



**ONEOHIO RECOVERY FOUNDATION  
BOARD MEETING PACKET  
OCTOBER 12, 2022**

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**ONEOHIO RECOVERY FOUNDATION  
BOARD MEETING  
OCTOBER 12, 2022**

**AGENDA**

- I. Call to Order
- II. Welcome and Update from the Chair (K. Whittington)
- III. Items for Action
  - a. Approve Minutes from September 14, 2022 Board Meeting
  - b. Approve Proposed 2023 Board Meeting Schedule
  - c. Conflict of Interest Policy (Draft)
- IV. Executive Session (if needed)
- V. Items for Discussion
  - a. Diversity & Inclusion Policy (Draft)
  - b. Operations Report – Jim Quinn, CFO
  - c. Committee reports
    - i. Audit & Finance – Update from the Chair (L. Kidd)
    - ii. Grant Oversight – Update from K. Whittington
    - iii. Search – Update from the Chair (L. Kidd)
  - d. Benesch Update
- VI. Open Discussion
- VII. Adjourn

**ORGANIZATIONAL AND OPERATIONAL CHECKLIST**

**OF ONEOHIO RECOVERY FOUNDATION**

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

MOU: One Ohio Memorandum of Understanding

<b><u>ITEMS</u></b>	<b><u>NOTES/COMMENTS</u></b>
<b>I. <u>FORMATION</u></b>	
A. Articles of Incorporation for Foundation	<i>-Complete</i>
B. Form SS-4, Application for Employer Identification for Foundation	<i>-Complete</i>
C. Trade Name Registration	<i>-Filed as "OneOhio Foundation"</i>
<b>II. <u>IMMEDIATE MATTERS</u></b>	
A. Approve Conflict of Interest Policy	<i>-Complete</i>
B. Review and Approve Policies	
1. Policies approved at 8/10/22 Board Meeting: <ul style="list-style-type: none"> <li>a. Gift Acceptance Policy</li> <li>b. Record Retention Policy</li> <li>c. Whistleblower Policy</li> </ul>	
2. Policies approved at 9/14/22 Board Meeting	

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

ITEMS	NOTES/COMMENTS
Tax-Exemption	<i>when final draft of the Form 1023 has been reviewed by applicable committees and the Board</i>
<b>IV. OPERATIONAL MATTERS</b>	
A. Open Bank Accounts	<i>- Complete</i>
B. Determine Structure for Investment Function <ol style="list-style-type: none"> <li>1. Determine appropriate investment function structure (and potential RFP process)</li> <li>2. Open Investment Accounts (if applicable)</li> </ol>	<i>-Working Group update regarding investment function was on 8/10/22 Board meeting agenda</i>
C. Hire Executive Director and other employees (or outsourced service providers) <ol style="list-style-type: none"> <li>1. RFP for search firm for Executive Director               <ol style="list-style-type: none"> <li>a. Approve Search Firm</li> </ol> </li> <li>2. Job description of Executive Director</li> <li>3. Outsourced administrative assistant to the Foundation</li> <li>4. Outsourced Chief Financial Officer</li> </ol>	<i>- RFP approved at 8/10/22 Board meeting</i>  <i>-Hiring of outsourced administrative assistant and chief financial officer function complete</i>
D. Create Board Committees and Adopt Committee Charters <ol style="list-style-type: none"> <li>1. Audit and Finance Committee</li> <li>2. Executive Committee</li> <li>3. Investment Committee</li> <li>4. Personnel Committee</li> </ol>	<i>-Committees established at 8/10/22 Board Meeting</i>  <i>-Committee Charters will need prepared by the committees and approved by the Board</i>

