

ONEOHIO RECOVERY FOUNDATION
BOARD OF DIRECTORS MEETING PACKET

- I. Agenda
- II. Minutes
- III. Action by Incorporator
- IV. Record of Proceedings
- V. Updated Board Roster
- VI. Benesch request for information and committee participation
- VII. Updated Checklist

Note: please visit OneOhio Recovery Foundation Board of Directors ShareFile for additional documents discussed throughout the meeting, and documents previously shared. Access email was sent on June 17, 2022.

ONEOHIO RECOVERY FOUNDATION BOARD MEETING
JUNE 23, 2022, 9AM-12PM
COUNTY COMMISSIONERS ASSOCIATION OF OHIO
209 EAST STATE STREET, COLUMBUS OH 43215

AGENDA

- I. Welcome and Attendance, [Provisional] Chair Kathryn Whittington (10)
- II. Action: Approve Minutes from May 16, 2022 Board Meeting
- III. Incorporator Update: Board Appointments and Board Roster, Benesch (5)
- IV. Action: Vote to elect provisional officers (5)
- V. Benesch Update, Marty Sweterlitsch, Holly Gross (30)
 - a. Administrative functions
 - b. Website
 - i. Possible Action: approve service provider
 - c. Outstanding regional appointments
 - d. Tax exemption application
- VI. Directors and Officers Insurance Policy Overview, Rick Bersnak, The Keenan Agency, Inc. (30)
 - a. Q&A
 - b. Discussion
- VII. Working Group Reports
 - a. Hiring (20)
 - i. Possible Action: Vote to approve process for finalizing job description
 - b. Investment (5)
 - i. Possible Action: Vote to approve financial institution
 - ii. Possible Action: Vote to approve RFP for independent financial advisor
 - c. Code of Regulations (10)
 - d. Policy (5)
- VIII. Checklist Review (15)
 - a. Possible Action: Vote to establish standing committees: Executive Committee, Investment Committee, Audit and Finance Committee, Personnel Committee, Grant Oversight Committee
 - b. Discussion on formation of other committees
 - i. Search Committee
 - ii. Expert Panel Committee (Metro and Non-Metro Director Classes only)
- IX. Open Discussion (30)
 - a. Guest speakers at future meetings
 - b. Next meeting date
- X. Message from the Chair (5)

ONEOHIO RECOVERY FOUNDATION, INC.

On the 22nd day of June, 2022, the undersigned, named below as incorporator, acknowledges that the following individuals have been selected to serve on the OneOhio Recovery Foundation, Inc. Board of Directors consistent with the terms of the OneOhio Memorandum of Understanding:

Metropolitan Regions

Region 1
Josh Cox

Region 2
Denise Driehaus

Region 3
[pending assignment]

Region 4
Mike Beazley

Region 5
Ilene Shapiro

Region 6
[pending assignment]

Region 7
Duane Piccirilli

Region 8
Judy Dodge

Non-Metropolitan Regions

Region 9
Bambi Baughn

Region 10
Jeffrey Simmons

Region 11
Jeannette Wierzbicki

Region 12
Don Mason

Region 13
Kathryn Whittington

Region 14
Greta Mayer

Region 15
Julie Ehemann

Region 16
[pending assignment]

Region 17
Mircea Handru

Region 18
Jeffrey Fix

Region 19
William Hutson

Legislative Appointments

Representative Richard Brown
Appointed by Minority Leader of the Ohio House

Senator Teresa Fedor
Appointed by Minority Leader of the Ohio House

Senator Rob McColley
Appointed by the President of the Ohio Senate

Representative Gail Pavliga
Appointed by the Speaker of the Ohio House of Representatives

Statewide Appointments

Tom Gregoire
Appointed by Ohio Governor Mike DeWine

Larry Kidd
Appointed by Ohio Governor Mike DeWine

Jane Portman
Appointed by Ohio Governor Mike DeWine

Christopher Smitherman
Appointed by Ohio Governor Mike DeWine

John Tharp
Appointed by Ohio Governor Mike DeWine

Michael Roizen
Appointed by Attorney General Dave Yost

By: Martha J. Sweterlitsch
Martha J. Sweterlitsch, Incorporator

RECORD
of
PROCEEDINGS
of the
BOARD OF DIRECTORS
of
ONEOHIO RECOVERY FOUNDATION, INC.

Prepared by:

Benesch Friedlander Coplan & Aronoff LLP

ONEOHIO RECOVERY FOUNDATION, INC.

PROCEEDINGS OF INCORPORATOR

On the 3rd day of December, 2021, the undersigned, named below as incorporator in the Initial Articles of Incorporation, desiring to form a corporation in accordance with Chapter 1702 of the Ohio Revised Code, Nonprofit Corporation Laws of the State of Ohio, under the name and style of

ONEOHIO RECOVERY FOUNDATION, INC.

with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did sign and file, as required by law, Initial Articles of Incorporation, which Initial Articles were, on the 3rd day of December, 2021, duly filed with the Ohio Secretary of State, and by him recorded, as Corporation Number 4782956. Said Initial Articles, as recorded, are attached on the following pages.

