## Foundation Planning Task Force Agenda

**Thursday, March 15, 2018**  
6:00 pm – 8:00 pm  
Lakewood Women’s Pavilion

<table>
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<tr>
<th>Agenda Item</th>
<th>Lead</th>
<th>Discussion</th>
<th>Outcomes/Action Items</th>
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<td>Welcome</td>
<td>Chair</td>
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<td>6:00-6:05</td>
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<td>Approval of Minutes</td>
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<td>Guiding Principles Approval</td>
<td>Erin, Laura, Randy, Dan</td>
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<td>Code of Regulations Discussion</td>
<td>Susan Scheutzow and Kevin O’Connor</td>
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<td>Board Selection Discussion</td>
<td>6:25-7:25</td>
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<td>Community Engagement Subcommittee</td>
<td>Subcommittee Chair</td>
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<td>Other Subcommittee Updates or New Business</td>
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<td>Review action items and adjourn</td>
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<td>Save the Dates</td>
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<td>Tues. April 10 6-8 pm</td>
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<td>Tues. April 24 6-8 pm</td>
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<td>@ Lakewood City Hall Auditorium</td>
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<td>Thurs. May 10 6-8 pm</td>
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CODE OF REGULATIONS

OF

______________________________

Effective as of ____________, 2018

Comment [A1]: Will insert name once selected
CODE OF REGULATIONS

ARTICLE I
GENERAL

Section 1. Name. The name of the Corporation will be
______________ (the “Corporation”).

Section 2. Creation. The Corporation is organized and established as a
nonprofit corporation under Chapter 1702, Ohio Revised Code.

Section 3. Purposes. The Corporation will have such purposes as are now, or
may hereafter be, set forth in its Articles of Incorporation, as amended from time to time
(the “Articles of Incorporation”).

Section 4. Powers. The Corporation will have those rights and powers,
express or implied, as are now, or may hereafter be, granted by the Nonprofit Corporation
Law of the State of Ohio (the “Ohio Nonprofit Corporation Law”), its Articles of
Incorporation, and this Code of Regulations, each as amended.

Section 5. Office. The principal office of the Corporation will be in the City
of Lakewood, County of Cuyahoga, Ohio, as determined from time to time by the Board
of Directors.

ARTICLE II
MEMBERS

Section 1. Membership. The Corporation shall have no Members other than
the members of the Board of Directors (each, a “Director” and collectively, the
“Directors”). For purposes of any statute or rule of law relating to corporations, the
Directors shall be considered the Members of the Corporation, and they shall have all the
rights and privileges of Members. The Directors, when exercising the rights and
privileges of Members at a meeting, shall comply with the provisions of Sections 3
through 12 of Article III below.
ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. All of the business and affairs of the Corporation shall be managed and controlled by the Board of Directors.

Section 2. Number, Election and Tenure.

(a) Number. The Board of Directors shall consist of not less than eleven (11) and not more than seventeen (17) Directors.

(b) Staggered Terms; Term Limits. The Directors named by the Incorporator shall be divided into three (3) approximately equal groups; the individuals named to one group shall be appointed to a term to last until the Annual Meeting in 2020, the individuals appointed to the second group shall be appointed to a term to last until the Annual Meeting in 2021, and the individuals named to the third group shall be appointed to a term to last until the Annual Meeting in 2022. Directors shall serve until their respective successors are duly elected. Thereafter, except for Directors elected to fill a vacancy in office pursuant to Section 16 below, Directors shall be elected to serve terms of three (3) years or until their successors are duly elected. Directors may be elected for a maximum of three (3) three (3) year terms. All initial terms, even if for one (1) or two (2) years shall be considered a full term for purposes on the limitation of three (3) consecutive terms. Once a Director has served nine (9) years as a Director, such individual shall not be eligible to be reelected to the Board of Directors at any time.

(c) Qualifications.

Cleveland Clinic Directors. At all times the Cleveland Clinic Foundation shall have the right to appoint two (2) individuals as Directors. Such individuals shall be appointed to two different groups so that their terms will not end at the same time. The Directors appointed by the Cleveland Clinic shall be subject to the same term limits as other Directors.

