



**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING PACKET
DECEMBER 14, 2022**

TABLE OF CONTENTS

1. OneOhio Board Contact Information
2. Agenda
3. Minutes – October 12, 2022 Board Meeting
4. Excess Benefit Transaction Policy (Draft)
5. Provisional 2023 Operating Budget (Draft)
6. Expert Panel Application and Policy (Draft)
7. Diversity & Inclusion Policy (Draft)
8. Proposed 2023 Board Meeting Schedule



BOARD MEMBER DIRECTORY

Board Chair, Kathryn Whittington, can be reached at (440) 994-9191 or chair@oneohiofoundation.com.

Last Name	First Name	Email	Phone	Director Class	Appointed By
Baughn	Bambi	bbaughn@cacfayetecounty.org	740.335.7282 x114	Non-Metropolitan	Region 9
Beazley	Mike	mbeazley@oregonohio.org	567.249.9337	Metropolitan	Region 4
Brown	Richard	rep20@ohiohouse.gov	614.644.6002	Legislative	House Minority Leader
Cox	Josh	coxjoshua88@gmail.com	614.359.0116	Metropolitan	Region 1
Dodge	Judy	dodgej@mcoho.org	937.225.6445	Metropolitan	Region 8
Driehaus	Denise	denise.driehaus@hamilton-co.org	513.946.4400	Metropolitan	Region 2
Ehemann	Julie	jehemann@shelbyco.net	937.538.6087	Non-Metropolitan	Region 15
Fix	Jeffrey	jeff.fix@fairfieldcountyohio.gov	614.668.3881	Non-Metropolitan	Region 18
Gregoire	Tom	gregoire.5@osu.edu	614.288.7657	Statewide	Governor
Handru	Mircea	director@mhsosw.org	419.448.0640	Non-Metropolitan	Region 17
Hochadel	Keith	k.hochadel@cantontwp-oh.gov	330.205.9515	Metropolitan	Region 6
Hutson	William	whutsonatty@hutsonlaw.co	330.714.7513	Non-Metropolitan	Region 19
Kidd	Larry	lkidd@thinkhire.com	740.710.1432	Statewide	Governor
Kleymeyer	Evan	ekleymeyer@ohiobankersleague.com	859.653.6566	Legislative	Senate Minority Leader
Mason	Don	region12@oneohiofoundation.com	614.323.5520	Non-Metropolitan	Region 12
Matia	David	CPDTM@cuyahogacounty.us	216.402.3891	Metropolitan	Region 3
Mayer	Greta	greta@mhrb.org	937.902.6822	Non-Metropolitan	Region 14
McColley	Rob	mccolley@ohiosenate.gov	614.466.8150	Legislative	Senate President
Miller	Glenn	glenn.miller@henrycountyohio.gov	419.592.4876	Non-Metropolitan	Region 16
Pavliga	Gail	rep75@ohiohouse.gov	614.466.2004	Legislative	Speaker of the House
Piccirilli	Duane	duane.piccirilli@mahoningcountyoh.gov	330.502.1912	Metropolitan	Region 7
Portman	Jane	portmanjane@gmail.com	513.703.5484	Statewide	Governor
Roizen	Michael	roizenm@ccf.org	773.230.5577	Statewide	Attorney General
Shapiro	Ilene	ExecutiveShapiro@summitoh.net	330.643.2510	Metropolitan	Region 5
Simmons	Jeffrey	tontodog@roadrunner.com	740.591.0500	Non-Metropolitan	Region 10
Smitherman	Christopher	christopher@smithermangroup.com	513.352.3464	Statewide	Governor
Tharp	John	jtharp48@gmail.com	419.654.7907	Statewide	Governor
Whittington	Kathryn	chair@oneohiofoundation.com	440.994.9101	Non-Metropolitan	Region 13
Wierzbicki	Jeannette	jeannettew@omegadistrict.org	740.439.4471 x204	Non-Metropolitan	Region 11



**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING
DECEMBER 14, 2022, 11:30PM ET**

AGENDA

- I. Call to Order
- II. Welcome and Update from the Chair – Kathryn Whittington
- III. Items for Action
 - a. Approve Minutes from October 12, 2022 Board Meeting
 - b. Approve Excess Benefit Transaction Policy
 - c. Approve Renewal Contracts for Communications & Media Services
 - d. Approve Provisional 2023 Operating Budget
- IV. Items for Discussion
 - a. Expert Panel Application and Policy (Draft)
 - b. Communications Update – Connie Luck, ConVista Public Affairs
 - c. Litigation Update – Benesch
 - d. Committee Reports
 - i. Audit & Finance Committee – Larry Kidd, Chair
 - ii. Grant Oversight Committee – Tom Gregoire, Chair
 - iii. Executive Search Committee – Larry Kidd, Chair
 - e. Diversity & Inclusion Policy (Draft)
 - f. Proposed 2023 Board Meeting Schedule
- V. Executive Session (if needed)
- VI. Adjourn



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

MINUTES

I. Call to Order

A meeting of the OneOhio Recovery Foundation Board was held at the County Commissioner's Association of Ohio, 209 East State Street, Columbus, Ohio, 43215, on October 12, 2022.

