



May Annual Meeting

OneOhio Recovery Foundation

May 8, 2024 at 10:30 AM EDT to May 8, 2024 at 11:30 PM EDT

34 S 3rd St Ste 100, Columbus, OH 43215

Agenda

I. Welcome and Chair Report

Presenter: Don Mason

II. Approval of Agenda

III. Approval of Meeting Minutes

IV. Personal Story

Presenter: Ted St John

V. Committee Reports

A. Executive Committee

Presenter: Don Mason

1. Board Terms

Presenters: Don Mason, Keith Hochadel

B. Nominating Committee Update

Presenter: Tom Gregoire

C. Grants Oversight Committee

Presenter: Tom Gregoire

1. 2024 Regional Grant Application Overview

Presenter: Alisha Nelson

Guests: Laura Spires, Sarah Anstine

D. Audit & Finance Committee Update

Presenter: Evan Kleymeyer

1. Audit -- Related Party Questionnaire

2. Foundation Settlement Estimates Presentation

Presenter: Alisha Nelson

Guest: Jim Quinn

E. Personnel Committee

Presenter: Julie Ehemann

F. Legal Ad-Hoc Working Group

Guest: Andy Ferris

VI. Financial Report

Presenter: Jim Quinn

VII. Adjourn



ONEOHIO RECOVERY FOUNDATION

BOARD MEETING MINUTES

DRAFT

The OneOhio Recovery Foundation (the “Organization”) Board of Directors (the “Board”) held a board meeting on April 10, 2024, at 34 S. 3rd Street, Columbus, OH 43215 (the “Meeting”).

Board Members in Attendance:

Non-Metropolitan: Bambi Baughn, Julie Ehemann, Tom Whiston, Mircea Handru, Matt Old, Don Mason, Greta Mayer, Ted St John, Jeanette Wierzbicki,

Metropolitan: Denise Driehaus, Keith Hochadel, Greta Johnson, Scott Sylak

Statewide: Tom Gregoire, Larry Kidd

Legislative: Rachel Baker, Phil Plummer

Board Members in Attendance Virtually: Glenn Miller, Judy Dodge, Dawn Tyler Lee, David Matia, Duane Piccirilli, Jane Portman, Michael Roizen, Christopher Smitherman, Evan Kleymeyer

Board Members Not in Attendance: Ron Luce, Robert Radcliff, Terry Johnson

Staff Present: Alisha Nelson, Sarah Anstine, Jim Quinn, Laura Spires, Andy Jesson

I. Call to Order & Roll Call of Directors Present

The Meeting was called to order by Chairman Mason at 10:35 a.m. There was a roll call of directors present. A quorum was present for the Meeting. Chairman Mason recognized the two new members to the Board.

II. Approval of the Agenda

Upon Motion duly made by Director Ehemann to approve the agenda, seconded by Director Hochadel, the Motion passed by unanimous consent of Directors present.

III. Adoption/Approval of Previous Meeting Minutes

The Minutes from the March 13, 2024, Board Meeting were brought forward for consideration by the Board. Upon Motion duly made by Director Wierzbicki to adopt the Minutes from the March 13, 2024, Board Meeting without amendment, seconded by Director Roizen, the Motion passed by unanimous affirmative vote of Directors present.

IV. Personal Story

Director Mayer from Region 14 shared the story of Angela Rahman, whose daughter Amber died from an opioid overdose death days before her 22nd birthday. In her message, Ms. Rahman stressed that everyone deserves the opportunity to recover.

V. Committee Reports

A. Executive Committee Report

i. Conflict of Interest Policy

Chairman Mason stated that the Executive Committee is working on building a conflict of interest policy for board members, staff, and volunteers.

OneOhio attorney Andrew Ferris discussed the efforts to operationalize a conflict of interest policy. Mr. Ferris stressed the importance of having a conflict of interest policy to mitigate the prevalence of potential, actual, or perceived conflicts of interest throughout the entire grant awarding process. The conflict of interest quick guide is applicable to more than 300 people in the OneOhio network, including staff, board members, and volunteers. Mr. Ferris also noted the differences between potential, actual, and perceived conflicts of interest.