Lakewood Residents. Two-thirds or more of the Directors serving at anytime shall be residents of the City of Lakewood, Ohio (“Lakewood”). In the event a Director lived in Lakewood when initially elected or appointed but moves out of Lakewood, for purposes of this two-thirds requirement such individual shall continue to be counted as a Lakewood resident, until the completion of such Director’s term but shall not be counted as a Lakewood resident for any renewal terms.

Board Diversity. It is intended that the Board of Directors be diverse with respect to a number of factors which are attached to this Code of Regulations (“Diversity Factors”) and made a part hereof. While each
Board will not have Directors meeting all of the Diversity Factors, and as is more fully defined in Section 17, there is no requirement that individual Directors be selected based on meeting any diversity criteria, prior each election of Directors to the Board, the Chair of the Board, or the Chair of the nominating committee, if any, shall review with the Board the diversity on the Board related to the Diversity Factors, which shall be considered by the Board when electing new Directors; however, such Diversity Factors do not need to be the sole criteria for selecting new Directors.

Task Force Members. The initial Directors named by the Incorporator shall include at least two (2) individuals who served on the City of Lakewood Task Force to advise regarding the creation of the Corporation ("Task Force"). Directors who served on the Task Force shall be divided approximately equally across the staggered terms.

Section 3. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at such time after the close of the calendar year as is necessary to permit the Board to receive a report of finances and activity for the prior year, but in no event shall it be after the end of the month of March. (In the event the Board directs the financials of the Corporation to be audited, there is no requirement that such audit be completed prior to the Annual Meeting.) The purpose of the Annual Meeting shall be to elect Directors and officers, receive annual reports for the previous year, and to transact such other business as may come before the meeting. The Annual Meeting shall be held at the place and time specified in the notice of said Meeting required by Section 7 below.

Section 4. Regular Meeting. There shall be at least three (3) Regular Meetings of the Board of Directors each year in addition to the Annual Meeting. Regular meetings may be held on such days and at such places and times as the Board of Directors specifies from time to time.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by the Chair or by any two Directors at such times and place as the person or persons calling such meeting shall specify in the notice of said meeting required by Section 7 below.

Section 6. Location of Meetings. Meetings of the Board of Directors may be held at any place within the State of Ohio as specified in the notice of the Meeting.

Section 7. Notice. The following provisions will govern notice:

(a) Written notice of the time and place of each meeting of the Board of Directors (the "Notice") shall be given to each Director either by personal delivery or by electronic mail, or facsimile telecopy at least two (2) days before the meeting, or by mail at least seven (7) days before the meeting, which notice need not specify the purpose of the meeting.
(b) 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 the meeting.

(c) If the Notice is mailed, it will be deemed to be delivered when deposited in the United States mail addressed with postage thereon prepaid.

(d) If the Notice is given by electronic mail, telegram or facsimile telecopy, such notice shall be deemed to be delivered when the electronic mail, telegram or facsimile telecopy is delivered to the receiving facility.

(e) Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Action without a meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting (unless otherwise prohibited by this Code of Regulations or Ohio law) if a consent in writing or by electronic means is obtained from a majority of the Directors entitled to vote. For purposes of taking an action without a meeting, such action may be taken by mail or electronic vote. The receipt of a vote by a Director shall constitute consent to taking an action by electronic voting and waiver of any notice requirements.

Section 9. Voting. Each Director will be entitled to one vote.

Section 10. Quorum. A majority of the Directors then in office is necessary to constitute a quorum for a meeting of the Board of Directors. If a quorum is not present, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless such greater number of votes is required in this Code of Regulations.

Section 11. Use of Communications Equipment. Electronic or other communications equipment which satisfies the requirements of Ohio Revised Code Sections 1702.01(Q) and .702.17 may be used to conduct meetings of the Board of Directors. Participation by a Director in a meeting through the use of any of the means of communication described in this Section 11 constitutes presence in person of that Director at the meeting for purposes of determining a quorum and other purposes.

