

**OneOhio Recovery Foundation
Board Meeting**

May 16, 2022

AGENDA	DISCUSSION	ACTION/DIRECTED ACTIVITY
I. Call to Order	<p>Called to order at 1pm.</p> <p>Welcome remarks were provided by Governor DeWine.</p> <p>This is the first convening of the Board.</p> <p>The history of the Foundation is discussed. Of the settlement money, 55% will go to the Foundation, 30% to local jurisdictions and 15% to the State.</p> <p>Governor DeWine outlined the appointees' tasks as: (1) determine how fast the money should be spent; (2) list the expertise of the lawyers and Attorney General; (3) decide the value of cases, investments, letting the money grow, and paying attention to payout structure. Pooling money for small jurisdictions might be a good option.</p>	
II. Attendance	<p>The following members attended in-person:</p> <ul style="list-style-type: none">• Larry Kidd• Tom Gregoire• Michael Roizen• Denise Driehaus• Armond Budish• Michael Beazley• Duane Piccirilli• Jeffrey Simmons• Jeannette Wierzbicki• Don Mason• Kathryn Whittington• Greta Mayer• Joe Antrom on behalf of Julie Ehemann• Jeffrey Fix• Bill Hutson <p>The following members attended virtually:</p> <ul style="list-style-type: none">• Chris Smitherman• Jane Portman• John Tharp	

	<ul style="list-style-type: none"> • Richard Brown • Robert McColley • Ilene Shapiro • Judy Dodge • Bambi Couch Page • Mircea Handru <p>Also in attendance:</p> <ul style="list-style-type: none"> • Aimee Shadwick, RecoveryOhio • Holly Gross, Benesch Law • Marty Sweterlitsch, Benesch Law • Jessica Angney, Benesch Law (virtual) • Julia Rolniak, Benesch Law (virtual) 	
<p>III. Introductions and Update on Regional Appointments</p>	<p>Members of the Board introduced themselves and briefly outlined their background and experience and how they were selected for the Board:</p> <ul style="list-style-type: none"> • Chris Smitherman was appointed by the Governor and is the former vice mayor of Cincinnati. • Jane Portman was appointed by the Governor. She is a longtime trustee/board chair of Cincinnati Children’s Hospital, which has been a leader in research into neonatal abstinence syndrome. She is the wife of U.S. Senator Rob Portman and has 30 years working with him to develop community foundations. • John Tharp was appointed the Governor and is a former Sheriff of Lucas County. He created the Lucas County Drug Abuse Response Team (D.A.R.T.). • Larry Kidd was appointed by the Governor and shared that he has a family member struggling with SUD issues, in addition to extensive nonprofit board experience. • Tom Gregoire was appointed by the Governor and is the Dean of the OSU College of Social Work. He has been in long-term recovery for 43 years. Prior to his work at OSU, he worked in the Kansas Catholic high school system and ran drug and alcohol treatment programs, conducted research focused on addition, and focused on access to treatment and long-term recovery. 	

- Dr. Michael Roizen was appointed by the Attorney General and is the Chief Wellness Officer at The Cleveland Clinic. He has extensive board, committee, and advisory experience, particularly in the field of anesthesia.
- State Representative Richard Brown, District 20, was appointed by House Minority Leader, Allison Russo. He is the Assistant Minority Whip in the House. He has been in the House since 2017 and was the primary sponsor of House Bill 10 (now House Bill 328), which is pending in the legislature, to create a governor's office drug policy (the Office of Drug Policy), and is also ranking member of the House Behavioral Health and Recovery Supports Committee.
- Senator Rob McColley was appointed by Senate President, Matt Huffman. He is the Majority Whip of the Ohio Senate and was previously a criminal defense attorney.
- Region 1 – Josh Cox is retired chief counsel for the Columbus City Attorney's Office.
- Region 2 - Denise Driehaus is the Hamilton County Commissioner. Prior to becoming Commissioner, he was a state representative and part of a traveling committee that investigated the opioid crisis throughout the statute. She has authored bills that became law. She was appointed as Chair of Hamilton County Addictive Response Coalition, which is pillared around prevention, treatment and law enforcement. She chaired the committee for five years.
- Region 3 - Armond Budish is a former Speaker of the Ohio House and is currently a Cuyahoga County Executive. He was a part of the first major bellwether case in the country regarding opioids. He is working collaboratively with the City of Cleveland, and is a temporary appointee until the Region 3 advisory committee is seated and selects a permanent representative.
- Region 4 - Michael Beazley is the City of Oregon Administrator and Senior Policy Advisor to the Mayor of Toledo. The Region 4 advisory committee plans to include representatives from

the county, largest city, second largest political subdivisions, suburbs as a unit, then all townships as a unit.

