.

Commissioner Beverage stated that he made the initial motion and participated in the Governance Committee to address Medina County's concerns. He noted that a Medina County representative was part of the discussions, ensuring counties were informed. He emphasized that each county has unique needs, and the proposed changes allow county commissioners, executives, or mayors to adjust their representatives annually. While NOACA historically focused on transit and infrastructure, its mission now includes environmental and economic development issues. The changes let counties select experts relevant to current priorities without requiring approval from other counties. Commissioner Beverage clarified that the intent was not to remove anyone but to give counties discretion over whether engineers or other subject-matter experts serve.

President Ronayne said he is trying to summarize points as comments are in and asked for patience. He noted that the issue originated with Geauga County regarding the engineer position. He indicated that Cuyahoga County, the City of Cleveland, and their representatives likely don't have a dog in this hunt since they do not have county- or city-level engineers, though municipal-level input is possible. He suggested this is primarily a conversation among Lake, Lorain, Medina, and Geauga counties. He asked Trustee Brandon, as Governance Committee Chair, to clarify that the core issue is whether appointment authority rests with the Commissioners or is determined by office, such as the engineer position. He asked Mr. Gembala if he was correct.

Mr. Gembala said yes.

President Ronayne stated that the discussion is primarily among four counties regarding whether county commissioners appoint representatives or if engineers serve by virtue of office. He also expressed appreciation for Medina County's comments in their letter.

Mr. Conrad mentioned that in four of the five counties, the county engineers are elected officials chosen by the entire county for transportation planning, and changing NOACA's process would override the choice made by the voters.

President Ronayne noted that the governance routing seemed to give Commissioners appointing authority over an elected official who is also the engineer and explained that this debate would not make for an easy meeting.

Mr. John Gall noted that back in October, things were moving toward having appointees. By November, Lorain County observed that their current membership is actually very representative of the county, with township and municipal representation, including large cities like Lorain (75,000 population) and Elyria (55,000). The county is very balanced with what it has. So, for this particular issue, he believed that Lorain County can sit this one out.

President Ronayne asked a follow-up question about the Lorain County membership, regarding the listing "County Commissioner (County Engineer)," and wondered how that worked.

Mr. Gall noted that it works out very well and praised Mr. Bob Klaiber, former NOACA president, for being a great resource on transportation, stormwater planning, subdivisions, sewers, and related matters.

Ms. Dentler said that from Medina County's perspective, if they wanted to change the resolution language to switch from a commissioner appointee back to a county engineer whether it would need to go back to the Governance Committee or could be done at this meeting.

Mr. Gembala said that Medina County could make a motion to amend the resolution language to reflect their preferred seats, and that the motion would then be subject to a board vote.

President Ronayne asked if the change could be made at this meeting.

Mr. Gembala added that whether the larger issue goes back to the Governance Committee is a separate matter, and today's amendment would only reflect the seating Medina County wants, subject to Board approval.

President Ronayne said that some revision was expected at today's meeting.

Mr. Patrick said that Lorain County may have a little dog in the fight regarding the proposed change in the first amendment, where ratification is removed and decisions would be made by a simple majority vote, which could theoretically allow the Board to remove representatives from counties.

Councilwoman Stephanie Howse-Jones replied that, technically, the Board could do so.

Mr. Patrick said that in Lorain County, the commissioners care about NOACA although their meetings are scheduled for Fridays. He noted that ratification still allows items to go in front of the county government, which is important. He also expressed concern that under the proposed change, the board could theoretically remove a representative they may have an issue with by a majority vote.

President Ronayne noted that everyone cares about governance regardless of their county, and that some healthy tension and potential revisions were expected.

Ms. Mary Cierebiej asked Medina County, which participated in Governance Committee conversations, to indicate whether the current proposal aligns with their preferences.

Trustee Brandon said he wanted to clarify that it was never the intention of the Governance Committee to eliminate county engineers from the Board. He noted some value in Commissioner Beverage's desire for flexibility but said he never envisioned Medina County changing the structure, adding that there is no need to fix something that is not broken.

Mayor Pam Bobst asked for clarification on who determines if a non-elected, non-appointed person is selected to serve on the Board and whether their qualifications meet the revised criteria.

President Ronayne said that the proposed change regarding non-appointed persons eliminates that aspect.

Director Gallucci said the language change to provide more criteria for appointing members originated with her request to clarify and use the same language for alternates and board members. She noted that defining alternates was sometimes difficult and required legal counsel review, and the proposed change adds clarity and guardrails. Extending it to appointees increases the positions subject to legal scrutiny.