By: Martha J. Sweterlitsch
Martha J. Sweterlitsch, Incorporator

**WRITTEN ACTION WITHOUT MEETING
OF THE INCORPORATOR OF
ONEOHIO RECOVERY FOUNDATION, INC.**

Pursuant to the authority of Section 1702.04 of the Ohio Revised Code, the undersigned, being the Incorporator of ONEOHIO RECOVERY FOUNDATION, INC., an Ohio nonprofit corporation (the “**Corporation**”), does hereby adopt the following resolutions by its written action without a meeting:

RESOLVED, that the initial Board of Directors of the Corporation shall be elected in accordance with the OneOhio Memorandum of Understanding as executed by Governor Mike DeWine and Attorney General Dave Yost on behalf of Ohio’s local governments, on July 1, 2020 (“**MOU**”).

RESOLVED FURTHER, that the initial Board of Directors (“**Board**”) of the Corporation shall consist of three (3) provisional members, who shall serve until the next meeting of members, or until their successors are duly elected and qualified;

RESOLVED FURTHER, that the following persons are hereby elected as the initial Directors of the Corporation:

NAME	CLASS
Larry Kidd	Statewide (Governor)
Michael Roizen	Statewide (Attorney General)
Kathryn Whittington	Non-Metropolitan Region (Region 13)

RESOLVED FURTHER, that the Board will assemble working groups to open discussions and begin drafting the Code of Regulations of the Corporation which will be drafted and adopted as directed by and in accordance with the MOU; and

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has hereunto set its hand as of the 22nd day of June , 2022.

By: Martha J Sweterlitsch
Martha J. Sweterlitsch, Incorporator

**WRITTEN ACTION WITHOUT MEETING
OF THE DIRECTORS OF
ONEOHIO RECOVERY FOUNDATION, INC.**

JUNE 21, 2022

Pursuant to the authority of Section 1702.25 of the Ohio Revised Code, the undersigned, being all of the members of the Board of Directors of ONEOHIO RECOVERY FOUNDATION, INC., an Ohio nonprofit corporation (the “**Corporation**”), do hereby take and adopt the following resolutions by their written action without a meeting:

RESOLVED, that all of the actions of the Incorporator of the Corporation, including, but not limited to, filing of the Initial Articles of Incorporation, incurring costs and expenses, and electing initial Directors are hereby ratified, authorized and approved in all respects, and the Board of Directors (“**Directors**”) are authorized and directed to take over the management of the Corporation and thereby relieve the Incorporator of her duties as Incorporator, the duties of the Incorporator now being complete;

RESOLVED FURTHER, that the Corporation shall maintain, as part of its corporate record, a book entitled Corporate Record Book, which shall include, but which shall not be limited to, a record of its Initial Articles of Incorporation and amendments thereto, its Code of Regulations and amendments thereto, minutes of all meetings of its incorporator and minutes of all meetings of its Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors’ meetings, the number of Directors present or represented at Director meetings, and the proceedings thereof;

RESOLVED FURTHER, that the following persons are hereby elected as provisional officers of the Corporation in the capacities set forth opposite their respective names, each of whom shall serve until their successors shall be duly elected and qualified:

NAME	OFFICER
Larry Kidd	Secretary
Michael Roizen	Treasurer
Kathryn Whittington	Chair

RESOLVED FURTHER, that the officers of the Corporation, or any one of them, are hereby authorized and directed to file returns with the appropriate federal, state and local taxing authorities; obtain, or cause to be obtained, as applicable, a Federal Employer Identification Number and any license or permit necessary to conduct the Corporation’s business; acquire a domain name and set up a website for purposes of posting meeting

notices in compliance with the MOU; and execute and deliver powers of attorney as they may deem necessary or appropriate in order to obtain any of the foregoing;

RESOLVED FURTHER, that the officers of the Corporation, are hereby authorized and directed to execute and deliver all documents necessary with respect to the opening of such bank accounts as the Chair and Treasurer deem necessary or advisable to facilitate the operations of the Corporation, and that all form resolutions required to be adopted by the Corporation's Directors in connection with the opening of such bank accounts are hereby adopted as and for the resolutions of the Directors;

RESOLVED FURTHER, that the officers of the Corporation, or any one of them, are hereby authorized and directed to ensure that the Corporation is covered by adequate insurance before beginning business;

RESOLVED FURTHER, that the fiscal year of the Corporation shall end December 31;

RESOLVED FURTHER, that the Corporation be, and hereby is, authorized to execute and file with the Internal Revenue Service a Form 1023 relating to the Corporation's exempt status as a non-profit corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

RESOLVED FURTHER, that the officers of the Corporation, or any of them, be, and hereby are, authorized to execute and deliver the Form 1023 and to cause the same to be filed with the Internal Revenue Service;

RESOLVED FURTHER, that the Corporation be, and hereby is, authorized to execute and file with the Internal Revenue Service a Form 990, Return of Organization Exempt from Income Tax;

RESOLVED FURTHER, that the officers of the Corporation, or any of them, be, and hereby are, authorized to execute and deliver the Form 990 and to cause the same to be filed with the Internal Revenue Service;

