



NOACA Governance Committee
Meeting Minutes
November 14, 2025
NOACA Offices
1299 Superior Avenue, Cleveland, Ohio

Present: Please see the attached attendance record.

Trustee Jeff Brandon, Chair of the Governance Committee, convened the meeting at 10:05 a.m.

Meeting Minutes

Mr. John Gall made a motion to approve the meeting minutes of August 27, 2025. Ms. Bonnie Teeuwen seconded the motion. The motion passed by voice vote.

Mr. Gall made a motion to approve the meeting minutes of September 25, 2025. Ms. Teeuwen seconded the motion. The motion passed by voice vote.

Mr. Gall made a motion to approve the meeting minutes of October 24, 2025. Ms. Teeuwen seconded the motion. The motion passed by voice vote.

Public Comments

No public comments were made at this meeting.

Executive Director's Report

No report was presented at this meeting.

Action Items

Code of Regulations Revision – Article IX Ratification

Director Gallucci stated that during meetings on August 27, September 25, and October 24, the Governance Committee discussed the Board's membership, possible changes, and the ratification requirements under Article IX. A motion was passed to remove this requirement, allowing changes to Board membership to be approved and take effect more efficiently, while providing greater flexibility and control for NOACA's members.

Ms. Liz Barlik stated that Article IX of the Code of Regulations regarding Amendments requires changes to Article IV to be ratified by each County. She reviewed the proposed amendments to Article IX made at the last Governance Committee meeting.

Director Gallucci stated that the goal is to complete this process in time for the January seating of the Board. She noted that the Board will need to hold two meetings—one special and one

regular—to meet legal requirements of approval. Legal counsel advised that a special meeting should occur first, although Director Gallucci suggested the order could be reversed. The matter will be further discussed at the Executive Committee meeting, with the intention of including it on the December agenda to move forward in January.

The Committee reviewed the current language, made revisions to the amendment, and recommended 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This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors.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, except for Section 4.2(c) through (h), shall be altered, amended or repealed only upon written approval of each County of the NOACA area. 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.

Ms. Teeuwen made a motion to approve the changes, as amended. Commissioner Beverage seconded the motion. The motion passed by voice vote.

Commissioner Carolyn Brakey made a motion to send the amendment to the Code of Regulations Revision – Section 4.2 Membership to the Executive Committee for placement on the December 12, 2025, Board of Directors meeting. Commissioner Beverage seconded the motion. The motion passed by voice vote.

Code of Regulations Revision – Section 4.2 Membership

Director Gallucci stated that the City of Cleveland has provided NOACA with changes to its membership, and Lorain County has reverted to its original membership. NOACA has received membership changes from Geauga County, Lake County, and Cuyahoga County. NOACA has not received any changes from Medina County.

Trustee Brandon requested that no changes be made to Medina County's membership.

Director Gallucci pointed out that, based on the change the Committee made for ratification, Section 4.2 needs to be ratified, meaning the language changed in paragraphs A and B of Section 4.2.

Ms. Barlik stated that the paragraph about alternates also needed ratification.

The Governance Committee reviewed the current language in Section 4.2 Membership.

Commissioner Beverage made a motion to bring the description of the goal statement into the requirements for Board membership. Commissioner Brakey seconded the motion.

The Committee made several revisions to the language and recommended the following language for Section 4.2 Membership:

Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats.

(a) Composition. Each County and the City of Cleveland shall be responsible for assuring appropriate representation. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. The Board of Directors shall consist of representatives from the five-county area. 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. Individual Board members shall be specified annually at the first meeting according to this section, recognizing the dues procedures and compliance within each jurisdiction and the Agency's mission.

(b) Apportionment. Board positions shall be apportioned among the five counties and the City of Cleveland based on population to arrive at a Board of 46 total members, pursuant to the formula contained in Appendix II to this Code, while assuring to the area's citizens an approximation of equal representation by population as reported in each decennial census subject to the requirement that each county shall have not less than three Board representatives. To apportion Board seats under this section, within 180 days following the publication of each decennial census, the Board shall calculate and determine such changes to Board composition as shall be necessary to conform to the requirements of this section. Such changes may be made by resolution of the Board of Directors and shall not require ratification by the five counties under Article IX.

