

ONEOHIO FOUNDATION
MEETING OF THE BOARD OF DIRECTORS
AUGUST 10, 2022, 12-3PM
A G E N D A

- I. Welcome
- II. Chair's Update
- III. Approve Minutes from Prior Meetings
- IV. Benesch Update
 - a. Operational Checklist
 - b. Update on Settlement Administrator Deposits
 - c. Code of Regulations
 - i. Discussion and possible action to adopt
 - d. Policies
 - i. Committee Consideration: Excess Benefit Policy, Executive Compensation Policy, Investment and Spending Policy, Grantmaking Policy, Budget Process and Review Policy, Role of the Board Policy, Board Ethics Policy, Conflict of Interest Policy
 - ii. Discussion: Transparency Policy, Inclusion Policy, Procurement Policy
 - iii. Possible action: adoption of Gift Acceptance Policy, Record Retention Policy, Whistleblower Policy
 - e. Marketing and Communications Update
- V. D&O Insurance
- VI. Working Group Updates
 - a. Investment Working Group
 - i. Discussion: Outside Chief Investment Officer (OCIO) Function
 - b. Hiring Working Group
 - i. Action: Job Description for Executive Director

- ii. Action: RFP for Search Firm for Executive Director
- iii. Discussion and possible action on additional functions:
 - 1. Administrative Assistant
 - 2. Outsourced Chief Financial Officer (CFO)
 - 3. Accounting Firm

VII. Establish Standing Committees

- a. Audit and Finance Committee
- b. Executive Committee
- c. Personnel Committee
- d. Investment Committee
- e. Grant Oversight Committee
- f. Establish Ad Hoc Search Committee

VIII. Application for Outside Experts (Expert Panel and Committees)

- a. Possible action: approve application
- b. Discussion: method for determining members to be submitted by Metropolitan and Non-Metropolitan Director Classes

IX. Open Discussion

X. Adjourn

**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>	

**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING**

JUNE 23, 2022

MINUTES

I. Call to Order:

A meeting of the OneOhio Recovery Foundation Board was held at the County Commissioners Association of Ohio, 209 East State Street, Columbus, Ohio on June 23, 2022.

The meeting was called to order by Kathryn Whittington at 9:13 a.m. EST.

II. Attendees

The following members were in attendance in-person:

- Josh Cox
- Julie Ehemann
- Jeffrey Fix
- Tom Gregoire
- Mircea Handru
- Larry Kidd
- Don Mason
- Gail Pavliga
- Duane Piccirilli
- Jeffrey Simmons
- Kathryn Whittington
- Jeannette Wierzbicki
- Judy Dodge

The following members were in attendance virtually:

- William Hutson
- Greta Mayer
- Rob McColley
- Jane Portman
- Michael Roizen
- Julie Rolniak
- Ilene Shapiro

- Christopher Smitherman
- John Tharp

The following members were not in attendance:

- Mike Beazley
- Richard Brown
- Teresa Fedor

III. Approval of Minutes

Minutes from the last Board meeting, held May 16, 2022, were not available to be read and approved.

IV. Motions

- a. A motion to elect the following officers was made by Don Mason and seconded by Jeannette Wierzbicki:
 - Provisional Chair – Kathryn Whittington
 - Provisional Secretary – Larry Kidd
 - Provisional Treasurer – Michael Roizen.

A vote was held by acclamation and all members voted in favor of the motion.

- b. A motion to approve TrustDigital as the website vendor was made by William Hutson and seconded by Duane Piccirilli. A vote was held by acclamation and all members voted in favor of the motion.
- c. A motion to authorize the chairman to spend up to \$500 to secure domain name rights for the website was made by Jeffrey Fix and seconded by Michael Roizen. A vote was held by acclamation and all members voted in favor of the motion.

V. Next Meeting

The Board will meet again, virtually, on July 14, 2022 at 9:00 a.m. with the goal of approving the following:

- Approving an RFP for a search firm to hire an executive director
- Approve a financial institution(s)
- Approve a communications strategy

Recurring in-person meetings are scheduled to take place on the second Wednesday of every month for the remainder of 2022, with the next in-person Board meeting scheduled for August 10, 2022, from 12:00 p.m. to 3:00 p.m. The goal of the August 10, 2022 meeting is to approve the Code of Regulations.

VI. Adjournment

A motion to adjourn was made and was passed unanimously.

/s/ Leah McCue

June 23, 2022

**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING**

JULY 14, 2022

I. Call to Order

A meeting of the OneOhio Recovery Foundation Board was held virtually on July 14, 2022. The meeting was called to order by Kathryn Whittington at 9:00 a.m. EST.

II. Attendees

The following members were in attendance:

- Mike Beazley
- Richard Brown
- Armond Budish
- Josh Cox
- Judy Dodge
- Denise Driehaus
- Julie Ehemann
- Jeffrey Fix
- Tom Gregoire
- Mircea Handru
- William Hutson
- Larry Kidd
- Don Mason
- Greta Mayer
- Rob McColley
- Glenn Miller
- Gail Pavliga
- Jane Portman
- Michael Roizen
- Ilene Shapiro
- Jeffrey Simmons
- John Tharp
- Kathryn Whittington
- Jeannette Wierzbicki

The following members were not in attendance:

- Bambi Baughn
- Duane Piccirilli
- Chris Smitherman
- Teresa Fedor

The Roll was called and a quorum established.

III. Approval of Minutes

Minutes from the last Board meeting, held June 23, 2022, were not available to be read and approved. The Minutes were uploaded to the Sharefile for Board review at the beginning of the meeting.

IV. Motions

- a. A motion to approve the Executive Director job description was made and subsequently withdrawn by Larry Kidd.
- b. A motion to deposit funds into both 5/3 and Huntington Bank was made by Don Mason and seconded by William Hutson. Glenn Miller opposed the motion.
- c. A motion to approve the third logo proposed for the Foundation was made by Greta Mayer, with the caveat that the proposed logo include the word "Foundation". The motion was seconded by Julie Ehemann.
- d. A motion to approve "www.oneohiofoundation.com" as the Foundation URL was made by Mircea Handru and seconded by Don Mason.
- e. A motion to purchase five email accounts on a rolling basis and allow for the expenditure of additional Board email accounts on a case-by-case basis was made by Rob McColley and seconded by Michael Roizen.
- f. A motion to amend the contract with Touch Digital to reflect a provision of public relations services through Touch Digital's subcontractor, ConVista Public Affairs, with fees paid to ConVista of up to \$10,000 per month, was made by Rob McColley and seconded by Don Mason.

V. Next Meeting

Recurring in-person meetings are scheduled to take place on the second Wednesday of every month for the remainder of 2022, with the next in-person Board meeting scheduled for August 10, 2022, from 12:00 p.m. to 3:00 p.m. This meeting is scheduled to take place at the County Commissioners Association of Ohio, 209 East State Street, Columbus, Ohio.

VI. Adjournment

A motion to adjourn was made and was passed unanimously.

/s/ Leah McCue

July 14, 2022

ORGANIZATIONAL AND OPERATIONAL CHECKLIST

OF ONEOHIO RECOVERY FOUNDATION

Foundation: OneOhio Recovery Foundation, Inc., an Ohio nonprofit corporation

MOU: One Ohio Memorandum of Understanding

<u>ITEMS</u>	<u>NOTES/COMMENTS</u>
<u>I. IMMEDIATE MATTERS</u>	
A. Review and Approve Code of Regulations	<i>-Action on agenda for the 8/10/22 Board Meeting</i>
B. Review and Approve Policies 1. Policies to be approved at 8/10/22 Board Meeting: a. Gift Acceptance Policy b. Record Retention Policy c. Whistleblower Policy 2. Policies to be discussed at 8/10/22 Board Meeting: a. Transparency Policy b. Inclusion Policy c. Procurement Policy	

ITEMS	NOTES/COMMENTS
<p>3. Policies to be moved to the applicable committee for consideration and finalization:</p> <ul style="list-style-type: none"> a. Executive Compensation Policy (Personnel Committee and Executive Committee) b. Excess Benefit Policy (Personnel Committee and Executive Committee) c. Budget Process and Review Policy (Audit and Finance Committee) d. Role of the Board Policy (Executive Committee) e. Board Ethics Policy (Executive Committee) f. Conflict of Interest Policy [to be prepared] (Executive Committee) g. Grant-Making Policy [to be prepared] (Grant Oversight Committee) <p>4. Policies to be prepared with assistance from outside advisors:</p> <ul style="list-style-type: none"> a. Investment and Spending Policy – Will need to be prepared by the Investment Committee with assistance from the Foundation’s investment consultant/outourced chief investment officer 	
II. <u>ORGANIZATIONAL MATTERS – ONCE A QUORUM HAS BEEN ASSEMBLED</u>	
<p>A. Action by Incorporator to Appoint Directors of the Foundation (to be executed by Benesch, as the incorporator)</p>	<p><i>-Complete</i></p>
<p>B. Action by Directors of the Foundation (to appoint Officers; approve the Code of Regulations; approve initial corporate actions)</p>	<p><i>-Complete - Officers appointed</i> <i>-Code to be approved</i></p>
<p>C. Action by Directors of the Foundation to Approve the Filing of the Form 1023, Application for Tax-Exemption</p>	<p><i>-Action will be taken when final draft of the Form 1023 has been reviewed by applicable committees and the Board</i></p>

ITEMS	NOTES/COMMENTS
IV. OPERATIONAL MATTERS	
A. Open Bank Accounts	<i>-Bank accounts in process</i>
B. Determine Structure for Investment Function 1. Determine appropriate investment function structure (and potential RFP process) 2. Open Investment Accounts (if applicable)	<i>-Working Group update regarding investment function on agenda for the 8/10/22 Board meeting</i>
C. Hire Executive Director and other employees (or outsourced service providers) 1. RFP for search firm for Executive Director 2. Job description of Executive Director 3. Outsourced administrative assistant to the Foundation 4. Outsourced Chief Financial Officer	<i>-Action to approve RFP on agenda for the 8/10/22 Board meeting</i> <i>-Discussion regarding outsourced administrative assistant and chief financial officer function on agenda for the 8/10/22 Board meeting</i>
D. Create Board Committees and Adopt Committee Charters 1. Audit and Finance Committee 2. Executive Committee 3. Investment Committee 4. Personnel Committee 5. Grant Oversight Committee	<i>-Committees to be established at the 8/10/22 Board Meeting</i> <i>-Committee Charters will need prepared by the committees and approved by the Board</i>
E. File Form 1023, Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code	<i>-In Process</i>

ITEMS	NOTES/COMMENTS
<ol style="list-style-type: none"> 1. Need approved Code of Regulations 2. Need approved Conflict of Interest Policy 3. Need identifications of all members of the Board (and for those appointed by regions, information regarding their regional structures) 4. Need detailed narrative description of all of the planned activities and programs of the Foundation, including who will conduct the activities, how the activities will be funded, how the activities will further the tax-exempt purposes of the Foundation, the time to be allocated to the activities and the percentage of expenses to be allocated to the activities. <i>[Input will be required from the Grant Oversight Committee, Executive Committee and Audit and Finance Committee.]</i> 5. Need estimated budget, including revenue and expenses, for the current year and two succeeding years, and need a balance sheet, all in the format and categorized as required in the Form 1023. <i>[Input will be required from the Audit and Finance Committee and the Foundation's accounting firm.]</i> 6. Need detailed information regarding the grant process, including the types and purposes of the grants, how recipients will be selected (like grant proposals or applications), the criteria to select recipients, reporting required to ensure grants are used for their intended purpose, records to be kept, and types of organizations that may get grants. <i>[Input will be required from the Grant Oversight Committee.]</i> 7. Need detailed information regarding any planned fundraising, including the types and forms of planned fundraising. <i>[Input will be required from the Grant Oversight Committee and the Executive Committee.]</i> 8. Need detailed information regarding compensation practices. <i>[Input will be required from the Executive Committee and the Personnel Committee.]</i> 9. Draft Form 1023 will need reviewed at the committee and Board level and also prepared in conjunction with and reviewed by the Foundation's accounting firm. 	
<p>F. General Business Operations</p> <ul style="list-style-type: none"> - Purchase insurance (including Director and Officer Insurance) - Purchase supplies and equipment - Enter into a lease 	<p><i>-Discussion regarding D&O insurance on agenda for the 8/10/22 Board meeting</i></p>

