



**ONEOHIO RECOVERY FOUNDATION
BOARD MEETING
SEPTEMBER 14, 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 September 14, 2022.

The meeting was called to order and a quorum confirmed by Chair, Kathryn Whittington at 12:14 PM.

II. Attendance

Present (in person):

Non-Metropolitan Regions: Bambi Baughn, Julie Ehemann, Jeffrey Fix, Mircea Handru,
Vice Chair – Don Mason, Greta Mayer, **Chair** – Kathryn Whittington, Jeannette Wierzbicki

Metropolitan Regions: Josh Cox, **At-Large Representative for Metropolitan Regions** – Keith Hochadel, David Matia, Duane Piccirilli

Statewide Appointees: Tom Gregoire, **Secretary** – Larry Kidd

Legislative Appointees: Richard Brown, Evan Kleymeyer, Rob McColley

Also present: Kevin Bingle (Trust Digital), Holly Gross (Benesch Law), Claudia Herrold (Philanthropy Ohio), Connie Luck (ConVista Public Affairs), Leah McCue (Benesch Law), Jim Quinn (OneOhio Recovery Foundation), Marty Sweterlitsch (Benesch Law)

Present (virtual):

Non-Metropolitan Regions: William Hutson, Glenn Miller

Metropolitan Regions: Judy Dodge, Denise Driehaus

Statewide Appointees: Christopher Smitherman

Legislative Appointees: Gail Pavliga

Also present: Jessica Angney (Benesch Law), Jules Coleman (OneOhio Recovery Foundation), Julia Rolniak (Benesch Law)

Absent: Mike Beazley, Jane Portman, Michael Roizen, Ilene Shapiro, Jeffrey Simmons, John Tharp

III. Old Business

Minutes from the meeting on August 10, 2022, were provided to the board for review prior to the meeting. A motion to approve the minutes from the August 10 meeting as presented was made by Jeanette Wierzbicki and seconded by Jeffrey Fix. The motion passed unanimously.

IV. New Business

Chair's Update

Chair, Kathryn Whittington invited the newly hired temporary CFO, Jim Quinn, and temporary administrative assistant/board secretary, Jules Coleman, to introduce themselves to the board.

New board members Judge David Matia, representing Region 3, and Evan Kleymeyer, appointed by the Ohio Senate Minority Leader, introduced themselves to the board. Evan Kleymeyer holds the Legislative Appointment previously held by Senator Teresa Fedor, who submitted her resignation.

Items for Action

a. Select Committee Chairs

- a. Don Mason was nominated as the chair of the Investment Committee by Larry Kidd. The nomination was seconded by William Hutson.
- b. Larry Kidd was nominated as the chair of the Finance & Audit committee by Tom Gregoire. The nomination was seconded by Jeffrey Fix.
- c. Julie Ehemann was nominated as the chair of the Personnel committee by Larry Kidd. The nomination was seconded by Jeffrey Fix.
- d. Tom Gregoire was nominated as the chair of the Grant Oversight committee by Larry Kidd. The nomination was seconded by Jeffrey Fix.
- e. A motion to adopt the slate of candidates for committee chairs as nominated was made by Jeffrey Fix and seconded by Jeanette Wierzbicki. The motion passed unanimously.

b. Adopt Code of Regulations

- a. A motion to approve the Code of Regulations as presented was made by William Hutson and seconded by Glenn Miller. The board discussed the motion.
- b. A motion to amend Article III, Section 3.11 of the proposed draft Code of Regulations to read

Under Ohio Ethics Commission Guidance, attached hereto as Appendix C, individuals serving as Directors on the Board shall not be considered public officials by reason of their appointment to and service on the Board. Individuals **who are otherwise public officials shall continue to be bound by the requirements of Ohio ethics laws.**

was made by Duane Piccirilli and seconded by Glenn Miller. The motion to amend passed unanimously.

- c. A motion to amend the text of Article I, Section 1.02(a)(iv) of the proposed draft Code of Regulations to read

(iv) decrease the oversupply of licit and illicit opioids **and/or other co-occurrent substance abuse items**

was made by Larry Kidd and seconded by Jeffrey Fix. Holly Gross proposed a legal review before finalizing. The motion to amend passed unanimously.

- d. A motion to amend the text of Article I, Section 1.02(c) of the proposed draft Code of Regulations to read

To fund the programs and services described in Section a.) above by disbursing through a competitive grant process funds to private organizations, local governments, and government agencies **that benefit the local community** engaged in such programs (the purposes set forth above, inclusively, the "Charitable Purposes").

was made by Julie Ehemann and seconded by David Matia. The motion to amend passed unanimously.

- e. Jeffrey Fix expressed that Article VI, Section 6.02(b) of the proposed draft Code of Regulations lacked the provision that the Executive Director shall have experience in foundation management. The Board discussed making an amendment. No motion was made.
- f. David Matia expressed the desire to include in Article I, Section 1.02(a) of the proposed draft Code of Regulations the option of supporting workforce development programs for case managers, addiction psychiatrists etc. No motion was made.
- g. A motion to call the question was made by Duane Piccirilli and seconded by Jeffrey Fix. The motion passed unanimously.
- h. A point of order was made by Rob McColley that the previous motion was regarding ending discussion of the proposed draft Code of Regulations.

- i. Mircea Handru expressed the desire to include language in Article III, Section 3.08(c) of the proposed draft Code of Regulations regarding notifying a Director and their appointing body/authority if said Director is out of compliance with the attendance requirement. No motion was made.
- j. A motion to vote to adopt the Code of Regulations as amended was made by Don Mason and seconded by Duane Piccirilli. The board discussed procedures. The motion was withdrawn.
- k. A motion to amend Article III, Section 3.06(j) of the proposed draft Code of Regulations to read

A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as Director, **except for reasonable travel expenses.**

was made by Larry Kidd and seconded by Don Mason. The motion passed unanimously.

