



**ONEOHIO RECOVERY FOUNDATION
EXECUTIVE COMMITTEE MINUTES
MARCH 27, 2024**

The OneOhio Recovery Foundation (the “Organization”) Executive Committee (the “Committee”) held a meeting on March 27, 2024 (the “Meeting”).

Directors in Attendance:

Chairperson Don Mason, Larry Kidd, Julie Ehemann, Greta Mayer, Michael Roizen

Non-Directors in Attendance:

Alisha Nelson, Andrew Ferris

I. Call to Order

The Meeting was called to order by Chairperson Mason at 9:00 am.

Chairperson Mason welcomed board members and staff. A quorum was met.

II. Conflicts of Interest Discussion

Executive Director Alisha Nelson explained that the foundation has partnered with Andrew Ferris as General Counsel to operationalize the conflicts of interest policy. The creation of this policy will protect the organization and those involved as the foundation begins the first grant process. Once the policy is approved a guide will be created for the foundation volunteers and staff. The foundation volunteers and staff are a network of 315 people, so it is important to create this policy.

Ferris discussed five areas of concern regarding conflicts of interest. The areas included adverse public relations, creation of a public perception of corruption, alienation of stakeholders and the public, increased potential of civil liability and disruption to the grant process, and potential criminal liability.

Nelson discussed the steps to avoid conflicts which include the completion of a *Related Party Questionnaire*, annual completion of online Ohio Ethics Training course, disclosure of related parties in any meetings prior to discussions, and recusal of the individual from voting, rating, or scoring any organization that may result in a conflict of interest.

Mason noted that during the organizational stages of determining the foundation as public or private that the Attorney General’s office had advised on the direction to avoid board

members at the regional level being reluctant to participate as their entities would also want to file for grants. Mason discussed that the foundation's course would allow regional level board members to be part of organizations that file for the grants.

Nelson explained that this policy's intent is to identify situations where there might be conflicts and then develop a way to deal with them. This policy will allow for situations to be reviewed and conflicts of interest to be disclosed.

Director Larry Kidd discussed the possibility of creating a conflict committee. He said he has experienced satisfactory results with these committees on other boards he has served on.

Ferris recommended that if a conflict committee is created that at least one attorney should serve on it. The Ohio Ethics Commission can act as a resource for guidance on this matter.

Director Michael Roizen said everyone has completed conflict of interest statements with other organizations and wants to look at the possibility of integrating these statements with the foundation.

Ferris agreed that Roizen's recommendation could be a possibility to explore.

Nelson presented the recommend grant reviewer requirements. Grant reviewers will be willing to disclose any related parties and recuse themselves in any/all actual, potential, individual or organization conflicts. They have not applied for grant funds within their region. They are not part of a competing organization to any of the applicants. They have signed a non-disclosure agreement and attest to non-discriminator, ethical, and transparent practices. They are not a OneOhio Board Director at the Foundation level.

Mason asked Ferris if he would be drafting the NDA for grant reviewers. Ferris stated that he would be creating this for the foundation.

III. Board Administrative Updates

A. 2024 Overall Calendar

Nelson discussed the board meeting calendar. Mason said that fully virtual meetings could be a future possibility for the foundation. Direct Julie Ehemann and Roizen agreed that the current meeting calendar should remain. Kidd agreed that the current schedule should remain in effect and changes to the schedule be addressed in the future after the first grant cycle is completed.

B. Updates on Meeting Location

Nelson announced that Ohio State Library has agreed to partner with the foundation for all future meetings. The library is offering a free venue, free parking and unlimited access to meeting rooms and office spaces. The foundation will have access to the library beginning in July. Mason requested that the state representatives and senators be contacted to ensure that the location change will not cause logistical concerns.

C. Nominating Committee and Process

Nelson discussed the May annual meeting and nominating committee.

Mason discussed the process of creating a nomination committee that will present the recommendations to the full board. The investment committee is also in the formation process and more information will be presented as available.

D. Retreat

Nelson discussed the status of the board retreat and requested the committee's assistance in the preparation and planning for the event. Ehemann and Roizen agreed to assist with the board retreat.

IV. Date, Time, and Location of Next Meeting April 24, 2024

V. Adjournment

Upon Motion duly made by Chairperson Mason to adjourn and hearing no objections, the meeting adjourned at 9:59 am.

The undersigned being the Chairperson of the OneOhio Recovery Foundation Executive Committee, hereby attests that these minutes are a true and correct original of the March 27, 2024, Committee Meeting.

Don Mason
Don Mason (Apr 30, 2024 11:56 EDT)

Signature

04/30/2024

Date