ITEMS	NOTES/COMMENTS
<ul style="list-style-type: none"> - Hire a payroll provider - Obtain employee benefit plans - Acquire appropriate software (ex. accounting functions) - All other business functions necessary for an organization of this size 	
<p>G. Prepare a Budget</p>	<p><i>-Audit and Finance Committee to prepare budget</i></p>
<p>H. Appoint Expert Panel and Adopt Expert Panel Charter</p> <ol style="list-style-type: none"> 1. Approve Application for Expert Panel 2. Determine process for the submission of potential members by the Metropolitan and Non-Metropolitan Director Classes 3. Prepare and approve Expert Panel Charter (to be prepared by Expert Panel in conjunction with applicable committees) 	<p><i>-Application approval on the agenda for the 8/10/22 Board meeting</i></p> <p><i>- Discussion regarding process for submission of potential members on the agenda for the 8/10/22 Board meeting</i></p>
<p>I. Hire Independent Advisors</p> <ol style="list-style-type: none"> 1. Tax Accounting Firm 2. Audit Firm 	
<p>J. Implement the Grant Process</p> <ul style="list-style-type: none"> - Approve Grant Policy, which will include parameters regarding eligibility, the grant cycle, the grant review process and the appeal process - Prepare and approve Grant Application and guidelines related thereto - Determine process and procedures (ex. electronic) for submissions of grant applications 	

ITEMS	NOTES/COMMENTS
K. Determine and Implement Other Programs	<i>-The MOU contemplates that funds may be used for statewide programs, innovation, research and education.</i>
L. Determine and implement mechanism to obtain balance remaining in LGFF	<i>-The MOU contemplates that the balance left in the LGFF following the payment of fees revert back to the Foundation. The Foundation needs to ensure that any agreement related to the LGFF contains a mechanism for this process.</i>
M. Complete Annual Disclosure Statements (Conflict of Interest)	
N. File All Required Tax Returns and Tax Reports <ol style="list-style-type: none"> 1. Federal Form 990 2. State Filings 3. Other required tax returns and filings (such as payroll-related tax returns; form 1099s) 	

*Please note that this Checklist may be modified over time.

ONEOHIO RECOVERY FOUNDATION, INC.
CODE OF REGULATIONS

ARTICLE I

Name & Purpose

Section 1.01 – Name

The name of the corporation shall be OneOhio Recovery Foundation (“Foundation” or the “Corporation”). The Foundation, through its Articles of Incorporation, was formed as a nonprofit corporation under Ohio law.

Section 1.02 – Purpose

The Foundation, its Articles of Incorporation, and this Code of Regulations (“Code of Regulations”) were developed from the founding principles outlined in the OneOhio Memorandum of Understanding (“MOU”), entered into by the State of Ohio and the counties, townships, cities, and villages within the geographic boundaries of the State of Ohio involved in the National Prescription Opiate Multidistrict Litigation. The MOU is attached hereto as Appendix A. All defined terms used herein shall be the same as the MOU. As provided in the MOU, the Foundation was intended to be pursuant to the MOU and has been formed to be pursuant to its Articles of Incorporation, a separate nonprofit corporation under Ohio law, and as such, has full authority under Ohio law to take all actions that it deems necessary and appropriate to carry out its Charitable Purposes (as defined below).

As set forth in its Articles of Incorporation, the Foundation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future United States Internal Revenue Law, including, as only limited by such purposes, the following purposes and activities related thereto:

a.) To promote the health and safety of Ohioans by implementing evidence-based forward-looking strategies, programming and services used to (i) expand the availability of treatment for individuals affected by substance use disorders, (ii) develop, promote and provide evidence-based substance use prevention strategies, (iii) provide substance use avoidance and awareness education, (iv) decrease the oversupply of licit and illicit opioids, and (v) support recovery from addiction services performed by qualified and appropriately licensed providers in order to lessen the burdens of government.

b.) To advocate for the interests of Ohioans by working with the State of Ohio, and its counties, townships, cities, villages, etc., to determine the best way to provide Ohioans with the programs and services described in Section a.) above.

c.) To fund the programs and services described in Section a.) above by disbursing through a competitive grant process funds to private organizations, local governments, and government agencies engaged in such programs (the purposes set forth above, inclusively, the “Charitable Purposes”).

ARTICLE II

Members

Section 2.01 – Directors are Members

The Foundation has no members as such and the individuals who are then Directors (“Directors” or individually a “Director”) of the Foundation’s Board of Directors (“Board”) shall, for purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Foundation and shall have the rights and privileges of members except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director. Any action required by the membership of this Foundation shall be approved by the Directors as provided in Article III.

ARTICLE III

Board of Directors

Section 3.01 – Number and Qualifications

- a.) The Board shall consist of twenty-nine (29) Directors.
- b.) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- c.) Directors shall be individuals who:
 - (i) Are eighteen (18) years or older;
 - (ii) Support the Charitable Purposes of the Foundation; and
 - (iii) Are representative of the communities within the State of Ohio with respect to their diversity in background and experience, especially with respect to matters involving the Foundation’s Charitable Purposes, including, without limitation, those with treatment, prevention and abatement expertise and those with lived or shared experience with substance use disorder, and/or bring competencies to the Board that assists the Foundation in the pursuit of its Charitable Purposes and mission.

Section 3.02 – Selection and Election

- a.) The State of Ohio shall be divided into nineteen (19) Regions. A map of these regions is attached as Appendix B.
- b.) The Directors shall comprise representation from the following four categories (each such category, a “Director Class”, and all such categories, the “Director Classes”):
 - (i) Metropolitan Appointees: eight (8) Directors with one Director selected by each of the eight (8) Metropolitan Regions.
 - (ii) Non-Metropolitan Appointees: eleven (11) Directors with one Director selected by each of the eleven (11) Non-Metropolitan Regions; and
 - (iii) Statewide Appointees: six (6) Directors selected by the State of Ohio as follows:
 - i. Five (5) Directors selected by the Governor, and
 - ii. One (1) Director selected by the Attorney General.

- (iv) Legislative Appointees: four (4) Directors selected by the Ohio General Assembly as follows:
 - i. One (1) Director selected by the President of the Ohio Senate;
 - ii. One (1) Director selected by the Minority Leader of the Ohio Senate;
 - iii. One (1) Director selected by the Speaker of the Ohio House; and
 - iv. One (1) Director selected by the Minority Leader of the Ohio House;
- c.) The Executive Director shall serve as an ex-officio non-voting Director.
- d.) The Foundation has indicated to the regions that regional governance structures should be established to ensure that all Local Governments (counties, townships, cities, and villages) in the Region have input and equitable representation in making their appointment to the Foundation Board and that regions are encouraged to incorporate diverse private sector involvement, including participation by private sector stakeholders with treatment, prevention or abatement expertise, and individuals with lived or shared experience with substance use disorder.
- e.) Each of the elected Directors shall have voting rights.
- f.) The initial Directors shall be elected by the incorporator. Thereafter, election of the Directors shall take place at the annual meeting of the Board of Directors in accordance with Section 3.02(b). If the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose.

Section 3.03 – Term

- a.) Initial Board terms shall be staggered as follows:
 - (i) Initial one-year term (eight (8) Directors) as follows:
 - i. One (1) Metropolitan Appointee
 - ii. Four (4) Non-Metropolitan Appointees
 - iii. Two (2) Statewide Appointees, including the Director selected by the Attorney General
 - iv. One (1) Legislative Appointee
 - (ii) Initial two-year term (16 Directors) as follows:
 - i. Five (5) Metropolitan Appointees
 - ii. Six (6) Non-Metropolitan Appointees
 - iii. Three (3) Statewide Appointees
 - iv. Two (2) Legislative Appointees
 - (iii) Initial three-year term (five (5) Directors) as follows:
 - i. Two (2) Metropolitan Appointees
 - ii. One (1) Non-Metropolitan Appointee

- iii. One (1) Statewide Appointee
- iv. One (1) Legislative Appointee
- b.) Initial Board terms shall begin on the date of the first Board meeting at which a quorum is present.
- c.) After the initial term, all subsequent terms shall be for two (2) years.

Section 3.04 – Resignation and Removal

- a.) Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board. Unless otherwise specified, a resignation shall take effect immediately upon receipt of resignation. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- b.) Any Director may be removed for cause at a meeting held for that purpose, provided that there is a quorum of the Board present at the meeting for which such action is taken.
- c.) Any Director may be removed by the appointing authority of their Director Class, as set forth in Section 3.02(b).
- d.) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 3.02(b).

Section 3.05 – Vacancies

Any vacancies on the Board arising at any time from any cause may be filled in accordance with the appointment process of their respective Director Class prescribed in Section 3.02(b).

Section 3.06 – Meetings

- a.) Meetings of the Board may be held at any place within the State of Ohio as the Board may from time to time fix, or as shall be specified in the notice.
- b.) An annual meeting of the Board shall be held in September of each year at a time and place fixed by the Board.
- c.) Other regular meetings of the Board shall be held no less than four (4) times during the year at a time and place fixed by the Board, and one such meeting shall be designated as the Annual Meeting.
- d.) Additional meetings of the Directors may be called by the Chair of the Board, or any four Directors.
- e.) The Board may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Board accessible to the general public, other than the meetings, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate

for the general public.

- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make Board meeting minutes and Board meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.
- h.) Any meeting of the Board may be held through any electronic or other authorized communications equipment through which all persons participating can contemporaneously communicate, including but not limited to telephone or video conference. Such participation shall constitute attendance at such meeting.
- i.) A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as a Director.

Section 3.07 – Notice of Meetings

- a.) Notice of the time, place, and purpose of each meeting of the Board shall be given to each Director not less than ten or not more than sixty days before the date of the meeting by either by personal delivery, mail, or by any authorized communications equipment, including electronic communication. In extraordinary circumstances, such notice may be given not less than twenty-four (24) hours before such meeting. The business to be transacted at a meeting need not be specified in the notice of the meeting except in the case of a special meeting.
- b.) A Director may waive notice of any meeting of the Board by submitting a signed waiver of notice before or after the meeting, or attending the meeting without protesting the lack of notice, prior thereto or at its commencement.
- c.) Notice of each meeting of the Board shall be given to the public through reasonable means of communication.

Section 3.08 – Quorum; Attendance.

- a.) Eighteen (18) Directors shall constitute a quorum.
- b.) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- c.) Each Director is expected to attend not fewer than seventy-five (75%) of the meetings of the Board during each year. A Director may be excused for failing to attend a meeting for good cause. The Chair may consult with the Board with respect to good cause circumstances.

Section 3.09 - Voting

- a.) In all votes of the Board, a measure shall pass if the following are met:
 - (i) A quorum is present;

- (ii) The measure receives the affirmative votes from a majority of those Directors voting; and
- (iii) At least one member from each of the four Director Classes in Section 3.02(b) votes in the affirmative.

Section 3.10 – Informal Action by the Board

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such action and written consents shall be filed with the minutes of proceedings of the Board of Directors or the committee.

Section 3.11 – Not Public Officials

Under Ohio Ethics Commission Guidance, attached hereto as Appendix C, individuals serving as Directors on the Board shall not be considered public officials by reason of their appointment to and service on the Board. Individuals that are public officials in their own capacity shall not be relieved of their public official capacity by reason of serving as a member of the Board.

Section 3.12 Rule-Making Authority

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Foundation.

Section 3.14 Fiduciary Duties

All Directors shall serve as fiduciaries of the Foundation as required by Ohio Revised Code Section 1702.30(B) governing directors of nonprofit corporations.