RESOLVED FURTHER, that the Directors of the Corporation are hereby authorized to form, appoint and assemble working groups to draft the Code of Regulations of the Corporation ("**Code**") in accordance with the MOU, draft policy documents, and draft Requests for Proposals for a search firm to aid in hiring an Executive Director, and for an independent investment advisor to aid in hiring an investment firm;

RESOLVED FURTHER, that any and all actions taken by the Directors and officers of the Corporation for and on behalf of the Corporation in connection with the transactions described or referred to in the foregoing resolutions, whether heretofore or hereafter done or performed, which are in conformity with the intent and purposes of these resolutions, shall be, and the same hereby are, ratified, confirmed and approved in all respects; and

RESOLVED FURTHER, this written action may be executed and delivered in one or more counterparts, all of which taken together shall constitute one writing or record, and transmission of a facsimile or PDF signature of any person's signature hereon shall have the same effect as delivery by such person of a counterpart hereof having been manually executed by such person.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Corporation, have hereunto set their hands as of the date first set forth above.

Lawrence J. Kidd
Larry Kidd

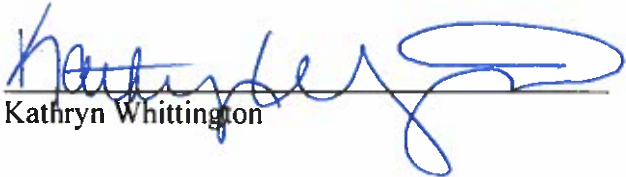
Michael Roizen

Kathryn Whittington

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of the Corporation, have hereunto set their hands as of the date first set forth above.

Larry Kidd

Michael Roizen



Kathryn Whittington

ORGANIZATIONAL AND OPERATIONAL CHECKLIST

OF ONEOHIO RECOVERY FOUNDATION

Foundation: OneOhio Recovery Foundation, Inc., an Ohio nonprofit corporation

MOU: One Ohio Memorandum of Understanding

<u>ITEMS</u>	<u>NOTES/COMMENTS</u>
<u>I. IMMEDIATE MATTERS</u>	
A. Review Code of Regulations	
B. Review Policies <ol style="list-style-type: none">1. Budget Policy2. Gift Acceptance Policy3. Transparency Policy4. Role of the Board Policy5. Whistleblower Policy6. Executive Compensation Policy7. Excess Benefit Transaction Policy	
C. Organize critical sub-committees/working groups and send out critical RFPs <ol style="list-style-type: none">1. Sub-committee/working group tasked with preparing and sending out RFPs for:	

ITEMS	NOTES/COMMENTS
<ul style="list-style-type: none"> a. An investment advisor (to advise and assist in selecting investment managers); b. Banks (in order to set up bank accounts). 2. Sub-committee/working group tasked with preparing and sending out RFPs for an executive search firm 	
II. <u>ORGANIZATIONAL MATTERS – ONCE A QUORUM HAS BEEN ASSEMBLED</u>	
A. Action by Incorporator to Appoint Directors of the Foundation (to be executed by Benesch, as the incorporator)	
B. Action by Directors of the Foundation (to appoint Officers; approve the Code of Regulations; approve initial corporate actions)	
C. Action by Directors of the Foundation to Approve the Filing of the Form 1023, Application for Tax-Exemption	
IV. <u>OPERATIONAL MATTERS</u>	
A. Open Bank Accounts and Investment Accounts	
<ul style="list-style-type: none"> B. Adopt Policies referenced above and any other relevant Board policies, such as: <ul style="list-style-type: none"> 1. Document Retention Policy; and 2. Investment and Spending Policy. 	<p><i>The Foundation's investment advisor should aid in the formulation of the Investment and Spending Policy.</i></p>
C. Hire Executive Director and other employees	
<ul style="list-style-type: none"> D. Create Board Committees and Adopt Committee Charters <ul style="list-style-type: none"> 1. Audit and Finance Committee 2. Executive Committee 	

ITEMS	NOTES/COMMENTS
3. Investment Committee 4. Fundraising Committee	
E. General Business Operations <ul style="list-style-type: none"> - Purchase insurance (including Director and Officer Insurance) - Purchase supplies and equipment - Enter into a lease - Hire a payroll provider - Obtain employee benefit plans - Acquire appropriate software (ex. accounting functions) - All other business functions necessary for an organization of this size 	
F. Prepare a Budget	
G. Appoint Expert Panel and Adopt Expert Panel Charter	
H. Hire Independent Advisors <ol style="list-style-type: none"> 1. Tax Accounting Firm 2. Audit Firm 	<i>This should be done through a typical RFP process utilized by nonprofit corporations</i>
I. Implement the Grant Process <ul style="list-style-type: none"> - Approve Grant Policy, which will include parameters regarding eligibility, the grant cycle, the 	