The meeting was called to order and a quorum confirmed by Chair, Kathryn Whittington at 12:06 PM.

II. Attendance

Present (in person):

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

Metropolitan Regions: Josh Cox, Keith Hochadel, David Matia, Duane Piccirilli

Statewide Appointees: Larry Kidd, Jane Portman

Legislative Appointees: Richard Brown, Evan Kleymeyer, Rob McColley

Also present: Marty Sweterlitsch (Benesch Law), Holly Gross (Benesch Law), Rachel Massoud Reedy (County Commissioner's Association of Ohio), Jim Quinn (OneOhio Recovery Foundation), Jules Coleman (OneOhio Recovery Foundation)

Present (virtual):

Non-Metropolitan Regions: William Hutson, Glenn Miller

Metropolitan Regions: Judy Dodge, Denise Driehaus

Statewide Appointees: Michael Roizen, Christopher Smitherman, John Tharp

Legislative Appointees: None

Also present: Jessica Angney (Benesch Law), Julia Rolniak (Benesch Law)

Absent: Mike Beazley, Ilene Shapiro, Tom Gregoire, Gail Pavliga

III. Old Business

Minutes from the meeting on September 14, 2022 were provided to the board for review prior to the meeting. A motion to approve the minutes from the September 14 meeting as presented was made by Mircea Handru and seconded by Michael Roizen. The motion passed unanimously.

IV. New Business

Chair's Update

Chair, Kathryn Whittington relayed that OneOhio Recovery Foundation has secured office and meeting space at COhatch Polaris, and that the Foundation's new mailing address is **1554 Polaris Parkway, Suite 325, Columbus, OH 43240.**

The November 9, 2022 Board Meeting has been canceled as the scheduled date is the day after the general election; the Board will meet again on December 14, 2022 at COhatch Polaris. The Chair thanked the County Commissioner's Association of Ohio for the use of their facilities for the May-October board meetings.

The Chair drew attention to the Organizational and Operational Checklist included in the board packet and the progress the Foundation has made since its initial May meeting. The Chair also asked that board members share announcements and information about the Foundation to their regions, etc. on social media to increase awareness.

The Chair shared that the Executive Committee will begin working on the Expert Panel application process and will provide drafts for approval at the December 14 meeting. The Chair will also begin reaching out to committee chairs. Lastly, the Chair thanked everyone for their time and effort, and for attending today's meeting.

Items for Action

- a. Approve Proposed 2023 Board Meeting Dates
 - i. Rob McColley expressed that meeting on Wednesdays could be difficult in 2023 due to scheduling conflicts with the Ohio Legislature, and the Chair suggested a poll be sent out to find a day that better fit Board Members' schedules. A new schedule of proposed meeting dates will be presented for approval at the December 14 meeting.

- b. Adopt Conflict of Interest Policy
 - i. Holly Gross and Marty Sweterlitsch of Benesch Law gave a brief update on the draft Conflict of Interest Policy. Due to a technical malfunction, the recording of the meeting began during this update at approximately 12:18pm.

- ii. A motion to amend Article II, Section 1 of the draft Conflict of Interest Policy to include members of the Expert Panel within the definition of an “Interested Person” was made by Josh Cox and seconded by Jeffrey Fix.
- iii. David Matia suggested amending Article II, Section 2(e) of the draft Conflict of Interest Policy to read

Compensation includes direct and indirect remuneration as well as gifts or favors that are **more than de minimis**. A Financial Interest **is not** necessarily a conflict of interest. [...]

- iv. Josh Cox moved to amend the motion on the table to include David Matia’s suggestion. Jeffrey Fix seconded the amended motion. The amended motion passed unanimously.
- v. A motion to accept the draft Conflict of Interest Policy as amended was made by Jeffrey Fix and seconded by Jeanette Wierzbicki. The motion passed unanimously.

Items for Discussion

- a. Diversity & Inclusion policy
 - a. Holly Gross of Benesch Law gave an update on the draft Diversity & Inclusion Policy and asked for Board input.
 - b. Christopher Smitherman asked how the Board would measure success regarding Diversity and Inclusion and mentioned including language about procurement in the Policy. Smitherman also suggested the Board call in a DE&I expert before adopting the draft Diversity & Inclusion Policy. Larry Kidd suggested bringing in said expert for the December 14 board meeting.
 - c. Jeanette Wierzbicki asked about building grantmaking into the Diversity & Inclusion Policy. The Chair responded that the Grantmaking Policy would refer back to the Diversity & Inclusion Policy.
 - d. Rob McColley expressed concern that diversity quotas on the regional level could be difficult to fulfill due to relatively homogenous racial populations in some areas. Gross and Smitherman noted that race is only one kind of diversity and that specific quotas were not part of the proposed policy. Smitherman reiterated that bringing in an expert could help with guidance on the policy. McColley restated his concern that the Diversity & Inclusion Policy not be overly prescriptive.
 - e. The Board will reach out to a Diversity, Equity, & Inclusion expert to speak at the December 14 meeting, and Benesch Law will re-draft the Diversity & Inclusion Policy to include suggested changes.
- b. Operations Report – Jim Quinn, CFO
 - a. Jim Quinn, CFO of OneOhio Recovery Foundation, gave an update on the Foundation’s operations since the September 14 board meeting. The

Foundation has secured office and meeting space, set up banking with Huntington, purchased insurance, and created ledgers to record expenses and balance accounts until an accounting system can be implemented. An operating budget and operating manual are in the works as well as a draft RFP to hire a CPA firm for guidance and tax preparation.