ARTICLE IV

Committees of the Board of Directors

Section 4.01 – Committees

- a.) The Board, by the Code of Regulations or by resolution, may provide for committees of the Directors and persons who are not Directors as it may deem advisable for the proper operation of the Foundation and may assign to any such committee such powers and duties as it may determine; provided, however, that such committees shall not be empowered to exercise the powers of the Board.
- b.) Committees may retain, at the Foundation's expense, such search firms, independent counsel, or other advisors as it deems appropriate. Each committee shall make a formal request to the Board and/or Executive Committee to approve the retention or termination of any such firm, counsel, or advisor to assist such committee in carrying out its responsibilities. Any such request and approval shall be made in accordance with a Procurement Policy adopted by the Board.
- c.) The Board of Directors may, from time to time, create such other committees as the activities of the Foundation may require, and delegate such authority to such committees as the Board may deem appropriate, provided that any committee which is authorized by

the Board to exercise any of the powers of the Board shall consist of at least three Directors and the only voting members of any such committee shall be Directors.

- d.) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.
- e.) Committees may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation's Charitable Purposes and mission, Foundation shall make reasonable arrangements to make committee meetings accessible to the general public, other than the meetings, or portions thereof, in which the committee was in executive session, or if the committee or the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.
- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make committee meeting minutes and meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the committee was in executive session, or if the committee or the Board determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.

Section 4.02 – Executive Committee

- a.) The Board may, by resolution, create an Executive Committee, consisting of the Chair, Vice Chair, and such other Directors as the Board may determine, provided that the Executive Committee shall have no fewer than five (5) members, including at least one member from each of the four Director Classes. The Executive Committee shall have all of the powers of the Board when the Board is not in session except the Executive Committee may not amend the Articles of Incorporation, this Code of Regulations, take any action to merge, transfer or otherwise dispose of the assets of the Foundation or otherwise liquidate or dissolve the Foundation or any similar action, take any action relating to the Foundation's status as a nonprofit corporation under Ohio law or the Foundation's status under Section 501(c)(3) of the Code, elect Officers or members of committees, or approve grantmaking regarding disbursement of Opioid Funds or otherwise approve or deny grants.
- b.) The purpose of the Executive Committee is to oversee the operations of the Board; to act on behalf of the Board should action be required between board meetings with advance notice to the board. The Committee shall annually review and evaluate Executive Director and review and adjust their compensation, including comparability data, and contemporaneously substantiate its deliberation and decision.

Section 4.03 – Other Committees

- a.) Notwithstanding any other section of this Article IV, the following committees shall be established by the Board and shall be subject to the following provisions of this section. No less than three (3) members of the Board shall serve on each committee, and shall be responsible for providing regular and as-needed reports to the Board on activities of the committee.

(i) Audit and Finance Committee

- a.) The purpose is to assist the Board in fulfilling its oversight responsibilities for the integrity of the Foundation's financial statements and reports.
- b.) This Committee shall oversee - on an annual basis a private, independent, external review and audit of the Foundation's financial statements, oversee the establishment, maintenance, and implementation of internal controls over the Foundation's financial reporting and the development, maintenance, and oversight of the Foundation's "whistle-blower" policy or similar types of complaints or allegations regarding the Foundation's financial or accounting practices.
- c.) Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Foundation or an outside consultant.

(ii) Personnel Committee

- a.) The purpose of the Personnel Committee is to oversee the Foundation's compensation and employee benefit plans and practices, including executive compensation, except with respect to the Executive Director, as well as all incentive-compensation plans.

(iii) Investment Committee

- a.) The purpose of the Investment Committee is to assist the Board in approving and updating an investment policy that is designed to meet the Foundation's long and short-term goals, monitoring the Foundation's investments and returns thereon, hiring an investment manager, and selecting an investment firm to ensure the Foundation's investments are appropriate, prudent, and consistent with best practices for investments of the Foundation's funds.

(iv) Grant Oversight Committee

- a.) The purpose of the Grant Oversight Committee is to prepare, review, and approve applications, and make recommendations to the Board of projects to be funded.
1. The Grant Oversight Committee may work with the Expert Panel to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

- b.) The Grant Oversight Committee shall have no fewer than five (5) members, including at least one (1) member from the Metropolitan and one (1) member from the Non-Metropolitan Director Classes.

Section 4.04 –Ex Officio Members

- a.) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.
- b.) The Chair shall be an ex officio member of all committees of the Board to which they have not already been appointed as a member.

Section 4.05 – Authority and Manner of Acting

- a.) Unless otherwise provided in this Code of Regulations or ordered by the Directors, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through such electronic or other authorized communications equipment through which all personal participating can contemporaneously community, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.

Section 4.06 – Committee Chair

Chairpersons shall be appointed by members of their respective committees by a majority vote of all committee members.

ARTICLE V

Officers and Employees

Section 5.01 – Officers

- a.) The officers of this Foundation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, the Immediate Past Chair of the Board, and such other officers as the Board may from time to time appoint.
- b.) The Chair and Vice Chair shall be a member of the Board. The other officers may, but need not be, members of the Board of Directors.
- c.) A person may not occupy more than one office at any given time.
- d.) No instruments required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 5.02 – Election, Term of Office, and Vacancies

- a.) Initial Provisional Officers may be elected by the Incorporator.
- b.) The officers shall be elected for a 2-year term at the annual meeting of the Board.

- c.) A vacancy in any office shall be filled by the Board for the balance of the term of office, provided that any vacancy in the office of Chair shall be filled by the Vice Chair, if one has been appointed by the Board, for the balance of the term of office.

Section 5.03 – Resignation

- a.) Any officer may resign at any time by giving written notice to the Chair or Secretary.
- b.) A resignation shall take effect immediately or at such other time as the resignation may specify. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.04 – Removal

- a.) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the Directors.
- b.) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 5.05 – Duties of Officers

- a.) The Chair shall act as the chair of all meetings and may designate any Director of the Board to chair any meeting which the Chair is unable to attend.
- b.) The Vice Chair shall collaborate with and assist the Chair, as necessary, to ensure that the Board and its committees carry out all necessary tasks. In the absence or disability of the Chair, the Vice Chair shall carry out all duties and responsibilities of the Chair and/or such duties and responsibilities as are authorized by the Board.
- c.) The Secretary shall oversee the timely preparation of the minutes of the proceedings of the Board; shall be the custodian of all books and records of the Board; shall certify the books and records of the Board as required; and shall perform such other duties as the Board from time to time may direct.
- d.) The Treasurer shall be the officer responsible for managing the financial activities of the Foundation, shall maintain an accurate account of all monies received and distributed by the Foundation and shall perform such other duties that the Board from time to time may direct.
- e.) Each of the Chair, the Vice-Chair, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Foundation any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Foundation's behalf.

Section 5.06 – Agents and Employees

- a.) The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

ARTICLE VI

Executive Director

Section 6.01 – Executive Director

The day-to-day affairs and operations of the Foundation shall be managed by an Executive Director.

Section 6.02 – Selection of the Executive Director

- a.) The Board shall hire, in coordination with the Governor, an Executive Director.
- b.) The candidates for Executive Director shall have at least six (6) years of experience in addiction, mental health and/or public health, and management experience in those fields.
- c.) The Executive Director shall serve as an ex officio, non-voting member of the Expert Panel.

ARTICLE VII

Expert Panel

Section 7.01 – Purpose

- a.) The purpose of the Expert Panel is to utilize experts in addiction, pain management, and public health, including individuals with lived experience and other opioid-related fields, to make recommendations to the Board that will seek to ensure that all nineteen (19) Regions can address the opioid epidemic locally, as well as statewide.
- b.) The Expert Panel may consult with and offer expert advice to the Regions on projects recommended for funding by the Foundation.
- c.) The Expert Panel may consult with the Grant Oversight Committee to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

Section 7.02 – Number, Appointment, and Term

- a.) Except with respect to the initial Expert Panel (which the Board may appoint at any meeting of the Board), the Board shall appoint the Expert Panel at the Board’s annual meeting.
- b.) Subject to Section 7.02(c), the Expert Panel shall consist of the following members, all of which shall be appointed by the Board.
 - a. Six (6) members submitted by the Directors from the Non-Metropolitan and Metropolitan Director Classes;
 - b. Two (2) members submitted by the Governor; and
 - c. One (1) member submitted by the Ohio Attorney General.
- c.) If the Board finds any candidate to be unsatisfactory, the Board may reject the candidate through official action pursuant to Section 3.09 of this Code of Regulations and request a new candidate.
- d.) Expert Panel members may be members of the Foundation’s Board of Directors but need not be.
- e.) Unless otherwise specified by the Board, appointment to the Expert Panel shall be for a period of two (2) years. Expert Panel members may be appointed to two (2) consecutive terms.

- f.) Vacancies on the Expert Panel shall be filled in accordance with Section 7.02(b), and approved at any meeting of the Board. In the case of an Expert Panel member appointed for a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation on consecutive terms.

Section 7.03 – Meetings

- a.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Expert Panel accessible to the general public.
- h.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make Expert Panel meeting minutes and meeting materials accessible to the general public upon written request, unless the Board determines, in good faith, that certain materials are sensitive, confidential, privileged material that is not appropriate for the general public.

ARTICLE VIII

Office, Books, Annual Report, Accounts, Donations, and Authority

Section 8.01 – Office

The office of the Foundation shall be located at such a place within the State of Ohio as the Board shall determine.

Section 8.02 – Records

The Foundation shall keep up to date and accurate records of its activities and transactions at the office, including minutes, in accordance with a Record Retention Policy.

Section 8.03 – Annual Report

At each Annual Meeting, the Chair and the Treasurer shall present to the Board a report in such form and with such contents as many be required from time to time by law and by the Board, and a copy of such reports shall be filed with the minutes of the meeting.

Section 8.04 – Fiscal Year

The fiscal year shall be the calendar year.

Section 8.05 – Accounts

In no event shall the Foundation’s funds or assets be commingled with the funds or assets of any other person. All funds and assets of the Foundation shall be held in the name of the Foundation.

Section 8.06 - Donations

The Foundation shall have authority to receive donations from any source in cash or other property acceptable to the Foundation, including donations from parties unrelated to the National Prescription Opiate Multidistrict Litigation, and the Board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the

time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Foundation and do not violate the Articles of Incorporation, this Code of Regulations or any applicable statute or rule of law.

Section 8.07 – Authority

The Foundation shall be entitled to take any actions permitted under applicable statute or rule of law, including, without limitation, hiring (or firing) its own employees (and payment of compensation to its own employees), hiring of accounting firm(s) to perform an annual audit or review and to assist with tax compliance and the filing of tax returns, hiring of investment manager(s), acquiring insurance, acquiring supplies and materials, opening bank accounts, and adopting policies and procedures. For the avoidance of doubt, employees of the Foundation and funds of the Foundation shall, in no event, be viewed as public employees or public funds, respectively.

ARTICLE IX

Indemnification and Insurance

Section 9.01 - Right to Indemnification and Payment of Expenses

Except as otherwise prohibited by the laws of the State of Ohio, the Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 9.02 – Insurance

To the fullest extent permitted under section 1701.12(E)(7) of the Ohio Revised Code and as the Board may direct, the Foundation may purchase and maintain insurance, or furnish similar protection, on behalf of any person who is or at any time has been a Director, officer, volunteer, or other agent of or in a similar capacity with the Foundation, or who is or at any time has been, at the direction or request of the Foundation, a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan.

Section 9.03 – Rights not Exclusive

The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Foundation, this Code of Regulations, any agreement, any insurance purchased by the Foundation, a vote of the Board of Directors of the Foundation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Foundation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Foundation on behalf of any person.

ARTICLE X

Conflicts of Interest

Section 10.01 – Conflicts of Interest

The Board shall adopt a Conflict of Interest Policy and annually require Conflict of Interest statements from the Directors, officers and other persons as required pursuant to the Conflict of Interest Policy.

ARTICLE XI

Disbursement of Funds by Foundation Board

Section 11.01 – Application, Disbursement, and Expenditures of Opioid Funds

- a.) Within ninety (90) days of the first receipt of any Opioid Funds and annually thereafter, the Board, assisted by its investment advisors and Expert Panel, shall determine the amount and timing of Foundation funds to be distributed as Regional Shares. In making this determination, the Board shall consider: (a) pending requests for Opioid Funds from Regions; (b) the total Opioid Funds available; (c) the timing of anticipated receipts of future Opioid Funds; (d) non-Opioid Funds received by the Foundation; and (e) investment income. The Foundation may disburse its principal and interest with the aim towards an efficient, expeditious abatement of the Opioid crisis considering long term and short-term strategies.
- b.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.
- c.) The Board and its Grant Oversight Committee shall develop and approve grant-making procedures for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation (the “Grant-Making Procedures”). The Grant-Making Procedures shall set forth the process of Grant Oversight Committee and Board in receiving applications, reviewing recommendations from the Regions, and approving grants related to the Approved Purposes as defined in Section 1.02.
- d.) Grants and funding for statewide programs, innovation, research, and education may also be expended by the Foundation. Grants for these purposes may be funded by the Foundation with funds received from either the State Share of the Opioid Funds (in partnership with the State) or from sources other than Opioid Funds.
- e.) Votes of the Board on the grants for the Approved Purposes and all other grants shall, as with all Board votes, be subject to the voting procedures in Section 3.08.
- f.) The Grant-Making Procedures shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.