ITEMS	NOTES/COMMENTS
<p>grant review process and the appeal process</p> <ul style="list-style-type: none"> - Prepare and approve Grant Application and guidelines related thereto - Determine process and procedures (ex. electronic) for submissions of grant applications 	
<p>J. Determine and Implement Other Programs</p>	<p><i>The MOU contemplates that funds may be used for statewide programs, innovation, research and education.</i></p>
<p>K. Implement documentation and governance procedures (such as detailed meeting minutes)</p>	
<p>L. Determine and implement mechanism to obtain balance remaining in LGFF</p>	<p><i>MOU contemplates that the balance left in the LGFF following the payment of fees revert back to the Foundation. The Foundation needs to ensure that any agreement related to the LGFF contains a mechanism for this process.</i></p>
<p>M. Complete Annual Disclosure Statements (Conflict of Interest)</p>	
<p>N. File All Required Tax Returns and Tax Reports</p> <ol style="list-style-type: none"> 1. Federal Form 990 2. State Filings 3. Other required tax returns and filings (such as payroll-related tax returns; form 1099s) 	

*Please note that this Checklist may be modified over time.

ONEOHIO RECOVERY FOUNDATION, INC.
CODE OF REGULATIONS

ARTICLE I

Name & Purpose

Section 1.01 – Name

The name of the corporation shall be OneOhio Recovery Foundation (“Foundation” or the “Corporation”). The Foundation, through its Articles of Incorporation, was formed as a nonprofit corporation under Ohio law.

Section 1.02 – Purpose

The Foundation, its Articles of Incorporation, and this Code of Regulations (“Code of Regulations”) were developed from the founding principles outlined in the OneOhio Memorandum of Understanding (“MOU”), entered into by the State of Ohio and the counties, townships, cities and villages within the geographic boundaries of the State of Ohio involved in the National Prescription Opiate Multidistrict Litigation. The MOU is attached hereto as Appendix A. All defined terms used herein shall be the same as the MOU. As provided in the MOU, the Foundation was intended to be pursuant to the MOU and has been formed to be pursuant to its Articles of Incorporation, a separate nonprofit corporation under Ohio law, and as such, has full authority under Ohio law to take all actions that it deems necessary and appropriate to carry out its Charitable Purposes (as defined below). In the event of a conflict between the terms of this document and the MOU, the terms of this document shall prevail.

As set forth in its Articles of Incorporation, the Foundation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future United States Internal Revenue Law, including, as only limited by such purposes, the following purposes and activities related thereto:

a.) To promote the health and safety of Ohioans by implementing evidence-based forward-looking strategies, programming and services used to (i) expand the availability of treatment for individuals affected by substance use disorders, (ii) develop, promote and provide evidence-based substance use prevention strategies, (iii) provide substance use avoidance and awareness education, (iv) decrease the oversupply of licit and illicit opioids, and (v) support recovery from addiction services performed by qualified and appropriately licensed providers in order to lessen the burdens of government (the “Specific Approved Purposes”).

b.) To advocate for the interests of Ohioans by working with the State of Ohio, and its counties, townships, cities, villages, etc., to determine the best way to provide Ohioans with the programs and services described in Section a.) above.

c.) To fund the programs and services described in Section a.) above by disbursing through a competitive grant process funds to private organizations and government agencies engaged in such programs (the purposes set forth above, inclusively, the “Charitable Purposes”).

ARTICLE II

Members

Section 2.01 – Directors are Members

The Foundation has no members as such and the individuals who are then Directors (“Directors” or individually a “Director”) of the Foundation’s Board of Directors (“Board”) shall, for purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Foundation and shall have the rights and privileges of members except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director. Any action required by the membership of this Foundation shall be approved by the Directors as provided in Article III.

ARTICLE III

Board of Directors

Section 3.01 – Number and Qualifications

- a.) The Board shall consist of twenty-nine (29) Directors.
- b.) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- c.) Directors shall be individuals who:
 - (i) Are eighteen (18) years or older;
 - (ii) Support the Charitable Purposes of the Foundation; and
 - (iii) Are representative of the communities within the State of Ohio with respect to their diversity in background and experience, especially with respect to matters involving the Foundation’s Charitable Purposes, including, without limitation, those with treatment, prevention and abatement expertise and those with lived experience with substance use disorder, and/or bring competencies to the Board that assists the Foundation in the pursuit of its Charitable Purposes and mission.

Section 3.02 – Selection and Election

- a.) The State of Ohio shall be divided into nineteen (19) Regions. A map of these regions is attached as Appendix B.
- b.) The Directors shall comprise representation from the following four categories (each such category, a “Director Class”, and all such categories, the “Director Classes”):
 - (i) Non-Metropolitan Appointees: eleven (11) Directors with one Director selected from each of the eleven (11) Non-Metropolitan Regions; and
 - (ii) Metropolitan Appointees: eight (8) Directors with one Director selected from each of the eight (8) Metropolitan Regions.
 - (iii) Statewide Appointees: six (6) Directors selected by the State of Ohio as follows:
 - i. Five (5) Directors selected by the Governor, and
 - ii. One (1) Director selected by the Attorney General.

