



**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING MINUTES**

The OneOhio Recovery Foundation (the “Organization”) Board of Directors (the “Board”) held a board meeting on May 10, 2023, at 34 S. 3rd Street, Columbus, OH 43215 (the “Meeting”).

Board Members in Attendance:

Non-Metropolitan: Bambi Baughn-arrived at 10:38 a.m., Julie Ehemann, Mircea Handru-arrived at 10:41 a.m., Matt Old, Don Mason, Greta Mayer, Jeffrey Simmons, Casey Kozlowski, Jeanette Wierzbicki

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

Statewide: Tom Gregoire, Larry Kidd, Robert Radcliff, Christopher Smitherman

Legislative: Rob McColley

Board Members in Attendance via Zoom:

Jane Portman, Michael Roizen

Board Members Not in Attendance:

Jeff Fix, Glenn Miller, Ilene Shapiro, Richard Brown, Evan Kleymeyer, Gail Pavliga

Staff Present:

Kathryn Whittington, Jim Quinn, Amanda Wilson

I. Call to Order

The Meeting was called to order by Chairman Kidd at 10:34 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.

III. Executive Session

Chairman Kidd requested the Board go into Executive Session. 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) and the employment of personnel pursuant to Ohio Revised Code Section 121.22(G)(1), seconded by Director Mason, the Motion passed by unanimous affirmative vote of Directors present. The Board entered Executive Session at 10:36 a.m.

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

IV. Extension of Executive Director Contract

Chairman Kidd stated that the employment contract with Ms. Whittington is expiring and that he recommends the Board extend the contract for six (6) months or until a permanent executive director is hired, whichever occurs first. Upon Motion duly made by Director Mason to extend the employment contract with Ms. Whittington for six (6) months or until a permanent executive director is hired, whichever is first, incorporating the same terms and conditions of the current employment agreement, seconded by Director Mayer, the Motion passed by unanimous affirmative vote of Directors present.

V. Items for Action

a. Minutes from the April 11, 2023, Board Meeting

The Minutes from the April 11, 2023, Board Meeting were brought forward for consideration by the Board. Director Cox requested the Minutes be amended to reflect that he was in attendance at the meeting. Upon Motion duly made by Director Kozlowski to adopt the Minutes from the April 11, 2023, Board Meeting with the amendment that Director Cox was present for the meeting, seconded by Director Hochadel, the Motion passed by unanimous affirmative vote of Directors present.

b. Grant Software

The Grant Software proposals were brought forward for consideration by the Board. Chairman Kidd stated that the Organization's staff had reviewed grant-making software proposals with the input of Director Gregoire to make a recommendation to the Board.

Mr. Quinn gave an overview of the software proposals. All companies evaluated had to submit their proposals in a standard format so staff could better evaluate them. The Organization's staff is recommending that the Board approve the Akoya Go proposal. The Akoya Go software will enable the Organization to create a customized application for each region. Akoya Go software is a Microsoft product based and integrated with the Internal Revenue Service online directory of non-profit organizations so the Organization has quick access to all publicly available information on applicants.

Director Baughn asked if there would be a portal that all applicants access. Mr. Quinn stated that each region can create its own application, and the Akoya Go software will be able to be customized based on how each region sets up.

Director Baughn asked if the Organization would provide any technical assistance to the regions and applicants. Ms. Whittington stated that she and Ms. Wilson would be available to work with the regions to provide technical assistance, Ms. Whittington stated that each region should create a process to determine who from the region will be the point person to retrieve applications submitted through the software.

Director Gregoire stated that the Grant Oversight Committee would be discussing how the Committee and the Board can best support the regions as the grant software is rolled out.

Ms. Whittington stated that if a region has any questions related to developing grant processes, she would be willing to meet with the region to explain the grant software's capabilities.

Chairman Kidd asked what the annual cost is for Akoya Go software. Mr. Quinn stated the annual cost is about \$53,000, allowing unlimited users. The implementation cost to customize the software for the Organization and for training will be approximately \$35,000.