Section 11.02 – Use of Opioid Funds

- a.) “Opioid Funds” shall have the same meaning as in the MOU: the monetary amount obtained through a Settlement.
- b.) Opioid Funds shall be utilized in a manner consistent with Approved Purposes.

ARTICLE XII

Amendment

Section 12.01 – Amendment

This Code of Regulations may be amended from time to time by an affirmative vote of the majority of the Board pursuant to the requirements set forth in Section 3.08. Notice of the proposed alternation, amendment, restatement, repeal, or new provision, including the proposed text thereof, shall be included in the notice of the meeting at which such action is considered.

ARTICLE XIII

Nondiscrimination

Section 13.01 – Nondiscrimination

The Foundation shall not discriminate on the basis of race, religion, color, gender, age, national origin, sex, including on the basis of sexual orientation or gender identity, disability or any other basis prohibited by law in connection with any matter pertaining to the affairs of the Foundation, including the appointment/election of the officers and Directors of the Board or in the employment of staff.

ARTICLE XIV

Dissolution

Section 14.01 – Dissolution

As set forth in the Articles of Incorporation, upon the dissolution of the Foundation, after paying or making provisions for the payment of all known liabilities of the Foundation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board pursuant to the procedures set forth in Section 3.08; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code and shall be organized and operated to engage in the treatment and prevention of substance abuse in the State of Ohio.

This Code of Regulations was approved at a meeting of the Board of Directors on [INSERT DATE].

INSERT APPENDIX A

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INSERT APPENDIX B
Map of Regions

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INSERT APPENDIX C
Ohio Ethics Commission Guidance

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ONEOHIO RECOVERY FOUNDATION, INC.
CODE OF REGULATIONS

ARTICLE I

Name & Purpose

Section 1.01 – Name

The name of the corporation shall be OneOhio Recovery Foundation (“Foundation” or the “Corporation”). The Foundation, through its Articles of Incorporation, was formed as a nonprofit corporation under Ohio law.

Section 1.02 – Purpose

The Foundation, its Articles of Incorporation, and this Code of Regulations (“Code of Regulations”) were developed from the founding principles outlined in the OneOhio Memorandum of Understanding (“MOU”), entered into by the State of Ohio and the counties, townships, cities, and villages within the geographic boundaries of the State of Ohio involved in the National Prescription Opiate Multidistrict Litigation. The MOU is attached hereto as Appendix A. All defined terms used herein shall be the same as the MOU. As provided in the MOU, the Foundation was intended to be pursuant to the MOU and has been formed to be pursuant to its Articles of Incorporation, a separate nonprofit corporation under Ohio law, and as such, has full authority under Ohio law to take all actions that it deems necessary and appropriate to carry out its Charitable Purposes (as defined below). ~~In the event of a conflict between the terms of this document and the MOU, the terms of this document shall prevail.~~

As set forth in its Articles of Incorporation, the Foundation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future United States Internal Revenue Law, including, as only limited by such purposes, the following purposes and activities related thereto:

a.) To promote the health and safety of Ohioans by implementing evidence-based forward-looking strategies, programming and services used to (i) expand the availability of treatment for individuals affected by substance use disorders, (ii) develop, promote and provide evidence-based substance use prevention strategies, (iii) provide substance use avoidance and awareness education, (iv) decrease the oversupply of licit and illicit opioids, and (v) support recovery from addiction services performed by qualified and appropriately licensed providers in order to lessen the burdens of government ~~(the “Specific Approved Purposes”).~~

b.) To advocate for the interests of Ohioans by working with the State of Ohio, and its counties, townships, cities, villages, etc., to determine the best way to provide Ohioans with the programs and services described in Section a.) above.

c.) To fund the programs and services described in Section a.) above by disbursing through a competitive grant process funds to private organizations, local governments, and government agencies engaged in such programs (the purposes set forth above, inclusively, the “Charitable Purposes”).

ARTICLE II

Members

Section 2.01 – Directors are Members

The Foundation has no members as such and the individuals who are then Directors (“Directors” or individually a “Director”) of the Foundation’s Board of Directors (“Board”) shall, for purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Foundation and shall have the rights and privileges of members except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director. Any action required by the membership of this Foundation shall be approved by the Directors as provided in Article III.

ARTICLE III

Board of Directors

Section 3.01 – Number and Qualifications

- a.) The Board shall consist of twenty-nine (29) Directors.
- b.) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- c.) Directors shall be individuals who:
 - (i) Are eighteen (18) years or older;
 - (ii) Support the Charitable Purposes of the Foundation; and
 - (iii) Are representative of the communities within the State of Ohio with respect to their diversity in background and experience, especially with respect to matters involving the Foundation’s Charitable Purposes, including, without limitation, those with treatment, prevention and abatement expertise and those with lived or shared experience with substance use disorder, and/or bring competencies to the Board that assists the Foundation in the pursuit of its Charitable Purposes and mission.

Section 3.02 – Selection and Election

- a.) The State of Ohio shall be divided into nineteen (19) Regions. A map of these regions is attached as Appendix B.
- b.) The Directors shall comprise representation from the following four categories (each such category, a “Director Class”, and all such categories, the “Director Classes”):
 - (i) ~~Non-Metropolitan~~ Appointees: ~~eleven~~eight (~~11~~8) Directors with one Director selected ~~from~~by each of the ~~eleven~~eight (~~11~~8) ~~Non-Metropolitan~~ Regions; ~~and~~.
 - (ii) ~~Non-Metropolitan~~ Appointees: ~~eight~~eleven (~~8~~11) Directors with one Director selected ~~from~~by each of the ~~eight~~eleven (~~8~~11) ~~Non-Metropolitan~~ Regions; ~~and~~.
 - (iii) Statewide Appointees: six (6) Directors selected by the State of Ohio as follows:
 - i. Five (5) Directors selected by the Governor, and
 - ii. One (1) Director selected by the Attorney General.
 - (iv) Legislative Appointees: four (4) Directors selected by the Ohio General Assembly as follows:

- i. One (1) Director selected by the President of the Ohio Senate;
 - ii. One (1) Director selected by the Minority Leader of the Ohio Senate;
 - iii. One (1) Director selected by the Speaker of the Ohio House; and
 - iv. One (1) Director selected by the Minority Leader of the Ohio House;
- c.) The Executive Director shall serve as an ex-officio non-voting Director.
- d.) The Foundation has indicated to the regions that regional governance structures should be established to ensure that all Local Governments (counties, townships, cities, and villages) in the Region have input and equitable representation in making their appointment to the Foundation Board and that regions are encouraged to incorporate diverse private sector involvement, including participation by private sector stakeholders with treatment, prevention or abatement expertise, and individuals with lived or shared experience with substance use disorder.
- e.) Each of the elected Directors shall have voting rights.
- f.) The initial Directors shall be elected by the incorporator. Thereafter, election of the Directors shall take place at the annual meeting of the Board of Directors in accordance with ~~the MOU~~Section 3.02(b). If the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose.

Section 3.03 – Term

- a.) Initial Board terms shall be staggered as follows:
 - ~~(i) Nine (9) Directors shall serve for an initial one (1)-year term. These Directors will include one (1) Statewide Appointee, all four (4) of the Legislative Appointees, and two (2) of the Non-Metropolitan Appointees, and two (2) of the Metropolitan Appointees.~~
 - ~~(ii) Nine (9) Directors shall serve for an initial two (2)-year term. These Directors will include two (2) of the Statewide Appointees, four (4) of the Non-Metropolitan Appointees, and three (3) of the Metropolitan Appointees.~~
 - ~~(iii) The remaining eleven (11) Directors, which includes three (3) Statewide Appointees, five (5) Non-Metropolitan Appointees, and three (3) Metropolitan Appointees will be appointed for an initial three (3)-year term.~~
 - (i) Initial one-year term (eight (8) members) as follows:
 - i. One (1) Metropolitan Appointee
 - ii. Four (4) four Non-Metropolitan Appointees
 - iii. Two (2) Statewide Appointees, including the Director selected by the Attorney General
 - iv. One (1) Legislative Appointee
 - (ii) Initial two-year term (16 members) as follows:
 - i. Five (5) Metropolitan Appointees
 - ii. Six (6) Non-Metropolitan Appointees
 - iii. Three (3) Statewide Appointees
 - iv. Two (2) Legislative Appointees
 - (iii) Initial three-year term (five (5) members) as follows:
 - i. Two (2) Metropolitan Appointees
 - ii. One (1) Non-Metropolitan Appointee
 - iii. One (1) Statewide Appointee

- iv. One (1) Legislative Appointee
- b.) Initial Board terms shall begin on the date of the first Board meeting at which a quorum is present.
- c.) After the initial term, all subsequent terms shall be for two (2) years.
- ~~d.) Directors may be reelected to four (4) consecutive terms. In the case of a Director originally appointed to a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation of consecutive terms.~~

Section 3.04 – Resignation and Removal

- a.) Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board. Unless otherwise specified, a resignation shall take effect immediately upon receipt of resignation. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- b.) Any Director may be removed for cause at a meeting held for that purpose, provided that there is a quorum of the Board present at the meeting for which such action is taken.
- c.) Any Director may be removed by the appointing authority of their Director Class, as set forth in Section 3.02(b).
- d.) ~~e.)~~ Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 3.02(b).

Section 3.05 – Vacancies

Any vacancies on the Board arising at any time from any cause may be filled in accordance with the appointment process of their respective ~~categories~~ Director Class prescribed in Section 3.032(b).

Section 3.06 – Meetings

- a.) Meetings of the Board may be held at any place within the State of Ohio as the Board may from ~~time to time~~ time to time fix, or as shall be specified in the notice.
- b.) An annual meeting of the Board shall be held in September of each year at a time and place fixed by the Board.
- c.) Other regular meetings of the Board shall be held no less than four (4) times during the year at a time and place fixed by the Board, and one such meeting shall be designated as the Annual Meeting.
- d.) Additional meetings of the Directors may be called by the Chair of the Board, or any four Directors.
- e.) The Board may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Board accessible to the general public ~~(, other than the meetings, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain materials discussed therein are sensitive or confidential, or privileged material that is not appropriate for the general public).~~

- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding ~~sentene~~section, the Foundation shall make reasonable arrangements to make ~~the minutes of all Board meetings~~ (minutes and Board meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain ~~minutes, or portions thereof, include sensitive or confidential~~materials are sensitive, confidential, or privileged material that is not appropriate ~~to be made available to the public)~~ accessible to for the general public ~~upon written request.~~
- h.) Any meeting of the Board may be held through any electronic or other authorized communications equipment through which all persons participating can contemporaneously communicate, including but not limited to telephone or video conference. Such participation shall constitute attendance at such meeting.
- i.) A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as a Director.

Section 3.07 – Notice of Meetings

- a.) Notice of the time, place, and purpose of each meeting of the Board shall be given to each Director not less than ten or not more than sixty days before the date of the meeting by either by personal delivery, mail, or by any authorized communications equipment, including electronic communication. In extraordinary circumstances, such notice may be given not less than twenty-four (24) hours before such meeting. The business to be transacted at a meeting need not be specified in the notice of the meeting except in the case of a special meeting.
- b.) A Director may waive notice of any meeting of the Board by submitting a signed waiver of notice before or after the meeting, or attending the meeting without protesting the lack of notice, prior thereto or at its commencement.
- c.) Notice of each meeting of the Board shall be given to the public through reasonable means of communication.

Section 3.08 – Quorum; Attendance.