Director Greta Johnson Asked who would make the decision as to whether there exists a conflict of interest, Mr. Ferris stated that it would be dependent on the level and degree of the conflict. All OneOhio volunteers and staff are required to sign the conflict of interest document, a related party questionnaire and complete an online ethics training.

Mr. Ferris outlined the process the Board will use to assist regions in managing conflicts of interest. The Executive Committee recommended the Legal Ad-Hoc Committee receive and evaluate conflicts of interest. He also referred individuals to critical resources related to potential conflicts of interest, including the OneOhio Conflicts of Interest Policy, OneOhio Transparency Policy, OneOhio Grant Policy, Ohio Ethics Commission and Ohio Ethics Training. Director Driehaus asked who the representative on the Ohio Ethics Commission is to which questions should be directed, Director Nelson said OneOhio will follow-up and get an answer.

Director Kidd asked for clarification on who has to complete the steps to avoid conflicts, Mr. Ferris confirmed that all board members, volunteers and staff will be required to complete the related party questionnaire and an annual Ohio Ethics Training Course.

Chairman Mason thanked Mr. Ferris for reviewing the conflict of interest policy before the board, and stated that Mr. Ferris is the best resource for any additional questions.

B. Grants Oversight Committee Reports

i. Operations & Grants Budget

Director Gregorie detailed the morning's Grant Oversight Committee meeting. During the meeting, the committee gave final approval to the grant policy, clarified the role of staff, and worked on turning a conflict-of-interest policy into procedures.

Director Nelson discussed a change to the composition of the Grant Oversight Committee policy, regarding the process of filling vacancies on the Grant Oversight Committee.

Upon Motion duly made by Director Gregorie to approve the changes to the Grant Policy Recommendation, seconded by Director Ehemann, the Motion passed by unanimous affirmative vote of Directors present.

Director Nelson recognized two new staff members for OneOhio, before providing updates regarding the grants portal. Registration opened in March, and so far, over 450 organizations have accessed the grants portal, with registrants in every region. Two regions have less than 10 applicants. OneOhio will be reaching out to those region boards to discuss methods for boosting the number of applicants. Most organizations in the portal have budgets of less than \$500,000. Over 60 percent of organizations in the portal are verified non-profits. Half of all applicants are considering multi-region applications.

On Monday April 8, OneOhio hosted its first online grant applicant training. Over 350 individuals participated in the webinar. A second training session is scheduled for Friday, April 12.

Director Nelson talked about meeting the Evidence Base requirement included within the OneOhio Grant Application. On April 15, at 9am, OneOhio is hosting an Impact Academy focused on evidence base, providing guidance on incorporating evidence-based practices within the abatement strategies in the grant application.

C. Personnel Committee Report

Director Ehemann detailed the updates to OneOhio staff provided by Director Nelson during the Personnel Committee meeting on April 4, 2024. The OneOhio staff has now increased to six members. The committee held discussions regarding the new organizational structure and reviewed expectations for employees, remote v. in-person, etc., and making the OneOhio Foundation a recovery friendly workplace. The committee also developed a basic personnel guide for employees and will develop it further during future meetings.

The next meeting for the Personnel Committee is scheduled for May 2nd at 3pm.

D. April 2024 Financial Report

Finance Director Jim Quinn provided an update regarding OneOhio's financials in March 2024.

Mr. Quinn shared information about the operating budget and grant budget. The operating budget monthly cost is expected to increase as OneOhio continues building its organizational infrastructure. Both the operating budget and grant budget combined comprise less than five percent of the total available funds, maximizing the funds available for grant recipients.

Mr. Quinn also detailed the OneOhio estimated MOU payments and Year 18 Prepayment from Cencora Inc., and Cardinal Health, Inc., reducing the payment in Year 18 from \$21.5 million to \$11.4 million. McKesson will make the estimated \$11.4 million payment in 2038.

