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AGENDA

OneOhio Recovery Foundation

September 14, 2022

- I. Welcome and Update from the Chair (K. Whittington)
- II. Items for Action:
 - a. Approval of Minutes from August 10, 2022 Board Meeting
 - b. Adopt Code of Regulations
 - c. Adopt Transparency Policy
 - d. Adopt Gift Acceptance Policy
 - e. Adopt Record Retention Policy
 - f. Adopt Whistleblower Policy
 - g. Selection of Committee Chairs
 - h. Executive Committee Spending Authority
- III. Marketing and Communications Presentation (Trust Digital, ConVista Public Affairs)
- IV. Items for Discussion
 - a. Budget (K. Whittington)
 - b. Personnel (L. Kidd)
 - c. Insurance (L. Kidd)
 - d. Investment Strategy (D. Mason)
 - e. Grant-Making Policy (Benesch)
 - f. Inclusion Policy (Benesch)
- V. Update on Pending Litigation (executive session if needed)
- VI. Open Discussion
- VII. Adjourn

**ONE OHIO RECOVERY FOUNDATION
BOARD MEETING
AUGUST 10, 2022
MINUTES**

I. Call to Order

A meeting of the One Ohio Recovery Foundation Board was held at the County Commissioner's Association of Ohio, 209 East State Street, Columbus, Ohio, 43215, on August 10, 2022.

The meeting was called to order and a quorum established by Chair, Kathryn Whittington at 12:00 PM EST.

II. Attendance

Present in person: Chair – Kathryn Whittington, Vice Chair – Don Mason, Secretary – Larry Kidd, Bambi Baughn, Josh Cox, Judy Dodge, Julie Ehemann, Jeffrey Fix, Tom Gregoire, Mircea Handru, Keith Hochadel, William Hutson, Rob McColley, Glenn Miller, Jane Portman, Ilene Shapiro, Jeffrey Simmons

Also present in person: Holly Gross (Benesch Law), Leah McCue (Benesch Law), Marty Sweterlitsch (Benesch Law)

Present virtually: Treasurer – Michael Roizen, Mike Beazley, Denise Driehaus, Greta Mayer, Duane Piccirilli, Christopher Smitherman, John Tharp, Jeannette Wierzbicki

Also present virtually: Armond Budish (provisional member), Jessica Angney (Benesch Law), Julia Rolniak (Benesch Law)

Not present: Richard Brown, Gail Pavliga

III. Old Business

Minutes from meetings on May 16, 2022; June 23, 2022; and July 14, 2022 were provided to the board for review prior to the meeting.

- a. Bambi Baughn and Kathryn Whittington noted errors in their biographies to be corrected in the May 16 meeting minutes. A motion to approve the May 16 minutes as corrected and the June 23 and July 14 minutes as presented was made by Bill Hutson and seconded by Jeffrey Fix. The motion passed by majority vote with Josh Cox and Keith Hochadel abstaining.

IV. New Business

Chair's Update and Executive Session

- a. A motion to enter an executive session for the purpose of discussing pending court action in a conference with the Foundation attorneys was made by Larry Kidd and seconded by Don Mason. A roll call vote was taken. The motion passed unanimously. The executive session was held in an alternate conference room from 12:17pm to 1:28pm.
- b. Two lawsuits have been filed against the Foundation:

Harm Reduction Ohio v. OneOhio Recovery Foundation, Inc.

Franklin County Court of Common Pleas

Case No. 22 CV 5401

Filed August 8, 2022

State, ex rel. Harm Reduction Ohio v. OneOhio Recovery Foundation

Supreme Court of Ohio

Case No. 2022-0966

Filed August 8, 2022

A motion for the Foundation to engage the Benesch Law Firm to defend each of these claims that have been made against the Foundation, in both the Franklin County Common Pleas Court and the Ohio Supreme Court, and if the Benesch Law Firm decides that they are conflicted out for some reason from engaging in this matter, that the Foundation allow the Executive Committee to choose a law firm to engage in this matter instead, was made by Rob McColley and seconded by Jeffrey Fix. The motion passed unanimously.

Committees

- a. A motion to appoint Don Mason as Vice Chair to the Executive Committee was made by Jeffrey Fix and seconded by Larry Kidd. The motion passed unanimously.
- b. A motion to establish the executive committee with Kathryn Whittington as Chair, Don Mason as Vice Chair, Michael Roizen as Treasurer, Larry Kidd as Secretary, and a metropolitan representative to fill a fifth seat, was made by Larry Kidd.
- c. An amendment to the previous motion to appoint Keith Hochadel as the At-Large Representative for Metropolitan Regions was made by Larry Kidd and seconded by Jeffrey Fix. The motion as amended passed unanimously.
- d. A motion to establish five additional committees (Audit and Finance, Personnel, Investment, Grant Oversight, and Ad Hoc Search) was made by Larry Kidd and seconded by Jeffrey Fix. The motion passed unanimously.