- Region 5 - Ilene Shapiro is the Summit County Executive. She was also part of the first major bellwether lawsuit in the county, along with Armond Budish, and she created a county structure for the settlement funds. She works with the Summit County Opiate Abatement Advisory Council (OAAC) to review funding proposals. She offered to share a process for distributing grants.
- Region 6 – unappointed at the time of the meeting.
- Region 7 - Duane Piccirilli is the Executive Director of the Mahoning County Mental Health & Recovery Board.
- Region 8 - Judy Dodge has been a Montgomery County Commissioner since 2016. She led the initial charge in creating the Community Overdose Action Team (COAT), which is comprised of 275 individuals from over 100 different organizations, including local business, non-profits, faith-based organizations, and individuals in recovery. She is the county liaison for COAT.
- Region 9 - Bambi Couch Page is a temporary representative for Region 9. Region 9 met recently and did not feel comfortable voting on a permanent representative. Bambi Couch Page is an assistant prosecutor in Huron County.
- Region 10 - Jeffrey Simmons was appointed after the county commissioners requested applicants and interviews were held to select a qualified board representative. He is a retired Common Pleas judge in Vinton County. Region 10 is comprised entirely of Appalachian counties.
- Region 11 - Jeannette Wierzbicki is the Executive Director of the Ohio Mid-Eastern Governments Association (OMEGA), which serves ten counties in the eastern Appalachian region of Ohio, with a mission to help communities with community and economic

development projects. OMEGA works with local professionals to provide recovery services and employers helping people in recovery get back to gainful employment. Region 11 has seven counties in Appalachia. The Region's inaugural meeting consisted of one commissioner, the mayor of the largest city in each county, the president of each township and people from the private sector and the ADAMH Board.

- Region 12 - Don Mason is the Mayor of Zanesville and serves on OMEGA. In this capacity, he has extensive experience addressing the opioid epidemic and its impact on the communities he serves.
- Region 13 - Kathryn Whittington is the Ashtabula County Commissioner. She was appointed by the mayors of her region. She was a children's services worker before running for commissioner. She is a person with shared experience, with a child in active addiction, and is raising grandchildren as a result. She led the creation of a tri-county task force, which pared down to individual counties as the epidemic began.
- Region 14 - Greta Mayer is the CEO of the Mental Health & Recover Board of Clark, Greene, & Madison Counties. She was appointed by each county having a commissioner-driven process that formed a group to put candidates forward, then each county voted based on a scoring rubric and background check.
- Region 15 - Joe Antrom appeared on behalf of Julie Ehemann. Julie Ehemann is a Shelby County Commissioner.
- Region 16 - unappointed at the time of the meeting.
- Region 17 - Mircea Handru is the executive director with the Mental Health & Recovery Services Board of Seneca, Ottawa, Sandusky & Wyandot Counties. There are eight members serving on his regional advisory committee, including county commissioners and public employees in the mental health and recovery

	<p>field. Each county created a hub, which have their own meetings. The hubs consist of the private sector, families in recovery and the city's mayor.</p> <ul style="list-style-type: none"> • <u>Region 18</u> - Jeffrey Fix is the Fairfield County Commissioner. Commissioners from all eight of the Region's counties met and selected representatives to be on the regional advisory committee, then appointed Jeffrey Fix for the position. He became concerned about opioid issues when the mother of someone on his 12-year-old daughter's softball team asked him what his plan was regarding the heroin epidemic. He then called the chief of police, and they created the Fairfield County Opiate Task Force. He has had three close friends lose children to the epidemic. • <u>Region 19</u> - Bill Hutson is the Medina County Commissioner. He was appointed to the Board when a representative from each county in Region 19 met. Region 19 has yet to determine a formal structure. He attended a regional meeting four years ago to discuss the concept of OneOhio and was intrigued by the organization, and the manner in which the funds will be protected. 	
<p>IV. Review of AOI</p>	<p>The Articles of Incorporation were filed in December 2021. Holly Gross is working on the required Code of Regulations. Larry Kidd provided his personal information for the EIN.</p>	
<p>V. Report on Status of Foundation Entity</p>	<p>Marty Sweterlitsch and Holly Gross reported on the status of the 501(c)(3) process.</p> <p>They discussed concerns over the Board members being primarily represented by elected officials or public employees. The ethics commissions has provided guidance on this matter as discussed below.</p> <p>There is a 27-month timeline to file the tax exemption application, and it will be backdated to the date the Foundation was incorporated.</p> <p>The IRS is currently taking months to review applications. Marty Sweterlitsch states that Benesch is prepared to use congressional intervention if necessary.</p>	

Conflicts of interest are discussed. Procedures for conflicts are built into the Code of Regulations and as a separate policy.

