



ONEOHIO RECOVERY FOUNDATION

BOARD MEETING MINUTES

The OneOhio Recovery Foundation (the “Organization”) Board of Directors (the “Board”) held a board meeting on April 12, 2023, at 34 S. 3rd Street, Columbus, OH 43215 (the “Meeting”).

Board Members in Attendance:

Non-Metropolitan: Bambi Baughn, Julie Ehemann (left at 11:45 a.m.), Jeffrey Fix, Mircea Handru, Matt Old, Greta Mayer, Glenn Miller, Jeffrey Simmons, Casey Kozlowski, Jeanette Wierzbicki (via Zoom)

Metropolitan: Josh Cox, Judy Dodge, Denise Driehaus, Keith Hochadel, David Matia, Duane Piccirilli, Scott Sylak

Statewide: Tom Gregoire, Larry Kidd, Jane Portman (via Zoom), Michael Roizen (via Zoom), Christopher Smitherman (via Zoom), Robert Radcliff

Legislative: Evan Kleymeyer (left at 12:00 p.m.), Rob McColley

Board Members Not in Attendance:

Don Mason, Ilene Shapiro, Richard Brown, Gail Pavliga

Staff Present:

Kathryn Whittington, Jim Quinn

I. Call to Order

The Meeting was called to order by Chairman Kidd at 10:30 a.m. There was a roll call of directors present. A quorum was present for the Meeting.

II. Welcome and Update from the Chair

Chairman Kidd thanked all directors for attending the meeting. Mr. Scott Sylak and Mr. Robert Radcliff were recognized as new Directors.

III. Executive Session

Chairman Kidd requested the Board go into Executive Session to discuss pending court action pursuant to Ohio Revised Code Section 121.22(G)(3). Upon Motion duly made by Director Hochadel to enter Executive Session to discuss pending court action pursuant to Ohio Revised Code Section 121.22(G)(3), seconded by Director Miller, the Motion passed by unanimous affirmative vote of Directors present. Executive Session was entered into at 10:36 a.m.

Chairman Kidd called for the end of Executive Session at 11:05 a.m.

IV. Items for Action

a. Minutes from the March 8, 2023, Board Meeting

The Minutes from the March 8, 2023, Board Meeting were brought forward for consideration by the Board. Upon Motion duly made by Director Fix to adopt the Minutes from the March 8, 2023, Board Meeting without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

b. Settlement Allocation

The Settlement Allocation was brought forward for discussion by the Board.

Director Handru recommended that the first two years of funding be awarded exclusively to the regions minus administrative costs.

Director Fix stated that the Organization received an unanticipated \$3.6 Million from the Mallinckrodt bankruptcy (“NOAT Revenue”) and that he recommends all funds from the Distributor settlement year 1 and year 2 in the amount of \$34,648,406 (“Distributor Revenue”) and the Janssen settlement year 1 and year 2 in the amount of \$20,045,814 (“Janssen Revenue”) be allocated to support regional projects and that NOAT revenue be set aside for investment.

Chairman Kidd stated that the NOAT Revenue was not expected as Mallinckrodt was in bankruptcy court.

Director Roizen stated he believes that the Organization should build an endowment for future usage.

Director Driehaus stated that she is supportive of giving all Distributor Revenue and Janssen Revenue to the regions, minus administrative costs. As it pertains to the NOAT Revenue, these funds should be utilized for investments for three years. If the Board receives additional revenue in the future, this revenue should not be allocated on an ad hoc basis but rather by an allocation formula that the Board adopts.

Director Sylak asked if the State of Ohio received any revenue. Ms. Whittington stated that the State of Ohio receives about 15% of each settlement.

Director Old stated he supports Director Fix’s proposal.

Director Gregoire stated that the Board should consider funding statewide projects soon, particularly given the workforce shortage impacting the addiction treatment field. It is important to provide funding to the regions, but the Board should remember the positive impact statewide programs can have on all Ohioans. Director Hochadel stated that the State of Ohio is investing heavily in workforce development. However, the regions have been waiting patiently for funding, so any allocations in the near future should focus on regional funding.

Director McColley stated he is concerned that allocating all Distributor Revenue and Janssen Revenue to the regions will create a precedent that all revenue will only support regional projects. He is supportive of the proposed compromise, but the Board should consider statewide projects with future revenue received.

Director Driehaus stated that the Organization should formally reach out to the State of Ohio to work with them in an effort to better coordinate funding for statewide projects.

Director Portman stated she agrees with Director Fix's proposal and supports developing a formula for funding received in the future.

Director Smitherman stated he agrees with Director Fix's proposal and stated that the Board should have a greater discussion on statewide funding.

Senator McColley stated he asked that the resolution reflect the Board's intention only to allocate Distributor Revenue, Janssen Revenue, and NOAT Revenue, and that the decision by the Board should not be used to set any precedent for any future allocations. Director Mayer agreed and stated this decision should not set a precedent.

Director Fix recommended that the Board have a work session during the summer months to discuss how the Organization would fund statewide projects.

Director Fix asked if there was an idea as to what the administrative costs for the Organization would be. Mr. Quinn stated that administrative expenses are anticipated to be approximately \$2 Million annually.

Upon Motion duly made by Director Fix all allocate the Distributor Revenue and Janssen Revenue for grants to support regional projects and administrative costs not to exceed \$3.5 Million with any leftover administrative expenses to be carried over for future administrative expenses, and that NOAT Revenue be allocated for investment to benefit future grantmaking by the Organization, and that such an allocation not create a binding precedent on the Organization, seconded by Director Old, the Motion passed by a majority vote of Directors present.

Director Fix thanked Chairman Kidd for his leadership on the allocation of funds matter.