- c. Audit & Finance Committee Report
 - a. Larry Kidd gave a brief update and noted that until a budget is approved, the Board will continue to approve spending.
 - b. A motion to authorize the Executive Committee to engage a tax firm and to approve the release of up to \$35,000.00 to contract with said firm was made by Larry Kidd and seconded by Don Mason. The motion passed unanimously.
 - c. Julie Ehemann requested a statement of approved vs. actual expenditures to date be distributed to the board. The board discussed potential accounting and grantmaking software, concluding that the CPA firm could provide guidance on this matter as well.

- d. Grant Oversight Committee Report
 - a. Board Chair, Kathryn Whittington, gave a brief update. The first meeting of the Grant Oversight Committee was postponed and will be rescheduled. David Matia and Keith Hochadel have been added to the committee.

- e. Executive Search Committee Report
 - a. Larry Kidd reported that the committee is interviewing three search firms. The firms have indicated that a search could take 6-8 months.
 - b. A motion to give the executive committee the authority to select a search firm and release up to \$135,000.00 to fund the search process was made by Larry Kidd. The motion was withdrawn while administrative aides checked to make sure a similar motion had not already been passed at a previous meeting.
 - c. A motion to give the executive committee the authority to select a search firm and release up to \$150,000.00 to fund the search process was made by Larry Kidd and seconded by Greta Mayer. The motion passed unanimously.

- f. Benesch Update
 - a. Marty Sweterlitsch and Holly Gross of Benesch Law gave an update on the status of the 1023 application. Remaining pieces include a budget, revenue estimates, and a grantmaking policy. Once complete, the Board will need to approve the application.
 - b. Oral arguments will be held at 1:30pm on October 27, 2022, in the Franklin County Court of Common Pleas regarding Case No. 2022-CV-5401: Harm Reduction Ohio v. OneOhio Recovery Foundation.

V. Open Discussion

The Board discussed the provisions of the MOU governing settlement distributions and potential timelines for regional distributions.

VI. Next Meeting

The Board will meet again at 12:00 PM ET on Wednesday, December 14, 2022, at COhatch Polaris East, 1554 Polaris Parkway, Ste 320, Columbus, OH 43240.

VII. Adjourn

A motion to adjourn was made by Jeffrey Fix and seconded by Don Mason. The meeting adjourned at 1:35 PM ET on October 12, 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 October 12, 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 EXCESS BENEFIT TRANSACTION POLICY

I. Purpose and Objectives.

- A. Purpose. The purpose of this Excess Benefit Transaction Policy (“**Excess Benefit Policy**”) is to ensure that the OneOhio Recovery Foundation (the “**Foundation**”) avoids entering into an Excess Benefit Transaction and confirm that any transaction with a Disqualified Person is properly evaluated in advance of its finalization.
- B. Background: Section 4958 of the Internal Revenue Code of 1986, as amended (the “**Code**”) imposes penalty taxes, referred to as “intermediate sanctions” on certain persons who engage in or approve of “excess benefit transactions” with organizations that are tax-exempt under Section 501(c)(3) of the Code. The intermediate sanction rules were enacted to give the Internal Revenue Service a less drastic enforcement tool than the revocation of a tax-exempt organization’s tax-exempt status for violation of the private inurement limitation.
- C. Objectives. This Excess Benefit Policy is designed to affect the following specific objectives:
1. Evaluate transactions with a Disqualified Person in order to detect and prevent Excess Benefit Transactions.
 2. To ensure that the net earnings of the Foundation do not inure to the benefit of any Covered Executive, member of the Board, Officer, or person considered a Disqualified Person.
 3. Identify and track Disqualified Persons.
- D. Definitions.
1. “**Board**” means the board of directors of the Foundation.
 2. “**Covered Executive**” means:
 - i. “**Chief Employed Executive**”: The individual or individuals who have the ultimate responsibility for implementing the decisions of the Foundation or for supervising the management, administration, or operations of the Foundation or managing the finances of the Foundation, including the Foundation’s top management official and top financial official. If the ultimate responsibility resides with two or more individuals who may exercise such responsibility in concert, then each individual should be included. For the avoidance of doubt, the Executive Director, the Chief Financial Officer, and the Chief Executive Officer shall be considered Chief Employed Executives.
 - ii. “**Officer**”: A person elected or appointed to serve as an officer of the Foundation in such officer positions as outlined in the Foundation’s Code of Regulations, including, for the avoidance of doubt, the President and Treasurer.