- a.) Eighteen (18) Directors shall constitute a quorum.
- b.) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- c.) Each Director is expected to attend not fewer than seventy-five (75%) of the meetings of the Board during each year. A Director may be excused for failing to attend a meeting for good cause. The Chair may consult with the Board with respect to good cause circumstances.

Section 3.09 - Voting

- a.) In all votes of the Board, a measure shall pass if the following are met:
- (i) A quorum is present;
 - (ii) The measure receives the affirmative votes from a majority of those Directors voting; and

- (iii) At least one member from each of the four Director Classes in Section 3.02(b) votes in the affirmative.

Section 3.10 – Informal Action by the Board

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such action and written consents shall be filed with the minutes of proceedings of the Board of Directors or the committee.

Section 3.11 – Not Public Officials

Under Ohio Ethics Commission Guidance, attached hereto as Appendix C, individuals serving as Directors on the Board shall not be considered public officials by reason of their appointment to and service on the Board. Individuals that are public officials in their own capacity shall not be relieved of their public official capacity by reason of serving as a member of the Board.

Section 3.12 Rule-Making Authority

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Foundation.

Section 3.14 Fiduciary Duties

All board members shall serve as fiduciaries of the Foundation as required by Ohio Revised Code Section 1702.30(B) governing directors of nonprofit corporations.

ARTICLE IV

Committees of the Board of Directors

Section 4.01 – Committees

- a.) The Board, by the Code of Regulations or by resolution, may provide for committees of the Directors and persons who are not Directors as it may deem advisable for the proper operation of the Foundation and may assign to any such committee such powers and duties as it may determine; provided, however, that such committees shall not be empowered to exercise the powers of the Board.
- b.) Committees may retain, at the Foundation’s expense, such search firms, independent counsel, or other advisors as it deems appropriate. Each Committee shall ~~have the sole authority to retain or~~ make a formal request to the Board and/or Executive Committee to approve the retention or termination of any such firm, counsel, or advisor to assist such Committee in carrying out its responsibilities, ~~including sole authority to approve the firm's, counsel's, or advisor's fees and other retention terms, such fees to be borne by the Foundation.~~ Any such request and approval shall be made in accordance with a Procurement Policy adopted by the Board.
- c.) The Board of Directors may, from time to time, create such other committees as the activities of the Foundation may require, and delegate such authority to such committees as the Board may deem appropriate, provided that any committee which is authorized by

- the Board to exercise any of the powers of the Board shall consist of at least three Directors and the only voting members of any such committee shall be Directors.
- d.) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.
 - e.) [Committees may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.](#)
 - f.) [On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation's Charitable Purposes and mission, Foundation shall make reasonable arrangements to make Committee meetings accessible to the general public, other than the meetings, or portions thereof, in which the Committee was in executive session, or if the Committee or the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.](#)
 - g.) [In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make committee meeting minutes and meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the committee was in executive session, or if the Committee or the Board determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.](#)

Section 4.02 – Executive Committee

- a.) The Board may, by resolution, create an Executive Committee, consisting of the Chair, Vice Chair, and such other Directors as the Board may determine, provided that the Executive Committee shall have no fewer than ~~eight~~five (85) members, including at least one member from each of the four Director Classes. The Executive Committee shall have all of the powers of the Board when the Board is not in session except the Executive Committee may not amend the Articles of Incorporation, this Code of Regulations, take any action to merge, transfer or otherwise dispose of the assets of the Foundation or otherwise liquidate or dissolve the Foundation or any similar action, take any action relating to the Foundation's status as a nonprofit corporation under Ohio law or the Foundation's status under Section 501(c)(3) of the Code, elect Officers or members of committees, or approve grantmaking regarding disbursement of Opioid Funds or otherwise approve or deny grants.
- b.) The purpose of the Executive Committee is to oversee the operations of the Board; to act on behalf of the Board should action be required between board meetings with advance notice to the board. The Committee shall annually review and evaluate Executive Director and review and adjust their compensation, including comparability data, and contemporaneously substantiate its deliberation and decision.

Section 4.03 – Other Committees

- a.) Notwithstanding any other section of this Article IV, the following committees shall be established by the Board and shall be subject to the following provisions of this section.

No less than three (3) members of the Board shall ~~be appointed by the Chair to~~ serve on each committee, and shall be responsible for providing regular and as-needed reports to the Board on activities of the committee.

(i) **Audit and Finance Committee**

- a.) The purpose is to assist the Board in fulfilling its oversight responsibilities for the integrity of the Foundation's financial statements and reports.
- b.) This Committee shall oversee - on an annual basis a private, independent, external review and audit of the Foundation's financial statements, oversee the establishment, maintenance, and implementation of internal controls over the Foundation's financial reporting and the development, maintenance, and oversight of the Foundation's "whistle-blower" policy or similar types of complaints or allegations regarding the Foundation's financial or accounting practices.
- c.) Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Foundation or an outside consultant.

(ii) **Personnel Committee**

- a.) The purpose of the Personnel Committee is to oversee the Foundation's compensation and employee benefit plans and practices, including executive compensation, except with respect to the Executive Director, as well as all incentive-compensation plans.

(iii) **Investment Committee**

- a.) The purpose of the Investment Committee is to assist the Board in approving and updating an investment policy that is designed to meet the Foundation's long and short-term goals, monitoring the Foundation's investments and returns thereon, hiring an investment manager, and selecting an investment firm to ensure the Foundation's investments are appropriate, prudent, and consistent with best practices for investments of the Foundation's funds.

(iv) **Grant Oversight Committee**

- a.) The purpose of the Grant Oversight Committee is to prepare, review, and approve applications, and make recommendations to the Board of projects to be funded.

1. The Grant Oversight Committee may work with the Expert Panel to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

- b.) The Grant Oversight Committee shall have no fewer than five (5) members, including at least one (1) member from the Metropolitan and one (1) member from the Non-Metropolitan Director Classes.

Section 4.04 –Ex Officio Members

- a.) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be

entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

- b.) The Chair shall be an ex officio member of all committees of the Board to which they have not already been appointed as a member.

Section 4.05 – Authority and Manner of Acting

- a.) Unless otherwise provided in this Code of Regulations or ordered by the Directors, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through such electronic or other authorized communications equipment through which all personal participating can contemporaneously communicate, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.

Section 4.06 – Committee Chair

Chairpersons shall be appointed by members of their respective committees by a majority vote of all committee members.

ARTICLE V

Officers and Employees

Section 5.01 – Officers

- a.) The officers of this Foundation shall consist of a Chair, a Vice ~~President~~Chair, a Secretary, a Treasurer, the Immediate Past Chair of the Board, and such other officers as the Board may from time to time appoint.
- b.) The Chair and Vice Chair shall be a member of the Board. The other officers may, but need not be, members of the Board of Directors.
- c.) A person may not occupy Mmore than one office ~~may be held by the same person at any given time.~~
- d.) No instruments required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 5.02 – Election, Term of Office, and Vacancies

- a.) Initial Provisional Officers may be elected by the Incorporator.
- b.) The officers shall be elected for a 2-year term at the annual meeting of the Board.
- c.) A vacancy in any office shall be filled by the Board for the balance of the term of office, provided that any vacancy in the office of Chair shall be filled by the Vice Chair, if one has been appointed by the Board, for the balance of the term of office.

Section 5.03 – Resignation

- a.) Any officer may resign at any time by giving written notice to the Chair or Secretary.

- b.) A resignation shall take effect immediately or at such other time as the resignation may specify. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.04 – Removal

- a.) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the ~~majority of the~~ Directors.
- b.) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 5.05 – Duties of Officers

- a.) The Chair shall act as the chair of all meetings and may designate any Director of the Board to chair any meeting which the Chair is unable to attend.
- b.) The Vice Chair shall collaborate with and assist the ~~President~~Chair, as necessary, to ensure that the Board and its committees carry out all necessary tasks. In the absence or disability of the ~~President~~Chair, the Vice Chair shall carry out all duties and responsibilities of the Chair and/or such duties and responsibilities as are authorized by the Board.
- c.) The Secretary shall oversee the timely preparation of the minutes of the proceedings of the Board; shall be the custodian of all books and records of the Board; shall certify the books and records of the Board as required; and shall perform such other duties as the Board from time to time may direct.
- d.) The Treasurer shall be the officer responsible for managing the financial activities of the Foundation, shall maintain an accurate account of all monies received and distributed by the Foundation and shall perform such other duties that the Board from time to time may direct.
- e.) Each of the Chair, the Vice-Chair, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Foundation any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Foundation's behalf.

Section 5.06 – Agents and Employees

- a.) The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

ARTICLE VI

Executive Director

Section 6.01 – Executive Director

The day-to-day affairs and operations of the Foundation shall be managed by an Executive Director.

Section 6.02 – Selection of the Executive Director

- a.) The Board shall hire, in coordination with the Governor, an Executive Director.
- b.) The candidates for Executive Director shall have at least six (6) years of experience in addiction, mental health and/or public health, and management experience in those fields.

- c.) The Executive Director shall serve as an ex officio, non-voting member of the Expert Panel.

ARTICLE VII

Expert Panel

Section 7.01 – Purpose

- a.) The purpose of the Expert Panel is to utilize experts in addiction, pain management, and public health, including individuals with lived experience and other opioid-related fields, to make recommendations to the Board that will seek to ensure that all nineteen (19) Regions can address the opioid epidemic locally, as well as statewide.
- b.) The Expert Panel may consult with and offer expert advice to the Regions on projects recommended for funding by the Foundation.
- c.) The Expert Panel may consult with the Grant Oversight Committee to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

Section 7.02 – Number, Appointment, and Term

- a.) The Board shall appoint the Expert Panel at the Board’s annual meeting.
- b.) Subject to Section 7.02(c), the Expert Panel shall consist of the following members, all of which shall be appointed by the Board at the Annual Meeting.
 - a. Six (6) members submitted by the Directors from the Non-Metropolitan and Metropolitan Director Classes; and
 - b. Two (2) members submitted by the Governor; and
 - c. One (1) member submitted by the Ohio Attorney General.
- c.) If the Board finds any candidate to be unsatisfactory, the Board may reject the candidate through official action pursuant to Section 3.09 of this Code of Regulations and request a new candidate.
- d.) Expert Panel members may be members of the Foundation’s Board of Directors but need not be.
- e.) Unless otherwise specified by the Board, appointment to the Expert Panel shall be for a period of two (2) years. Expert Panel members may be appointed to two (2) consecutive terms.
- f.) Vacancies on the Expert Panel shall be filled in accordance with Section 7.02(b), and approved at any meeting of the Board. In the case of an Expert Panel member appointed for a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation on consecutive terms.

Section 7.03 – Meetings

- a.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Expert Panel accessible to the general public ~~(other than the meetings, or portions thereof, in which the Expert Panel was in executive session or if the Board otherwise determines~~

~~materials discussed therein are sensitive or confidential material that is not appropriate for the general public).~~

- h.) ~~b.)~~ In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding ~~sentence~~section, the Foundation shall make reasonable arrangements to make ~~the minutes of all~~ Expert Panel meetings ~~(other than the minutes, or portions thereof, in which the Board was in executive session or if~~ minutes and meeting materials accessible to the general public upon written request, unless the Board determines, in good faith, that certain ~~minutes, or portions thereof,~~ include materials are sensitive ~~or,~~ confidential, privileged material that is not appropriate ~~to be made available to the public) accessible to~~ for the general public ~~upon written request.~~

ARTICLE VIII

Office, Books, Annual Report, Accounts, Donations, and Authority

Section 8.01 – Office

The office of the Foundation shall be located at such a place within the State of Ohio as the Board shall determine.

Section 8.02 – Records

The Foundation shall keep up to date and accurate records of its activities and transactions at the office, including minutes, in accordance with a ~~Document~~Record Retention Policy.

Section 8.03 – Annual Report

At each Annual Meeting, the Chair and the Treasurer shall present to the Board a report in such form and with such contents as many be required from time to time by law and by the Board, and a copy of such reports shall be filed with the minutes of the meeting.

Section 8.04 – Fiscal Year

The fiscal year shall be the calendar year.

