



**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING MINUTES**

The OneOhio Recovery Foundation (the “Organization”) Board of Directors (the “Board”) held a board meeting on August 9, 2023, at 34 S. 3rd Street, Columbus, OH 43215 (the “Meeting”).

Board Members in Attendance:

Non-Metropolitan: Bambi Baughn, Julie Ehemann, Jeff Fix-departed at 12:30 p.m., Mircea Handru, Don Mason, Greta Mayer, Kathryn Whittington, Jeanette Wierzbicki

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

Statewide: Tom Gregoire, Larry Kidd, Jane Portman, Robert Radcliff, Michael Roizen

Legislative: Rachel Baker, Evan Kleymeyer, Rob McColley

Board Members in Attendance via Zoom:

Christopher Smitherman

Board Members Not in Attendance:

Matt Old, Glenn Miller, Dawn Tyler Lee, Ilene Shapiro, Kevin Stanek

Staff Present:

Jim Quinn

I. Call to Order & Roll Call of Directors Present

The Meeting was called to order by Chairman Kidd at 10:32 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 welcomed new directors, Mr. Kevin Stanek, Ms. Dawn Tyler Lee, and Kathryn Whittington.

III. Honoring Those Impacted by Addiction

Chairman Kidd honored Mr. Randy Pierpoint who has almost seven years in recovery. In his recovery, Mr. Pierpoint gives back to his community and serves as president of Hope Recovery Community in Medina, Ohio.

IV. Executive Session

Chairman Kidd requested the Board go into Executive Session. Upon Motion duly made by Director Roizen to enter Executive Session to discuss pending court action pursuant to Ohio Revised Code Section 121.22(G)(3) and personnel pursuant to R.C. 121.22(G)(2), seconded by Director Mason, the Motion passed by unanimous affirmative vote of Directors present. The Board entered Executive Session at 10:38 a.m.

Chairman Kidd called for the end of Executive Session at 10:56 a.m.

V. Items for Action

A. Minutes from the July 12, 2022, Board Meeting

The Minutes from the July 12, 2022, Board Meeting were brought forward for consideration by the Board. Upon Motion duly made by Director Roizen to adopt the Minutes from the July 12, 2023, Board Meeting without amendment, seconded by Director Fix, the Motion passed by unanimous affirmative vote of Directors present.

B. Ratification of Authorization of Depository Financial Institution

Upon Motion duly made by Director Fix to ratify the authorization of 5/3 Bank and Huntington National Bank as depository financial institutions without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

C. Ratification to Approval of Third Logo

Upon Motion duly made by Director Wierzbicki to ratify the Approval of Third Logo featured on the Organization's website without amendment, seconded by Director Fix, the Motion passed by unanimous affirmative vote of Directors present.

D. Ratification to Approve URL

Upon Motion duly made by Director Fix to ratify the Approval of URL www.oneohiofoundation.com without amendment, seconded by Director Mayer, the Motion passed by unanimous affirmative vote of Directors present.

E. Ratification to Purchase Staff and Operational Email Accounts

Upon Motion duly made by Director Fix to ratify the purchase of five staff and operational

email accounts and allow for the expenditure of additional email accounts requested by directors on a case-by-case basis without amendment, seconded by Director Portman, the Motion passed by unanimous affirmative vote of Directors present.

F. Ratification to Amend Trust Digital Contract

Upon Motion duly made by Director Fix to ratify the amendment to the Trust Digital contract to reflect a provision of public relations services with fees up to \$10,000 per month, without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

G. Ratification of August 10, 2022, Meeting Action Items

i. Minutes

Upon Motion duly made by Director Fix to ratify the Minutes from the May 16, 2022, June 23, 2022, and July 14, 2022, Board meetings without amendment, seconded by Director Roizen, the Motion passed by unanimous affirmative vote of Directors present.

ii. Enter Executive Session

Upon Motion duly made by Director Fix to ratify the Board entering executive session for the purpose of discussing pending court action in conference with the Organization's attorneys without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

iii. Engage Legal Counsel

Upon Motion duly made by Director Fix to ratify the engagement with Benesch Law Firm to defend claims that have been made against the Organization without amendment, seconded by Director Wierzbicki, the Motion passed by unanimous affirmative vote of Directors present.