Section 12. Procedure. The Chair will preside at the meetings of the Board of Directors.

Section 13. Compensation; Expenses. Directors as such shall not receive any compensation for their services. The Board of Directors may choose to provide
reimbursement for out-of-pocket expenses of Directors reasonably incurred in connection with the performance of Director duties.

Section 14. Resignation. Any Director of the Corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 15. Removal. A Director may be removed, with or without cause, at a meeting at which notice was given that the purpose or one of the purposes of the meeting is to consider the removal of a Director.

Section 16. Vacancies. Any vacancy occurring in the Board of Directors will be filled by the affirmative vote of a majority of the remaining Directors, except for a vacancy occurring by the resignation of either of the Cleveland Clinic representatives which vacancy shall be filled by the Cleveland Clinic. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his or her predecessor in office.

Section 17. Nominating Process. At least six (6) months prior to the anticipated date for the Annual Meeting at which Directors shall be elected, the Board shall determine the nominating process for selecting Directors. Such process may be through the use of a nominating committee or other means deemed appropriate by the Board of Directors. It is the intent that there be community involvement in the nominating process and diversity of board members and as such the process shall include reviewing the diversity of the Board and shall include a method of obtaining names of persons to be considered for nomination from both current Directors and from sources outside of the Corporation. Such process should include, at a minimum, publication in local media, social media, and notification to nonprofit or governmental organizations performing health and wellness services in Lakewood which the Corporation has identified may be able to assist the Corporation in identifying potential board members. The process may be different each year depending upon the number and Diversity Factors of Directors sought.

ARTICLE V
COMMITTEES

Section 1. Committees. The Board of Directors may from time to time appoint temporary or special Committees which in its discretion it deems necessary or desirable and which Committees shall consist of no fewer than three (3) persons. The Chair of any such committee shall be a Director; other Committee members do not need to be Directors.
ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a Chair, a Vice Chair, a Treasurer, and a Secretary, and, if desired, such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as determined by resolution of the Directors. All officers shall be Directors. Any two (2) or more offices (except for the offices of Chair and Vice-Chair) may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office. The officers of the Corporation, except for the Chair shall be elected annually by the Board of Directors at its Annual Meeting. The Chair of the Board shall be elected for a three year term, such election to take place every three years at the Annual Meeting of the Directors. Each officer shall hold office until his or her successor has been duly elected and accepted office or until his or her death, resignation or removal (in the manner provided below). The Chair of the Board may not be elected for additional consecutive terms; other officers may be re-elected for up to a total of three (3) consecutive terms. In the event a Director is elected Chair for a three (3) year term and serving such three (3) year term shall cause the Director to exceed the maximum number of years the Director is eligible to serve, such Director shall continue to serve as Chair throughout his or her term as Chair. At such time as the Chair's maximum amount of time serving as a Director ends and the person serving as Chair would ordinarily rotate off the Board, the Board of Directors may elect another person to fill that position and to serve a three (3) year term (and such Director may be re-elected as provided for in this Code of Regulations.) The Chair shall nevertheless continue to serve as a Director through his or her term as Chair even if this causes the Board of Directors to have eighteen (18) Directors.

Section 3. Removal. Any officer elected by the Board of Directors may be removed with or without cause by the majority action of the Board of Directors present at a meeting.

Section 4. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in the office of Chair, the individual filling the vacancy, if filling the vacancy for one year or less, shall be eligible for re-election to a full three (3) year term as Chair. In the event the individual elected to fill a vacancy as Chair serves in that position for more than a year, such individual shall not be eligible to be re-elected to serve a full three (3) year term as Chair.

Section 5. Chair. The following provisions shall govern the office of Chair:

(a) The Chair shall be elected from among the Directors of the Corporation and shall preside at all meetings of the Board of Directors.
(c) The Chair shall be an *ex officio* member of all committees which may be from time to time elected or appointed.