Director Handru asked about a projected time frame for year 3 funding. Chairman Mason stated that during the July OneOhio retreat long-term decisions will be made regarding future funding timelines.

Director Roizen asked about dates for the July retreat. Director Nelson plans to send out potential dates for a retreat soon.

Motion to approve investment report by Director Mayer, seconded by Director Kidd, and unanimously passed.

VI. Next Board Meeting: Wednesday, May 8, 2024, at 10:30 a.m.

VII. Adjourn

There being no further business to come before the Board, Director Mircea made a motion to adjourn, which was seconded by Director Ehemann and approved by unanimous consent. The Meeting adjourned at 11:28 a.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 10, 2024, Board Meeting.

Name

Date

OneOhio Recovery Foundation, Inc.

Related Party Questionnaire

May 2, 2024

Our auditors, SEO CPA Group, LTD, are conducting an audit of our financial statements at December 31, 2023 and for the year then ended. Please furnish to them the information requested in the attached questionnaire. Please sign and date your reply and return the questionnaire directly to SEO CPA Group, LTD. The questionnaire is designed to provide the auditors with information about the interests of officers, governing board members, and other related parties in transactions with the Organization.

Related party transactions may include those with:

- **Members of the board and management (for example, a board member is paid for providing services to the Organization)**
- **Immediate family members of board members and management (for example, a board member's spouse works for a company that the Organization uses)**
- **Employers of board members (for example, board member works for a company that the Organization uses, e.g., bank, law firm, accounting firm, insurance agent, etc.)**
- **Significant contributors**
- **Certain separate entities (such as sister organizations or national and local affiliates)**
- **Immediate family members of board members (for example, husband and wife serving on the same board)**

Please answer all questions. **If you are no longer serving on the board, but were at any time during the year of the audit, please still complete the questionnaire.** If the answer to any questions is "Yes," please explain and provide the name of and nature of relationship with the related party, if any, in the space provided.

Please return the questionnaire directly to our auditors using one of the following options:

- Fax – 740-281-2614
- Email – audit@seocpagroup.com
- Mail – SEO CPA Group, LTD
3596 Maple Avenue, Suite B
Zanesville, Ohio 43701

We sincerely appreciate your timely cooperation with this request.

Sincerely,

OneOhio Recovery Foundation, Inc.

OneOhio Recovery Foundation, Inc.

Related Party Questionnaire

Please answer all questions completely. If the answer to any questions is "Yes" please identify all of the entities and individuals involved by name. Also identify the bullet or bullets in the related question.

1. Have you or any related party of yours had any interest, direct or indirect, in any of the following transactions since January 1, 2023, or in any pending or incomplete transactions to which OneOhio Recovery Foundation, Inc. (the Organization) was or is to be a party? **YES** **NO**

- * Sale, purchase, exchange, or leasing of property?
- * Receiving or furnishing of goods, services, or facilities, including grants?
- * Transfer or receipt of compensation, fringe benefits, income or assets?
- * Maintenance of bank balances as compensating balances for the benefit of another?
- * Any traditional investments and/or alternative investments made by the Organization? (please disclose any interest, direct or indirect, if any investment made by the Organization or with any investment advisor)
- * Pension, retirement, savings, or similar plan provided by the Organization (do not include payments to a plan or payments by the plan made pursuant to the terms of the plan)
- * Other transactions? (such as any other transactions with you, your employer, your direct family member/family member's employer, etc.)

2. Have you or any related party of yours been indebted or had a receivable from the Organization at any time since January 1, 2023? Please exclude amounts due for ordinary travel and expense advances.

YES NO

3. Do you know of any related party or any other person or entity that has misappropriated assets or committed other forms of fraud against the Organization?

YES NO

4. Do you know of any other person or organization that should be receiving this questionnaire besides board members and management?

YES NO

OneOhio Recovery Foundation, Inc.

Related Party Questionnaire

5. Do you receive compensation, or are you owed monies or compensation, from any other organization, whether tax-exempt or taxable, that are related to this Organization through common supervision or common control?