Benesch Updates

- a. Benesch Law gave updates on the following items:
 - operational checklist for the Foundation's application for tax exempt status
 - status of bank accounts and settlement deposits
 - proposed Code of Regulations for the Foundation
- b. The Board discussed the above items.

Working Group Updates

- a. A motion to give the Executive Committee authorization to spend up to \$50,000.00 to start the process of securing Directors & Officers Insurance was made by Larry Kidd and seconded by Don

Mason. The motion passed unanimously.

- b. A job description for an Executive Director and a request for proposals for an Executive Search Firm were made available to the board for review prior to the meeting. A motion to approve the job description for the Executive Director (subject to minor editing by the search firm) and the request for proposals for the Executive Search Firm was made by Bill Hutson and seconded by Greta Mayer. The motion passed unanimously.
- c. A motion to give authorization to the executive committee to find a board secretary and possibly a fiscal officer on a temporary basis was made by Larry Kidd and seconded by Don Mason. After discussion, the motion was amended by the movers to establish compensation limits at up to \$150 per hour for the Fiscal Officer and up to \$75 per hour for a Board Secretary. The motion as amended passed unanimously.
- d. Don Mason gave an update on the investment aspects of the Foundation.
- e. Holly Gross gave an update on policies and the Board discussed the policies.

V. Adjournment

A motion to adjourn was made by Mircea Handru and seconded by Jeffrey Fix.

The meeting adjourned at approximately 3:45pm on August 10, 2022.

VI. Next Meeting:

The Board will meet again at 12:00pm on Wednesday, September 14, at the County Commissioner's Association of Ohio, 209 East State Street, Columbus, Ohio, 43215.

Recurring in-person meetings are scheduled to take place on the second Wednesday of every month for the remainder of 2022.

/s/ Leah McCue

August 10, 2022

**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~~ create a process for receiving applications; and ~~make~~making recommendations to the Board ~~of~~on projects to be funded; ~~by the Foundation.~~
- b.) The Grant Oversight Committee shall develop and the Board shall approve a Grant-Making Policy for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation.

1. The Grant-Making Policy shall set forth the roles of the Grant Oversight Committee, Expert Panel, and Board in receiving, reviewing, and approving applications for the disbursement of Opioid Funds.

a. With respect to projects funded using Regional Shares, the Grant Oversight Committee shall work in partnership with the Regions to solicit applications for recommended projects.

a.)b. The Grant-Making Policy shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.

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

b.)d.) 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.

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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 addition, 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 may 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.

The Corporation shall indemnify the members of the Expert Panel to the same extent as provided to the Directors.

Section 9.02 – Insurance

To the fullest extent permitted under section ~~1701~~1702.12(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~~opioid crisis considering long term and short-term strategies.

(i) Regional Shares shall be allocated in accordance with Exhibit D of the MOU. Where a Region recommends projects to be funded in an amount less than their allocation, the remaining amount shall be carried forward to the next funding cycle.

a-)b.) The Board may approve funding for statewide programs, innovation, research, and education. Grants and funding for these purposes may be funded directly by the

Foundation, with funds received from the State Share of the Opioid Funds (in partnership with the State), or from sources other than Opioid Funds.

~~b.)~~ c.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.

~~e.)~~ The ~~Board and its~~ Grant Oversight Committee shall develop and the Board shall approve ~~grant making procedures~~ Grant-Making Policy 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, and as 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. 4.03 herein.

~~e.)~~ Votes of the Board on the ~~grants for the Approved Purposes and all other grants~~ disbursement and expenditure of funds shall, as with all Board votes, be subject to the voting procedures in Section 3.08.

~~f.)~~ c.) ~~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.