(d) The Chair may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which have been authorized to be executed, except in cases where the signing and the executions thereof would be expressly delegated by the Board of Directors or by this Code of Regulations or by statute to some other officer or agent of the Corporation; and in general, the Chair shall perform all duties incident to the function of a Chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. **Vice-Chair.** A Vice-Chair shall be elected from among the Directors and, in the absence of the Chair, the Vice-Chair shall perform the duties of Chair when the office of Chair is vacant or the Chair is unable or unavailable to act.

Section 7. **Treasurer.** The following provisions will govern the office of Treasurer:

(a) Subject to the discretion of the Board of Directors, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for all monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in the banks, trust companies or other depositories as shall be selected in accordance with the provisions of this Code of Regulations; and in general perform all the duties incident to the office of Treasurer and the other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board of Directors.

(b) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety as the Board of Directors determines.

Section 8. **Secretary.** The following provisions will govern the office of Secretary:

(a) Subject to the discretion of the Chair, the Secretary shall (i) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, (ii) assure that minutes of all meetings of any committees are prepared and filed with the records of the Corporation, (iii) assure that all notices are given in accordance with the provision of this Code of Regulations or as required by law, (iv) be custodian of the Corporation's records and (v) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to
the Secretary by the Chair or the Board of Directors.

(b) In the absence of the Vice-Chair, the Secretary shall perform the duties of the Chair when the office of Chair is vacant, or the Chair is unable or unavailable to act.

Section 9. Assistant Treasurer and Assistant Secretaries. Any Assistant Treasurer or Assistant Secretary shall perform such duties as shall be assigned to him or her by the Treasurer, the Secretary or the Board of Directors, as the case may be.

ARTICLE VII
EMPLOYEES

The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the salaries and other terms of employment for such positions.

ARTICLE VIII
AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts and duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation and this Code of Regulations, to the extent authorized or permitted by law.

ARTICLE IX
LIMITATION OF LIABILITY IN DAMAGES AND INDEMNITY

Section 1. Limitation of Liability in Damages of a Director. Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily prescribed asset distribution or loan, a Director of the Corporation will be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.
Section 2. Indemnification. Subject to the provisions of paragraph (b) below, the Corporation shall defend, indemnify and save harmless each person, and the heirs, legal representatives, executors and administrators of such person, who is, or was, a Director, Member, officer, advisor, employee or agent of this Corporation or who is, or was, serving at the request of this Corporation and for the benefit of this Corporation ("Covered Positions") against all costs and expenses (including, but not limited to, attorneys' fees and disbursements, judgments, fines, penalties and amounts paid in settlement) as permitted by Ohio nonprofit law; provided, however, that the Corporation shall not indemnify and any such person with respect of any claim, suit, issue or matter, brought by or in the right of this Corporation.

Section 3. Insurance. This Corporation shall purchase and maintain insurance, in such amounts and upon such terms as deemed appropriate by the Board of Directors, on behalf of any person who is, or was, serving in a Covered Position against any liability asserted against him or her or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability under the Ohio Nonprofit Corporation Law.

Section 4. No Mandatory Indemnification of Volunteer. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.11(N) of the Ohio Nonprofit Corporation Law) other than Directors, officers or advisors of the Corporation or directors or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust or other enterprise serving at the request of the Corporation.

ARTICLE X
CONTRACTS AND BANKING

Section 1. Contracts. The Board of Directors may authorize any one or more officers or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and the authority may be general or confined to special instances.

Section 2. Deposits. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in the banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time determined by resolution of the Board of Directors.
ARTICLE XI
GIFTS/FUND-RAISING

Section 1. Acceptance of Gifts. The Board of Directors or a Committee appointed for that purpose, may apply for and accept on behalf of the Corporation any gift, grant, bequest, contribution, or devise for the general purposes or any special purpose of the Corporation. The Board of Directors, or a Committee appointed for that purpose, may agree to administer the same in accordance with any conditions that the testator or donor may impose, provided only that the purpose of the devise, bequest or gift is within the powers and purposes of the Corporation.