- (iv) Legislative Appointees: four (4) Directors selected by the Ohio General Assembly as follows:
 - i. One (1) Director selected by the President of the Ohio Senate;
 - ii. One (1) Director selected by the Minority Leader of the Ohio Senate;
 - iii. One (1) Director selected by the Speaker of the Ohio House; and
 - iv. One (1) Director selected by the Minority Leader of the Ohio House;
- c.) The Executive Director shall serve as an ex-officio non-voting Director.
- d.) The Foundation has indicated to the regions that regional governance structures should be established to ensure that all Local Governments (counties, townships, cities, and villages) in the Region have input and equitable representation in making their appointment to the Foundation Board and that regions are encouraged to incorporate diverse private sector involvement, including participation by private sector stakeholders with treatment, prevention or abatement expertise, and individuals with lived experience with substance use disorder.
- e.) Each of the elected Directors shall have voting rights.
- f.) The initial Directors shall be elected by the incorporator. Thereafter, election of the Directors shall take place at the annual meeting of the Board of Directors in accordance with the MOU. If the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose.

Section 3.03 – Term

- a.) Initial Board terms shall be staggered as follows:
 - (i) Nine (9) Directors shall serve for an initial one (1)-year term. These Directors will include one (1) Statewide Appointee, all four (4) of the Legislative Appointees, and two (2) of the Non-Metropolitan Appointees, and two (2) of the Metropolitan Appointees.
 - (ii) Nine (9) Directors shall serve for an initial two (2)-year term. These Directors will include two (2) of the Statewide Appointees, four (4) of the Non-Metropolitan Appointees, and three (3) of the Metropolitan Appointees.
 - (iii) The remaining eleven (11) Directors, which includes three (3) Statewide Appointees, five (5) Non-Metropolitan Appointees, and three (3) Metropolitan Appointees will be appointed for an initial three (3)-year term.
- b.) Initial Board terms shall begin on the date of the first Board meeting at which a quorum is present.
- c.) After the initial term, all subsequent terms shall be for two (2) years.
- d.) Directors may be reelected to four (4) consecutive terms. In the case of a Director originally appointed to a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation of consecutive terms.

Section 3.04 – Resignation and Removal

- a.) Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board. Unless otherwise specified, a resignation shall take effect immediately upon receipt of resignation. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- b.) Any Director may be removed for cause at a meeting held for that purpose, provided that there is a quorum of the Board present at the meeting for which such action is taken.
- c.) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 3.02.

Section 3.05 – Vacancies

Any vacancies on the Board arising at any time from any cause may be filled in accordance with the appointment process of their respective categories prescribed in Section 3.03.

Section 3.06 – Meetings

- a.) Meetings of the Board may be held at any place within the State of Ohio as the Board may from time-to-time fix, or as shall be specified in the notice.
- b.) An annual meeting of the Board shall be held in September of each year at a time and place fixed by the Board.
- c.) Other regular meetings of the Board shall be held no less than four (4) times during the year at a time and place fixed by the Board, and one such meeting shall be designated as the Annual Meeting.
- d.) Additional meetings of the Directors may be called by the Chair of the Board, or any four Directors.
- e.) The Board may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding pending or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Board accessible to the general public (other than the meetings, or portions thereof, in which the Board was in executive session or if the Board otherwise determines materials discussed therein are sensitive or confidential material that is not appropriate for the general public).
- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding sentence, the Foundation shall make reasonable arrangements to make the minutes of all Board meetings (other than the minutes, or portions thereof, in which the Board was in executive session or if the Board determines, in good faith, that certain minutes, or portions thereof, include sensitive or confidential material that is not appropriate to be made available to the public) accessible to the general public upon written request.
- h.) Any meeting of the Board may be held through any electronic or other authorized

communications equipment through which all persons participating can contemporaneously communicate, including but not limited to telephone or video conference. Such participation shall constitute attendance at such meeting.

- i.) A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as a Director.

Section 3.07 – Notice of Meetings

- a.) Notice of the time, place, and purpose of each meeting of the Board shall be given to each Director not less than ten or not more than sixty days before the date of the meeting by either by personal delivery, mail, or by any authorized communications equipment, including electronic communication. In extraordinary circumstances, such notice may be given not less than twenty-four (24) hours before such meeting. The business to be transacted at a meeting need not be specified in the notice of the meeting except in the case of a special meeting.
- b.) A Director may waive notice of any meeting of the Board by submitting a signed waiver of notice before or after the meeting, or attending the meeting without protesting the lack of notice, prior thereto or at its commencement.
- c.) Notice of each meeting of the Board shall be given to the public through reasonable means of communication.

Section 3.08 – Quorum; Attendance.

- a.) Eighteen (18) Directors shall constitute a quorum.
- b.) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- c.) Each Director is expected to attend not fewer than seventy-five (75%) of the meetings of the Board during each year. A Director may be excused for failing to attend a meeting for good cause. The Chair may consult with the Board with respect to good cause circumstances.

Section 3.09 - Voting

- a.) In all votes of the Board, a measure shall pass if the following are met:
 - (i) A quorum is present;
 - (ii) The measure receives the affirmative votes from a majority of those Directors voting; and
 - (iii) At least one member from each of the four Director Classes in Section 3.02(b) votes in the affirmative.

Section 3.10 – Informal Action by the Board

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing

to the adoption of a resolution authorizing the action. Such action and written consents shall be filed with the minutes of proceedings of the Board of Directors or the committee.