YES NO

6. Have you reported to the chair of the governing board or executive director of the Organization of any conflict of interest transactions of which you are aware? (this includes any related party transactions with you, your employer, your direct family member/family member's employer, etc.)

YES NO

7. Are you aware of any actual and/or potential occurrences of the following areas by elected officials, management, or employees during the year ended December 31, 2023 and to the date of your response?

	<u>YES</u>	<u>NO</u>
Thefts, fraud, abuse or other illegal acts	<input type="checkbox"/>	<input type="checkbox"/>
Unlawful interests in contracts, including family members (i.e. other than through the normal course of business as consumers of the Organization's services)	<input type="checkbox"/>	<input type="checkbox"/>
Prohibited political activity (oral or written)	<input type="checkbox"/>	<input type="checkbox"/>
Payment for promotion or appointment	<input type="checkbox"/>	<input type="checkbox"/>
Abuse of political influence	<input type="checkbox"/>	<input type="checkbox"/>
Conflicts of interest	<input type="checkbox"/>	<input type="checkbox"/>
Incompatibility of Public Offices	<input type="checkbox"/>	<input type="checkbox"/>
Complaints or Inquiries to Ohio Ethics Commission	<input type="checkbox"/>	<input type="checkbox"/>

If you answered YES to any of the above questions, please provide a detailed explanation below:

The answers to the foregoing questions are correctly stated to the best of my knowledge and belief.

Print

Date

Signature

Title/Position



ONEOHIO RECOVERY FOUNDATION

Operating Budget for Fiscal Year 2024

Budget Items	Budget	April*	Year-to-Date*	Year-to-Date Balance	%
Personnel	\$ 881,650	\$ 52,019	\$ 189,019	\$ 692,631	79%
Benefits & Payroll Taxes	281,377	13,535	23,880	257,497	92%
Contracted Services	455,550	19,743	73,897	381,653	84%
Insurance	120,000	1,056	1,056	118,944	99%
Supplies & Travel	73,320	3,961	8,662	64,658	88%
Office & Meeting Space	43,920	2,159	8,563	35,357	81%
Computers & Software	24,930	2,658	8,364	16,566	66%
Memberships & Professional Development	16,500	50	50	16,450	100%
Banking & Investment Fees	10,000	465	1,876	8,124	81%
Operating Budget	\$ 1,907,246	\$ 95,646	\$ 315,367	\$ 1,591,879	83%

Grant Budget for Fiscal Year 2024

Budget Items	Budget	April	Year-to-Date*	Year-to-Date Balance	%
Grant Awards - Regional	\$ 51,194,221	\$ -	\$ -	\$ 51,194,221	100%
Region 1	5,811,947	-	-	5,811,947	100%
Region 2	4,800,436	-	-	4,800,436	100%
Region 3	1,886,861	-	-	1,886,861	100%
Region 4	2,407,572	-	-	2,407,572	100%
Region 5	1,098,357	-	-	1,098,357	100%
Region 6	1,381,031	-	-	1,381,031	100%
Region 7	2,881,564	-	-	2,881,564	100%
Region 8	4,196,176	-	-	4,196,176	100%
Region 9	2,751,050	-	-	2,751,050	100%
Region 10	1,426,870	-	-	1,426,870	100%
Region 11	1,674,046	-	-	1,674,046	100%
Region 12	1,155,833	-	-	1,155,833	100%
Region 13	2,478,169	-	-	2,478,169	100%
Region 14	7,182,713	-	-	7,182,713	100%
Region 15	1,926,393	-	-	1,926,393	100%
Region 16	656,587	-	-	656,587	100%
Region 17	1,608,774	-	-	1,608,774	100%
Region 18	2,391,477	-	-	2,391,477	100%
Region 19	3,478,366	-	-	3,478,366	100%
Grant Support System	\$ 359,400	\$ 41,427	\$ 70,612	\$ 288,788	80%
Grant Management	199,400	12,599	25,833	173,567	87%
Grant Professional Development	160,000	28,828	44,779	115,221	72%
Grant Budget	\$ 51,553,621	\$ 41,427	\$ 70,612	\$ 51,483,009	99.9%