Section 8.05 – Accounts

In no event shall the Foundation's funds or assets be commingled with the funds or assets of any other person. All funds and assets of the Foundation shall be held in the name of the Foundation.

Section 8.06 - Donations

The Foundation shall have authority to receive donations from any source in cash or other property acceptable to the Foundation, including donations from parties unrelated to the National Prescription Opiate Multidistrict Litigation, and the Board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Foundation and do not violate the Articles of Incorporation, this Code of Regulations or any applicable statute or rule of law.

Section 8.07 – Authority

The Foundation shall be entitled to take any actions permitted under applicable statute or rule of law, including, without limitation, hiring (or firing) its own employees (and payment of compensation to its own employees), hiring of accounting firm(s) to perform an annual audit or review and to assist with tax compliance and the filing of tax returns, hiring of investment manager(s), acquiring insurance, acquiring supplies and materials, opening bank accounts, and adopting policies and procedures. For the avoidance of doubt, employees of the Foundation and funds of the Foundation shall, in no event, be viewed as public employees or public funds, respectively.

ARTICLE IX

Indemnification and Insurance[†]

Section 9.01 - Right to Indemnification and Payment of Expenses

~~The Foundation~~ Except as otherwise prohibited by the laws of the State of Ohio, the Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702.~~55~~ of the Ohio Revised Code ~~regarding the liability of members, directors, and officers of a corporation, or~~ as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 9.02 – Insurance

To the fullest extent permitted under section 1701.12(E)(7) of the Ohio Revised Code and as the Board may direct, the Foundation may purchase and maintain insurance, or furnish similar protection, on behalf of any person who is or at any time has been a Director, officer, volunteer, or other agent of or in a similar capacity with the Foundation, or who is or at any time has been, at the direction or request of the Foundation, a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan.

Section 9.03 – Rights not Exclusive

The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Foundation, this Code of Regulations, any agreement, any insurance purchased by the Foundation, a vote of the Board of Directors of the Foundation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Foundation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Foundation on behalf of any person.

[†]NTD: Benesch review

ARTICLE X

Conflicts of Interest

Section 10.01 – Conflicts of Interest

The ~~Foundation's~~ Board shall adopt a Conflict-of-Interest Policy and annually issue Conflict of Interest Policy is attached hereto as Appendix D Statements.

ARTICLE XI

Disbursement of Funds by Foundation Board

Section 11.01 – Application, Disbursement, and Expenditures of Opioid Funds

- a.) Within ninety (90) days of the first receipt of any Opioid Funds and annually thereafter, the Board, assisted by its investment advisors and Expert Panel, shall determine the amount and timing of Foundation funds to be distributed as Regional Shares. In making this determination, the Board shall consider: (a) pending requests for Opioid Funds from Regions; (b) the total Opioid Funds available; (c) the timing of anticipated receipts of future Opioid Funds; (d) non-Opioid Funds received by the Foundation; and (e) investment income. The Foundation may disburse its principal and interest with the aim towards an efficient, expeditious abatement of the Opioid crisis considering long term and short-term strategies.
- b.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.
- c.) The Board and its Grant Oversight Committee shall develop and approve ~~grantmaking~~ grant-making procedures for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation (the “Grant-Making Procedures”). The Grant-Making Procedures shall set forth the process of ~~the Board and/or~~ Grant Oversight Committee and Board in receiving applications, reviewing recommendations from the Regions, and approving grants related to the ~~Specific~~ Approved Purposes as defined in Section ~~1.02(b)~~.
- d.) Grants and funding for statewide programs, innovation, research, and education may also be expended by the Foundation. Grants for these purposes may be funded by the Foundation with funds received from either the State Share of the Opioid Funds (in partnership with the State) or from sources other than Opioid Funds.²
- e.) Votes of the Board on the grants for the Approved Purposes and all other grants shall, as with all Board votes, be subject to the voting procedures in Section 3.08.
- f.) The Grant-Making Procedures shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.¹

Section 11.02 – Use of Opioid Funds

²NTD: Benesch review

³Do we want the full board to be involved in this appeals process?

- a.) “Opioid Funds” shall have the same meaning as in the MOU: the monetary amount obtained through a Settlement.
- b.) Opioid Funds shall be utilized in a manner consistent with ~~Specific~~-Approved Purposes as defined in ~~Section 1.02~~.

ARTICLE XII

Amendment

Section 12.01 – Amendment

This Code of Regulations may be amended from time to time by an affirmative vote of the majority of the Board pursuant to the requirements set forth in Section 3.08. Notice of the proposed alternation, amendment, restatement, repeal, or new provision, including the proposed text thereof, shall be included in the notice of the meeting at which such action is considered.

ARTICLE XIII

Nondiscrimination

Section 13.01 – Nondiscrimination

The Foundation shall not discriminate on the basis of race, religion, color, gender, age, national origin, sex, including on the basis of sexual orientation or gender identity, disability or any other basis prohibited by law in connection with any matter pertaining to the affairs of the Foundation, including the appointment/election of the officers and Directors of the Board or in the employment of staff.

ARTICLE XIV

Dissolution

Section 14.01 – Dissolution

As set forth in the Articles of Incorporation, upon the dissolution of the Foundation, after paying or making provisions for the payment of all known liabilities of the Foundation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board pursuant to the procedures set forth in Section 3.08; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code and shall be organized and operated to engage in the treatment and prevention of substance abuse in the State of Ohio.

This Code of Regulations was approved at a meeting of the Board of Directors on [INSERT DATE].

Appendix D: Conflict of Interest Policy

[INSERT APPENDIX A](#)

[OneOhio MOU](#)

DRAFT

INSERT APPENDIX B

Map of Regions

DRAFT

Summary report: Litera® Change-Pro for Word 10.14.0.46 Document comparison done on 8/6/2022 11:47:28 AM	
Style name: Ignore Formatting	
Intelligent Table Comparison: Active	
Original filename: C:\Users\mhillsdoxey\Desktop\ORIG-OneOhio_Code_of_Regulations_Working_Group_Draft_1.docx	
Modified filename: C:\Users\mhillsdoxey\Desktop\MOD-OneOhio_Code_of_Regulations_081022_Board_Meeting.docx	
Changes:	
Add	126
Delete	98
Move From	10
Move To	10
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	244

ONEOHIO RECOVERY FOUNDATION
GIFT ACCEPTANCE POLICY

I. Purpose and Objectives.

A. Purpose. The purpose of this Gift Acceptance Policy (“**Gift Policy**”) is to protect the interests of OneOhio Recovery Foundation (the “**Foundation**”) by ensuring that all gifts to or for the Foundation are (1) structured to provide maximum benefit to each of the Foundation and the donor, and (2) not restricted in a manner that is inconsistent with the mission of the Foundation.

B. Objective. This Gift Policy is designed to affect the following specific objectives:

1. Except where stated otherwise, this Gift Policy is to act as a guideline for the review process that is to be undertaken prior to the Foundation accepting any gifts.
2. To optimize funding from individuals and other entities to the Foundation.
3. To allow for flexibility with respect to the evaluation and acceptance or rejection of a gift, to account for the sometimes complex decisions that involve a number of interrelated factors.

C. Definitions.

1. “**Board**” means the board of directors of the Foundation.
2. “**Director**” means a director on the Board.
3. “**Encumbrances**” means any lien, pledge, mortgage, deed of trust, security interest, charge, claim, easement, encroachment, or other similar encumbrance.
4. “**Simple Gift**” has the meaning ascribed to it in Section IV of this Gift Policy.
5. “**Complex Gift**” has the meaning ascribed to it in Section V of this Gift Policy.

II. Authority.

A. Board Authority. The Board shall review and evaluate all Complex Gifts proffered to the Foundation to determine if acceptance of such Complex Gift is viable. In addition, the Board shall reserve the right to review and approve any Simple Gifts, in addition to the review conducted by the Executive Committee, if (i) in the judgement of the Executive Director, the gift warrants immediate action and the Executive Committee cannot convene, or (ii) in the judgement of the Executive Director or the Executive Committee, the gift is of such extraordinary circumstances or if the type (or amount) of asset(s) or the restrictions or conditions pertaining to the gift are of significance or complexity.

Any Board review and approval shall be conducted in accordance with the voting requirements outlined in the Foundation's Code of Regulations, in effect at the time of the gift (the "**Code of Regulations**") and in accordance with the Foundation's Conflict of Interest provisions set forth in of the Code of Regulations.

For the review of any Complex Gift, the Board may include outside legal counsel and such counsel's analysis in the Board's evaluation of the Complex Gift. For the review of any Simple Gift, the Board also has the option to include outside legal counsel in its evaluation of the Simple Gift.

- B. Executive Committee Authority. The Executive Committee shall evaluate, review, and approve each Simple Gift that is proffered to the Foundation pursuant to the guidelines outlined in Sections III and IV this Gift Policy; provided, however, that the Foundation may accept ordinary course gifts of cash or cash equivalents that are not significant and are without restrictions or conditions.

III. **Procedure.**

- A. Purpose of Gift. All gifts made to the Foundation shall be consistent with the tax-exempt purposes of the Foundation. All gifts shall be in compliance with the Internal Revenue Code and any other applicable federal or state statutes, regulations, rulings and comparable tax-exempt statutes of the Foundation.

B. Acceptance of Gifts.

1. *Evaluation*. All Simple Gifts and Complex Gifts shall be evaluated and approved for acceptance in accordance with Section II of this Gift Policy.
2. *No Material Restrictions*. Any gift made to the Foundation shall not be directly or indirectly subjected to any material restriction or any such condition that prevents the Foundation from freely and effectively employing the gift or the assets or income derived therefrom, in furtherance of the tax-exempt purposes of the Foundation.

C. Donor Relations.

1. *Acknowledgement of Gift*. The Executive Director shall acknowledge, or cause to be acknowledged, the receipt of all gifts in a contemporaneous writing to the donor that includes each of the following:
 - i. The name of the donor;
 - ii. The name of the donee organization;
 - iii. The amount of cash and a description of any property other than cash contributed;

- iv. A statement whether the donee organization provided any goods or services in consideration for the contribution; and
 - v. A description and good faith estimate of the value off any goods or services provided in consideration for the contribution.
 - 2. *Legal Counsel.* The Foundation shall encourage donors to consult an independent financial, legal and/or tax counsel in matters relating to the gift in question and any resulting tax and estate planning consequences. It is the donor’s responsibility to directly employ and compensate independent financial, legal, and/or tax counsel.
 - 3. *Costs.* Any fees or costs associated with the transfer of a gift from a donor to the Foundation, including but not limited to attorney fees, accounting fees, or any other professional fees, appraisal costs, escrow costs, evaluation costs, title insurance costs, any environmental assessment fees and costs, or any other fees or costs shall be the responsibility of the donor unless such expenditures are specifically authorized by the Board in advance of the gift. Any such concessions should be described in the gift agreement.
 - 4. *Filings.* To the extent an accepted gift requires the donor to file any tax forms or any other documentation, the donor is responsible for those filings.
 - 5. *Notice of Transfer.* The donor shall notify the Foundation of its intent to transfer a gift to the Foundation at the Foundation’s business address.
 - D. Records Keeping. All files, records, and mailing lists of all donors and prospective donors are to be maintained and controlled by the Board. All such information shall be confidential and used only by the Board and Foundation staff. Use of the information shall be restricted to the Foundation’s purposes only. Each donor has the right to review his or her donor file.
- IV. Simple Gifts.** Any gift of the nature described in this Section IV below, shall be considered a “**Simple Gift**” that the Foundation may accept subject to reviewed and approval in accordance with Section II of this Gift Policy.
- A. Cash and Cash Equivalents. Cash and cash equivalents shall include cash, checks, credit cards, electronic funds transfer, and automated clearing house payments.
 - B. Publicly Traded Securities. Publicly traded securities shall include securities that are readily marketable or traded on a recognized market exchange.
- V. Complex Gifts.** Any gift of the nature described in this Section V below, shall be considered a “**Complex Gift**” that the Foundation may not accept, except

with the Board's review and approval in accordance with Section II of this Gift Policy.