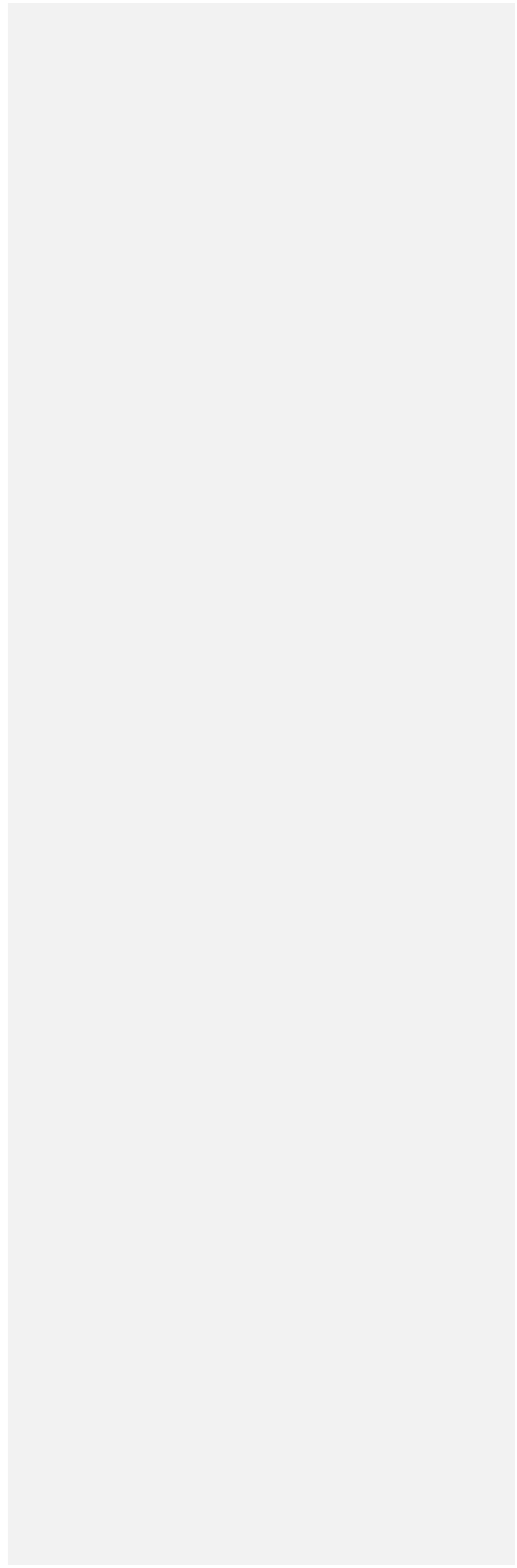
This Code of Regulations was approved at a meeting of the Board of Directors on [INSERT DATE].

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INSERT APPENDIX A
OneOhio MOU

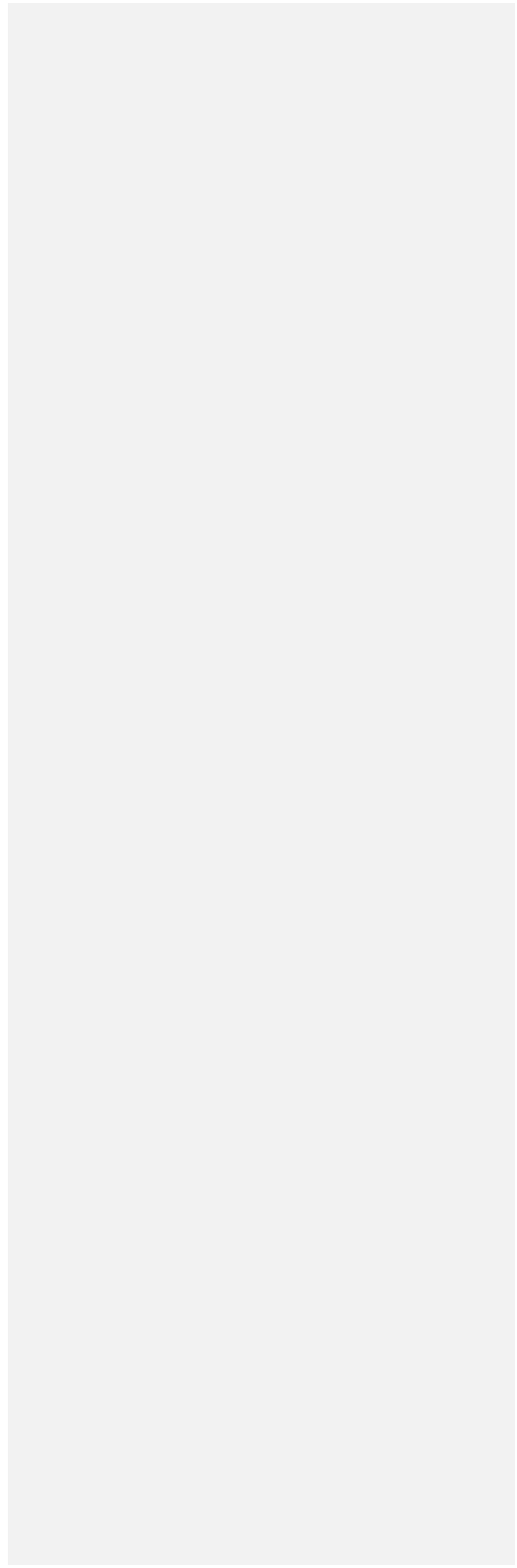
INSERT APPENDIX B
Map of Regions

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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).