Section 3.11 – Not Public Officials

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 that are public officials in their own capacity shall not be relieved of their public official capacity by reason of serving as a member of the Board.

Section 3.12 Rule-Making Authority

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Foundation.

ARTICLE IV

Committees of the Board of Directors

Section 4.01 – Committees

- a.) The Board, by the Code of Regulations or by resolution, may provide for committees of the Directors and persons who are not Directors as it may deem advisable for the proper operation of the Foundation and may assign to any such committee such powers and duties as it may determine; provided, however, that such committees shall not be empowered to exercise the powers of the Board.
- b.) Committees may retain, at the Foundation's expense, such search firms, independent counsel, or other advisors as it deems appropriate. Each Committee shall have the sole authority to retain or terminate any such firm, counsel, or advisor to assist such Committee in carrying out its responsibilities, including sole authority to approve the firm's, counsel's, or advisor's fees and other retention terms, such fees to be borne by the Foundation.
- c.) The Board of Directors may, from time to time, create such other committees as the activities of the Foundation may require, and delegate such authority to such committees as the Board may deem appropriate, provided that any committee which is authorized by the Board to exercise any of the powers of the Board shall consist of at least three Directors and the only voting members of any such committee shall be Directors.
- d.) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

Section 4.02 – Executive Committee

- a.) The Board may, by resolution, create an Executive Committee, consisting of the Chair, Vice Chair, and such other Directors as the Board may determine, provided that the Executive Committee shall have no fewer than eight (8) members, including at least one member from each of the four Director Classes. The Executive Committee shall have all of the powers of the Board when the Board is not in session except the Executive Committee may not amend the Articles of Incorporation, this Code of Regulations, take any action to merge, transfer or otherwise dispose of the assets of the Foundation or

otherwise liquidate or dissolve the Foundation or any similar action, take any action relating to the Foundation's status as a nonprofit corporation under Ohio law or the Foundation's status under Section 501(c)(3) of the Code, elect Officers or members of committees, or approve grantmaking regarding disbursement of Opioid Funds.

- b.) The purpose of the Executive Committee is to oversee the operations of the Board; to act on behalf of the Board should action be required between board meetings with advance notice to the board. The Committee shall annually review and evaluate Executive Director and review and adjust their compensation, including comparability data, and contemporaneously substantiate its deliberation and decision.

Section 4.03 – Other Committees

- a.) Notwithstanding any other section of this Article IV, the following committees shall be established by the Board and shall be subject to the following provisions of this section. No less than three (3) members of the Board shall be appointed by the Chair to serve on each committee, and shall be responsible for providing regular and as-needed reports to the Board on activities of the committee.

(i) Audit and Finance Committee

- a.) The purpose is to assist the Board in fulfilling its oversight responsibilities for the integrity of the Foundation's financial statements and reports.
- b.) This Committee shall oversee - on an annual basis a private, independent, external review and audit of the Foundation's financial statements, oversee the establishment, maintenance, and implementation of internal controls over the Foundation's financial reporting and the development, maintenance, and oversight of the Foundation's "whistle-blower" policy or similar types of complaints or allegations regarding the Foundation's financial or accounting practices.
- c.) Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Foundation or an outside consultant.

(ii) Personnel Committee

- a.) The purpose of the Personnel Committee is to oversee the Foundation's compensation and employee benefit plans and practices, including executive compensation, except with respect to the Executive Director, as well as all incentive-compensation plans.

(iii) Investment Committee

- a.) The purpose of the Investment Committee is to assist the Board in approving and updating an investment policy that is designed to meet the Foundation's long and short-term goals, monitoring the Foundation's investments and returns thereon, hiring an investment manager, and selecting an investment firm to ensure the Foundation's investments are

appropriate, prudent, and consistent with best practices for investments of the Foundation's funds.

(iv) Grant Oversight Committee

- a.) The purpose of the Grant Oversight Committee is to prepare, review, and approve applications, and make recommendations to the Board of projects to be funded
 - 1. The Grant Oversight Committee may work with the Expert Panel to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

Section 4.04 – Ex Officio Members

- a.) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.
- b.) The Chair shall be an ex officio member of all committees of the Board to which they have not already been appointed as a member.

Section 4.05 – Authority and Manner of Acting

- a.) Unless otherwise provided in this Code of Regulations or ordered by the Directors, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through such electronic or other authorized communications equipment through which all personal participating can contemporaneously communicate, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.

Section 4.06 – Committee Chair

Chairpersons shall be appointed by members of their respective committees by a majority vote of all committee members.

ARTICLE V

Officers and Employees

Section 5.01 – Officers

- a.) The officers of this Foundation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, the Immediate Past Chair of the Board, and such other officers as the Board may from time to time appoint.
- b.) The Chair and Vice Chair shall be a member of the Board. The other officers may, but need not be, members of the Board of Directors.