iv. Appoint Vice Chair Executive Committee

Upon Motion duly made by Director Fix to ratify the appointment of director Mason as Vice Chair to the Executive Committee without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

v. Establish Executive Committee

Upon Motion duly made by Director Fix to ratify the establishment of an Executive committee with Director Whittington as Chair, Director Mason as Vice Chair, Director Roizen as Treasurer, Director Kidd as Secretary, and Director Hochadel as the Metropolitan Representative without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

vi. Establish Committees

Upon Motion duly made by Director Fix to ratify the establishment of the Audit and Finance, Personnel, Investment, Grant Oversight, and Ad Hoc Search Committees without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

vii. Directors and Officers Insurance

Upon Motion duly made by Director Fix to ratify the expenditure of up to \$50,000 to procure Directors and Officers Insurance without amendment, seconded by Director McColley, the Motion passed by unanimous affirmative vote of Directors present.

viii. Executive Director Job Description

Upon Motion duly made by Director Fix to ratify the approval of the Executive Director job description without amendment, seconded by Director Portman, the Motion passed by unanimous affirmative vote of Directors present.

ix. Executive Search Firm RFP

Upon Motion duly made by Director Fix to ratify the solicitation of request for proposals from executive search firms for the position of Executive Director without amendment, seconded by Director Mayer, the Motion passed by unanimous affirmative vote of Directors present.

x. Board Secretary

Upon Motion duly made by Director Fix to ratify the authorization of the Executive Committee to hire a Board Secretary at a rate not to exceed \$75 per hour without amendment, seconded by Director Portman, the Motion passed by unanimous affirmative vote of Directors present.

xi. Fiscal Officer

Upon Motion duly made by Director Fix to ratify the authorization of the Executive Committee to hire a Fiscal Officer at a rate not to exceed \$150 per hour without amendment, seconded by Director Handru, the Motion passed by unanimous affirmative vote of Directors present.

H. Ratification of September 14, 2022, Meeting Action Items

i. Minutes

Upon Motion duly made by Director Fix to ratify the Minutes from the August 10, 2022, Board Meeting without amendment, seconded by Director Hochadel, the Motion passed by unanimous affirmative vote of Directors present.

ii. Investment Committee

Upon Motion duly made by Director Fix to ratify the appointment of Director Mason as Chair of the Investment Committee without amendment, seconded by Director Mayer, the Motion passed by unanimous affirmative vote of Directors present.

iii. Finance and Audit Committee

Upon Motion duly made by Director Fix to ratify the appointment of Director Kidd as the Chair of the Audit and Finance Committee without amendment, seconded by Director Handru, the Motion passed by unanimous affirmative vote of Directors present.

iv. Personnel Committee

Upon Motion duly made by Director Driehaus to ratify the appointment of Director Ehemann as Chair of the Personnel Committee without amendment, seconded by Director Fix, the Motion passed by unanimous affirmative vote of Directors present.

v. Grant Oversight Committee

Upon Motion duly made by Director Portman to ratify the appointment of Director Gregoire as Chair of the Grant Oversight Committee without amendment, seconded by Director Fix, the Motion passed by unanimous affirmative vote of Directors present.

vi. Code of Regulations

Upon Motion duly made by Director Fix to ratify approval of the Code of Regulations without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

vii. Transparency Policy

Upon Motion duly made by Director Fix to ratify the approval of the Transparency Policy without amendment, seconded by Director Driehaus, the Motion passed by unanimous affirmative vote of Directors present.

viii. Gift Acceptance Policy

Upon Motion duly made by Director Fix to ratify the approval of the Gift Acceptance Policy without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

ix. Record Retention Policy

Upon Motion duly made by Director Fix to ratify the approval of the Record Retention Policy without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

x. Whistleblower Policy

Upon Motion duly made by Director Fix to ratify the approval of the Whistleblower Policy without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

xi. Executive Committee Spending Authority

Upon Motion duly made by Director Fix to ratify the Executive Committee to spend up to \$25,000, until the Organization’s budget is approved and interim funding is received from Ohio Attorney General Dave Yost, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

xii. Credit Card

Upon Motion duly made by Director Fix to ratify the approval of securing a credit card for the Organization without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

xiii. Director’s and Officer’s Insurance/Fraud Insurance

Upon Motion duly made by Director Fix to ratify the release of a total of \$102,500 for Director’s and Officer’s Insurance and Fraud Insurance without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

I. Ratification of December 14, 2022, Meeting Action Items

i. Minutes

Upon Motion duly made by Director Fix to ratify the Minutes from the December 14, 2022, Board Meeting without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

ii. Excess Benefit Transaction Policy

Upon Motion duly made by Director Fix to ratify the approval of the Excess Benefit Transaction Policy without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

iii. Media Services Contract

Upon Motion duly made by Director Fix to ratify the renewal of the TrustDigital media services contract without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

iv. Communications Contract

Upon Motion duly made by Director Fix to ratify the approval of the ConVista Communications contract without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

v. Provisional 2023 Operating Budget

Upon Motion duly made by Director Fix to ratify the Provisional 2023 Operating Budget without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

vi. Executive Committee Session

Upon Motion duly made by Director Fix to ratify the Board entering Executive Session to discuss personnel issues without amendment, seconded by Director Hochadel, the Motion passed by unanimous affirmative vote of Directors present.