V. Investment Policy

The Investment Policy was brought forward for consideration by the Board. Director Fix asked if there was an urgency for the policy to be approved at the Meeting. Chairman Kidd recommended that the Investment Policy be adopted at the Meeting so that the Organization can place funds into an interest-bearing account as soon as possible. Doing so would allow the Organization's funds to grow at four percent interest.

Mr. Quinn reviewed the Investment Policy with the directors and stated that the Organization's funds would be invested with 5/3 Bank and Key Bank, an action that the Board previously approved.

Director Matia asked if the Organization could compare the draft Investment Policy to other investment policies similar private foundations have adopted.

Director Fix stated that Director Mason led the committee which drafted this policy. Mr. Mason has a significant amount of experience as it pertains to overseeing investments for other non-profits in Ohio, including public universities, and his judgment and the recommendation of the committee should be trusted.

Upon Motion duly made by Director Fix to adopt the Investment Policy with the amendment that the Board review the Investment Policy at the May Board Meeting, seconded by Director Old, the Motion passed by a majority vote of Directors present.

VI. Fiscal Policy

The Fiscal Policy was brought forward for consideration by the Board. Director Wierzbicki stated that the Finance Committee met and reviewed the Policy. Director Wierzbicki reviewed the proposed Fiscal Policy with the Board.

Chairman Kidd asked if the Fiscal Policy reflects that directors can receive mileage reimbursement at the mileage reimbursement rate set by the Internal Revenue Service for commuting to and from Board meetings. Director Wierzbicki stated that the draft Policy does permit this.

Upon Motion duly made by Director Fix to table the consideration of the Fiscal Policy, seconded by Director Miller, the Motion passed by majority vote of Directors present.

VII. Grant Policy & Application

The Grant Policy & Application was presented for consideration to the Board. Director Gregoire stated the Grant Making Oversight Committee extensively reviewed the Grant Policy & Application.

Director Dodge asked if the grant application would be available to applicants online. Director Gregoire stated that all applicants for regional and state funding would apply via an online application.

Director Fix thanked Director Gregoire for his leadership on drafting the Grant Policy & Application and recommended the Board vote to pass this policy at the Meeting.

Director Driehaus thanked Director Gregoire for his work on this matter. The application developed sets the minimum information that all applicants must disclose to the Organization. However, the Grant Policy and application permit each region to ask additional questions of its applicants. The Grant Policy and Application are comprehensive yet give each region the flexibility to customize information requested from applicants.

Upon Motion duly made by Director Maier to adopt the Grant Policy & Application without amendment, seconded by Director Matia, the Motion passed by a majority vote of Directors present.

Director Gregoire stated that Ms. Herrold is no longer with the Organization as a consultant and recommends the Organization hire an employee to oversee the grants process.

VIII. Financial Report

There was no Financial Report due to time constraints and allow for a substantial board training. The Financial Report will be provided at the May Board Meeting.

IX. Grant Software

Mr. Quinn gave an overview of grant software proposals. Three grant software vendors are being considered. These include Foundant, akoyaGo, and Salesforce. The current budgeted amount to purchase grant software is \$100,000.

Director Gregoire recommended that the Board should create a committee to meet with software vendors. Chairman Kidd agreed and asked if any directors would be interested in serving on the committee. Directors Wierzbicki, Buaghn, Mayer, and Gregoire volunteered to serve on the Software Committee. Additionally, Chairman Kidd appointed Mr. Quinn and Mr. Bingle to serve on the Software Committee as well.

Ms. Whittington stated that whatever software the Organization chooses, there will be time needed to customize the software to fit the Organization's needs and train the Organization's staff before the go-live.

X. Interim Executive Director Report

Ms. Whittington gave the Interim Executive Director Report. The Expert Panel application submission period has ended. There are approximately 95 applicants. Meetings with stakeholders continue. A review of the stakeholder meetings to be held in April and May was given.

XI. Expert Panel Update

There was no Expert Panel Update due to time constraints and allow for a substantial board training. The Expert Panel Update will be provided at the May Board Meeting.

XII. Timeline Update

There was no Timeline Update due to time constraints and allow for a substantial board training. The Timeline Update will be provided at the May Board Meeting.

XIII. Board Training

Mr. Garcar conducted a Board Training for directors on the legal responsibilities of directors and best board practices.

XIV. Committee Reports

a. Finance

There was no Finance Committee report due to time constraints and allow for a substantial board training. The Finance Committee Report will be provided at the May Board Meeting.

b. Strategy

There was no Strategy Committee report due to time constraints and allow for a substantial board training. The Strategy Report will be provided at the May Board Meeting.

c. Grant Making Oversight

There was no Grant Making Oversight Committee report due to time constraints and allow for a substantial board training. The Grant Making Oversight Committee Report will be provided at the May Board Meeting.

XV. Open Discussion

There was no Open Discussion.

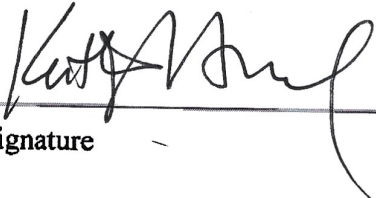
XVI. Next Board Meeting

The Board will meet on Wednesday, May 10, 2023, at 10:30 a.m. at the Ohio Chamber of Commerce, 34 S. Third Street, Columbus, OH 43215.

XVII. Adjourn

There being no further business to come before the Board, upon unanimous consent the Meeting adjourned at 12:55 p.m.

The undersigned being the Secretary of the OneOhio Recovery Foundation Board of Directors, hereby attests that these minutes are a true and correct original of the April 12, 2023, Board Meeting.



Signature

5/10/2023

Date