- c.) More than one office may be held by the same person.
- d.) No instruments required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 5.02 – Election, Term of Office, and Vacancies

- a.) Initial Provisional Officers may be elected by the Incorporator.
- b.) The officers shall be elected for a 2-year term at the annual meeting of the Board.
- c.) A vacancy in any office shall be filled by the Board for the balance of the term of office, provided that any vacancy in the office of Chair shall be filled by the Vice Chair, if one has been appointed by the Board, for the balance of the term of office.

Section 5.03 – Resignation

- a.) Any officer may resign at any time by giving written notice to the Chair or Secretary.
- b.) A resignation shall take effect immediately or at such other time as the resignation may specify. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.04 – Removal

- a.) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the majority of the Directors.
- b.) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 5.05 – Duties of Officers

- a.) The Chair shall act as the chair of all meetings and may designate any Director of the Board to chair any meeting which the Chair is unable to attend.
- b.) The Vice Chair shall collaborate with and assist the President, as necessary, to ensure that the Board and its committees carry out all necessary tasks. In the absence or disability of the Chair, the Vice Chair shall carry out all duties and responsibilities of the Chair and/or such duties and responsibilities as are authorized by the Board.
- c.) The Secretary shall oversee the timely preparation of the minutes of the proceedings of the Board; shall be the custodian of all books and records of the Board; shall certify the books and records of the Board as required; and shall perform such other duties as the Board from time to time may direct.
- d.) The Treasurer shall be the officer responsible for managing the financial activities of the Foundation, shall maintain an accurate account of all monies received and distributed by the Foundation and shall perform such other duties that the Board from time to time may direct.
- e.) Each of the Chair, the Vice-Chair, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Foundation any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Foundation's behalf.

Section 5.06 – Agents and Employees

- a.) The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

ARTICLE VI

Executive Director

Section 6.01 – Executive Director

The day-to-day affairs and operations of the Foundation shall be managed by an Executive Director.

Section 6.02 – Selection of the Executive Director

- a.) The Board shall hire, in coordination with the Governor, an Executive Director.
- b.) The candidates for Executive Director shall have at least six (6) years of experience in addiction, mental health and/or public health, and management experience in those fields.
- c.) The Executive Director shall serve as an ex officio, non-voting member of the Expert Panel.

ARTICLE VII

Expert Panel

Section 7.01 – Purpose

- a.) The purpose of the Expert Panel is to utilize experts in addiction, pain management, and public health, including individuals with lived experience and other opioid-related fields, to make recommendations to the Board that will seek to ensure that all nineteen (19) Regions can address the opioid epidemic locally, as well as statewide.
- b.) The Expert Panel may consult with and offer expert advice to the Regions on projects recommended for funding by the Foundation.
- c.) The Expert Panel may consult with the Grant Oversight Committee to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

Section 7.02 – Number, Appointment, and Term

- a.) The Board shall appoint the Expert Panel at the Board's annual meeting.
- b.) Subject to Section 7.02(c), the Expert Panel shall consist of the following members, all of which shall be appointed by the Board at the Annual Meeting.
 - a. Six (6) members submitted by the Directors from the Non-Metropolitan and Metropolitan Director Classes;
 - b. Two (2) members submitted by the Governor; and
 - c. One (1) member submitted by the Ohio Attorney General.

- c.) If the Board finds any candidate to be unsatisfactory, the Board may reject the candidate through official action pursuant to Section 3.09 of this Code of Regulations and request a new candidate.
- d.) Expert Panel members may be members of the Foundation's Board of Directors but need not be.
- e.) Unless otherwise specified by the Board, appointment to the Expert Panel shall be for a period of two (2) years. Expert Panel members may be appointed to two (2) consecutive terms.
- f.) Vacancies on the Expert Panel shall be filled in accordance with Section 7.02(b), and approved at any meeting of the Board. In the case of an Expert Panel member appointed for a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation on consecutive terms.

Section 7.03 – Meetings

- a.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation's Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Expert Panel accessible to the general public (other than the meetings, or portions thereof, in which the Expert Panel was in executive session or if the Board otherwise determines materials discussed therein are sensitive or confidential material that is not appropriate for the general public).
- b.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding sentence, the Foundation shall make reasonable arrangements to make the minutes of all Expert Panel meetings (other than the minutes, or portions thereof, in which the Board was in executive session or if the Board determines, in good faith, that certain minutes, or portions thereof, include sensitive or confidential material that is not appropriate to be made available to the public) accessible to the general public upon written request.

ARTICLE VIII

Office, Books, Annual Report, Accounts, Donations, and Authority

Section 8.01 – Office

The office of the Foundation shall be located at such a place within the State of Ohio as the Board shall determine.

Section 8.02 – Records

The Foundation shall keep up to date and accurate records of its activities and transactions at the office, including minutes, in accordance with a Document Retention Policy.

Section 8.03 – Annual Report

At each Annual Meeting, the Chair and the Treasurer shall present to the Board a report in such form and with such contents as many be required from time to time by law and by the Board, and a copy of such reports shall be filed with the minutes of the meeting.

Section 8.04 – Fiscal Year

The fiscal year shall be the calendar year.

Section 8.05 – Accounts

In no event shall the Foundation’s funds or assets be commingled with the funds or assets of any other person. All funds and assets of the Foundation shall be held in the name of the Foundation.