ITEMS	NOTES/COMMENTS
5. Grant Oversight Committee	
<p>E. File Form 1023, Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code</p> <ol style="list-style-type: none"> <li>1. Need approved Code of Regulations</li> <li>2. Need approved Conflict of Interest Policy</li> <li>3. Need identifications of all members of the Board (and for those appointed by regions, information regarding their regional structures)</li> <li>4. Need detailed narrative description of all of the planned activities and programs of the Foundation, including who will conduct the activities, how the activities will be funded, how the activities will further the tax-exempt purposes of the Foundation, the time to be allocated to the activities and the percentage of expenses to be allocated to the activities. <i>[Input will be required from the Grant Oversight Committee, Executive Committee and Audit and Finance Committee.]</i></li> <li>5. Need estimated budget, including revenue and expenses, for the current year and two succeeding years, and need a balance sheet, all in the format and categorized as required in the Form 1023. <i>[Input will be required from the Audit and Finance Committee and the Foundation's accounting firm.]</i></li> <li>6. Need detailed information regarding the grant process, including the types and purposes of the grants, how recipients will be selected (like grant proposals or applications), the criteria to select recipients, reporting required to ensure grants are used for their intended purpose, records to be kept, and types of organizations that may get grants. <i>[Input will be required from the Grant Oversight Committee.]</i></li> <li>7. Need detailed information regarding any planned fundraising, including the types and forms of planned fundraising. <i>[Input will be required from the Grant Oversight Committee and the Executive Committee.]</i></li> <li>8. Need detailed information regarding compensation practices. <i>[Input will be required from the Executive Committee and the Personnel Committee.]</i></li> <li>9. Draft Form 1023 will need reviewed at the committee and Board level and also prepared in conjunction with and reviewed by the Foundation's accounting firm.</li> </ol>	-In Process
<p>F. General Business Operations</p> <ul style="list-style-type: none"> <li>- Purchase insurance (including Director and Officer Insurance)</li> </ul>	- D&O insurance approved at 8/10/22 Board meeting

ITEMS	NOTES/COMMENTS
<ul style="list-style-type: none"> <li>- Purchase supplies and equipment</li> <li>- Enter into a lease</li> <li>- Hire a payroll provider</li> <li>- Obtain employee benefit plans</li> <li>- Acquire appropriate software (ex. accounting functions)</li> <li>- Build website</li> <li>- All other business functions necessary for an organization of this size</li> </ul>	<p style="text-align: right;"><i>-TrustDigital selected</i></p>
<p>G. Prepare a Budget</p>	<p><i>-Audit and Finance Committee to prepare budget; see E(5) re: 1023 requirements</i></p>
<p>H. Appoint Expert Panel and Adopt Expert Panel Charter</p> <ol style="list-style-type: none"> <li>1. Approve Application for Expert Panel (or Outside Experts more generally)</li> <li>2. Determine process for the submission of potential members by the Metropolitan and Non-Metropolitan Director Classes</li> <li>3. Prepare and approve Expert Panel Charter (to be prepared by Expert Panel in conjunction with applicable committees)</li> </ol>	<p><i>- See MOU and Code for mechanism for appointment of the Expert Panel – Foundation will need to convene local government directors to appoint 6 remaining seats</i></p>
<p>I. Hire Independent Advisors</p> <ol style="list-style-type: none"> <li>1. Communications and PR</li> <li>2. Tax Accounting Firm</li> <li>3. Audit Firm</li> </ol>	<p><i>-Board approved contract at July Board meeting</i></p>
<p>J. Implement the Grant Process</p>	<p><i>Grant-Making Policy</i></p>

ITEMS	NOTES/COMMENTS
<ul style="list-style-type: none"> <li>- Approve Grant Policy, which will include parameters regarding eligibility, the grant cycle, the grant review process and the appeal process</li> <li>- Prepare and approve Grant Application and guidelines related thereto</li> <li>- Determine process and procedures (ex. electronic) for submissions of grant applications</li> <li>- Develop reporting and compliance process</li> </ul>	<p><i>Outline distributed in 9/14 board packet; to be further discussed in Grant Oversight Committee</i></p>
<p>K. Determine and Implement Other Programs</p>	<p><i>-The MOU contemplates that funds may be used for statewide programs, innovation, research and education</i></p>
<p>L. Determine and implement mechanism to obtain balance remaining in LGFF</p>	<p><i>-The MOU contemplates that the balance left in the LGFF following the payment of fees revert back to the Foundation. The Foundation needs to ensure that any agreement related to the LGFF contains a mechanism for this process</i></p>
<p>M. Complete Annual Disclosure Statements (Conflict of Interest)</p>	
<p>N. File All Required Tax Returns and Tax Reports</p> <ol style="list-style-type: none"> <li>1. Federal Form 990</li> <li>2. State Filings</li> </ol>	