President Ronayne asked Mayor Bobst if Director Gallucci's explanation answered her question.

Mayor Bobst said yes.

President Ronayne asked whether the term "appointee" refers to someone appointed by an elected official in their county or a standalone appointed position and requested clarification on its definition as it relates to this change.

Director Gallucci read the following language in the amendment:

(a) ...All members of the Board of Directors must hold an elected or appointed position in a political subdivision, government agency, or public body within the geographic area of the respective appointing authorities set forth in Section 4.2(c) through 4.2(h) below. Board members who do not hold an elected position shall hold positions in areas concerned with transportation environmental planning, land use planning, and economic development.

President Ronayne said he did not want to belabor the point, noting it may not be the core of the debate, but clarified that “appointee” could mean, for example, a planning director appointed by a mayor, someone appointed to the Board by virtue of their city or county position, or simply an appointee to the Board itself.

Mr. Gembala said he believes the intent is the former—not the latter—because if it were simply an appointment to the Board, it would be at the Board’s discretion.

President Ronayne asked Director Gallucci to confirm the Governance Committee, added subject-area expertise such as transportation, environmental planning, land use, and economic development to tighten the criteria.

Director Gallucci said yes.

Mr. Conrad said, in response to Commissioner Beverage’s concern about having subject-matter experts available year to year, that alternates can fulfill that role. He noted that last year, for example, he designated Ms. Dentler as his alternate because she was more appropriate for economic development than having another engineer, showing that the framework allows for this flexibility.

President Ronayne said he believed a common thread throughout this discussion was the distinction between elected and non-elected officials, noting that in the majority of counties, the engineer is elected.

Councilman Charles Slife said he was confused and asked why Geauga County’s request to have the engineer eligible for the Board, which was passed, has not been fully ratified. He suggested that the simple solution might be for the two remaining counties to ratify it to honor Geauga County’s request, rather than letting the discussion expand further.

Director Gallucci confirmed that Councilman Slife was correct regarding the status: Medina County and Lake County did not ratify the request. She added that she could not speak to their reasons, though perhaps they could.

Mr. Claypool said the Geauga County Engineer has always been eligible to serve on the Board. He noted that, as a county commissioner, he appointed the engineer as his alternate when needed, since many discussions are not technical but involve economic development and other issues. He emphasized that this is not a county engineer issue but a political one in Geauga County, originating from individuals rather than the commissioners. He also noted that, while each county originally had three commissioners on the Board, Cuyahoga County and Cleveland gained a supermajority over time. He warned that the current motion removes one of the last guardrails protecting the ring counties’ influence, further limiting their ability to affect Board decisions.

Director Gallucci explained that in 1968, when NOACA was formed, each of the seven counties had three county commissioners and three additional members: county engineers, mayors, or other representatives with technical expertise. These additional members were chosen among themselves, while the county commissioners were their own representatives, with the ability to choose alternates. In total, each county had six members.

President Ronayne stated that, in consideration of the Cuyahoga County and City of Cleveland members present, he does not believe any elected official from Cuyahoga County or the City of Cleveland advanced this idea. He noted that everyone is working collaboratively.

Mr. Claypool responded that he did not make that statement.

President Ronayne clarified that his earlier comment about “having a dog in the hunt” was not related to safeguards. He emphasized that the discussion originated in Geauga County, was not ratified, and now primarily involves Medina, Lake, and Lorain counties, which have differing perspectives.

Mr. Claypool read the following language in Article IX and asked counsel to address his question.

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, except for Section 4.2 (c) through (h), shall be altered, amended, or repealed upon written approval of each County of the NOACA area.

Mr. Claypool stated that any changes would need to be ratified by all five counties because they relate to Article IV. He noted that he is not an attorney but could consult legal counsel for interpretation and asked for any opinions or thoughts on this point.

Mr. Gembala stated that he does not read Article IX as broadly as Mr. Claypool. He described the language as ambiguous and explained that, in his view, it requires ratification by the counties only for amendments to Article IV, not for changes to Article IX. He noted that if the intent were to require ratification of Article IX, the language could have been drafted differently or included directly in Article IV.

Mr. Claypool acknowledged Mr. Gembala’s point but noted that the language could also be interpreted to require ratification of Article IX because it relates to Article IV. He explained that the ratification requirement intends to protect minority counties’ interests in membership decisions, as membership affects voting and decision-making. He cautioned that if the change passes, individual county commissioners may lose the ability to have a representative of their choosing on the Board, effectively limiting their authority to represent their constituencies.