Section 8.06 - Donations

The Foundation shall have authority to receive donations from any source in cash or other property acceptable to the Foundation, including donations from parties unrelated to the National Prescription Opiate Multidistrict Litigation, and the Board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Foundation and do not violate the Articles of Incorporation, this Code of Regulations or any applicable statute or rule of law.

Section 8.07 – Authority

The Foundation shall be entitled to take any actions permitted under applicable statute or rule of law, including, without limitation, hiring (or firing) its own employees (and payment of compensation to its own employees), hiring of accounting firm(s) to perform an annual audit or review and to assist with tax compliance and the filing of tax returns, hiring of investment manager(s), acquiring insurance, acquiring supplies and materials, opening bank accounts, and adopting policies and procedures. For the avoidance of doubt, employees of the Foundation and funds of the Foundation shall, in no event, be viewed as public employees or public funds, respectively.

ARTICLE IX

Indemnification and Insurance¹

Section 9.01 - Right to Indemnification and Payment of Expenses

The Foundation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702.55 of the Ohio Revised Code regarding the liability of members, directors, and officers of a corporation, or as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 9.02 – Insurance

¹ NTD: Benesch review

To the fullest extent permitted under section 1701.12(E)(7) of the Ohio Revised Code and as the Board may direct, the Foundation may purchase and maintain insurance, or furnish similar protection, on behalf of any person who is or at any time has been a Director, officer, volunteer, or other agent of or in a similar capacity with the Foundation, or who is or at any time has been, at the direction or request of the Foundation, a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan.

Section 9.03 – Rights not Exclusive

The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Foundation, this Code of Regulations, any agreement, any insurance purchased by the Foundation, a vote of the Board of Directors of the Foundation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Foundation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Foundation on behalf of any person.

ARTICLE X

Conflicts of Interest

Section 10.01 – Conflicts of Interest

The Foundation’s Conflict of Interest Policy is attached hereto as Appendix D.

ARTICLE XI

Disbursement of Funds by Foundation Board

Section 11.01 – Application, Disbursement, and Expenditures of Opioid Funds

- a.) Within ninety (90) days of the first receipt of any Opioid Funds and annually thereafter, the Board, assisted by its investment advisors and Expert Panel, shall determine the amount and timing of Foundation funds to be distributed as Regional Shares. In making this determination, the Board shall consider: (a) pending requests for Opioid Funds from Regions; (b) the total Opioid Funds available; (c) the timing of anticipated receipts of future Opioid Funds; (d) non-Opioid Funds received by the Foundation; and (e) investment income. The Foundation may disburse its principal and interest with the aim towards an efficient, expeditious abatement of the Opioid crisis considering long term and short-term strategies.
- b.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.
- c.) The Board and its Grant Oversight Committee shall develop and approve grantmaking procedures for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation (the “Grant-Making Procedures”). The Grant-Making Procedures shall set forth the process of the Board and/or Grant Oversight Committee in receiving applications,

reviewing recommendations from the Regions, and approving grants related to the Specific Approved Purposes as defined in Section 11.02(b).

- d.) Grants and funding for statewide programs, innovation, research, and education may also be expended by the Foundation. Grants for these purposes may be funded by the Foundation with funds received from either the State Share of the Opioid Funds (in partnership with the State) or from sources other than Opioid Funds.²
- e.) Votes of the Board on the grants for the Approved Purposes and all other grants shall, as with all Board votes, be subject to the voting procedures in Section 3.08.
- f.) The Grant-Making Procedures shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.³

Section 11.02 – Use of Opioid Funds

- a.) “Opioid Funds” shall have the same meaning as in the MOU: the monetary amount obtained through a Settlement.
- b.) Opioid Funds shall be utilized in a manner consistent with Specific Approved Purposes as defined in Section 1.02.

ARTICLE XII

Amendment

Section 12.01 – Amendment

This Code of Regulations may be amended from time to time by an affirmative vote of the majority of the Board pursuant to the requirements set forth in Section 3.08. Notice of the proposed alternation, amendment, restatement, repeal, or new provision, including the proposed text thereof, shall be included in the notice of the meeting at which such action is considered.

ARTICLE XIII

Nondiscrimination

Section 13.01 – Nondiscrimination

The Foundation shall not discriminate on the basis of race, religion, color, gender, age, national origin, sex, including on the basis of sexual orientation or gender identity, disability or any other basis prohibited by law in connection with any matter pertaining to the affairs of the Foundation, including the appointment/election of the officers and Directors of the Board or in the employment of staff.

ARTICLE XIV

² NTD: Benesch review

³ Do we want the full board to be involved in this appeals process?

Dissolution

Section 14.01 – Dissolution

As set forth in the Articles of Incorporation, upon the dissolution of the Foundation, after paying or making provisions for the payment of all known liabilities of the Foundation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board pursuant to the procedures set forth in Section 3.08; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code and shall be organized and operated to engage in the treatment and prevention of substance abuse in the State of Ohio.

This Code of Regulations was approved at a meeting of the Board of Directors on [INSERT DATE].

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Appendix D: Conflict of Interest Policy

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