Section 2. Distributions. The Board of Directors may make outright contributions, grants and gifts of property, both real and personal, to any program fulfilling any of the purposes of the Corporation as are set forth in the Articles of Incorporation, subject to any and all restrictions imposed from time to time upon the grant-making activities of organizations exempt from income tax under Sections 501(a) and 501(c)(3) by the Internal Revenue Code of 1986, as amended.

ARTICLE XII
CONFLICTS OF INTEREST AND
CODE OF CONDUCT

Section 1. Code of Conduct. The Corporation shall develop a Code of Conduct applicable to each Director and any Corporation employees or independent contractors ("Employees"), and shall obtain on an annual basis from each Director, and any such Employees, the acknowledgment that the Director has read the Code of Conduct and agrees to be bound by it. The Code of Conduct shall include, but not be limited to: a prohibition on any Director or employee seeking any personal benefit or advantage from their association with the Corporation, (other than reasonable compensation for any Employees, and reasonable reimbursement of expenses for anyone so entitled); the requirement of confidentiality for Corporation business intended to be confidential; and the continual disclosure of conflicts of interest and any matter which could be perceived as a conflict of interest.

Section 2. Conflicts of Interest. At least annually all Directors and Corporation personnel shall disclose to the Board of Directors any positions, paid or volunteer, which the Director or Corporation personnel hold in an organization which competes with, contracts with, or which is a grantee of, the Corporation. In the event the Corporation is considering doing business with, or granting funds or other benefits to, any entity with which the Director or employee holds a position, or with any person with whom the Director or Employee has a business, familial, or close personal relationship (all of which shall be defined in the Code of Conduct), the Director or Employee must immediately disclose such relationship to the Board of Directors. Conflicts of Interest are not inherently illegal, nor do they preclude the Corporation from entering into a transaction in which a Director or Employee has an interest, however, the Corporation shall take additional steps to determine if alternatives are available, and the person with
the Conflict of Interest shall not participate in any decision making regarding the
transaction.

Section 3. No Self-Dealing. In no instance shall the Corporation engage in a
sale, exchange, or leasing of property, lending of money, or contract for the furnishing of
goods or services with any Director or Employee, any Living Relative of a Director or
Employee, or any business entity in which a Director or Employee has more than a 35%
ownership interest, or if the Director or Employee will benefit directly from the lease,
loan, or contract, such as through commissions. Living Relatives are spouses and
domestic partners; parents, step-parents, grandparents and step-grandparents; siblings,
half-siblings and their spouses; children, grandchildren, great-grandchildren and their
spouses; and other individuals with whom the Director or Employee has an economic or
intimate personal relationship. It shall not be self-dealing for the Corporation to make
grants or otherwise provide benefit to entities which may provide services to Directors or
Employees or their Living Relatives.

ARTICLE XIII
ACCOUNTING YEAR AND AUDIT

Section 1. Accounting Year. The fiscal year of the Corporation (the "Fiscal
Year") shall begin on the first day of January and end on the last day of December of
each year.

Section 2. Audit. At the end of each Fiscal Year, the books of the
Corporation shall be closed and a financial statement prepared for such Fiscal Year. If
directed by the Board of Directors, such financial statement shall be reviewed or certified
by an independent firm, the partners of which are certified public accountants. Such
financial statement shall be promptly mailed to each Director and shall be submitted to
the Board of Directors at the Annual or a Special Meeting.

ARTICLE XIII
MISCELLANEOUS

Section 1. Books and Records. The Corporation shall keep correct and
complete books and records and minutes of the proceedings of the Board of Directors,
and of any Committees which have had activities in connection with the Corporation's
business.

Section 2. Loans to Employees, Directors and Officers Prohibited. No loans
will be made by the Corporation to its officers, Directors, advisors or employees.