Upon Motion duly made by Director Wierzbicki to approve the purchase of Akoya Go software for one (1) year at a total cost not to exceed \$100,000 without amendment, seconded by Director Wierzbicki, the Motion passed by unanimous affirmative vote of Directors present.

c. Fiscal Policy

The Fiscal Policy was discussed. Chairman Kidd stated that the Fiscal Policy was tabled at the last Board meeting. Upon Motion duly made by Director Ehemann to take the Fiscal Policy from the table without amendment, seconded by Director Old, the Motion passed by unanimous affirmative vote of members present.

Chairman Kidd recommended the Fiscal Policy reflect that Directors be eligible for travel reimbursement in order to attend Board meetings. Director Matia asked if the Fiscal Policy provision permitting travel reimbursement be retroactive to cover travel expenditures incurred by Directors from the Organization's inception. Chairman Kidd stated that this has not been previously discussed, but he would support such an addition to the Fiscal Policy.

Upon Motion duly made by Director Matia to adopt the Fiscal Policy with the amendment that the Fiscal Policy cover reasonable travel reimbursements incurred by Directors since the Organization's inception and for all Board meetings moving forward, seconded by Director Smithermann, the Motion passed by unanimous affirmative vote of Directors present.

VI. Investment Policy

The Investment Policy was brought forward for review by the Board. Chairman Kidd stated the Investment Policy was approved last month but the Board requested the Investment Policy be

revisited at the May Board Meeting to see if any Directors had any additional provisions to include.

Chairman Kidd stated the Organization made about \$190,000 in interest since the Investment Policy was approved at the April Board Meeting.

VII. Financial Report

Mr. Quinn gave the Financial Report. The Organization's cash has been deposited in Sweep accounts with Key Bank and Huntington Bank. The Key Bank account accrued approximately 4.65% interest in April, and the Huntington Bank account accrued approximately 4.72% interest in April.

The Organization's budget was discussed. The current budget's legal expenses line item contemplates legal expenses for non-litigation counsel. Mr. Quinn recommended the legal expense line item be increased to \$150,000 to pay for already-incurred legal expenditures pertaining to ongoing litigation.

Upon Motion duly made by Director Mason to amend the Organization's budget to increase the legal expense line item to \$150,000, without amendment, second by Director Kozlowski, the Motion passed by unanimous affirmative vote of Directors present.

VIII. Interim Executive Director Report and Expert Panel Update

Ms. Whittington gave the Interim Executive Director Report. The one year anniversary of the creation of the Organization is approaching. Ms. Luck discussed one-year anniversary activities. A press release will be sent out to the media next week, recapping the Organization's activities over the last year. A quarterly newsletter will be sent to the Organization's email list and the media soon which will focus on stakeholder engagement and provide an update on decisions the Board has recently made.

Regional meetings continue to take place. As of the Board Meeting, there have been approximately 60 stakeholders and regional meetings conducted.

Ms. Whittington meets monthly with RecoveryOhio to keep the office updated on the Organization's work.

Public relations were discussed. Recent stakeholder and regional meetings attended by Ms. Whittington were discussed. A fact sheet about the Organization has been created and is publicly posted to a new "Resources" page on the Organization's website. Ms. Whittington continues to meet weekly with Ms. Luck and Mr. Bingle to discuss public relation strategies.

Chairman Kidd stated that Ms. Whittington will be a keynote speaker at the Ohio Opiate Conference on June 6th. If any Directors are interested in attending the conference, please notify Chairman Kidd so the Organization can purchase tickets for Directors.

The Expert Panel was discussed. There were 95 applications received. The process to evaluate the applications received is still being finalized. Once done, applications will be reviewed.

Ms. Whittington stated the National Association of Counties National Conference has created resources and best practices for how states and counties around the country are expending funds related to the opioid epidemic settlements. If any Director is interested in these resources, please contact Ms. Whittington, and she will send them the information.