Ms. Calley Mersmann sought clarification on the recommendation before the Board, noting that changes to the letters of sections in 4.2 do not alter the number of votes, membership count, or the calculation of membership across jurisdictions, which would still require ratification.

Director Gallucci confirmed that this is correct. She explained that changes included in the recommendation today that fall outside the membership listing would require ratification, while changes under Article IX, if approved, would not require ratification, consistent with the legal counsel’s interpretation.

Ms. Mersmann clarified that the shared goal of the Board and the Governance Committee is to give local jurisdictions more control over appointments to the Board, rather than having them strictly prescribed in the Code of Regulations. She emphasized that elected officials listed in the proposed changes would have full authority over their appointments, while acknowledging the question of majority Board vote and the potential need to clarify amendment language.

Director Gallucci added that, because staff are requesting this to affect the 2026 Board seating on January 23rd, ratification of the membership criteria may not occur in time, or at all. She noted that, in that case, changes would still provide greater flexibility, and the process would rely on members acting in good faith.

President Ronayne stated that, with the January 23rd Board seating approaching, several related

but separate issues remain unresolved. He noted that the initial issue involves the engineer positions in the four counties adjacent to Cuyahoga and the question of appointing authority. He added that, while the number of seats is not changing, there is a complex discussion about who fills those seats.

President Ronayne then asked Mr. Gembala if there was any suggested revision language that could clarify the issues, noting that his question could serve as a placeholder unless others had questions.

Mayor John Marra asked about county representation and potential amendments. He noted that Geauga County has three commissioners overseeing a large territory, with representation based on population. Recalling prior discussion about adding an engineer to the Board, he asked whether, under the proposed amendment, the three commissioners would select alternates collectively or continue choosing them individually and sought clarification on whether the amendment would change this process.

Director Gallucci stated that the proposed change does not affect an individual member's ability to select an alternate. While a majority of the county Board would select the member, that member would retain the authority to choose their own alternate.

President Ronayne asked for confirmation. The two Geauga County commissioners nodded, indicating agreement. He summarized that if the engineer position is added in Geauga County, the three county commissioners would vote to select the two commissioner members, and each of those members, including the engineer, would then choose their own alternate, as currently written in the amendment.

Mr. Claypool emphasized that the original intent of NOACA as metropolitan planning organization was to focus on metropolitan planning, with all other activities considered ancillary. He noted that the original structure included three county commissioners, representing at least 75% of the population, because they are elected to represent the interests of their constituents. He expressed concern that if two commissioners could remove a third commissioner, the balance would be disrupted, political conflicts could arise, and representation would no longer be pure. He stressed that the three original county commissioners were intended to provide balanced representation to the Board, reflecting differing political viewpoints.

Director Gallucci noted that there were three other positions as well.

President Ronayne asked Ms. Barlik to bring up the proposed Board of Directors list on the screen. He clarified that the discussion is not about changing the number of seats, but about changes within counties regarding composition. He noted that the issue originated in Geauga County with the request to add an engineer. He explained that the Governance Committee recommended that ratification occur at the county level, allowing each county to approve changes within its own domain, rather than requiring all five counties to ratify changes across the Board. He emphasized that this approach gives counties control over their appointments, while disputes between counties remain a normal part of governance.

Commissioner Carolyn Brakey clarified that the intent of the proposal is not political, but simply to add the engineer. She stated that she would be willing to step aside from the Board if the measure passes, as long as she could serve as an alternate.

Mr. Alan Exley noted that he does not serve on the Governance Committee and was unable to attend the December Board meeting to participate in the discussion. He raised concerns that the

proposed changes, while keeping elected officials involved, could exclude county engineers from participation, thereby removing their expertise and governance knowledge. He also expressed concern over ambiguous language and the possibility that the current proposal does not align with the original intent of the process.

President Ronayne thanked the engineers and transportation specialists at the meeting for their expertise.

Mr. Ben Capelle noted that, as a non-elected official, while he seeks to work collaboratively with the commissioners, they should have the authority to replace him if they determine he is not fulfilling his role.

Mayor Castelli sought clarification on Geauga County's appointees.

Director Gallucci confirmed that the proposed Board of Directors list includes three Commissioner appointees for Geauga County, updating the language to read "County Commissioner appointee" rather than simply "County Commissioner."

Mayor Castelli asked if all three Geauga County Commissioners would have the ability to serve on the Board or appoint someone.

Director Gallucci confirmed that they would.

Mr. Claypool added that two commissioners could effectively determine the third seat for an appointee.

Director Gallucci added that the choice would follow each county's own process regarding appointments.