ITEMS	NOTES/COMMENTS
3. Other required tax returns and filings (such as payroll-related tax returns; form 1099s)	
O. Allocate Director Terms (Executive Committee)	<i>- See Code re: terms; will need to determine mechanism to establish which directors will take which terms</i>
P. Within 90 days of the first receipt of Opioid Funds and annually thereafter, determine the amount and timing of Foundation funds to be distributed as Regional Shares.	<i>-See Article XI of Code</i>

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



**ONEOHIO RECOVERY FOUNDATION**  
**1554 POLARIS PKWY STE 325**  
**COLUMBUS, OH 43240**

**COMMITTEE ROSTER - 2022**

<p><b>AUDIT &amp; FINANCE COMMITTEE</b></p>	<p><b>CHAIR – LARRY KIDD</b>          Mircea Handru          Evan Kleymeyer          Don Mason          Kathryn Whittington (ad hoc)</p>
<p><b>EXECUTIVE COMMITTEE</b></p>	<p><b>CHAIR – KATHRYN WHITTINGTON</b>          VICE CHAIR – Don Mason          TREASURER – Michael Roizen          SECRETARY – Larry Kidd          AT-LARGE REPRESENTATIVE FOR METROPOLITAN REGIONS -          Keith Hochadel</p>
<p><b>GRANT OVERSIGHT COMMITTEE</b></p>	<p><b>CHAIR – TOM GREGOIRE</b>          Josh Cox          Denise Driehaus          Julie Ehemann          Jeffrey Fix          Greta Mayer          Jane Portman          Ilene Shapiro          Jeffrey Simmons          John Tharp          Kathryn Whittington (ad hoc)          Jeanette Wierzbicki</p>
<p><b>INVESTMENT COMMITTEE</b></p>	<p><b>CHAIR – DON MASON</b>          Bill Hutson          Christopher Smitherman          Kathryn Whittington (ad hoc)</p>
<p><b>PERSONNEL COMMITTEE</b></p>	<p><b>CHAIR – JULIE EHEMANN</b>          Bambi Baughn          Judy Dodge          Mircea Handru          Larry Kidd          Duane Piccirilli          Kathryn Whittington (ad hoc)</p>
<p><b>SEARCH COMMITTEE</b></p>	<p><b>CHAIR – LARRY KIDD</b>          Tom Gregoire          Don Mason          Greta Mayer          Duane Piccirilli          Michael Roizen          Kathryn Whittington (ad hoc)</p>



**ONEOHIO RECOVERY FOUNDATION  
BOARD MEETING  
SEPTEMBER 14, 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 September 14, 2022.

The meeting was called to order and a quorum confirmed by Chair, Kathryn Whittington at 12:14 PM.

**II. Attendance**

**Present (in person):**

**Non-Metropolitan Regions:** Bambi Baughn, Julie Ehemann, Jeffrey Fix, Mircea Handru, **Vice Chair** – Don Mason, Greta Mayer, **Chair** – Kathryn Whittington, Jeannette Wierzbicki

**Metropolitan Regions:** Josh Cox, **At-Large Representative for Metropolitan Regions** – Keith Hochadel, David Matia, Duane Piccirilli

**Statewide Appointees:** Tom Gregoire, **Secretary** – Larry Kidd

**Legislative Appointees:** Richard Brown, Evan Kleymeyer, Rob McColley

**Also present:** Kevin Bingle (Trust Digital), Holly Gross (Benesch Law), Claudia Herrold (Philanthropy Ohio), Connie Luck (ConVista Public Affairs), Leah McCue (Benesch Law), Jim Quinn (OneOhio Recovery Foundation), Marty Sweterlitsch (Benesch Law)

**Present (virtual):**

**Non-Metropolitan Regions:** William Hutson, Glenn Miller

**Metropolitan Regions:** Judy Dodge, Denise Driehaus

**Statewide Appointees:** Christopher Smitherman

**Legislative Appointees:** Gail Pavliga

**Also present:** Jessica Angney (Benesch Law), Jules Coleman (OneOhio Recovery Foundation), Julia Rolniak (Benesch Law)

**Absent:** Mike Beazley, Jane Portman, Michael Roizen, Ilene Shapiro, Jeffrey Simmons, John Tharp

### **III. Old Business**

Minutes from the meeting on August 10, 2022, were provided to the board for review prior to the meeting. A motion to approve the minutes from the August 10 meeting as presented was made by Jeanette Wierzbicki and seconded by Jeffrey Fix. The motion passed unanimously.