vii. Interim Executive Director

Upon Motion duly made by Director Fix to ratify the approval of hiring Ms. Kathryn Whittington as the Interim Executive Director to the Organization at a rate of \$50.00 per hour not to exceed 30 hours per week, plus ordinary and necessary expenses and to accept her resignations from the Board as Chair and as a members of the Board of Directors without amendment, seconded by Director Matia, the Motion passed by unanimous affirmative vote of Directors present.

viii. Board Chair and Secretary

Upon Motion duly made by Director Fix to ratify the appointment of Director Kidd as Chair and Director Hochadel as Secretary without amendment, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

ix. Grant Consulting

Upon Motion duly made by Director Fix to ratify the hiring of Ms. Claudia Herrold for a consulting contract in the amount of \$30,000 to advise the Grant Oversight Committee without amendment, seconded by Director Mayer, the Motion passed by unanimous affirmative vote of Directors present.

J. Additional Activities of the Board, its Committees and Officers, Omnibus Authorization

Upon Motion duly made by Director Fix to ratify all activities of the Board of the Organization, its Committees and Officers, as such actions have been carried out in compliance with the One Ohio Memorandum of Understanding, in compliance with federal law governing organizations exempt from taxation under 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Ohio law governing non-profit corporations and charitable trusts: Motion to approve and ratify all previous actions of the Board of the One Ohio Recovery Foundation, its Committees and Officers without amendment, seconded by Director Wierzbicki , the Motion passed by unanimous affirmative vote of Directors present.

VI. Settlement 3rd Payment Deposit Discussion

Chairman Kidd stated the Board had received year 3 settlement payments from Johnson & Johnson and the Distributor settlement. Under the Memorandum of Understanding (“MOU”), the Board has 90 days to allocate these funds.

Director Fix asked if the Board could allocate year 3 funds today, and then take subsequent action at a future board meeting to reallocate in the future. Director Whittington stated that she believes such a reallocation can be made in the future.

Chairman Kidd stated that the Board has to determine how much of the settlement payments goes to regions, the state, operations, and/or for investment.

Director Whittington recommended that the Board allocate the Johnson & Johnson payment to statewide grant cycle 2024 and the Distributor payment going to regional grants in 2024. In the meantime, the funds would be put in an interest-bearing account, with any interest earned going to benefit the regions.

Director Roizen stated that after year two of settlement payments, the Organization expects a decrease in payments from settlements. As such, it is important that funds be put into an endowment now to benefit the regions in the future so there is no drop-off in funding.

Director Matia asked if a more thorough explanation could be given on how much the Organization has received to date in settlement payments and the expected settlement payments in the future. Mr. Quinn presented the expected settlement amounts the Organization is expected to receive through 2038. Mr. Quinn expects the first payment of the Walgreens and CVS settlements to be later in 2023.

Director Gregoire stated that the Board hasn’t decided how to maintain funding in coming years. Chairman Kidd stated that the Organization has made about \$1 Million in interest. This will only continue to grow.

Chairman Kidd recommended that the Board have a more thorough discussion on philosophically how the Organization will put funds in an endowment at a future meeting.

Director Matia asked if the Organization would receive funds from the McKenzie settlement. Director Whittington stated no.

Director Driehaus asked for clarification as to what funds have been allocated by the Board. Chairman Kidd stated that settlement payments from years 1 and 2 of the Johnson & Johnson and Distributor settlements have been received and allocated. The reason the Organization received year 1 and year 2 funding earlier this year, and now just received year 3 funding for both settlements, is payments were late in being made.

Director Driehaus stated that she is concerned the decision on allocating year 3 funding will not be able to consider outcomes from the allocation of years 1 and 2 funding. Director Fix stated

that how the Board votes to allocate funding today, does not mean the funds can't be reallocated in the future.

Director Whittington gave the Board an overview of the funds the Organization has already received.

Director McColley asked if administrative costs have been allocated. Chairman Kidd stated that administrative costs are budgeted and allocated through 2024.

Director McColley stated that the Board has already allocated a large amount of money to the regions. Given this, the Board should allocate these funds to go into an endowment to subsidize statewide and regional grants after settlement payments cease.