Mr. Claypool stated that under the current structure, three commissioners can each choose an alternate, with full flexibility in representation. He noted that historically, Geauga County commissioners could appoint the county engineer, who participated in reviewing projects, allocating funds, and identifying shovel-ready projects. He explained that NOACA's role has expanded beyond a traditional metropolitan planning organization (MPO) to include economic development, climate change, and land use planning—areas in which county engineers may not always have the expertise or interest to participate fully. Mr. Claypool concluded that every county should continue to have three commissioners and the county engineer at the table to maintain balanced representation.

Director Gallucci noted that NOACA, created in 1968, was established for regional planning under federal legislation, not solely as an MPO, and included broader responsibilities beyond transportation.

Mayor Alai stated that this issue was discussed last year in Lorain County, where the Board agreed to allow counties to select their own representatives. He noted that Geauga County acted on that process, Lorain County chose to keep its representation the same, and Cleveland made some changes. He emphasized that circumstances have changed since the original framework in 1968. With that, he called the question.

Ms. Barlik said there was no motion on the table.

President Ronayne said there is no actual action at this time.

Mayor Alai made a motion to call the question.

President Ronayne asked Mr. Gembala to explain Robert's Rules.

Mr. Gembala said a member needed to second the motion, which would then open the motion to discussion.

President Ronayne asked Mayor Alai to articulate his motion.

Mayor Alai asked whether both resolutions would be voted on together or separately.

President Ronayne said the two resolutions must be voted on separately.

Mayor Alai made a motion to pass Resolution 2026-001. Councilman Brian Kazy seconded the motion.

Mr. Klaiber expressed concern that, without county ratification, the Board could vote to remove a member, such as the County Executive.

Mr. Gembala confirmed that, yes, the Board could do that.

Mr. Klaiber said he found that concerning.

Mr. Gall said he also found the language concerning and believed the item should be sent back to the Governance Committee. He stated that the Board still had more work to do and needed to be better prepared, with all outstanding questions answered before scheduling another meeting. He emphasized that there was no need to rush the process, noting that past attempts to move too quickly had not worked out well. He concluded by expressing hope that the motion could be handled appropriately going forward.

Mr. Gall made a motion to send the resolution back to the Governance Committee. Mayor Jack Bradley seconded the motion.

Mr. Gembala said that if the Board wished to refer the matter back to the Governance Committee, a motion and a second were required, followed by discussion on the motion to recommit the item to the Governance Committee.

President Ronayne noted that there was a motion on the floor and asked what would happen next.

Mr. Gembala clarified that the motion under consideration was to refer the matter back to the Governance Committee. He explained that if the item were sent back, it would be carried forward to the next Governance Committee meeting, presumably in January.

Councilwoman Howse-Jones noted that a motion was still pending on the floor and required action.

Mr. Gembala reiterated that the matter would be referred to the Governance Committee for consideration at its next meeting before being presented to the Board.

Ms. Barlik explained that Mayor Alai had made a motion to approve the resolution, and that a motion to recommit is a subsidiary motion that can be made while a main motion is pending.

President Ronayne noted that there were multiple motions on the floor. He stated that Mayor Alai had made a motion, seconded by Councilman Kazy, and that Mr. Gall had made a motion, seconded by Mayor Bradley. He asked Mr. Gall to rearticulate his motion.

Mr. Gall stated that his motion was to send Resolution 2026-002 back to the Governance Committee for reconsideration.

President Ronayne asked Mr. Gembala whether the Board should vote on this motion or continue discussion on both resolutions.

Councilwoman Howse-Jones reminded the Board that Mayor Alai's motion pertained to Resolution 2026-001, not 2026-002.

Mr. Gall corrected his motion, stating that it was, in fact, for Resolution 2026-001.

President Ronayne stated that both motions on the floor are for Resolution 2026-001. He asked Mr. Gembala if he had any comments.

Mr. Gembala stated that the discussion would now focus on the motion to recommit to the Governance Committee, followed by a vote.

Ms. Mersmann, referring to the discussion on the motion to send the resolution back to the Governance Committee, stated that she wanted to clarify the specific items being requested for review: (1) that each individual jurisdiction affirm its desired language regarding membership, and (2) that the Committee address the issue of the full Board taking action contrary to the wishes of any individual jurisdiction. She suggested that this latter concern could potentially be resolved by including language requiring that any such amendment be initiated directly by the jurisdiction affected.

Director Gallucci noted that staff have drafted language amendments to address the concerns, but they have not yet been discussed at this meeting.