- iii. **“Key Employee”**: Individuals who are not a Chief Employed Executive or an Officer but who meet all of the following criteria:
 - a. \$150,000 Threshold. The individual receives reportable compensation from the Foundation and all related organizations in excess of \$150,000 for a 12-month period.
 - b. Responsibility Criteria. The individual:
 - i. Has responsibilities, power, or influence over the Foundation as a whole that is similar to that influence of an officer or director;
 - ii. Manages a discrete segment or activity of the Foundation that represents ten (10%) percent or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or
 - iii. Has or shares authority to control or determine ten (10%) percent or more of the Foundations’ capital expenditures, operating budget, or compensation for employees.
 - c. Top 20 Limitation. The individual is one of the top twenty (2) most highly compensated employees (including all income from the Foundation and any related organizations) for a 12-month period (unless the Board otherwise determines that such individual otherwise should be considered a Key Employee).
 - iv. **“Organization Manager”** means a Board member, officer, or person without such title who has responsibilities and authority similar to that of a Board member or officer, such as a member of a committee with delegated authority to act on behalf of the Board.
3. **“Disqualified Person”** means any person who is or was in a position to exercise substantial authority over the Foundation’s affairs during the five-year period ending on the date of the Excess Benefit Transaction, including, but not limited to, (i) a Covered Executive, (ii) a Family Member of a Covered Executive, (iii) entities which are at least thirty-five (35%) percent controlled or owned by a Covered Executive or the Family Member of a Covered Executive, (iv) a substantial contributor to the Foundation (i.e., has given more than 2% of the total contributions received by the Foundation during the current and four preceding years), and (v) any other person that the Foundation determines has substantial influence over the affairs of the Foundation based on the facts and circumstances. Notwithstanding the foregoing, no organization that is tax-exempt under Section 501(c)(3) of the Code shall be considered a Disqualified Person in accordance with Code Section 4958 and the Treasury Regulations promulgated thereunder.
4. **“Excess Benefit Transaction”** means, as more fully described in Code Section 4958, any transaction in which an economic benefit is provided by the Foundation directly or indirectly to or for the use of any Disqualified Person if the value of the economic benefit exceeds the value of the consideration (including the performance of services) received for providing such benefit and includes, without limitation, (i) a direct or indirect purchase from, sale to,

or compensation of a Disqualified Person from the Foundation; (ii) the direct or indirect payment to a Disqualified Person of unreasonable compensation for services; and (iii) a payment or benefit, directly or indirectly, to a Disqualified Person in a transaction which violates the “private inurement” prohibition under the Code. Examples of Excess Benefit Transactions are set forth on Exhibit 1 attached hereto.

5. “**Family Member**” means a spouse, lineal descendants including children and stepchildren, parents, siblings, and a spouse of any such family member.
6. “**Intermediate Sanctions**” means a two-tier penalty tax imposed pursuant to Code Section 4958 on any Disqualified Person who receives or benefits from an Excess Benefit Transaction or imposed on an Organization Manager; the first-tier penalty tax imposed on the Disqualified Person is equal to twenty-five (25%) percent of the value of the Excess Benefit Transaction; the second-tier penalty tax equal to two hundred (200%) percent of the Excess Benefit Transaction is imposed only if repayment or other correction of the Excess Benefit Transaction is not made by the Disqualified Person; an Organization Manager who knowingly approves an Excess Benefit Transaction is subject to a tax penalty equal to ten (10%) percent of the Excess Benefit Transaction. Such tax rates are set forth in Code Section 4958 and are subject to change.

II. **Authority and Approval Procedures.** Prior to engaging in any transaction with a Disqualified Person, the following approvals must occur:

- A. **Board Authority.** The Board shall review and approve each transaction with respect to a Disqualified Person or shall delegate its power to review and approve such transactions to a Board committee, which committee shall then review and approve each such transaction; and
- B. **Approving Body Authority.** An approving body of individuals (i.e., the Board or a Board committee) shall review and approve any transaction with respect to a Disqualified Person. The approval of such transaction shall be structured in compliance with the below requirements with the intent of meeting the “rebuttable presumption” standards set forth in Code Section 4958 and the Treasury Regulations promulgated thereunder. In furtherance thereof, the Foundation shall adhere to the following requirements (the “**Rebuttable Presumption Documentation Requirements**”):
 1. The compensation arrangement or transaction with a Disqualified Person must be approved in advance by the Board (or if applicable, a Board committee) composed of members who do not have a conflict of interest and are entirely independent of the Disqualified Person involved in the transaction in question;
 - i. The Board (or, if applicable, a Board committee) must adhere to the Foundation’s Conflict of Interest Policy.
 - ii. Notwithstanding anything to the contrary in the Conflict of Interest Policy, although the Disqualified Person may be available to answer questions, the Disqualified Person must not be present during the debate and voting on the transaction or compensation arrangement.