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

Commissioner Beverage made a motion to recommend the amendments to the Executive Committee for placement on the December 12, 2025, Board of Directors agenda. President Ronayne seconded the motion. The motion passed by voice vote.

CY 2026 Board, Committee, Subcommittee, and Council Meeting Schedule

Director Gallucci said the schedule, including the proposed changes, is recommended for the Executive Committee's December agenda. Staff added the HR Subcommittee and moved the Finance and Audit Committee to the same day as the External Affairs, Policy and Planning, and Programming Committee. The proposed schedule was discussed at today's Finance and Audit Committee meeting, with no objections to the move.

Ms. Liz Barlik presented a slide showing the updated meeting schedule.

Commissioner Beverage made a motion to recommend the CY 2026 Board, Committee, Subcommittee, and Council Meeting Schedule to the Executive Committee for placement on the December 12, 2025, Board of Directors agenda. Mr. Gall seconded the motion. The motion passed by voice vote.

CY 2026 Board of Directors Officer Nominations

Director Gallucci reviewed the rotation of the Board of Directors Officers. She noted that Mayor Brennan and Mayor Bradley would not be officers in 2026. Mayor Brennan will not be on the Board in 2026, and Mayor Bradley will no longer be the Chair of the Finance and Audit Committee. The Committee discussed possible replacements for the two positions.

President Ronayne asked Trustee Brandon and Director Gallucci whether they were seeking recommendations from the respective counties to fill the open slots.

'Director Gallucci said that has been the typical process, but the Governance Committee may decide how it wishes to proceed.

President Ronayne recommended Mayor Matt Castelli to replace the vacating Mayor Brennan, noting his service on the HR Subcommittee and as its chair.

Director Gallucci noted that Mayor Castelli also serves on the Finance and Audit Committee, so the Assistant Treasurer role would align.

Ms. Teeuwen raised a concern that proposed names may not remain elected officials the following year, given recent elections.

Director Gallucci said staff verified that all proposed individuals will remain elected officials next year. She explained that Mayor Brennan was removed because he did not seek re-election and therefore will not be on the NOACA Board.

Ms. Teeuwen noted that this uncertainty occurs every year.

Director Gallucci agreed and said this year was relatively simple with fewer elections, but other years may see significant changes.

Ms. Teeuwen asked how the process works if the proposed President, Mayor Bibb, declines to serve and instead appoints someone.

' Director Gallucci explained that if Mayor Bibb declines, the City of Cleveland would put forward a different nominee. The rotation remains with the City of Cleveland, not the individual.

Ms. Teeuwen asked if that would occur in January.

Director Gallucci said it could occur now or in January; typically, the Governance Committee meets before the full Board to finalize officer nominations.

President Ronayne inquired whether the bylaws specify who within a jurisdiction is responsible for selecting a successor, noting various historical structures, including commissioners, county executive, mayors, engineers, and trustees.

Director Gallucci said the Governance Committee may nominate based on recommendations, and historically, a variety of officials have served depending on the county's structure.

President Ronayne asked if the framework is simply that the seat belongs to a specific county or city.

Director Gallucci confirmed that in this case, it is a City of Cleveland seat, and the presidency remains with the City even if Mayor Bibb chooses not to serve.

Commissioner Beverage stated that he has raised the Executive Committee representation issue several times. He noted that the bylaws list the officers as Chair, Vice Chair, Second Vice Chair, Secretary, Treasurer, Immediate Past President, and the Mayor of the largest municipality—Cleveland. Since the Cleveland Mayor already has a permanent Executive Committee seat, he contended that the position should not also be part of the officer rotation. Instead, he suggested adding one of the suburban mayors to the rotation. He noted past inconsistencies, referencing

that the same person served as President in both 2022 and 2023. Commissioner Beverage proposed revising the rotation to include a suburban mayor while keeping the Cleveland Mayor as a standing member, bringing the Executive Committee to seven members, which he believes is more appropriate for a governing body.

Director Gallucci said she would need to the Executive Committee requirements, noting that, beyond county representatives, the bylaws specify additional structural rules.

Commissioner Beverage said the mayor of the largest city does not count toward county representation, so Cleveland's mayor does not replace Cuyahoga County's representative.