### **IV. New Business**

#### **Chair's Update**

Chair, Kathryn Whittington invited the newly hired temporary CFO, Jim Quinn, and temporary administrative assistant/board secretary, Jules Coleman, to introduce themselves to the board.

New board members Judge David Matia, representing Region 3, and Evan Kleymeyer, appointed by the Ohio Senate Minority Leader, introduced themselves to the board. Evan Kleymeyer holds the Legislative Appointment previously held by Senator Teresa Fedor, who submitted her resignation.

#### **Items for Action**

##### **a. Select Committee Chairs**

- a. Don Mason was nominated as the chair of the Investment Committee by Larry Kidd. The nomination was seconded by William Hutson.
- b. Larry Kidd was nominated as the chair of the Finance & Audit committee by Tom Gregoire. The nomination was seconded by Jeffrey Fix.
- c. Julie Ehemann was nominated as the chair of the Personnel committee by Larry Kidd. The nomination was seconded by Jeffrey Fix.
- d. Tom Gregoire was nominated as the chair of the Grant Oversight committee by Larry Kidd. The nomination was seconded by Jeffrey Fix.
- e. A motion to adopt the slate of candidates for committee chairs as nominated was made by Jeffrey Fix and seconded by Jeanette Wierzbicki. The motion passed unanimously.

##### **b. Adopt Code of Regulations**

- a. A motion to approve the Code of Regulations as presented was made by William Hutson and seconded by Glenn Miller. The board discussed the motion.
- b. A motion to amend Article III, Section 3.11 of the proposed draft Code of Regulations to read

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 who are otherwise public officials shall continue to be bound by the requirements of Ohio ethics laws.

was made by Duane Piccirilli and seconded by Glenn Miller. The motion to amend passed unanimously.

- c. A motion to amend the text of Article I, Section 1.02(a)(iv) of the proposed draft Code of Regulations to read

(iv) decrease the oversupply of licit and illicit opioids and/or other co-occurrent substance abuse items

was made by Larry Kidd and seconded by Jeffrey Fix. Holly Gross proposed a legal review before finalizing. The motion to amend passed unanimously.

- d. A motion to amend the text of Article I, Section 1.02(c) of the proposed draft Code of Regulations to read

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 that benefit the local community engaged in such programs (the purposes set forth above, inclusively, the “Charitable Purposes”).

was made by Julie Ehemann and seconded by David Matia. The motion to amend passed unanimously.

- e. Jeffrey Fix expressed that Article VI, Section 6.02(b) of the proposed draft Code of Regulations lacked the provision that the Executive Director shall have experience in foundation management. The Board discussed making an amendment. No motion was made.
- f. David Matia expressed the desire to include in Article I, Section 1.02(a) of the proposed draft Code of Regulations the option of supporting workforce development programs for case managers, addiction psychiatrists etc. No motion was made.
- g. A motion to call the question was made by Duane Piccirilli and seconded by Jeffrey Fix. The motion passed unanimously.
- h. A point of order was made by Rob McColley that the previous motion was regarding ending discussion of the proposed draft Code of Regulations.

- i. Mircea Handru expressed the desire to include language in Article III, Section 3.08(c) of the proposed draft Code of Regulations regarding notifying a Director and their appointing body/authority if said Director is out of compliance with the attendance requirement. No motion was made.
- j. A motion to vote to adopt the Code of Regulations as amended was made by Don Mason and seconded by Duane Piccirilli. The board discussed procedures. The motion was withdrawn.
- k. A motion to amend Article III, Section 3.06(i) of the proposed draft Code of Regulations to read

A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as Director, **except for reasonable travel expenses.**

was made by Larry Kidd and seconded by Don Mason. The motion passed unanimously.