Section 3. Rules. The Board of Directors may adopt, amend or repeal Rules
(not inconsistent with this Code of Regulations) for the management of the internal
affairs of the Corporation and the governance of its officers, advisors, agents, committees
and employees.
ARTICLE XV
AMENDMENTS

This Code of Regulations of the Corporation may be amended, altered, or repealed at any time and a new Code of Regulations adopted at a meeting held for that purpose and for which notice was given that an amendment to this Code of Regulations would be considered, upon the affirmative vote of two-thirds of the total number of Directors entitled to vote.
DIVERSITY FACTORS

The following shall be considered in the nomination of Directors with the intent that the Board of Directors be diverse in their skills, demographics, and areas of knowledge:

Skills:
- Finance and Investment
- Legal
- Marketing and Communications
- Health Care and Wellness
- Nonprofit management
- Government relations
- Philanthropy

Demographics:
- Age
- Race
- Gender and gender identification
- Ethnicity
- Culture
- Socioeconomic level
- Disability
- LGBTQ

Areas of Knowledge:
- Education
- Economic Development
- Aging
- Early Childhood
- Immigration/Refugee
- Public Health
We believe...

The **stewardship** of public resources is rooted in **humility, integrity, and community voice.**
- The stewardship of resources is rooted in accountability and ethical integrity.

**Organizational practices should be transparent and informed by authentic dialogue and engagement.**
- Organizational practices should be transparent, efficient, and informed by continued and responsive community engagement.

**Needless suffering can be averted by advancing innovative and evidence-informed solutions.**
- Needless suffering $\rightarrow$ ill health
- Averted $\rightarrow$ prevented
- Needless suffering can be averted without sacrificing innovation when evidence-informed solutions are advanced.
- The advancement of innovative solutions to problems that are adaptive and based on prevailing evidence.

**The pursuit of outcomes should leverage new and existing resources to effect measurable, sustainable, and scalable change.**
- In pursuing outcomes that promote and utilize collaboration across our city and our region, leveraging new and existing resources to effect measurable, sustainable, and feasible change.

**Positive change is driven by shared priorities, coordinated efforts, and community trust.**
The Foundation Planning Task Force ("FPTF") has been entrusted with a specific task. (for print versions remove “with a specific task”: to explore, discuss, and recommend to City Council the nature, scope, mission, and governance of a new wellness foundation for the benefit of Lakewood—for more information, please visit http://www.onelakewood.com/wellness-foundation-task-force/) to be completed within a sixteen – eighteen month time-frame. The task force completed an information gathering phase, and has begun to work with Kohrman Jackson & Krantz to outline their recommendations for the Mayor & City Council; below is a summary of their work done in pursuit of completing their task(s) in a timely manner:

- **Selection of Foundation Planning Task Force:** The Mayor and City Council issued a request to the community for residents to sit on a Foundation Planning Task Force in furtherance of Section IV of the Master Agreement. (NOTE TO HIGHLIGHT AND LINK TO THE MASTER AGREEMENT). Forty-six applications were received and 17 members were selected for the task force. The first meeting was in January 2017.

- **Chair & Vice Chair Appointed:** Erin Murphy came forward at the beginning to act as Chair of the FPTF and was unanimously approved. The group subsequently voted to make Dan Cohn the Vice-Chair for the task force.

- **Search Subcommittee:** Early work of the group involved forming a sub-committee that was charged with retaining a consultant to assist the FPTF with all aspects of the process of creating the new Foundation. The committee developed an RFP which was sent to ten potential consultants with four chosen to interview. Randell McShepard was retained as a consultant and facilitator for the FPTF.

- **Task Force Retreat:** Mr. McShepard led a retreat of the FPTF on May 30, 2017 at the Lakewood Women’s Pavilion. The retreat included a review of a survey answered by each of the task force members. Members took some time to get to know each other and then moved into more substantive issues including discussions about how to identify stakeholders and how to gather information about the health needs of the Lakewood community.

- **Community Engagement Subcommittee:** The Community Engagement Subcommittee was formed. That group has developed a set of interview questions and has spent the last several months interviewing members of various organizations related to behavioral health, the business community, culture, groups involved with issues of race, ethnicity and diversity, early childhood, faith communities, health, low income, philanthropy, recreation, seniors, women’s issues and youth as well as elected officials. They presented their findings in a report to the FPTF in October.

