



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.

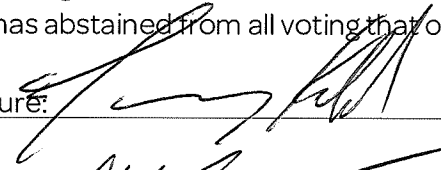
VI. Next Meeting

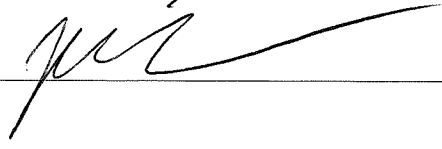
The Board will meet again at 12:00 PM ET on Wednesday, December 14, 2022, at COhatch Polaris East, 1554 Polaris Parkway, Ste 320, Columbus, OH 43240.

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: 12/14/2022

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