IX. Grant Timeline Update

Ms. Whittington gave an update on the Grant Timeline. Due mainly to the procurement of grant software and ongoing litigation, the Grant Timeline has been pushed back. The amended Timeline reflects that the final candidates for the permanent executive position will be presented to the Board in June. Grant software is expected to be implemented in June. An announcement on the regional grant cycles could tentatively take place in September or October. After this occurs, each region will send out a Request for Proposal in November. The Timeline reflects a 30-day window that applicants can submit applications to the grant portal for the first round of regional funding. Grant approval would then be given at the February Board meeting, and disbursement of funds to approved grantees in March 2024. This Timeline is aggressive and could be pushed back further.

Director Wierzbicki stated she agrees the Timeline is aggressive. She stated that it would likely be best to have a 60-day grant application submission window.

Director Sylak asked if there is a way for the Organization could award funding on a rolling basis. Ms. Whittington stated the Board could make this decision, but doing so would make it difficult from an accounting standpoint. Typically, foundations approve grant allocations at regular intervals.

Director Baughn asked if grants could be approved to reimburse expenses already incurred by applicants. Ms. Whittington stated that the Organization can not fund applications for reimbursement of expenses already incurred.

Director Driehaus asked when each region will receive access to the applications submitted through the portal. Ms. Whittington stated that the region would be notified each time an applicant submitted to their specific region.

Director Matia asked that a copy of the Grant Timeline be sent to him to distribute to his region.

Director Mason asked what the role of the Board would be once the region recommends applicants be funded. Ms. Whittington stated that the Expert Panel would review all applications approved by the regions. Once the Expert Panel reviews applications and certifies that each application meets the requirements of the Memorandum of Understanding ("MOU"), the Board would then formally approve the applications.

Director Baughn asked if all applications would be approved at one Board meeting. Ms. Whittington stated the plan is to approve all applications at one Board meeting. If the Expert Panel identifies an issue with an application that is approved by a region, the Grant Making Oversight Committee will develop a process to correspond with the region regarding this.

Director Matia stated he believes any delay in approval won't rest with the Board but with the Expert Panel due to the number of applications they will need to review simultaneously. Ms.

Whittington stated the Grant Timeline gives two months for the Expert Panel to review and certify all applications.

Director Gregoire asked when the process will be finalized to select the Expert Panel members. Ms. Whittington stated the process will be finalized in the next 30-60 days.

Director Wierzbicki stated that the MOU limits the role of the Expert Panel and that their role is not to approve grants. Ms. Whittington stated the role of the Expert Panel is only to certify that the applications meet the requirements set forth in the MOU. The Expert Panel doesn't have the authority to deny an application. Instead, their role is to make a recommendation to the Board.

Director Wierzbicki asked when the regions will know their specific allocation. Ms. Whittington stated that Mr. Quinn has created a document that lists each region's allocation for the first round of funding. Chairman Kidd stated the document would be posted to the Organization's website and emailed to all Directors shortly after the Meeting.

Director Handru asked about the Request for Proposal and whether each region will be required to draft this document. Director Gregoire stated that the Grant Making Oversight Committee had developed a template each region could use.

X. Committee Reports

a. Finance

There was no Finance Committee report.

b. Strategy

There was no Strategy Committee report.

c. Investment Committee

There was no Investment Committee report.

d. Grant Making Oversight

Director Gregoire stated that the Grant Making Oversight Committee will meet directly following the Board Meeting.

XI. Open Discussion

There was no Open Discussion.

XII. Next Board Meeting

The Board will meet on Wednesday, June 14, 2023, at 10:30 a.m. at the Ohio Chamber of Commerce, 34 S. Third Street, Columbus, OH 43215.

XIII. Adjourn

There being no further business to come before the Board, upon Motion duly made by Director Handru to adjourn the May 10, 2023, Board Meeting, seconded by Director Hochadel, the

Motion passed by unanimous affirmative vote of Directors present. 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 May 10, 2023, Board Meeting.

Keith Hochadel

Signature

July 12, 2023

Date