- l. At approximately 12:48PM, the virtual webinar of the meeting lost audio connection and then video connection. The meeting was paused. At approximately 12:55PM, the virtual webinar reconnected to both audio and video. The meeting resumed at approximately 12:58PM.
- m. A motion to approve the Code of Regulations as amended was made by Don Mason and seconded by William Hutson. The motion passed unanimously.

**c. Adopt Transparency Policy**

- a. A motion to adopt the Transparency Policy as presented was made by Jeffrey Fix and seconded by Julie Ehemann. The motion passed unanimously.

**d. Adopt Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy**

- a. A motion to amend the Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy to add "**and substance use disorder**" where "opioid use disorder" was mentioned was made by Greta Mayer and seconded by Jeffrey Fix. Mayer expressed the desire to make this change as part of Larry Kidd's earlier motion on this topic regarding language in the Code of Regulations. The motion to amend passed unanimously.
- b. A motion to accept the Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy as amended was made by Jeanette Wierzbicki and seconded by

Bambi Baughn. The motion passed unanimously.

**e. Executive Committee Spending Authority**

- a. Larry Kidd requested up to \$25,000.00 to be released for operational spending over the next 30 days until a budget is approved. A motion to approve the request was made by William Hutson and seconded by Keith Hochadel. Chair, Kathryn Whittington informed the board that Ohio Attorney General Dave Yost's office has voluntarily released \$1 million of the funds the state received through the McKinsey & Co. opioid settlement to support the Foundation's operational startup costs. The motion passed unanimously.
- b. Larry Kidd requested that the Board approve securing a credit card for the Foundation in order to facilitate operational spending. A motion to approve the request was made by Duane Piccirilli and seconded by Jeanette Wierzbicki. The board discussed the motion and determined that the finance committee and the Chair could authorize and review credit card expenses. The motion passed unanimously.
- c. Larry Kidd requested an additional \$2,500.00 be released to cover the expense of securing D&O insurance as authorized in the August 10 board meeting. Kidd also requested \$50,000.00 be released to increase D&O insurance coverage (up to \$5 million aggregate) and up to \$50,000.00 be released to secure fraud insurance, for a total of up to \$102,500.00. A motion to approve the requests was made by Rob McColley and seconded by Mircea Handru. The motion passed unanimously.

**Marketing & Communications Presentation**

Connie Luck of ConVista Public Affairs and Kevin Bingle of Trust Digital gave a presentation on their work thus far regarding the Foundation's public relations and communications strategy. The board discussed the presentation and Luck and Bingle took questions.

**Items For Discussion**

- a. Kathryn Whittington gave an update that CFO Jim Quinn would begin work on the budget.
- b. Larry Kidd gave an update on personnel. Jim Quinn has been hired as a temporary CFO and Jules Coleman has been hired as a temporary administrative assistant/board secretary. The Request for Proposals (RPF) for an executive search firm has been sent and bids are due by September 16. The Executive Committee will present their recommendations at the October 12 board meeting.
- c. Don Mason reiterated the investment strategy update from the August 10 meeting, adding that further changes can be discussed once the board determines how much money will be distributed immediately to regions and how much will be held back for long term investment.

- d. Holly Gross of Benesch Law gave an update on the Grant-Making Policy. The process of creating the policy has begun and the final policy will be considered through the Grant Oversight Committee with input from the regions and the Expert Panel. Claudia Herrold of Philanthropy Ohio, who has also been assisting with the development of the policy, introduced herself to the board.
- e. Holly Gross gave an update that a draft of the Inclusion Policy is in development.

**Update on Pending Litigation**

Marty Sweterlitsch of Benesch Law gave an update on pending litigation. On Monday, September 12, 2022, Benesch Law filed an answer and a motion for judgment on the pleadings with the Franklin County Court of Common Pleas regarding Case No. 2022-CV-5401: Harm Reduction Ohio v. OneOhio Recovery Foundation. The legal team will appear in court on October 27 for the oral arguments. Benesch Law has also filed an answer with the Ohio Supreme Court regarding Case No. 2022-0966: State ex rel. Harm Reduction Ohio v. One Ohio Recovery Foundation.

**Open Discussion**

Larry Kidd reiterated that it is unlikely that the Foundation will be able to disburse any funds in 2022.