* Obligations - unaudited



ONEOHIO RECOVERY FOUNDATION

Cash Balance - April 30, 2024

	March 31, 2024	Change	Balance	Huntington	Key Bank
Approved Regional Allocation	\$ 51,194,221	\$ -	\$ 51,194,221	\$ -	\$ 51,194,221
Distributor & Janssen Year 3	27,791,589	-	27,791,589	-	27,791,589
Distributor Year 18 Prepayment	3,238,344	-	3,238,344	-	3,238,344
MOU Unallocated Interest	3,669,324	363,506	4,032,830	-	4,032,830
Mallinckrodt Bankruptcy	8,258,144	35,307	8,293,451	-	8,293,451
MOU Operating*	1,566,105	(118,963)	1,447,142	1,447,142	-
McKinsey Funds	1,000,000	-	1,000,000	1,000,000	-
Cash Balance	\$ 96,717,727	\$ 279,850	\$ 96,997,577	\$ 2,447,142	\$ 94,550,435

* includes interest earned

ONEOHIO RECOVERY FOUNDATION, INC

As of December 31, 2023
2022 Audited - 2023 Unaudited

Statement of Financial Position			
	2023	2022	
Current Assets			
Cash and Cash Equivalents	\$ 92,629,007	\$ 621,884	
Prepaid Expenses	107,962	105,801	
Deposits	3,681	990	
Total Assets	\$ 92,740,650	\$ 728,675	
Current Liabilities			
Accounts Payable	111,803	98,171	
Grant Award Payable	-	-	
	111,803	98,171	
Net Assets	92,628,847	630,504	
Liabilities & Net Assets	\$ 92,740,650	\$ 728,675	

Statement of Cash Flow			
	2023	2022	
Cash Flow from Operating Activity			
Change in Net Assets	\$ 91,998,343	\$ 630,504	
(Increase) decrease in operating assets			
- Prepaid Expenses	(2,160)	(105,801)	
- Deposits	(2,691)	(990)	
(Increase) decrease in operating liabilities			
- Accounts Payable	13,631	98,171	
Net Cash Provided by Operating Activities	92,007,123	621,884	
Beginning Cash and Cash Equivalents	621,884	-	
Ending Cash and Cash Equivalents	\$ 92,629,007	\$ 621,884	

Statement of Activities			
	2023	2022	
Revenue			
McKinsey Grant	\$ -	\$ 1,000,000	
MOU Settlement	82,485,810	-	
Mallinckrodt - NOAT II	7,979,305	-	
Interest Income	2,903,074	4,208	
In-Kind Revenue	53,555	387,921	
Total Revenue	\$ 93,421,744	\$ 1,392,129	
Expenses			
Grants Payments	-	-	
Program Services	-	-	
Grant and Program Services	-	-	
Management and General Services	1,423,402	761,625	
Fundraising and Development	-	-	
Support Services	1,423,402	761,625	
Total Expenses	\$ 1,423,402	\$ 761,625	
Change in Net Assets	91,998,343	630,504	
Beginning Net Assets	630,504	-	
Ending Net Assets	\$ 92,628,847	\$ 630,504	

2023 Statement of Functional Expense			
Management and General Services			
	2023	2022	Change
Salaries and Benefits	\$ 99,409	\$ -	\$ 99,409
Professional Services	423,148	168,484	254,664
Legal Counsel	426,379	91,369	335,010
Communications	166,020	55,000	111,020
Insurance	144,833	41,834	102,999
Supplies and Travel	23,612	695	22,917
Office and Meeting Space	18,381	4,326	14,055
Computers and Software	58,307	11,775	46,532
Memberships and Professional Development	5,361	-	5,361
Banking and Investment Fees	4,398	221	4,177
In-kind Expenses	53,555	387,921	(334,367)
Total Expenses	\$ 1,423,402	\$ 761,625	\$ 661,777