President Ronayne asked Mr. Gembala if he wanted to share the language.

Mr. Gembala replied that he could share the language, but the current matter before the Board is whether to send the resolution back to the Governance Committee.

Commissioner Beverage commented on the motion to send the resolution back to the Governance Committee. He noted that the Governance Committee had already drafted language addressing concerns that a majority of the Board could alter composition issues. Any change affecting an individual county or jurisdiction, including the City of Cleveland or Cuyahoga County, would require ratification by that specific entity, not all counties. He acknowledged concerns about engineers but disagreed that protections were being removed, noting that five-county ratification remains for relevant matters. Commissioner Beverage added that, despite criticisms that the Board is "a bunch of bureaucrats," the Governance Committee has spent hours over the past 6–7 months working to provide flexibility to individual counties. For these reasons, he does not support sending the resolution back to the Governance Committee.

Ms. Dentler stated that before voting to send the resolution back to the Governance Committee, she would like to hear the attorney's proposed alternate language for a potential solution.

Mr. Gembala responded that the proposed language aligns with Commissioner Beverage's earlier comment and presented a suggested revision to address the issue without referring it back to the Committee:

The Code shall be altered, amended, or repealed only upon written approval of each county of the NOACA area, except that Sections 4.2(c) through 4.2(h) can be altered, amended, or repealed upon written approval of only the county, municipality, authority, or agency directly impacted by the alteration, amendment, or repeal.

Mr. Gembala explained that the proposed language incorporates elements from Article IX and would require any changes to be approved by the affected county, municipality, or agency, ensuring ratification by the entity impacted.

Mayor Bradley stated he supports the revision, noting that Lorain County wishes to maintain its current composition and that any changes should be decided by the county, not by a majority of the NOACA Board. He indicated that, with this language, there would be no need to send the matter back to the Governance Committee.

Commissioner Jim Dvorak asked whether the proposed changes would address Medina County's concerns.

Mr. Conrad stated he is not fully clear on why prepared language was presented at the meeting, but expressed concern that a majority of the Board could still remove a specific member, which he feels is not addressed by the current discussion regarding composition.

President Ronayne suggested that Mr. Gembala could explain why the revisions were prepared, noting it may have been in anticipation of confusion.

Mr. Gembala stated that he anticipated this issue and prepared language to address it if it arose. He noted that he developed the proposal that morning to facilitate further Board discussion. He explained that the options before the Board were to take up the motion, consider an amendment, review the language he had presented, or send the matter back to the Committee. He added that the language was intended to help guide discussion and provide a starting point for consideration.

President Ronayne noted that he heard some appreciation for the proposed language from Lorain County.

Mayor John Marra asked for clarification before sending the matter back to the Governance Committee, specifically regarding Geauga County: whether each commissioner individually appoints their representative or if a majority vote of the three commissioners determines the appointments, such as two commissioners deciding on the third.

Director Gallucci explained that annually, NOACA receives language approved by the county boards specifying their representatives. In some cases, a seat may already be designated for the engineer, so only two of the three commissioners need to make appointments. She noted that the governing documents do not explicitly address this process, which raises a potential point of clarification.

Mayor Marra asked whether the proposed changes would allow two of the three Geauga County Commissioners to override the third commissioner's choice for a board appointee. He noted that under the current system, each commissioner can select an alternate, and the board functions without issue. He asked if the new language would change that.

Mayor Marra then made a motion to table the resolution, stating that the Board was not prepared to vote and that this matter should have been addressed earlier.

Mr. Gembala explained that there is already a motion to recommit the resolution to the Governance Committee, which would need to be resolved before entertaining a motion to table.

President Ronayne confirmed that the motion Mr. Gembala mentioned was the second motion.

Mr. Gembala suggested that some of the intent might be clarified by Commissioner Beverage, the author of the original language.

Commissioner Beverage then made a motion to call the question on the pending motion to recommit to the Governance Committee.

President Ronayne asked for a review of Mr. Gembala's proposed revision to the language.

Mr. Gall stated he agreed with the revision and believed it could provide the necessary language to move forward today, but noted that the question now needed to be addressed.

Commissioner Beverage stated that he would like Mr. Gall's motion to be withdrawn.

Mr. Gall asked if it would be better to withdraw his motion to return the resolution to the Governance Committee. He stated that with the assurance that the Board would consider Mr. Gembala's proposed language, he would remove his motion.

President Ronayne asked Mayor Alai to explain his thoughts on the motion.

Mayor Alai made a motion to amend his original motion.