Chair, Kathryn Whittington gave the update that opioid settlement funds are sitting at the National Settlement Administrator awaiting the establishment of distribution infrastructure, and therefore no distributions have yet taken place.

**V. Next Meeting:**

The Board will meet again at 12:00pm on Wednesday, October 12, 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.

**VI. Adjournment**

A motion to adjourn was made by Jeffrey Fix and seconded by Mircea Handru. The meeting adjourned at 1:15PM on September 14, 2022.

The undersigned, which includes the Secretary of the OneOhio Recovery Foundation Board and the Board Secretary, hereby attests that these minutes are a true and correct original of the meeting of September 14, 2022 of the OneOhio Recovery Foundation Board. The Board Chair has abstained from all voting that occurred during this meeting.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





ONEOHIO RECOVERY FOUNDATION  
1554 POLARIS PKWY, STE 325  
COLUMBUS, OH 43240

## 2023 BOARD MEETING DATES (PROPOSED)

12pm, Wednesday, January 11, 2023

12pm, Wednesday, February 8, 2023

12pm, Wednesday, March 8, 2023

12pm, Wednesday, April 12, 2023

12pm, Wednesday, May 10, 2023

12pm, Wednesday, June 14, 2023

12pm, Wednesday, July 12, 2023

12pm, Wednesday, August 9, 2023

12pm, Wednesday, September 13, 2023

12pm, Wednesday, October 11, 2023

12pm, Wednesday, November 15, 2023\*  
*\*date changed due to General Election*

12pm, Wednesday, December 13, 2023

### Meeting location:

COhatch Polaris East  
1554 Polaris Pkwy, Ste 325  
Columbus, OH 43240

**ONEOHIO RECOVERY FOUNDATION  
CONFLICT OF INTEREST POLICY**

**Article I**

Purpose

The purpose of the Conflict of Interest Policy is to protect the OneOhio Recovery Foundation's ("Foundation") interest when it is contemplating entering into a transaction or an arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**

Definitions

**1. Interested Person**

This Conflict of Interest Policy applies to the Foundation's directors, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect Financial Interest, as defined below ("Interested Person"). A principal officer is defined as someone who has ultimate responsibility for implementing the decisions of the Foundation Board, or for supervising the management, administration, or operation of the Foundation, such as the Executive Director.

**2. Financial Interest**

This Conflict of Interest Policy applies to transactions between the Foundation and an Interested Person, or between the Foundation and another party with which the Interested Person has a Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Foundation has a transaction or an arrangement,
- b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or an arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or an arrangement.
- d. Is an elected officer of any governmental entity with which the Foundation has, or is considering, a transaction or an arrangement.

- e. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A Financial Interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

### **Article III**

#### Procedures

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, they shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

##### **3. Procedures for Addressing the Conflict of Interest**

- a. An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if needed, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Foundation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

##### **4. Violations of the Conflict of Interest Policy**

- a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV**

##### Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

##### Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

##### Annual Statements

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the Policy,
- c. Has agreed to comply with the Policy, and
- d. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **Article VII**

### Periodic Reviews

To ensure the Foundation operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **Article VIII**

### Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**ONEOHIO RECOVERY FOUNDATION**  
**DIVERSITY AND INCLUSION POLICY**

**Purpose.**

Diversity and inclusion is a fundamental value of the OneOhio Recovery Foundation (“Foundation”). The opioid epidemic has impacted Ohio communities across the entire state, and overdose death rates are increasing across all demographics.

The purpose of this policy is not to favor certain individuals or groups or have the effect of excluding other individuals or groups. The purpose of this policy is to affirm our intention to practice and promote diversity and inclusion in our charitable mission of abating the opioid epidemic together as one.

**Diversity and Inclusion Defined.**

Diversity and inclusion are related and equally important concepts. Diversity includes but is not limited to differences in race, ethnicity, sex, gender, sexual orientation or gender identity, disability, religion, age, national origin, military or veteran status. Diversity also includes differences in backgrounds, experiences, perspectives, thoughts, interests and ideas, organizational size, and geography.

Inclusion means ensuring that Ohioans from all walks of life are valued, heard, engaged, involved in our work, and have full opportunities to collaborate and contribute.