Director Gallucci noted that Cuyahoga County currently has one representative, and the City of Cleveland has one through the NOACA Board officers.

Commissioner Beverage suggested adding a representative from among the Cuyahoga County suburban mayors to create a seven-member Executive Committee that keeps the Cleveland mayor as an automatic seat and maintains two Cuyahoga County representatives—county, Cleveland, and one suburban mayor—plus one from each of the other four counties.

Director Gallucci began reviewing the bylaw language and deferred to legal counsel.

Commissioner Brakey cited Section 6.3, noting that the mayor of the largest city is not a county representative and that the Executive Committee includes the president, vice presidents, secretary, treasurer, immediate past president, the mayor of the largest city, and at least one governing officer from each county.

Director Gallucci said that was the case.

Commissioner Beverage reiterated that removing the Cleveland mayor from officer rotation would allow adding a seventh member, preferably a suburban mayor, while keeping the mayor's automatic seat on the Executive Committee.

Ms. Barlik asked Commissioner Beverage whether the additional person should be an officer. Commissioner Beverage said yes.

Trustee Brandon asked Ms. Teeuwen about Mayor Bibb's plans for next year.

Ms. Teeuwen said the intention is for her, as the Mayor's long-time alternate, to represent his position as President of the NOACA Board.

Ms. Barlik noted that pending Code revisions could change the Board membership, so a special meeting may be needed once the Board composition is finalized.

Commissioner Beverage noted to the Committee that he had suggested a slate of officers.

Mr. Gembala said the charter appears to authorize a 7-member Executive Committee: the officers, the immediate past president, and the mayor.

Commissioner Beverage said he was willing to make a motion.

President Ronayne asked whether the Executive Committee or the Governance Committee could add a Second Vice President.

Mr. Gembala said yes, noting that it is allowed under the Code and Committee Charter.

President Ronayne asked Commissioner Beverage to expand on the intent behind adding a suburban mayor as a seventh member. He said he has no objection in principle and noted it improves proportionality for Cuyahoga County.

Commissioner Beverage said he is new and unaware of past issues with a 6-member committee but prefers an odd number to avoid deadlocks. He said the bylaws guarantee the largest city's mayor a seat, so if that member is removed from officer rotation, another must be added. He said including a suburban mayor makes sense because there are 11 of them who otherwise rarely enter the rotation.

President Ronayne said the question of adding a seventh member is separate from whether the mayor of the largest city should be eligible to serve as president. He said if the Committee wants an odd number, it should be discussed on its own.

Commissioner Beverage said that if the mayor stays in the officer rotation, there may be no way to add a seventh member without creating a new officer role.

President Ronayne asked which position was referenced.

Ms. Barlik said Second Vice President.

Ms. Teeuwen said she did not see the connection between the two issues—mayoral rotation and adding a seventh member.

Commissioner Beverage said the Code already requires the mayor to be on the Executive Committee. If the mayor also serves as an officer, that fills one of the six officer slots. To reach seven members, another officer or appointed role would need to be created.

President Ronayne said that could be discussed. If a seventh member is added, such as a suburban mayor, the group would need to determine whether that person becomes an officer and whether an additional officer position must be created.

Mr. Gall said the Committee's current task is officer nominations. He noted that the Governance Committee could further review the seventh officer issue but saw no connection between that position and the mayor of the largest city.

Trustee Brandon said he viewed the issues as separate and that the immediate decision was on the officer slate.

Ms. Teeuwen asked for a motion.

Ms. Barlik said there was none and noted that the 2026 officer recommendations were before the Committee.

Commissioner Beverage said he valued working with Ms. Teeuwen but believed NOACA officers should be elected officials for accountability. He said the mayor may send an alternate to the Executive Committee, but officers should be elected officials.

Trustee Brandon said NOACA has historically respected the City of Cleveland's rotation. If the mayor appoints Ms. Teeuwen, he feels the Committee should accept it.

Mr. Gall agreed with Trustee Brandon, noting that if the mayor is president but absent, the First Vice President would chair the meeting. He did not foresee issues with the proposed slate of officers for 2026.

Trustee Brandon asked Mr. Gall if he wanted to proceed with the proposed rotation.