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 create a process for receiving applications and making recommendations to the Board on projects to be funded by the Foundation.
- b.) The Grant Oversight Committee shall develop and the Board shall approve a Grant-Making Policy for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation.
 - 1. The Grant-Making Policy shall set forth the roles of the Grant Oversight Committee, Expert Panel, and Board in receiving,

reviewing, and approving applications for the disbursement of Opioid Funds.

- a. With respect to projects funded using Regional Shares, the Grant Oversight Committee shall work in partnership with the Regions to solicit applications for recommended projects.
- b. The Grant-Making Policy shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.
- c.) The Grant Oversight Committee may work with the Expert Panel to review applications to ensure conformity with the Approved Purposes under the Settlement Agreement and MOU.
- d.) 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 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. The Corporation shall indemnify the members of the Expert Panel to the same extent as provided to the Directors.

Section 9.02 – Insurance

To the fullest extent permitted under section 1702.12(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.
 - (i) Regional Shares shall be allocated in accordance with Exhibit D of the MOU. Where a Region recommends projects to be funded in an amount less than their allocation, the remaining amount shall be carried forward to the next funding cycle.
- b.) The Board may approve funding for statewide programs, innovation, research, and education. Grants and funding for these purposes may be funded directly by the Foundation, with funds received from the State Share of the Opioid Funds (in partnership with the State), or from sources other than Opioid Funds.

- c.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.
- d.) The Grant Oversight Committee shall develop and the Board shall approve a Grant-Making Policy for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation, and as set forth in Section 4.03 herein.
- e.) Votes of the Board on the disbursement and expenditure of funds shall, as with all Board votes, be subject to the voting procedures in Section 3.08.

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
OneOhio MOU

INSERT APPENDIX B
Map of Regions

INSERT APPENDIX C
Ohio Ethics Commission Guidance

ONEOHIO RECOVERY FOUNDATION

TRANSPARENCY POLICY

I. Purpose

The OneOhio Recovery Foundation (the “Foundation”) is a nonprofit corporation under Ohio Revised Code Chapter 1702 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.

The Foundation aims to work with government entities and private organizations to carry out its purpose of promoting the health and safety of Ohioans through implementing evidence-based forward-looking strategies, programming, and grantmaking to organizations directly involved in the treatment, prevention, and recovery of opioid use disorder.

The engagement of the public, government, experts, and key stakeholders such as those with lived experiences, is essential in order to successfully achieve the Foundation’s charitable mission.

To that end, the Foundation staff, Board, Committees, and Expert Panel hereby adopt this policy that will ensure openness, access, and transparency in our work. Meetings shall be accessible to the public and certain records shall be made available upon reasonable written request.

II. Records

A “record” generally refers to a document in any format – paper, electronic (including, but not limited to, business e-mail) – that is created or received by the Foundation, regarding the Foundation’s functions, policies, decisions, procedures, operations, or other activities. All Foundation Staff, Board Members, Committees, Expert Panelists, and contractors are required to retain records in accordance with this policy and the Foundation’s Record Retention Policy.

This policy does not require us to turn over the following: records made pertaining to an executive session of the Board, personal information, confidential documents protected by the attorney-client privilege, trade secrets, proprietary information, protected health and medical records, donor profile records and other confidential donor information, records relating to sensitive employment issues, tax issues, the purchase or sale of property, or other similar records that the Executive Director or Board determines, in good faith, are sensitive, confidential, or privileged material that is not appropriate for the general public.

A “meeting” includes the following: meetings of the Foundation Board, Committees, and Expert Panel.

Board Meeting Minutes shall be posted on the website.

The Foundation's most recent financial audit report conducted by an independent accounting firm shall be posted on the website on an annual basis.

III. Handling Requests

No specific language is required to make a request for records. However, the requester must at least identify the records requested with sufficient clarity to allow the Foundation to identify, retrieve, and review the records.

It is the Foundation's general policy not to ask for the requester's identity, and/or the intended use of the information requested but may do so if disclosure of identity or intended use would benefit the requester by enhancing the office's ability to identify, locate, or deliver the public records that have been requested.

In processing the request, the Foundation does not have an obligation to create new records. An electronic record is deemed to exist so long as a computer is already programmed to produce the record through the office's standard use of sorting, filtering, or querying features.