The importance of a diverse Board was discussed, including private sector diversity.

Board members are public officials in other capacities, but as Board members, are not public officials. However, when they serve on a regional advisory committee, depending on the structure, they may be a public official.

The Ethics Commission made it clear that in the event the Foundation does become a 501(c)(3), it would not be retroactive. The Board can go forward as if it were a private entity and there will be no results from the Ethics Commission because of anything done before an IRS decision. It is unclear if the Board doesn't get a favorable decision that the Ethics Commission will make a completely opposite decision, but they reserved the right.

The Ethics Commission has said they are not going to retroactively try to enforce ethics laws, and the Board has the Ethics guidance letter to support their actions as a private entity.

It's possible the Foundation could be found to be a (c)(4), which could be difficult if trying to get private donors to put money into the Foundation because they would not get a tax deduction for it, but otherwise, all the same tax rules apply. If the Foundation receives a (c)(4) instead of (c)(3), most of the work done will be fine.

The question of whether there is some type of director's insurance that could protect the Board members is discussed and Benesch agrees explore this.

There was a discussion of the use of designees to fill in for absent directors. A director of a private nonprofit organization cannot delegate fiduciary responsibility. The Foundation is not a public body with state law permitting delegations so there can be no designees.

	<p>Holly states the Board may have to clarify the terms of the MOU on a few items. For example, the MOU expressly states delegates may be sent to the OneOhio board meeting. These dilemmas arise because neither a tax attorney nor a non-profit attorney assisted in drafting the MOU.</p>	
<p>VI. Discussion of Organizational and Operational Checklist</p>	<p>The need for volunteers for committee tasks was discussed. Benesch has drafted several policies, with others to be identified. If members have experienced with non-profit policies, could their help is needed.</p> <p>A list of permanent committees will be established, but to get the Foundation started, a policy committee, personnel or hiring company, and an RFP for an executive search firm committee are necessary. Benesch will provide sample policies to the committees.</p> <p>The MOU sets forth the required qualifications for the Executive Director, and the Governor is involved in that process.</p> <p>There is language in the MOU about salary that may be problematic for the tax exemption application, but given the size of the settlement, the salary may have to exceed the criteria in order to attract applicants with the required experience and skills. The MOU was written to say settlement funds should not be used for salary that exceeds a certain state level schedule. However, if other dollars come into the Foundation outside of this settlement, the salary could be adjusted per the Board's recommendation.</p> <p>The distributors settlement money will soon be transferred to the Foundation and will need to be invested. Benesch is recommending a permanent investment committee to work with the appropriate people to put together an RFP to hire an independent investment advisor.</p> <p>The investment advisor will need to know the rules for how non-profits can invest, which are more generous than state investments.</p> <p>The members will be polled for interest in serving on the committees.</p> <p>The importance of inclusion is discussed, and it is agreed there should be an inclusions policy and,</p>	

	<p>tying into that, grant making. There will be a grant application process.</p> <p>The MOU requires that within 90 days from the receipt funds, the Board must make a determination as to their plans for the disbursement. The first payment will be around 34 million and the AG's office will process it and forward the proper share to the Foundation. All the subsequent payments will go through the Foundation. The Foundation will receive 55%. The distributors settlement totals \$808 million over 18 years. The AG's office anticipates the funds coming in in late June/early July. Board members received a chart showing the flow of funds form this settlement.</p> <p>The need for provisional officers to was discussed. The Board needs, at a minimum, a Chair/President, a Secretary and a Treasurer. One person can fill two roles.</p>	
<p>VII.Selection of Provisional Officers</p>	<p>The following provisional officers volunteer:</p> <p>President/Chair – Kathryn Whittington Secretary – Larry Kidd Treasurer – Michael Roizen</p>	
<p>VIII.Open Discussion</p>	<p>It is anticipated the Board will meet monthly at the beginning, and subcommittees may meet in-between. The draft code states there will be quarterly meetings, but the Board determines monthly meetings are necessary to get the Foundation operational. These meetings can be virtual.</p> <p>The next meeting will take place in June.</p> <p>Shawn Busken, Attorney General, stated that if the Regions have trouble setting up entities and need outside counsel, the AG will pay for it.</p>	