- A. Tangible Personal Property. Tangible personal property including, but not limited to, artwork, collectibles, antiques, jewelry, books, automobiles, boats, etc.
- B. Intangible Personal Property. Intangible personal property including, but not limited to, copyrights, patents, and royalties.
- C. Mutual Funds. Mutual funds including, but not limited to, interests in a managed investment program.
- D. Corporate Ownership Interest. Corporate ownership interests including, but not limited to, closely held stock, limited partnership, or limited liability company interests.
- E. Real Estate. Real estate including, but not limited to, residential, commercial, developed, and undeveloped real property.
- F. Bargain Sale. Bargain sales, including a gift resulting from a bargain sale transaction.
- G. Bequests. Bequests made through a will or other bequest vehicle or other estate planning or charitable contribution vehicle or arrangement; provided, that simple bequests of Simple Gifts can be accepted pursuant to the terms set forth herein.
- H. Retirement Plans. Retirement plans or interests therein, including, but not limited to, gifts from or related to retirement plans which shall include individual retirement accounts, 401(k) and 403(b) plans, or other qualified or non-qualified plans.
- I. Life Insurance Policies. Life insurance policies including, but not limited to, gifts of life insurance policies and proceeds of such policies.
- J. Others. Any other types of property or right therein not otherwise described in A-I above or as described as a Simple Gift herein.

ONEOHIO RECOVERY FOUNDATION

RECORDS RETENTION POLICY

I. Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this Records Retention Policy (the “**Policy**”) provides for the systematic review, retention, and destruction of documents received or created by the OneOhio Recovery Foundation (the “**Foundation**”). This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, maximize storage space, and to facilitate the Foundation’s operations by promoting efficiency.

II. Document Retention

The Foundation will follow the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Code of Regulations	Permanent
Committee Charters	Permanent
Conflict of Interest disclosure forms	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Correspondence with IRS or Other Taxing Authorities	Permanent
Private Letter Ruling Requests (or similar requests)	Permanent
Private Letter Rulings (or similar determinations)	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

A. Accounting and Tax Records

Audited Financial Statements	Permanent
Annual Financial Statements	Permanent

Depreciation Schedules	Permanent
IRS Form 990 Tax Returns and workpapers	Permanent
IRS Form 990-T Tax Returns and workpapers	Permanent
General Ledgers	Permanent
Business Expense Records	7 years
IRS Forms 1099	7 years
Journal Entries	7 years
Invoices	7 years
Credit Card Receipts	3 years
Annual Plans and Budget	2 years

B. Bank and Investment Records

Check Registers	7 years/Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Investment Statements	7 years
Electronic Fund Transfer Documents	7 years
Opioid Funds Receipt Records and Documents	Permanent
Contracts with Investment Advisors/Managers	Permanent

C. Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax Returns	7 years
W-2 Statements	7 years
W-4 Statements	As long as in effect + 4 years

D. Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion, or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination

E. Donor and Grant Records

Donor Acknowledgment Letters	7 years
Grant Applications and Grant Approval Records	Permanent
Grant Appeals Process Documents	Permanent
Donor Contact Information	5 years since last donation

Records of Unrestricted Gifts to the Foundation	7 years
Records of Restricted Gifts to the Foundation	Permanent
Fundraising Materials	7 years
Records on Grants Received by the Foundation	7 years
Records of Disposition of Donated Goods	7 years

F. Legal, Insurance, and Safety Records

OneOhio Memorandum of Understanding	Permanent
OneOhio Settlement Agreement	Permanent
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

III. Federal or Governmental Agreements. Where the Foundation enters into an agreement with the federal government, a unit of state government, or a political subdivision or taxing unit of the state, the Foundation shall keep accurate and complete financial records of any moneys expended in relation to the performance of the services pursuant to such contract or agreement according to generally accepted accounting principles.

IV. Electronic Documents and Records. Any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be kept in the appropriate file or moved to an “archive” file folder. Backup and recovery methods should be tested on an ongoing basis.

V. Emergency Planning. The Foundation’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Foundation operating in an emergency shall be backed up and reasonably stored.

VI. Document Destruction. The Foundation shall designate a staff position, such as a chief financial officer, to be responsible for the ongoing process of identifying its records which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

VII. Litigation Hold and Other Special Situations. If the Foundation, or the designated staff member, determines that any records or information is relevant to current litigation, potential litigation (that is, a dispute that could result in litigation), government

investigation, audit or other event (the “**Litigation Hold Records**”), the Foundation must preserve and not delete, dispose, destroy or change those Litigation Hold Records, including emails, until the Foundation determines that those Litigation Hold Records are no longer needed. This exception is referred to as a litigation or legal hold and replaces any previously or subsequently established destruction schedule for those Litigation Hold Records. The Foundation may also suspend routine disposal procedures in connection with certain other events, such as the merger of the Foundation or the replacement of the Foundation’s information technology systems.

VIII. Privacy. The Foundation must ensure that all retention and destruction procedures comply with any relevant federal or state privacy laws.

IX. Compliance. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the Foundation and its employees and possible disciplinary action against responsible individuals. The Executive Director and Audit and Finance Committee chair will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

ONEOHIO RECOVERY FOUNDATION

WHISTLEBLOWER POLICY

I. Purpose

It is the intent of OneOhio Foundation (the “Foundation”) to adhere to all federal and state laws and regulations that apply to the Company. If at any time a concern exists regarding the legality of any action contemplated to be taken or that has been taken by any Foundation employee, investor, vendor, or other person as the action relates to Foundation activities, or if an action needs to be taken for the Foundation to be in compliance with the law, employees can address the issue directly by going to Human Resources or the Board of Directors.

II. No Retaliation

The Foundation will not retaliate against an employee who in good faith reports, in accordance with this Whistleblower Policy, an illegal activity or a practice in violation of a clear mandate of public policy (an employee making such a report is referred to as a “whistleblower”). The Foundation will not harass, retaliate against, or impose adverse employment conditions against an employee as a result of such report. An employee who retaliates against someone who has reported such a violation in good faith is subject to discipline up to and including termination of employment. The protections described in this Whistleblower Policy are only available to employees who comply with the requirements set forth in this Policy and provide the Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity.

III. Reporting Violations

Employees who wish to report a suspected violation of law or improper activity may do so by submitting a detailed, signed account of the concern in writing via internal mail or email to Human Resources or the Board of Directors. Alternatively, such reports may be submitted in writing on an anonymous basis with the understanding that anonymity may impede the ability of the Foundation to properly investigate the reported problem.

IV. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. An employee who intentionally, maliciously, or knowingly files a false report of wrongdoing will be subject to discipline up to and including termination and will be subject to legal claims by individuals accused of such conduct.

V. Confidentiality

Reports of violations or suspected violations will be kept confidential to the extent possible. Generally, this means that whistleblower complaints will only be shared with those who have a

need to know so that the Foundation can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may legally have the right to know the identity of the whistleblower.

VI. Handling of Reported Violations

Reports of suspected violations will be handled seriously, and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Board of Directors will conduct, or designate other internal or external parties to conduct, or assist in conducting, the investigations. The circumstances may warrant use of attorneys or outside auditors and law enforcement agencies. Appropriate corrective action will be taken if warranted by the investigation. The investigating parties will notify the concerned individuals of their findings and prepare other reports as indicated by the circumstances. A summary of all such reports will be presented to the Board of Directors.

REQUEST FOR PROPOSAL FOR

OUTSOURCED CHIEF INVESTMENT OFFICER SERVICES

1. Overview. The OneOhio Recovery Foundation, an Ohio nonprofit corporation (the “**Foundation**”) is seeking an outsourced chief investment officer (“**OCIO**”) to provide the Services described in Section 4.1 of this Request for Proposal (“**RFP**”). This RFP is an invitation to prospective OCIOs to submit a proposal for the provision of Services.

2. Foundation Information. The Foundation is newly formed Ohio nonprofit corporation. The Foundation is governed by a Board of Directors (the “**Board**”) and the Foundation will have an Investment Committee. The Foundation was formed in conjunction with the State of Ohio’s settlement with the distributors of opioids. A portion of the State of Ohio’s settlement proceeds will be directed to the Foundation, which funds will be used by the Foundation to make grants in furtherance of its tax-exempt purposes. Based on the terms of the settlement, the Foundation is anticipated to receive approximately \$40 million in 2022 and then additional installments of varying amounts over the next eighteen years. The Foundation may also receive funding from other sources. As a grant-making organization, the Foundation will make grant disbursements to qualified recipients on an annual basis. The Foundation will operate with transparency, with meetings accessible to the public and certain information regarding its operations made available to the public.

3. Terms of the RFP. Submission of a proposal to this RFP constitutes acceptance of the following terms:

3.1 Not Binding. This RFP is a solicitation of bids only and neither the issuance of this RFP, nor the submission of a responsive proposal, shall be binding on the Foundation. The Foundation reserves the right to accept or reject any or all proposals or to cancel this RFP for any reason or no reason. No binding agreement shall exist with respect to the provision of Services unless and until a definitive agreement has been agreed and executed by both the Foundation and the selected OCIO. The Foundation will not be liable under any circumstances for any expenses incurred by any OCIO applicant in connection with the RFP proposal submission or selection process.

3.2 RFP Timetable. Written responses to this RFP must be submitted on or before _____, 2022. After receipt of the proposals, the Foundation will evaluate the proposals and may request supplementary information from applicants and/or interviews. Please direct all questions relating to this RFP to LMcCue@beneschlaw.com.

4. Scope of Services.

4.1 Services Requested. The Foundation is seeking an OCIO to act as a fiduciary to the Foundation and to provide comprehensive OCIO services to the Foundation, including, without limitation, oversight of the Foundation’s day-to-day investment operations, and oversight and discretionary management of the Foundation’s investment

portfolio, among other general financial advisory tasks. Specific services to be provided include, but are not limited to, the following:

- (a) Work with the Foundation's Investment Committee to create an Investment and Spending Policy and Investment Committee Charter and annually conduct a review thereof to determine if changes are necessary;
- (b) Recommend to the Board experts to serve on the Investment Committee;
- (c) Manage the Investment Committee and attend meetings of the Investment Committee (and meetings of the Board as may be required from time to time) and respond to inquiries from the Investment Committee, the Board and/or Foundation staff in between meetings;
- (d) Recommend and oversee the Foundation's asset allocation strategy;
- (e) Provide ongoing monitoring of investments and monitor changes in economic conditions, capital markets and other relevant factors on an ongoing basis to assess their impact on the Foundation;
- (f) Evaluate the performance of the Foundation's investments on a regular basis;
- (g) Prepare and present regular reports on the Foundation's investments to the Investment Committee and Board;
- (h) Determine the appropriate investment manager structure, oversee investment manager selection, conduct due diligence on prospective investment managers, assist in negotiating investment management contracts, monitor investment managers, and perform annual reviews of investment manager performance;
- (i) Oversee the ongoing education and applicable training for the Investment Committee (and the Board as may be required from time to time), including, without limitation, regarding regulatory and other relevant changes in laws and regulations;
- (j) Manage portfolio risk and conduct day-to-day operational investment activities necessary to prudently administer the Foundation's investments;
- (k) Develop and implement a strategy for and and monitor cash flow requirements;
- (l) Obtain information from investment managers in order for the Foundation to comply with tax, regulatory and/or other reporting requirements; and
- (m) Provide other services typically provided in OCIO relationships for institutions of similar size and complexity (collectively, the "**Services**").

4.2 Term of Service. The Foundation is seeking an OCIO to provide the services described in Section 4.1 for a [**one (1)**] year period.

4.3 Definitive Agreement. The Foundation intends to ultimately enter into a definitive agreement with the selected OCIO (the “**Agreement**”) for Services. The Agreement will outline the specific terms and conditions of the OCIO’s engagement with the Foundation and will include an attached statement of work outlining the Services that the Foundation anticipates and expects the OCIO to provide.

5. RFP Submission Requirements. An OCIO applicant’s proposal must include responses to each of the following requests pertaining to the OCIO and its skills, capabilities, and experiences.

5.1 OCIO Contact Information. Please provide the OCIO’s name, address, and contact information.

5.2 OCIO Company Information.

(a) Please provide the qualifications of the OCIO’s staff, specifically those individuals who will be directly responsible for this account. Please indicate which office will service this account. Please indicate whether any members of the proposed OCIO team will fall into a diverse category and whether any members of the proposed OCIO team are located in Ohio.