- l. At approximately 12:48PM, the virtual webinar of the meeting lost audio connection and then video connection. The meeting was paused. At approximately 12:55PM, the virtual webinar reconnected to both audio and video. The meeting resumed at approximately 12:58PM.
- m. A motion to approve the Code of Regulations as amended was made by Don Mason and seconded by William Hutson. The motion passed unanimously.

c. Adopt Transparency Policy

- a. A motion to adopt the Transparency Policy as presented was made by Jeffrey Fix and seconded by Julie Ehemann. The motion passed unanimously.

d. Adopt Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy

- a. A motion to amend the Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy to add "**and substance use disorder**" where "opioid use disorder" was mentioned was made by Greta Mayer and seconded by Jeffrey Fix. Mayer expressed the desire to make this change as part of Larry Kidd's earlier motion on this topic regarding language in the Code of Regulations. The motion to amend passed unanimously.
- b. A motion to accept the Gift Acceptance Policy, Record Retention Policy, and Whistleblower Policy as amended was made by Jeanette Wierzbicki and seconded by

Bambi Baughn. The motion passed unanimously.

e. Executive Committee Spending Authority

- a. Larry Kidd requested up to \$25,000.00 to be released for operational spending over the next 30 days until a budget is approved. A motion to approve the request was made by William Hutson and seconded by Keith Hochadel. Chair, Kathryn Whittington informed the board that Ohio Attorney General Dave Yost's office has voluntarily released \$1 million of the funds the state received through the McKinsey & Co. opioid settlement to support the Foundation's operational startup costs. The motion passed unanimously.
- b. Larry Kidd requested that the Board approve securing a credit card for the Foundation in order to facilitate operational spending. A motion to approve the request was made by Duane Piccirilli and seconded by Jeanette Wierzbicki. The board discussed the motion and determined that the finance committee and the Chair could authorize and review credit card expenses. The motion passed unanimously.
- c. Larry Kidd requested an additional \$2,500.00 be released to cover the expense of securing D&O insurance as authorized in the August 10 board meeting. Kidd also requested \$50,000.00 be released to increase D&O insurance coverage (up to \$5 million aggregate) and up to \$50,000.00 be released to secure fraud insurance, for a total of up to \$102,500.00. A motion to approve the requests was made by Rob McColley and seconded by Mircea Handru. The motion passed unanimously.

Marketing & Communications Presentation

Connie Luck of ConVista Public Affairs and Kevin Bingle of Trust Digital gave a presentation on their work thus far regarding the Foundation's public relations and communications strategy. The board discussed the presentation and Luck and Bingle took questions.

Items For Discussion

- a. Kathryn Whittington gave an update that CFO Jim Quinn would begin work on the budget.
- b. Larry Kidd gave an update on personnel. Jim Quinn has been hired as a temporary CFO and Jules Coleman has been hired as a temporary administrative assistant/board secretary. The Request for Proposals (RPF) for an executive search firm has been sent and bids are due by September 16. The Executive Committee will present their recommendations at the October 12 board meeting.
- c. Don Mason reiterated the investment strategy update from the August 10 meeting, adding that further changes can be discussed once the board determines how much money will be distributed immediately to regions and how much will be held back for long term investment.

- d. Holly Gross of Benesch Law gave an update on the Grant-Making Policy. The process of creating the policy has begun and the final policy will be considered through the Grant Oversight Committee with input from the regions and the Expert Panel. Claudia Herrold of Philanthropy Ohio, who has also been assisting with the development of the policy, introduced herself to the board.
- e. Holly Gross gave an update that a draft of the Inclusion Policy is in development.

Update on Pending Litigation

Marty Sweterlitsch of Benesch Law gave an update on pending litigation. On Monday, September 12, 2022, Benesch Law filed an answer and a motion for judgment on the pleadings with the Franklin County Court of Common Pleas regarding Case No. 2022-CV-5401: Harm Reduction Ohio v. OneOhio Recovery Foundation. The legal team will appear in court on October 27 for the oral arguments. Benesch Law has also filed an answer with the Ohio Supreme Court regarding Case No. 2022-0966: State ex rel. Harm Reduction Ohio v. One Ohio Recovery Foundation.

Open Discussion

Larry Kidd reiterated that it is unlikely that the Foundation will be able to disburse any funds in 2022.

Chair, Kathryn Whittington gave the update that opioid settlement funds are sitting at the National Settlement Administrator awaiting the establishment of distribution infrastructure, and therefore no distributions have yet taken place.

V. Next Meeting:

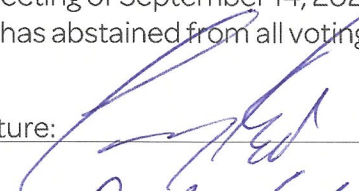
The Board will meet again at 12:00pm on Wednesday, October 12, at the County Commissioner’s Association of Ohio, 209 East State Street, Columbus, Ohio, 43215.

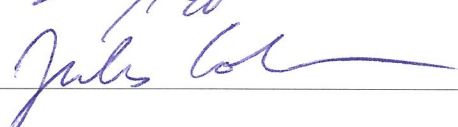
Recurring in-person meetings are scheduled to take place on the second Wednesday of every month for the remainder of 2022.

VI. Adjournment

A motion to adjourn was made by Jeffrey Fix and seconded by Mircea Handru. The meeting adjourned at 1:15PM on September 14, 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 September 14, 2022 of the OneOhio Recovery Foundation Board. The Board Chair has abstained from all voting that occurred during this meeting.

Signature:  Date: 10/12/22

Signature:  Date: 10/12/2022