2. Such approval is made in reliance upon appropriate data as to comparability; and
 - i. The Foundation must obtain and rely on data that supports the reasonableness and comparability of the transaction. The data must be sufficient, given the knowledge and expertise of the Board (or, if applicable, the Board committee) for the Board (or committee) to determine that the compensation is reasonable or the transaction is at fair market value.
 - ii. The Foundation shall gather data with respect to compensation as set forth in the Foundation's Executive Compensation Policy.
 - iii. The Foundation shall obtain an independent appraisal with respect to any property transactions or other transactions that may be considered Excess Benefit Transactions.
3. The approving body shall fully, adequately and concurrently document (in its minutes) its evaluation of and determination on the transaction in question.
 - i. Such documentation must include:
 - a. The terms of the transaction that was approved and the date it was approved;
 - b. The members of the Board (or, if applicable, a Board committee) who were present during debate on the transaction or arrangement and who voted on it;
 - c. The comparability data obtained and relied upon by the Board (or, if applicable, a Board committee) and how the data was obtained;
 - d. The actions taken with respect to consideration of the transaction by anyone who is otherwise a member of the Board (or, if applicable, a Board committee) but had a conflict of interest with respect to the transaction or arrangement; and
 - e. If the Board (or, if applicable, the Board committee) determines that the compensation or fair market value is higher or lower than the comparability data, it must record the basis for this decision.
 - ii. Such documentation (which will be the minutes of the meeting of the Board, or committee if applicable), must be prepared before the later of 60 days after the final action was taken or the next meeting of the Board (or the committee, if applicable). The Board (or the committee if applicable) must also review and approve the minutes as accurate and complete promptly.
4. The Rebuttable Presumption Checklist for Compensation (as published by the Internal Revenue Service in An Introduction to IRC 4958 (Intermediate Sanctions), 2002 EO CPE Text) is set forth on Exhibit 2 hereto and the Rebuttable Presumption Checklist for Property (from the same publication) is

set forth on Exhibit 3 hereto to provide guidance with respect to the Rebuttable Presumption Documentation Requirements.

III. Protective Procedures.

- A. Process. To ensure that the Foundation takes all steps to avoid an Excess Benefit Transaction, the Board shall regularly engage in each of the following evaluation measures:
1. Adhere to the Foundation's Conflict of Interest provisions set forth in the Code of Regulations.
 2. The Board, the Compensation Committee, other committees of the Foundation, and any Covered Executive shall be (i) briefed on the necessity to identify potential transactions with Disqualified Persons, and (ii) equipped to take steps to assure that a Disqualified Person will not enter into an Excess Benefit Transaction.
 3. The Board and the Compensation Committee shall abide by the Executive Compensation Policy and this Excess Benefit Policy when evaluating each Covered Executive's total compensation package.
 4. The Board shall maintain a list of current and former directors, officers, employees, Covered Executives, and substantial contributors in order to identify Disqualified Persons.
 5. The Board (or if applicable, a committee) shall assure that any transaction with a Disqualified Person will not be an Excess Benefit Transaction and will be approved pursuant to Section II of this Excess Benefit Policy. The Board (or if applicable, a committee) shall follow the Rebuttable Presumption Documentation Requirements.
 6. If an Excess Benefit Transaction occurs, the Foundation shall require the transaction to be corrected as soon as possible. The correction shall be done in compliance with Code Section 4958 and the Foundation shall take all measures necessary to place the Foundation in a financial position no worse than it was prior to such transaction.
 7. In the event that the Foundation is ever determined to be a private foundation under Code Section 509, the Foundation shall amend and restate this Excess Benefit Policy to instead prohibit self-dealing transactions under the Code.
 8. The Foundation may engage legal counsel, consultants, appraisers or other advisors to assess any potential Excess Benefit Transaction and the reasonableness of such transaction and any other related matters.

EXHIBIT 1

EXAMPLE OF EXCESS BENEFIT TRANSACTIONS

1. A total compensation package paid to the Executive Director that is in excess of industry standards.
2. A loan made to a Disqualified Person at a less than fair market value interest rate.
3. A sale of assets by the Foundation to a Disqualified Person for less than fair market value.
4. The payment of rent to a Disqualified Person at an above fair market value rental rate.
5. The rental of property by the Foundation to a Disqualified Person at a rate below fair market value.
6. The provision of services by the Foundation to a Disqualified Person with a greater benefit than can be derived at an arm's length transaction.

EXHIBIT 2

REBUTTABLE PRESUMPTION CHECKLIST FOR COMPENSATION

(attached)

EXHIBIT 3

REBUTTABLE PRESUMPTION CHECKLIST FOR PROPERTY

(attached)

APPENDIX 2

**REBUTTABLE PRESUMPTION CHECKLIST
COMPENSATION**

(See text for definitions of terms in *italics*.)

1. *Applicable tax-exempt organization:* _____

2. *Disqualified person:*
Name: _____
Title / Position Description: _____

3. Terms of compensation arrangement:
Salary: _____
Bonus: _____
Deferred compensation: _____
Fringe benefits (excluding IRC 132 fringes and expense reimbursements under an accountable plan):

Liability insurance premiums: _____
Foregone interest on loans: _____
Other: _____

4. Name of *authorized body*: _____

5. Date *authorized body* approved compensation arrangement: _____

6. Members of *authorized body* on date of approval:
A. _____
B. _____
C. _____
D. _____
E. _____

7. Titles / Positions in *applicable tax-exempt organization*:

- A. _____
- B. _____
- C. _____
- D. _____
- E. _____

8. Background (education, experience, etc.):

- A. _____
- B. _____
- C. _____
- D. _____
- E. _____

9. *Conflict of interest* as to compensation arrangement:

- A. _____
- B. _____
- C. _____
- D. _____
- E. _____

10. Comparable Data

- Compensation paid by similar organizations for functionally comparable positions: _____

- Availability of similar services in geographic area of *applicable tax-exempt organization*: _____

- Current compensation surveys compiled by independent firms: _____

- Actual written offers from similar institutions: _____

- If *applicable tax-exempt organization* is a *small organization*, compensation data paid by 3 comparable organizations in similar communities for similar services:
 - 1. _____
 - 2. _____
 - 3. _____

11. Documentation

Description of records: _____

Date records were prepared: _____

Date records were approved by *authorized body*: _____

Per records:

- Terms of transaction approved: _____

- Date reviewed and approved by *authorized body* as reasonable, accurate and complete: _____
- Members of *authorized body* present during debate:
 - A. _____
 - B. _____
 - C. _____
 - D. _____
 - E. _____
- Members of *authorized body* who voted on transaction:
 - A. _____
 - B. _____
 - C. _____
 - D. _____
 - E. _____
- Description of comparability data obtained and relied on by *authorized body*:

- Description of how comparability data was obtained:

- Description of any actions taken as to consideration of transaction by member of *authorized body* who had a *conflict of interest*: _____

- If value determined differs from comparability data, basis for determination:

12. For a non-fixed payment subject to a cap:

- Date authorized body obtained comparability data that a fixed payment would be reasonable compensation: _____
- Amount of such fixed payment: _____
- Maximum amount payable under contract (both fixed and non-fixed payments):

APPENDIX 3

**REBUTTABLE PRESUMPTION CHECKLIST
PROPERTY**

(See text for definitions of terms in *italics*.)

1. *Applicable tax-exempt organization*: _____

2. *Disqualified person*:

Name: _____

Title / Position Description: _____

3. Property to be transferred or used:

Description: _____

Location: _____

4. Name of *authorized body*: _____

5. Date *authorized body* approved property transfer:

Members of *authorized body* on date of approval:

A. _____

B. _____

C. _____

D. _____

E. _____

7. Titles / Positions in *applicable tax-exempt organization*:

A. _____

B. _____

C. _____

D. _____

E. _____

8. Background (education, experience, etc.):

A. _____

B. _____

C. _____

D. _____

E. _____

9. Conflict of interest as to property transfer:

- A. _____
- B. _____
- C. _____
- D. _____
- E. _____

10. Comparable Data – Appraisals

- Appraiser(s) name and address:

- Appraiser(s) qualifications:

- Date(s) of appraisal(s):

- Fair market value per appraisal(s):

- Appraisal method(s) used (e.g., sales comparison, income analysis, replacement cost, etc.):

11. Comparable Data – Offers received from open and competitive bidding:

12. Documentation

Description of records: _____

Date records were prepared: _____

Date records were approved by *authorized body*: _____

Per records:

- Terms of transaction approved: _____

- Date reviewed and approved by *authorized body* as reasonable, accurate and complete: _____
- Members of *authorized body* present during debate:
 - A. _____
 - B. _____
 - C. _____
 - D. _____
 - E. _____
- Members of *authorized body* who voted on transaction:
 - A. _____
 - B. _____
 - C. _____
 - D. _____
 - E. _____
- Description of comparability data obtained and relied on by *authorized body*:

- Description of how comparability data was obtained: _____

- Description of any actions taken as to consideration of transaction by member of *authorized body* who had a *conflict of interest*: _____

- If value determined differs from comparability data, basis for determination:



ONEOHIO RECOVERY FOUNDATION

Proposed Annual Operating Budget for Fiscal Year 2023

Category	FY 2022*	FY 2023	Budget Description
Operations			
Executive Director - 2080 hr @ \$55.17/hr	0	83,417	Full-time Executive Director starting in June 2023 with benefits
Board Secretary - 2080 hr @ \$40/hr	0	108,160	Full-time Board Secretary starting in January 2023 with benefits
CFO - 2080 hr @ \$55.17/hr	0	160,655	Full-time CFO starting in January 2023 with benefits
Grant Position	0	0	TBD
Accountant - 1040 hr @ \$40/hr	0	34,560	Part-time Accountant starting in April 2023 partial benefits
Staffing	0	386,792	* Expense may be paid as a contractor until converted to employees
Legal Counsel	178,685	75,000	Estimate - AG picking up legal expenses through October 2022
Finance & Administrative Contractors	79,212	0	Convert to employees
Communications Contractor	55,000	120,000	\$10,000 per month with ConVista - current agreement with Trust Digital
Executive Director Search	25,000	125,000	Kittleman & Associate - 1st quarter bill for \$25,000 balance next FY budget
IT Consulting	3,000	15,000	Cybersecurity, network and PC support
PEO - HR, Payroll, Benefits, LMS provider	0	20,000	Includes set-up fees and an estimated \$1,000 per month expenses
CPA, Tax, Audit Contractor	8,000	50,000	Estimated annual cost of accounting advice, tax form preparation/submissions, and independent audit. FY2022 includes 501(c)(3) application review and accounting advice.
Professional Services	348,897	405,000	
Insurance	146,822	150,000	Marsh McLennan - covered through Sept 19, 2023
Banking/Investment Fees	578	10,000	
Website-Related Expenses	4,979	42,000	\$3,500 month for Trust Digital
Computers/Software	5,189	100,000	Includes software expenses (grants/accounting)
Supplies	578	25,000	Business materials/supplies and potential reimbursement of travel expenses
Office/Meeting Space	4,974	30,000	Includes the office and meeting space at Cohatch Polaris
Equipment/Furniture	1,878	3,000	
Overhead	164,998	360,000	
Total Operations Cost	513,895	1,151,792	