Mayor DeGeeter moved to amend Mayor Alai's motion to incorporate Mr. Gembala's language read into the record. Commissioner Beverage seconded the motion.

President Ronayne noted that the second motion had been withdrawn. The first motion was amended to include the counsel's revisions.

President Ronayne asked if the original second was required for the amended motion.

President Ronayne stated that the amendment to the first motion was made by Mayor Alai and seconded by Commissioner Beverage.

Councilwoman Howse-Jones clarified that the amendment to Resolution 2026-001 addresses majority or 2/3rds vote.

President Ronayne noted that it was an important distinction.

Mr. Gembala stated his amendment language applied to Article IX, Resolution 2026-001.

Mayor Marra made a motion to table Resolution 2026-001. Mr. Claypool seconded the motion.

Mr. Gembala explained that a motion to table goes to an immediate vote.

Commissioner Beverage confirmed a second was needed.

Mr. Gembala noted that Mr. Claypool seconded the motion.

Mr. Gembala recommended a roll-call vote.

A roll call vote was conducted: The motion to table failed, with 8 yes votes and 29 no votes.

Commissioner Beverage made a motion to call the vote on the motion on the floor. Mayor DeGeeter seconded the motion.

Ms. Mersmann asked if there was an opportunity to allow Medina County to propose an additional amendment to add back the county engineer language under Resolution 2026-002.

Director Gallucci confirmed that it was possible.

Mr. Gall clarified that the Board was voting on Resolution 2026-001 at this time.

President Ronayne confirmed.

Ms. English asked if Mr. Gembala could type the revised language and display it for all members.

Director Gallucci confirmed.

Commissioner Beverage noted that under Robert's Rules, the motion to call the vote theoretically ends discussion, but the motion itself must be ruled on before voting on the amendment.

Mr. Claypool clarified that calling the vote requires a 2/3rds majority of the Board.

President Ronayne confirmed another vote was needed.

Commissioner Beverage reiterated his motion to call the vote, which would end discussion on the original topic and proceed to a roll call, which calls for 2/3rds majority.

President Ronayne stated that the motion was to proceed to a vote.

Mr. Gall confirmed that a yes vote would move directly to the vote.

Ms. Barlik clarified that the motion was to call the question and end the debate.

A roll call vote was conducted: 33 yes votes and 4 no votes.

President Ronayne noted that the results met the 2/3 requirement.

Mr. Claypool commended the Board, praising the healthy debate and respectful discussion despite differing opinions.

President Ronayne asked Mr. Gembala to ensure the document reflects that he wrote it.

Mr. Gembala prepared the following amendment to Article IX:

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 written approval of each County of the NOACA area, except that Section 4.2(c) through 4.2(h) can be altered, amended, or repealed upon written approval of only the county, municipality, authority, or agency directly impacted by the alteration, amendment, or repeal. Alteration, amendment or repeal of this Code may be initiated by the Board either after a special meeting called for that purpose or at any regular meeting where notice of such purpose was given at the immediately preceding regular meeting.

President Ronayne reminded the Board that Mayor Alai made the original motion, which was seconded by Councilman Kazy to approve Resolution 2026-001. Mayor DeGeeter made an amendment to that motion, which was seconded by Commissioner Beverage.

Ms. Dentler asked if the amendment addresses concerns about the Board being able to remove a member.

Mr. Gembala explained that the amendment is intended to address that concern by requiring any change to a county's representation to be approved by the corresponding county, municipality, authority, or agency. For example, if the Board sought to change Medina County's membership, the change would need Medina County's approval, preventing the Board from imposing changes unilaterally. Ratification by all counties is not required.

President Ronayne said Mr. Gembala is driving the first case for local control.

Ms. Cierebiej asked whether the charter contains any clause addressing removal from the Board for cause, or if removal is solely by vote.

President Ronayne confirmed the question could be asked.

Director Gallucci noted that the issue is already covered in the Code and deferred to Mr. Gembala to read the applicable provision.

President Ronayne said it was not necessary to do that.

Ms. Cierebiej said she just wanted to know if it was covered somewhere else in the Code.

President Ronayne said yes.

A roll call vote was conducted: The votes were as follows: 31 yes votes and 6 no votes. The motion passed.

**Resolution 2026-002: Code of Regulations Revision – Section 4.2 Membership**

Commissioner Beverage moved to approve Resolution 2026-002: Code of Regulations Revision – Section 4.2 Membership. Mayor Bibb seconded the motion.

Commissioner Beverage made a motion to amend Resolution 2026-002, as drafted by legal counsel, to reflect Medina County's request to maintain the same composition. Mayor Bibb seconded the motion.

