

**ONE OHIO RECOVERY FOUNDATION
BOARD MEETING
AUGUST 10, 2022
MINUTES**

I. Call to Order

A meeting of the One Ohio Recovery Foundation Board was held at the County Commissioner's Association of Ohio, 209 East State Street, Columbus, Ohio, 43215, on August 10, 2022.

The meeting was called to order and a quorum established by Chair, Kathryn Whittington at 12:00 PM EST.

II. Attendance

Present in person: Chair – Kathryn Whittington, Vice Chair – Don Mason, Secretary – Larry Kidd, Bambi Baughn, Josh Cox, Judy Dodge, Julie Ehemann, Jeffrey Fix, Tom Gregoire, Mircea Handru, Keith Hochadel, William Hutson, Rob McColley, Glenn Miller, Jane Portman, Ilene Shapiro, Jeffrey Simmons

Also present in person: Holly Gross (Benesch Law), Leah McCue (Benesch Law), Marty Sweterlitsch (Benesch Law)

Present virtually: Treasurer – Michael Roizen, Mike Beazley, Denise Driehaus, Greta Mayer, Duane Piccirilli, Christopher Smitherman, John Tharp, Jeannette Wierzbicki

Also present virtually: Armond Budish (provisional member), Jessica Angney (Benesch Law), Julia Rolniak (Benesch Law)

Not present: Richard Brown, Gail Pavliga

III. Old Business

Minutes from meetings on May 16, 2022; June 23, 2022; and July 14, 2022 were provided to the board for review prior to the meeting.

- a. Bambi Baughn and Kathryn Whittington noted errors in their biographies to be corrected in the May 16 meeting minutes. A motion to approve the May 16 minutes as corrected and the June 23 and July 14 minutes as presented was made by Bill Hutson and seconded by Jeffrey Fix. The motion passed by majority vote with Josh Cox and Keith Hochadel abstaining.

IV. New Business

Chair's Update and Executive Session

- a. A motion to enter an executive session for the purpose of discussing pending court action in a conference with the Foundation attorneys was made by Larry Kidd and seconded by Don Mason. A roll call vote was taken. The motion passed unanimously. The executive session was held in an alternate conference room from 12:17pm to 1:28pm.
- b. Two lawsuits have been filed against the Foundation:

Harm Reduction Ohio v. OneOhio Recovery Foundation, Inc.

Franklin County Court of Common Pleas

Case No. 22 CV 5401

Filed August 8, 2022

State, ex rel. Harm Reduction Ohio v. OneOhio Recovery Foundation

Supreme Court of Ohio

Case No. 2022-0966

Filed August 8, 2022

A motion for the Foundation to engage the Benesch Law Firm to defend each of these claims that have been made against the Foundation, in both the Franklin County Common Pleas Court and the Ohio Supreme Court, and if the Benesch Law Firm decides that they are conflicted out for some reason from engaging in this matter, that the Foundation allow the Executive Committee to choose a law firm to engage in this matter instead, was made by Rob McColley and seconded by Jeffrey Fix. The motion passed unanimously.

Committees

- a. A motion to appoint Don Mason as Vice Chair to the Executive Committee was made by Jeffrey Fix and seconded by Larry Kidd. The motion passed unanimously.
- b. A motion to establish the executive committee with Kathryn Whittington as Chair, Don Mason as Vice Chair, Michael Roizen as Treasurer, Larry Kidd as Secretary, and a metropolitan representative to fill a fifth seat, was made by Larry Kidd.
- c. An amendment to the previous motion to appoint Keith Hochadel as the At-Large Representative for Metropolitan Regions was made by Larry Kidd and seconded by Jeffrey Fix. The motion as amended passed unanimously.
- d. A motion to establish five additional committees (Audit and Finance, Personnel, Investment, Grant Oversight, and Ad Hoc Search) was made by Larry Kidd and seconded by Jeffrey Fix. The motion passed unanimously.

Benesch Updates

- a. Benesch Law gave updates on the following items:
 - operational checklist for the Foundation's application for tax exempt status
 - status of bank accounts and settlement deposits
 - proposed Code of Regulations for the Foundation
- b. The Board discussed the above items.

Working Group Updates

- a. A motion to give the Executive Committee authorization to spend up to \$50,000.00 to start the process of securing Directors & Officers Insurance was made by Larry Kidd and seconded by Don

Mason. The motion passed unanimously.

- b. A job description for an Executive Director and a request for proposals for an Executive Search Firm were made available to the board for review prior to the meeting. A motion to approve the job description for the Executive Director (subject to minor editing by the search firm) and the request for proposals for the Executive Search Firm was made by Bill Hutson and seconded by Greta Mayer. The motion passed unanimously.
- c. A motion to give authorization to the executive committee to find a board secretary and possibly a fiscal officer on a temporary basis was made by Larry Kidd and seconded by Don Mason. After discussion, the motion was amended by the movers to establish compensation limits at up to \$150 per hour for the Fiscal Officer and up to \$75 per hour for a Board Secretary. The motion as amended passed unanimously.
- d. Don Mason gave an update on the investment aspects of the Foundation.
- e. Holly Gross gave an update on policies and the Board discussed the policies.

V. Adjournment

A motion to adjourn was made by Mircea Handru and seconded by Jeffrey Fix.

The meeting adjourned at approximately 3:45pm on August 10, 2022.

VI. Next Meeting:

The Board will meet again at 12:00pm on Wednesday, September 14, at the County Commissioner's Association of Ohio, 209 East State Street, Columbus, Ohio, 43215.

Recurring in-person meetings are scheduled to take place on the second Wednesday of every month for the remainder of 2022.

/s/ Leah McCue

August 10, 2022