In processing a request for inspection of a record, a Foundation employee may accompany the requester during inspection to make certain original records are not taken or altered.

Records need only be retained in accordance with the Records Retention Policy. Records requested outside of the time period outlined in the schedule need not be provided if unavailable.

IV. Denial and Redaction of Records

If the requester makes an ambiguous or overly broad request or has difficulty in making a request such that the office cannot reasonably identify what records are being requested, the request may be denied, but the office must then provide the requester an opportunity to revise the request by informing the requester of the manner in which records are maintained and accessed by the office.

If the office withholds, redacts, or otherwise denies requested records, it must provide an explanation for the denial(s). When making records available for public inspection or copying, the office shall notify the requester of any redaction or make the redaction plainly visible.

V. Copying and Mailing Costs

A requester may be required to pay in advance for the actual costs involved in providing a copy of the record. The requester may choose whether to have the record duplicated upon paper, upon the same medium on which the public record is kept, or upon any other medium on which the office determines that the record can reasonably be duplicated as an integral part of the office's normal operations.

If a requester asks that documents be delivered to them, they may be charged the actual cost of the postage and mailing supplies, or other actual costs of delivery. There is no charge for e-mailed documents.

VI. Meeting Transparency

Meetings of the Foundation Board, Committees, and Expert Panel shall be accessible by the general public, other than the meetings, or portions thereof, in which the Board is 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. Reasons for entering executive session include, but are not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding pending or imminent legal action or other matters that the Board determines, in good faith, are sensitive, confidential, or privileged, or otherwise inappropriate for the general public.

Meeting notices shall be posted on the Foundation website and sent using an email subscription listserv.

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.

**ONEOHIO RECOVERY FOUNDATION, INC.
GRANT-MAKING POLICY OUTLINE**

I. Purpose

- a. Charitable Purposes of the Foundation [desire to remain disciplined in adhering to our charitable purposes]
- b. Policy Purpose: The Grant-Making Policy shall set forth the roles of the Grant Oversight Committee, Expert Panel, and Board in receiving, reviewing, and approving applications for the disbursement of Opioid Funds.

[Insert statement about the desire to be transparent, inclusive, responsive, deferential to the regions]

II. Approved Purposes.

- a. Grants shall be made for the purpose of treatment, prevention, and recovery
- b. Attach Exhibit List of Opioid Remediation Uses

III. Duties of the Grantmaking Committee

- a. Subject to the Board of Directors
- b. Work in partnership with the Regions to solicit applications for recommended projects
- c. Review applications (Regional and Statewide)
- d. Confer with the Expert Panel

IV. Duties of the Expert Panel

- a. Compliance with Approved Purposes
- b. Compliance with Evidence-Based Requirement
- c. Coordination with Statewide Programs (our own and others)
 - i. Governor's Leading Director/Staff member on SUD to serve as Ex-Officio Member

V. Duties of the Board

- a. Determine amount to be disbursed
 - i. Alignment with Spending Policy

- b. Approve recommendations from the Grant-Making Committee

VI. Process

- a. Through the budgetary process and in accordance with the Spending Policy, the Board shall determine the amount available for distribution as Regional Shares and Statewide Projects.
- b. Expert Panel weigh in on the needs of the state for statewide projects
 - i. Decide whether a grant or an RFP for services
- c. Regions
 - i. Foundation shall provide guidance to the regions on the Foundation's annual disbursement, timeline for accepting applications
 - 1. Applications shall come from the regions
 - 2. Region's proportionate share
 - 3. Each region's share shall be carried forward into the next grantmaking cycle, and shall not be redistributed to other regions or other statewide projects.
 - 4. Regions shall be given the autonomy to create their own local process for receiving, reviewing, and prioritizing regional projects
 - 5. Region shall sponsor the application by signature of application by board member
 - a. Board member or another individual with authority to sign on behalf of the region.
- d. Statewide
 - i. For statewide programs, innovation, research, and education
 - ii. Don't have to be sponsored by a region; must comport with recommendations of Expert Panel

VII. Eligible Recipients.

VIII. Application Review Process.

- a. Technical review
- b. Expert Panel review

DRAFT FOR DISCUSSION PURPOSES ONLY

- c. Content review/scoring
 - i. Committee participation
 - d. Program Officer report
 - e. Committee recommendation
 - f. Board approval
- IX. Diligence Review Process.**
- X. Grant Approval Process.**
- XI. Appeals.**
- XII. Conflicts of Interest.**
- XIII. Post-Grant Compliance**
- a. Reporting and Evaluation