**Foundation Commitment to Diversity and Inclusion.**

The Foundation is committed to intentionally promoting respectfulness, cultural awareness, and inclusivity. The Foundation will strive to advance diversity and inclusion throughout endeavors undertaken, including employment, vendor contracting, experts consulted, grantmaking, beneficiaries served, communications, and partnerships.

**Diversity and Inclusion Goals.**

As part of this commitment, the Foundation will:

- [INSERT SPECIFIC PROGRAMS AND PLANS<sup>1</sup>]
- The Board will annually invite an expert in Diversity, Equity, and Inclusion to provide a training seminar for Directors.
- The Board will appoint at least one diverse member of the Expert Panel.
- The Foundation shall be intentional in our efforts to reach historically marginalized and underrepresented communities in all communications

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<sup>1</sup> Board feedback requested

- We will ask that our partners share in our values, and demonstrate to us how they uphold their own commitment to diversity and inclusion.
- We are committed to a workplace culture that values and promotes diversity, inclusion, equal employment opportunities, and a work environment free of harassment and hostility. We will work to attract, recruit, retain, engage, support, develop, and advance qualified individuals of all backgrounds.
- The Foundation recognizes that we must continue to challenge ourselves to ensure these values are upheld. As such, we will annually/biannually conduct a [roundtable/listening session] to evaluate our efforts and develop new ways to improve and evolve in this important area.

### **Administration of This Policy.**

The Foundation's Executive Director is responsible for the administration of this policy. Questions regarding this policy or about diversity and inclusion efforts that are not addressed in this policy should be directed thereto.

A copy of this policy shall be posted on the Foundation's website, and shared broadly amongst our partners.

### **Disclaimers.**

This policy is not intended to restrict communications or actions protected or required by state or federal law.

Neither this policy nor any other communication by the Foundation, whether oral or written, is intended in any way to create a contract of employment, modify at-will employment status, or supersede the terms of an employment agreement.

The Board has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this policy at any time. No statement or representation by a Director, Officer, or Principal Officer, whether oral or written, can supplement or modify this policy without requisite action by the Board.



**ONEOHIO RECOVERY FOUNDATION**  
**BOARD MEETING**  
**OCTOBER 12, 2022**

**OPERATIONS REPORT - OCTOBER 12, 2022**

1. Opened a new office and meeting space at COhatch Polaris, located in north Columbus off 71 and 270. The space includes a two-person office, meeting room, secured mail service, and a large room for Board meetings.
  - Address: 1554 Polaris Parkway, Suite 325, Columbus, Ohio 43240
2. Huntington Banking
  - Set-up with ACH payments through the Huntington Payment Center, attended training, and made payments. The organization has ordered checks.
  - The organization has a debit card for point-of-sale and small dollar purchases.
3. Budget
  - Working with the AG's office to get settlement revenue projections for the next couple years. This information is needed to prepare the 501(c)(3) application and a fiscal year 2023 budget.
  - Drafting an operating budget.
  - Purchase Foundation insurance from the Marsh McLennan Agency.
4. Accounting
  - Created, for Audit and Finance Committee approval, a draft RFP to hire an CPA firm for guidance and tax preparation.
  - Researching potential accounting software and started a financial requirements list. Created ledgers to record expenses and balance accounts until the implementation of the new accounting system.
  - Started an online operating manual that includes accounting policies, business rules and processes. Draft documents include:
    - Proposed chart of accounts (COA)
    - Expenditure policy with ACH and payment rules
    - Payment (debit) card rules and expense log
    - Procurement policy, with request for quotes (RFQ) and request for proposal (RFP) templates
    - Travel rules and a travel expense report template for requesting reimbursement





**ONEOHIO RECOVERY FOUNDATION**  
**1554 POLARIS PKWY STE 325**  
**COLUMBUS, OH 43240**

## **CODE OF REGULATIONS**

The OneOhio Recovery Foundation Code of Regulations was approved at a meeting of the Board of Directors on September 14, 2022.

For environmental reasons, the Code of Regulations will not be printed in this packet.

To view the full Code of Regulations, including its appendices, please follow the below link to OneOhio Recovery Foundation's website.

<https://www.oneohiofoundation.com/about>