Mr. Gembala confirmed that the motion aligns with Medina County's intent to preserve its existing composition.

Mr. Claypool asked if a second amendment could be proposed.

Mr. Gembala confirmed that further amendments could be made.

Mr. Claypool made a motion to amend the first amendment to ensure that each county commissioner remains an independent authority, able to appoint any individual of their choice, regardless of elected status or county position. Mayor Marra seconded the motion.

Mr. Gembala recommended that the Board vote on the first amendment before considering the second.

The Board voted on the first amendment to include Medina County's composition change, and it passed by voice vote.

Mr. Claypool clarified that his motion ensures each commissioner retains independent authority to appoint any alternate, without influence from other commissioners, and that the appointee need not hold elected office or county employment.

Ms. Cierebiej noted that in the documents for Resolution 2026-002, Section 4.2(k) regarding alternates requires that alternates meet the same qualifications as board members, raising a question about whether Mr. Claypool's motion would be allowable.

Ms. Barlik confirmed that Mr. Claypool's proposed amendment conflicts with the other amendments made to the resolution.

Mr. Claypool acknowledged the conflict but explained that his intent is to allow County Commissioners discretion to appoint alternates—such as former county commissioners or engineers—who have relevant experience, even if they do not strictly meet the Section 4.2(k) qualifications, to best represent their constituents.

Ms. Barlik clarified that the Board is voting on Mr. Claypool's motion to amend. A yes vote would remove the Section 4.2(k) requirement for alternates, while no vote would keep the language as currently presented.

President Ronayne confirmed that a yes vote supports Mr. Claypool's amendment, and a no vote maintains the existing language.

Commissioner Beverage asked whether anyone had seconded the amendment request.

President Ronayne noted that Mayor Marra seconded the motion.

Ms. Barlik explained that the main motion is to approve the proposed changes to the Code, including Section 4.2(a) regarding board member qualifications. She noted that Section 4.2(k) applies these same requirements to alternates, and Mr. Claypool's amendment would remove that application. This clarifies that the intention is for alternates to meet the same qualifications as board members.

Mr. Claypool stated that, under the current Geauga County rules, each Commissioner may appoint only one representative, ensuring that no two Commissioners can jointly appoint for a third seat. Each Commissioner retains authority and may also appoint an alternate of their choosing.

President Ronayne asked if that language is incorporated in Mr. Claypool's amendment, and Mr. Claypool confirmed it is.

Director Gallucci noted that this approach would not address counties with additional commissioner appointees—e.g., counties with five appointees but only three commissioners—and suggested it would only apply to Geauga County unless addressed by the full county boards.

Mr. Claypool disagreed, stating that, for example, in Lake County, each commissioner retains authority over their appointee, including alternates.

Director Gallucci asked Ms. Barlik to display the updated listing on the screen.

Mr. Claypool confirmed that the list shows Laketran for Lake County.

Director Gallucci asked Mr. Claypool to review the screen, noting that it shows five county commissioner appointees. She explained that it is not possible for each commissioner to independently appoint all seats; considering the remaining seats, they must be appointed as a block.

Mr. Claypool acknowledged the point and suggested the amendment could be extended to allow the commissioners to appoint the first three seats individually, with the remaining appointees filled collectively.

Ms. Barlik explained that NOACA's Code does not specify how the City of Cleveland or counties make appointments; in practice, NOACA receives an annual resolution from each jurisdiction listing their appointments. For example, Medina County follows its own process. She added that if the main motion passes, all city and county appointees not yet named would need to be submitted to NOACA by next week.

For clarification, President Ronayne stated that Ms. Barlik was referring to the Board's entire action, not just the amendment itself.

Mr. Claypool stated that it is his understanding that the resolution needs to be ratified by the five counties.

Ms. Barlik explained that the board member list had been revised. Initially, it was not intended to require county ratification; however, the Board now requires affected counties to ratify changes to their representatives. For example, Cuyahoga County must ratify any changes. She added that all counties must still ratify other changes to Article IV, including the added member and alternate requirements.

President Ronayne noted that the Board should consider this when making appointments. He explained that the Board must revert from the previously approved language per Mr. Claypool's amendment—an affirmative vote on the amendment would remove that language, while a negative vote would retain the original proposal.

A roll call vote was conducted: The votes were as follow: 2 yes votes and 35 no votes. The amendment failed.

Commissioner Beverage made a motion to amend the language in Resolution 2026-002 to reflect Medina County's request to maintain its current composition. Mayor Bibb seconded the motion.