Director Whittington stated she recommends the Board make it a practice that once settlement payments are received and allocated for regional or state grants, they be invested until the time when funds are distributed to grantees.

Director Matia stated that the Board could allocate the funds at the September meeting based on when the funds were received. Chairman Kidd stated he would like to have the allocation made at the August meeting because he does not want to risk not having quorum at the September meeting.

Director Mason stated that he and Mr. Quinn met with a potential investment firm about creating a long-term investment strategy for the Organization, and he would be happy to ask the investment firm to give a presentation to the Board on their recommendations.

Director Matia stated the Board has not considered allocating any funds to statewide projects and recommended the funds be allocated to statewide funding.

Director McColley stated if there is interest on the Board to create a long-term, sustainable investing strategy, those decisions need to be made in the near future. The Board needs to decide on whether the Organization will be perpetual or not. If that conversation isn't had now and decisions made, then the Organization will not be able to accumulate the assets to be perpetual. Director McColley asked the Investment Committee to bring in an investment professional to explain to the Board how much needs to be invested now so that the Organization is perpetual. Chairman Kidd asked the Investment Committee to give a presentation to the Board on investments.

Director Driehaus stated the Board should focus this allocation to benefit regional projects.

Director McColley stated he agrees that the Organization should fund regional projects ongoing. He is advocating that creating an endowment now provides the Board flexibility in the future to ensure regional funding can occur.

Chairman Kidd stated the regions would likely appreciate a flat amount that will be granted annually. That can be achieved through proper investment now. Whatever is decided today can be adjusted in the future.

Director Driehaus stated the Organization is not an investment committee. Rather, the Organization is meant to provide as much funding as possible to the regions in order to fight against the opioid epidemic. Director Driehaus stated she is not opposed to allocating funds to investment, but she wants to ensure there is balance.

Chairman Kidd recommended that the funds be allocated today, and then at the September meeting, there can be a healthy debate on the future allocation of funds.

Director Smitherman stated that the Organization can invest funds now and simultaneously provide a large amount of funding for regional projects. The current economic environment is such that this is a great time to invest in safe investments that will provide significant economic return to the Organization.

Upon Motion duly made by Director McColley to allocate the 3rd payment in its entirety into the Key Bank depository account, seconded by Director Kleymeyer, The Motion passed by unanimous affirmative vote of directors present.

Chairman Kidd asked directors to think about what a long-term strategy might be for the Organization in regard to sustainability after the lawsuit funding ends.

VII. Executive Session- Cyber Security R.C. 121.22(G)(6)

Chairman Kidd requested the Board go into Executive Session. Upon Motion duly made by Director Roizen to enter Executive Session to discuss cyber security pursuant to Ohio Revised Code Section 121.22(G)(6), seconded by Director Hochadel, the Motion passed by unanimous affirmative vote of Directors present. The Board entered Executive Session at 12:16 p.m.

Chairman Kidd called for the end of Executive Session at 12:31 p.m.

VIII. Financial Report Update

There was no Financial Report Update

IX. Communications Report

Ms. Luck gave the Communications Report. Media relations were discussed. There has been recent engagement with several local media outlets. The PBS News Hour piece ran last week.

Stakeholder engagement was discussed. Ms. Luck is working to find personal stories from individuals impacted by the opioid epidemic across the state. If directors have anyone they

would like to honor, please let Ms. Luck know. The Organization's social media presence continues to grow. The Organization's email list has grown considerably over the last few months.

Upcoming communications were discussed. This includes an executive director announcement, a quarter 3 newsletter, and information regarding the grant application release.

X. Committee Reports

A. Audit & Finance Committee

There was no report. The Committee will likely meet in September.

B. Grant Making Oversight Committee

Director Gregoire stated the Committee met on August 9th and discussed amending the grant flowchart for more clarity on the grant process. The grantee application was also discussed and will be finalized in the near future.

XI. November 2023 Meeting

Chairman Kidd stated the November meeting will be cancelled as it is the day after the election.

XII. Open Discussion

There was no Open Discussion.

XIII. Next Board Meeting: Wednesday, September 13, 2023, at 10:30 a.m. at the Ohio Chamber of Commerce Board Room

XIV. Adjourn

There being no further business to come before the Board, the Meeting was adjourned by common consent at 12:38 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 August 8, 2023, Board Meeting.



Keith Hochadel (Sep 13, 2023 21:34 EDT)

Sep 13, 2023

Signature

Date







OneOhio Board Meeting Minutes

Final Audit Report

2023-09-14

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