Mr. Gall made a motion to approve the 2026 officer recommendations. Ms. Teeuwen seconded the motion.

Commissioner Beverage clarified that if the mayor is absent, the First Vice President, Jim Dvorak, would chair the Board meeting. He said he did not believe that was Mayor Bibb's intention.

Director Gallucci said yes. If Mayor Bibb is elected President and is absent from a meeting, the First Vice President would chair, which would be Commissioner Dvorak.

Commissioner Beverage then asked whether Commissioner Dvorak, the First Vice Chair, would chair the Executive Committee in the Chair's absence. Director Gallucci said yes.

Ms. Teeuwen asked for confirmation that if Mayor Bibb declines the position and appoints someone else, that appointee becomes Board President.

Director Gallucci stated that if Mayor Bibb accepts the presidency, Commissioner Dvorak would chair both the Board and Executive Committee meetings in his absence. If Mayor Bibb does not accept the presidency, a member from the City of Cleveland would assume the position.

Commissioner Beverage asked whether the Board would vote on the proposed President. Director Gallucci said yes.

President Ronayne said the Committee is voting based on the historic rotation order: City of Cleveland, then Geauga, Lorain, Lake, Medina, and Cuyahoga Counties.

Commissioner Beverage asked whether the Committee would vote for the people, not the locations.

Director Gallucci agreed with Commissioner Beverage but noted that the officer recommendation list has historically followed a rotation by county and the City of Cleveland.

Ms. Barlik said President Ronayne had nominated Mayor Castelli for an Assistant Treasurer position, but an Assistant Secretary position still needed a nomination.

Commissioner Beverage asked if Commissioner Plecnik would be removed from the slate.

Director Gallucci said the Committee needed a replacement for the former Assistant Secretary role held by Commissioner Plecnik.

Commissioner Beverage asked if a decision was required at this meeting.

Director Gallucci said no since the City of Cleveland position was still unresolved.

Ms. Barlik noted that Geauga County had no representative on the officer list.

Director Gallucci asked if a Geauga County representative had previously held an assistant role.

Ms. Barlik said Commissioner Dvorak was the only officer representing Geauga County.

Commissioner Beverage said he was willing to allow Geauga County to fill the additional Assistant Secretary slot.

Ms. Teeuwen suggested moving the list of officers forward as is. She noted that someone should speak with Mayor Castelli before assigning an officer position to him, and that the Governance Committee can fill the remaining gaps in January.

President Ronayne clarified that he mentioned Mayor Castelli only as an example, not as a formal recommendation.

Director Gallucci noted that staff would move the slate forward and fill any remaining positions later, as suggested by Ms. Teeuwen.

The Committee voted. Commissioner Beverage voted no. The motion passed by voice vote.

Director Gallucci said the Committee can revisit the issue at the next meeting, allowing enough time for legal counsel and members to better understand the Executive Committee structure.

Note: The proposed 2026 Board Officers was included in the Presentation for this meeting.

Presentation/Discussion Items

No presentation/discussion items were presented at this meeting.

Reports / Updates

No reports were presented at this meeting.

Old Business

No old business was discussed at this meeting.

New Business

No new business was discussed at this meeting.

Adjournment

Commissioner Beverage made a motion to adjourn the meeting at 12:07 p.m. Mr. Gall seconded the motion. The motion passed by voice vote.

The next Governance Committee meeting will be determined.

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	X	X
BIBB , Justin (Bonnie Teeuwen, Alternate) (Mike Culp, Alternate on 5/9/25)	A	A	A	A	A	A
BRAKEY , Carolyn (Shane Hajjar, Alternate)		X		X		X
BRANDON , Jeff (Allen Biehl, Alternate)	X	X	X	X	X	X
DVORAK , James (Andy Haupt, Alternate)	X	A	A	A	X	A
RIDDELL , Jeff (John Gall, Alternate) (Thomas Patrick III, Alternate on 5/9/25)	A	A	X	A		A
RONAYNE , Chris (Debbie Berry, Alternate) (Annie Pease, Alternate on 5/9/25)	X/A	A	A	X/A	A	X
TOTAL MEMBERS ATTEND:	6	7	6	7	5	7

X = Member present A = Alternate present