ONEOHIO RECOVERY FOUNDATION EXPERT PANEL POLICY

I. Purpose

According to the One Ohio Memorandum of Understanding (herein to referred as the "MOU") as agreed by the State of Ohio through its Attorney General and certain local representatives, the OneOhio Recovery Foundation Board of Directors, as defined in the memorandum, has been queried under Article D9 of that document to establish and/or appoint the Expert Panel.

The Expert Panel will utilize experts in addiction, pain management, public health, and/or other opioid related fields to make recommendations that will seek to ensure that all nineteen (19) regions can address the opioid epidemic both locally and statewide.

The Expert Panel must consist of nine (9) total members:

- A) Six (6) members submitted by the Board members representing the Local Governments (that is, the representatives of the nineteen (19) regions)
- B) Two (2) members submitted by the Governor
- C) One (1) member submitted by the Attorney General.

The Expert Panel members may be members of Local Government or the State. Expert Panel members may or may not also be members of the Foundation Board.

According to this mandate, the Board establishes the following policy regarding the governance of said Expert Panel.

II. Role of the Expert Panel

The role of the Foundation Expert Panel is to:

- A) Assist the Board to identify and define evidence-based public health initiatives for opioid use disorder and substance use disorder
- B) Recognize that it is going to take a comprehensive, public health-style approach to mitigate the harms and future harms and consequences associated with the opioid crisis and to assist in remedying past harms.

The Expert Panel, when tasked, will:

- A) Identify, advocate, and recommend to the Board a multi-disciplined evidence-based approach to assist in the disbursement of settlement funds (either directly or indirectly)

- B) Direct the Board toward initiatives supported by published and peer-reviewed scientific research findings where appropriate and programs as identified by best practice.

All recommendations offered by the Expert Panel will be in writing and will be backed by research cited in a report where appropriate and recommended as best practice, including but not limited to:

- A) Recommendations to strengthen the collection of evidence and epidemiological data on all dimensions of the opioid epidemic
- B) Initiatives to combat stigma continue to present significant barriers to effective prevention, treatment, and harm reduction efforts
- C) Legislative and regulatory changes to ensure access to medications for opioid use disorder and substance use disorder
- D) Harm reduction initiatives to reduce the impact of opioid use disorder and substance use disorder on users, their families, and their communities
- E) Efforts to advance primary prevention of opioid use
- F) Research areas that need additional support to provide further evidence for addressing the opioid crisis
- G) New initiatives to advance program evaluation and implementation science to help ensure that resources are expended wisely and that the general public and those affected by opioid use disorder and substance use disorder receive the most effective treatments given their history and situation.

III. Expert Panel Member Requirements

Members of the Expert Panel will comprise a multi-disciplinary task force appointed to serve at the Board's pleasure. They can be appointed as permanent members or as adjunct members depending upon the needs and requirements of the Board, including being appointed for single or multiple assignments consistent with the appointing requirements of the MOU.

Members of the Expert Panel will serve without compensation unless it is deemed necessary by the Board. Depending upon the assignment given to the panel or one of its members, a reasonable compensation may be allocated at the discretion of the Board.

The Board will determine the term and the duties of the Expert Panel and its members. Although the Board has complete discretion to assign tasks and appoint panel members, the experts should be published, experienced, and considered experts in their respective disciplines.

The following are the respective disciplines required for Expert Panel member appointment:

A) Healthcare

- a. Public Policy
- b. Economic impact
- c. Innovation in healthcare solutions
- d. Clinical studies

B) Attorney/Legal

- a. Corporate
- b. Public policy
- c. Medicare/Medicaid
- d. FDA Regulatory
- e. Statutory

C) Business

- a. Finance
- b. Management
- c. Economics

D) Sociology

- a. Social work
- b. Public health
- c. Education
- d. Clinical studies
- e. Experts in the prevention or socio-economic causes of criminological behavior or criminal law and prevention

E) Research and Academic Advice

- a. Faculty of an accredited college or university, regardless of specialty

F) Medical

- a. American Academy of Addiction Psychiatry
- b. American Academy of Family Physicians
- c. American Academy of Hospice and Palliative Medicine
- d. American Academy of Neurology
- e. American Academy of Orthopaedic Surgeons
- f. American Academy of Pain Medicine
- g. American Academy of Pediatrics
- h. American Academy of Physical Medicine and Rehabilitation
- i. American Association of Neurological Surgeons and Congress of Neurological Surgeons
- j. American College of Emergency Physicians

- k. American College of Obstetricians and Gynecologists
- l. American College of Occupational and Environmental Medicine
- m. American College of Physicians
- n. American Dental Association
- o. American Medical Association
- p. American Osteopathic Association
- q. American Psychiatric Association
- r. American Society of Addiction Medicine
- s. American Society of Anesthesiologists
- t. American Society of Clinical Oncology



Application for Expert Panel

The mission of the OneOhio Recovery Foundation is to partner with local organizations across Ohio to end the opioid epidemic and prevent its recurrence. In the service of its mission, the OneOhio Recovery Foundation Board will utilize experts in addiction, pain management, public health and other fields relating to substance use disorder, including individuals with lived and shared experience, who will serve on an Expert Panel.