The Board voted on the amended Resolution 2026-002. Three members voted no and the motion passed by voice vote.

President Ronayne thanked everyone, including the Governance Committee, noting the extensive work that went into the two resolutions. He asked Ms. Barlik to display the composition slide again, emphasizing that members should review their appointments ahead of the January 23rd meeting, at which slating, nominations, and voting on officers will occur.

Ms. Mersmann asked if the five counties and the City of Cleveland need to provide written ratifications to NOACA by January 23rd for the resolutions to take effect.

Mr. Gembala said that it would be preferred to avoid any issues with seating members.

Director Gallucci noted that some counties may not be able to place the ratifications on their dockets in time, which could affect approval, but the Board has already passed the resolutions for today.

#### **Reports/Updates**

There were no reports/updates at this meeting.

#### **Old Business**

No old business was discussed at this meeting.

#### **New Business**

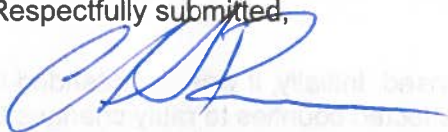
No new business was discussed at this meeting.

#### **Adjournment**

Mayor DeGeeter made a motion to adjourn the meeting at 11:00 a.m. Mr. Patrick seconded the motion. The motion passed by voice vote.

The next Board meeting will be on Friday, January 23, 2026, at 9:00 a.m.

Respectfully submitted,



Cuyahoga County Executive Chris Ronayne  
NOACA Board President

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



Northeast Ohio Areawide Coordinating Agency

**BOARD OF DIRECTORS ATTENDANCE**

X = Member present A = Alternate present \* = Ex officio, non-voting

|                              |               |
|------------------------------|---------------|
| <b>MEETING DATE:</b>         | <b>1/9/26</b> |
| <b>BOARD OFFICERS</b>        |               |
| BEVERAGE III, Morris W.      | X             |
| BIBB, Justin                 | X             |
| BLACKWELL, Annette M.        | X             |
| BRADLEY, Jack                | X             |
| BRANDON, Jeff                | X             |
| CONRAD, Andy                 | X             |
| CUNNINGHAM, Mark             | X             |
| DVORAK, James W.             | X             |
| GRIFFIN, Blaine A.           | X             |
| HARRISON, Aaron M.           | A             |
| PLECNIK, John                | A             |
| RIDDELL, Jeff                | A             |
| RONAYNE, Chris               | X             |
| <b>CUYAHOGA COUNTY</b>       |               |
| <b>County Government</b>     |               |
| CIEREBIEJ, Mary              | X             |
| DEVER, Michael               | A             |
| HOUSER, Michael J.           | A             |
| <b>Regional Authorities</b>  |               |
| DREYFUSS-WELLS, Kyle         | X             |
| EPSTEIN, Jeff                |               |
| KOOMAR, Paul                 | X             |
| <b>Suburban Regions</b>      |               |
| ALAI, Samuel                 | X             |
| ANTOSKIEWICZ, Larry          | X             |
| BOBST, Pamela                | X             |
| CASTELLI, Matthew            | X             |
| DEGEETER, Timothy            | X             |
| GAIL, Kirsten Holzheimer     | X             |
| GEORGE, Meghan               | X             |
| PETRAS, Jeff                 | X             |
| THOMAS, Kim                  |               |
| <b>CITY OF CLEVELAND</b>     |               |
| DEROSA, James                | X             |
| HOWSE-JONES, Stephanie       | X             |
| KAZY, Brian                  | X             |
| SLIFE, Charles               | X             |
| MERSMANN, Calley             | X             |
| MOSS, Matt                   | X             |
| <b>GEAUGA COUNTY</b>         |               |
| BRAKEY, Carolyn              | X             |
| SPIDALIERI, Ralph            | A             |
| <b>LAKE COUNTY</b>           |               |
| EXLEY, Alan                  | X             |
| CAPELLE, Ben                 | X             |
| MCINTOSH, Morgan             | A             |
| <b>LORAIN COUNTY</b>         |               |
| BRUBAKER, Kevin              | X             |
| CARNEY, Ken                  | A             |
| CORCORAN, Kevin              | X             |
| MOORE, David J.              | A             |
| <b>MEDINA COUNTY</b>         |               |
| MAGOVAC, Paul                |               |
| <b>STATE OF OHIO</b>         |               |
| AHMED, Ferzan*               | A             |
| EMERMAN, David*              |               |
| PICURI, John                 |               |
| <b>Total Members Attend:</b> | <b>42</b>     |