(b) Please provide general information regarding your firm, including the number of clients, type of clientele, assets under management, location of headquarters, and the number (and location) of offices in Ohio.

5.3 OCIO Philosophy. Please provide a summary the OCIO’s client service philosophy with respect to the OCIO services model.

5.4 OCIO Experience.

(a) Please identify the OCIO’s experience with high profile clients, as well as specific experience advising nonprofit organizations (both public charities and private foundations). Please include three references that may be contacted as references for which you provide OCIO services.

(b) In addition to the Services listed above, please address any alternative or additional services that may be relevant or beneficial for the Foundation.

(c) Please provide an executive summary that explains your competitive advantages.

(d) Please describe any ownership or financial relationships with other financial or investment management firms, including asset management, broker/dealer, banking, insurance or actuarial firms, or if your organization offers investment products. In the event that such firms or products are recommended to the

Foundation with respect to its investments, please describe how conflicts of interest will be addressed and the other measures that will be taken to ensure that the Foundation's best interests will be aligned with such recommendation.

(e) Please describe your anticipated process for aiding the Foundation in creating an Investment and Spending Policy and the construction of its investment portfolio and the expected role of the Investment Committee and the Board of the Foundation.

(f) Please describe your selection, monitoring and evaluation processes with respect to investment managers.

(g) Please describe your programs and procedures to monitor and manage risk.

5.5 OCIO Fees.

(a) Please provide a summary of anticipated costs, fees, and expenses for the Services requested.

(b) Please discuss the frequency in which such fees will be evaluated and the maximum amount of any increase to be expected.

6. Evaluation Criteria. The Foundation will evaluate multiple criteria to select the most appropriate OCIO. Some of the qualitative factors that the Foundation will evaluate when considering candidates will include:

6.1 The OCIO must be comfortable with presentations, reports, records, and minutes being accessible and available to the public.

6.2 The OCIO should have familiarity with Ohio's political landscape.

6.3 The OCIO must have at least \$200 million in assets under management.

6.4 The OCIO must carry applicable and necessary licenses and registrations at a state and/or federal level (including applicable registration as an investment adviser with the SEC and/or state).

OneOhio Recovery Foundation
Executive Director
Position Description

Position Overview:

The OneOhio Recovery Foundation Executive Director is a mission-driven and experienced nonprofit business leader skilled in successfully creating and executing strategic plans, developing a high-performing staff, and advancing the important mission of the Foundation. The Executive Director reports to the Board of Directors and is based at the organization's offices in Columbus, Ohio. This position has overall management responsibility for staffing and growing an impactful organization whose primary purpose is to award foundation funding to successful Ohio grantees designed to support advances in prevention, treatment, and recovery of substance use disorders.

Position Responsibilities

Management and Leadership

In collaboration with the board of directors, leads the process of developing and implementing a strategic plan and guides its implementation.

Establish goals, objectives, and operational plans informed by the strategic plan.

Plan, actively manage, and oversee the organization's operations to ensure the organization's strategic growth and financial sustainability.

Develops and proposes a budget and regularly reports fiscal performance to the board.

Oversee the day-to-day operations of the organization and ensure its overall successful long-term operation.

Manage staff through overseeing processes such as hiring, separation, staff development, performance management, and compensation and benefits.

Fosters a culture that encourages collaboration and recognizes positive contributions.

Assure that the organization makes consistent and timely progress in achieving its mission and target programmatic impact

Relationship to the Board of Directors

Recommends strategies to the Board of directors to accomplish the foundation goals.

Communicates effectively with the Board by providing all information necessary to make informed decisions in a timely and accurate manner.

Fosters principles of effective board governance.

Upholds effective roles and responsibilities of governing board.

Facilitates a healthy board culture and practices.

Provides for administrative support to all board committees.

Provides regular and transparent reporting on foundation activities and results to the board of directors.

Grantmaking

In collaboration with the board, and informed by evidence, establishes funding priorities for grant making that reflect an understanding of current state and local funding streams to avoid conflict or duplication of effort.

Establishes and documents a process for creating and disseminating requests for proposals that are consistent with established funding priorities.

Facilitates the provision of funding guidelines and technical assistance to potential grantees to increase their capacity for submitting and implementing successful proposals.

Proposes and administers a structure for proposal review, scoring, and award making that incorporates a review panel of substantive experts including practitioners, scholars, and persons with lived experience.

In collaboration with the board and a panel of experts, establishes and administers a regular process of performance review for all funded projects to ensure grantee accountability and reports regularly to the board on the outcomes of grantees.

Fund Development

Provide leadership for the growth of foundation funds.

Oversees, with the appropriate board committee and an independent investment consultant, the implementation of strategies for long-term investment and growth of foundation funds.

Plan and execute strategies to raise funding to support the work of the foundation.

Effectively represent the organization and promote a positive organizational image to ensure community goodwill and support.

Promote the fundraising goals of the foundation through relationships with individual donors, foundations, corporations, and other organizations with the potential to provide financial support for the goals of the foundation.

Minimum Qualifications:

The ideal candidate for this role embraces servant-leadership as well as a thoughtful approach to day-to-day operational management, strategic planning, and organizational leadership. Qualified candidates should bring:

- A strong passion for the mission and programs of OneOhio Recovery Foundation.
- At least five years of prior executive experience as a successful leader of a related nonprofit organization.

- A proven track record of growing organizational capacity and leading an organization towards positive growth and programmatic impact.
- Proven abilities and experience in fiscal management and preparing and securing Board approval for a complex budget.
- Knowledge of how to foster an environment of accountability, healthy work relationships and partnerships, and inclusivity among organizational staff to maintain a positive and collaborative work environment
- Skilled at listening to, relating effectively with and advancing the needs of people from varied, diverse backgrounds.
- Outstanding communication skills and ability to work well with media, staff, and the community.

Education:

A minimum of a bachelor's degree in Business Administration, Nonprofit Administration, or related field is preferred.

Compensation:

This opportunity offers the ability to make a significant impact by leading and growing an impactful nonprofit leading OneOhio Recovery Foundation. This career opportunity offers a strong starting base salary, a full benefits package, and a team-oriented atmosphere that is both positive and rewarding. Starting compensation includes a very competitive salary dependent on experience, plus full benefits packages that include (list out as many positive aspects of the package as possible).

How to Apply:

For immediate consideration please send your resume, cover letter, and salary requirements via email to XXXX@XXXXX.XXX In the subject line please format First, Last Name, OneOhio Recovery Foundation Executive Director Search.

Review of applications, nominations, and expressions of interest will begin immediately and continue on a confidential basis until an appointment is made.

OneOhio Recovery Foundation Letterhead

Request for Proposals (“RFP”) for Executive Search Firm

Release Date: August 16, 2022

Due Date: September 16, 2022

The OneOhio Recovery Foundation (“**OneOhio**” or “**Organization**”) desires to retain an Executive Search Firm (“**Firm**”) to assist a special committee of the Board of Directors (“**Committee**”) to recruit and hire the organization’s next Executive Director. This RFP outlines the Committee’s expectations and timeline for the scope of work. In addition to assisting the Committee on a national search for a new Executive Director, the selected firm will perform services attendant to the selection process, including, but not limited to, development of a role profile/job description and interview guides, as well as conducting preliminary interviews to help narrow the slate of candidates. The Committee also expects the Firm to serve as a partner and trusted advisor during the entirety of the search process.

OneOhio Recovery Foundation Background

In 2017 and later in 2018, then Attorney General Mike DeWine was one of the first state Attorney Generals to file lawsuits against both opioid drug manufacturers and distributors and has since maintained the resolve that these companies must pay for the damages caused by opioids in Ohio.

In March of 2020, great progress was made when now Ohio Governor Mike DeWine and Ohio Attorney General Dave Yost, announced that local governments encompassing more than two-thirds of the state’s population have signed on to OneOhio, a plan to jointly approach settlement negotiations and litigation with the drug manufacturers and distributors of opioids.

OneOhio ensures a settlement recognizing that every corner of the state has been hit hard by the crisis. The OneOhio Memorandum of Understanding (MOU) outlines the plan for distribution and allocation, as well as how the funds can be used. In addition, the MOU outlines the agreed upon OhioOhio regional breakdown map to be used by the OneOhio Recovery Foundation.

OneOhio provides a mechanism for the distribution of any opioid settlement funds and outlines how the funds can be used. Specifically:

- 30% of the funding will be set aside for community recovery, money that will go directly to every township, village, city, and county in Ohio – more than 2,000 in all – to address the immediate needs of residents.
- 55% will be set aside for the creation of a statewide foundation that will develop and oversee the funding of short-term and long-term planning that local communities need to continue to address this crisis.
- 15% will go to the state of Ohio, to be used to leverage statewide buying power to offer prevention, treatment, and recovery support services.

In November of 2021, Ohio Governor Mike DeWine announced his five appointments to the OneOhio Recovery Foundation board and his two appointments to the Foundation’s expert panel. The Foundation will soon be established to distribute a portion of the settlement funds from the drug manufacturers and distributors of opioids to communities in Ohio.

The Foundation board, consists of 35 members when all appointments are made, will comprise of:

- Six members selected by the State, five selected by the Governor and one selected by the Attorney General.
- Four members selected by the State Legislature.
- Eleven members, with one member selected from each non-metropolitan region.
- Eight members, with one member selected from each metropolitan region.

The amount of funds is undetermined as the settlements are still in discussion at time of this writing but will range from \$800MM to \$1B for the totality of the settlements. The MOU is attached for review.

RFP Selection Process Timeline

Proposals are due September 16, 2022, by 5:00 p.m. Eastern Time, with a preferred start date to be determined.

August 16, 2022,	RFP released
September 16, 2022,	Applications due
October 17, 2022,	Selection of search firm announced
TBD	Interviews
TBD	Final candidate selected and awarded
TBD	Selected candidate start date

Scope of Work

The selected firm will:

- Work in close coordination with the Committee to further develop role profile and job description, competitive compensation and other like artifacts and tools;
- Perform an extensive, nationwide search;
- Provide guidance in structuring the recruitment and hiring process and timeline; and
- Support the process of final negotiations that result in an accepted offer letter and employment contract.

A successful search is one that ends in the recruitment of a candidate that effectively meets all the job requirements and qualifications, and which receives approval for hire from the Board of Directors.

If the process does not result in a signed offer, the Committee will collaborate with the firm to negotiate extensions and/or adjustments to the process to identify a wider pool of candidates that results in a successful hire.

Committee

The executive search firm will report to the Committee Chair, as well as other members of the Committee. The Committee will submit three candidates to the Governor of Ohio. The Governor of Ohio (or the Governor's designate) will make the final hiring decision.

RFP Submission Requirements

Proposals should be no more than six (6) pages, not including references, and cover the following:

1. **Organization Description:** Brief history and summary of your firm and expertise.
2. **Recruitment Approach:** Please the process to secure potential successful candidates. Provide details on the scope of work, including a clear delineation of what we should expect the firm to be responsible for and what you expect from the Committee.
3. **Proposed Timeline:** Estimate the start and end dates for each phase of the search process.
4. **Budget:** Proposed cost along with narrative description the cost structure.
 - a. **Retained search fee:** Please outline the cost structure a retained search and any placement guarantee.
 - b. **Contingent search fee:** Please outline the cost structure for a contingent search and any placement guarantee.
5. **References: Provide two references:**
 - a. A successful Executive Director search, where the Executive Director has been with the organization more than two years. Please provide contact information for both the executive and, if possible, the board member contact with whom the firm contracted.
 - b. A recent (within the past 12 months) Executive Director placement. Please provide contact information for the executive as well as the board or staff contact with whom the firm worked most closely
6. **Diversity and Inclusion:** Summarize your history in creating inclusive recruitment practices and diverse candidate pools, and placement of diverse candidates.

Proposals must be sent electronically in a single PDF file to: Leah McCue, LMcCue@beneschlaw.com.

Subject Line: Executive Search RFP, by September 16, 2022, at 5:00 p.m. Eastern Time. By submitting a proposal, the firm authorizes the Committee or its delegates to contact references to evaluate the firm's qualifications for this project.

Application for Outside Expert

WILL BE SUPPLEMENTED