The Expert Panel will make recommendations to the Board that will seek to ensure that all 19 Regions can address the opioid epidemic both locally and statewide. The Expert Panel may be asked to consult with and offer expert advice to the Regions on projects recommended for funding by the Foundation.

The Expert Panel may also work with the Grant Oversight Committee to review applications for funding to ensure they confirm with the Approved Purposes as set forth in the OneOhio Memorandum of Understanding ([link](#)). For more information on the role of the Expert Panel, please refer to the Expert Panel Policy ([link](#)) or contact info@oneohiofoundation.com.

Expert panel applications and resume must be received by (DATE) via email
info@oneohiofoundation.com

Name: _____

Address: _____

Phone: _____ Email: _____

Occupation: _____

Position/Title: _____

Area of Expertise _____

Years of experience in the field: ____

Do you attend regular professional development classes or continuing education? Yes No

If yes, list classes you have attended over the past year:

Have you written articles, publications or books in your field? Yes No If yes,
what are they and when were they written:

Have you even been called on to speak at a professional engagement? Yes No
If yes, provide a list of speaking engagements, topics discussed and when:

Are you a member of any professional organizations or associations? Yes No
If yes, list all organizations and or associations:

Have you ever received professional recognition or awards? Yes No
If yes, by whom: (Response not to exceed 300 words)

Have you personally been affected by the opioid epidemic? Yes No
If yes, explain in detail: (Response not to exceed 300 words)

Have you ever been called on to testify in a case involving opioid abuse? Yes No

If yes, explain: (Response not to exceed 300 words)

Briefly describe why you think you are a good fit to sit on the expert panel:

Additional Comments:

I hereby affirm that if I am appointed to the OneOhio Recovery Foundation Expert Panel, I will abide by the Foundation's policies and procedures. Additionally, I understand that per the Foundation's Transparency Policy, meetings of the Expert Panel will be accessible to the general public and certain records shall be made available upon reasonable written request.

Signature _____ Date _____



ONEOHIO RECOVERY FOUNDATION DIVERSITY, EQUITY AND INCLUSION POLICY

I. Purpose

Diversity, equity and inclusion are fundamental values 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 to affirm our intention to practice and promote diversity, equity and inclusion in our charitable mission of abating the opioid epidemic together as one. Inclusion of diverse viewpoints that come from different life experiences and backgrounds will foster innovation which is key to enhancing Ohio’s prevention, treatment and recovery support services.

II. Diversity, Equity and Inclusion Defined

Diversity, equity 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 includes not only demographic labels but also differences in backgrounds, experiences, perspectives, thoughts, interests and ideas, organizational size, and geography. We support understanding diversity from a cultural lens and recognize that diversity includes all aspects of an individual.

Equity includes identifying and overcoming intentional and unintentional barriers arising from bias or systemic structures. Equity also includes meeting communities where they are and allocating resources and opportunities as needed to help create equal outcomes for all community members. We will apply an equity lens to the opioid epidemic and to our mission of supporting local communities in their efforts to address these inequities and promote overall wellness for everyone.

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.

III. Foundation Commitment to Diversity, Equity and Inclusion

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

IV. Diversity, Equity and Inclusion Goals

- The Board will annually hold a training seminar in diversity, equity, and inclusion for Directors.
- With each seat vacancy, the Board will review the matrix of member diversity and competencies and seek to fill the vacancy accordingly, ensuring the Board is reflective of all served.
- The Board will seek to 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 to facilitate equitable delivery of resources.
- The Foundation will attempt to seek out partners that uphold their own commitment to diversity, equity and inclusion.
- The Foundation is committed to a workplace culture that values and promotes diversity, equity, 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 individuals of all backgrounds.
- The Foundation will annually conduct a roundtable to evaluate our diversity, equity, and inclusion efforts and develop new ways to improve and evolve in this important area.

V. Administration of This Policy

The Foundation's Executive Director is responsible for the administration of this policy. Questions regarding this policy or about diversity, equity 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.

VI. 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 verbal or written, can supplement or modify this policy without requisite action by the Board.



**ONEOHIO RECOVERY FOUNDATION
PROPOSED 2023 BOARD MEETING SCHEDULE**

The OneOhio Recovery Foundation Board will meet on

**Wednesday, January 11, 2023
12:00pm ET**

**[The Meridian at COhatch Polaris](#)
1554 Polaris Pkwy, Ste 320
Columbus, OH 43240.**

We welcome suggestions for potential meeting dates for
February through December 2023.

Thank you.