- **Local Expert Speakers:** The FPTF has invited various experts in health and wellness to present and provide background information in areas relevant to the formation of the Foundation. Video recordings of these presentations are on the city website. The speakers have included:
  - Staff members from the City of Lakewood’s Department of Human Services;
  - Kirstin Craciun from the Center for Health Affairs to discuss the Community Health Needs Assessment;
  - Martha Halko from the Cuyahoga County Board of Health, who presented on Building Healthier Communities;
Dr. Jim Hekman, Dr. Judy Welsh and Jenny Evans from the Cleveland Clinic Foundation, who are instrumental in establishing the new Lakewood Family Health Center; and

Mitch Balk from the Mt. Sinai Foundation, who spoke about conversion foundations and the lessons they learned in their own process.

Kristin Broadbent, President and CEO of Three Arches Foundation (established with the funds from the former Lakewood Hospital Foundation), spoke to the group about their plans to be a grant-making foundation focused on access to care and behavioral health.

Foundation Structure Subcommittee: A sub-committee was formed in July to gather information about Foundation funding and options for infrastructure. This information will also include pros/cons of each type of structure.

Communications Subcommittee: In August, a subcommittee was formed and given the duty of communicating the activity of the FPTF to the community. The Communications Subcommittee has implemented the use of a community question submission box, and compiled a list of FAQ's as part of its overall communications approach regarding these efforts.

Community Engagement Subcommittee Report: The group interviewed over 85 individuals representing various populations and/or issues that affect residents in Lakewood. The results of the interviews were presented in a report to the full Task Force at the October meeting. In addition, individual Task Force members responded to the same questions asked in the interviews, which were compiled by Task Force facilitator, Randell McShepard.

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Legal Counsel Selection Subcommittee: In January, a group of taskforce members gathered to select counsel based on RFP submissions. The selection committee selected Susan Scheutzow of Kohrman, Jackson & Krantz to lead our efforts to develop a structure, a code of regulations, and submit application to the State of Ohio & IRS for regulatory approval.

Foundation Structure: Ms. Scheutzow led a thorough review of available options with the FPTF, along with why each could be considered, at the February 2018 meeting. It was advised that the tax structure of the Cleveland Clinic, along with the Master Agreement that calls for their annual contributions to the foundation, should allow the new foundation to register as a public charity. This structure allows the foundation to put more money to work in the community, rather than potentially pay taxes on revenues. The FPTF chose to move forward with an application, based on this concept, given certain parameters put into place to avoid conflicts of interest, and create greater transparency, which were more prominent within private foundations.

Board Structure & Regulations Subcommittee: A subcommittee was formed in February to work with counsel to develop the board selection matrix, along with a code of regulations for
the foundation. These are being developed based upon the principals set forth by the Community Engagement Subcommittee report.

In summary, there has been a lot of information gathering done by the FPTF since January. It is expected that the next phase, which will begin after the October task force meeting, will involve decisions related to the formation of the Foundation.

"One of the central tenets of our efforts is community engagement with an eye toward promoting coordination, collaboration, and sustainability; fostering community voice; ensuring the effectiveness of the foundation; and developing models of transparency and accountability that build and maintain community trust." -- FPTF Community Engagement Subcommittee
The Foundation Planning Task Force ("FPTF") has been entrusted with a specific task to be completed within a sixteen – eighteen month time-frame. The task force completed an information gathering phase, and has begun to work with Kohrmann Jackson & Krantz to outline their recommendations for the Mayor & City Council; below is a summary of their work done in pursuit of completing their task(s) in a timely manner:

- **Selection of Foundation Planning Task Force:** The Mayor and City Council issued a request to the community for residents to sit on a Foundation Planning Task Force in furtherance of Section IV of the Master Agreement. Forty-six applications were received and 17 members were selected for the task force. The first meeting was in January 2017.

- **Chair & Vice-Chair Appointed:** Erin Murphy came forward at the beginning to act as Chair of the FPTF and was unanimously approved. The group subsequently voted to make Dan Cohn the Vice-Chair for the task force.

- **Search Subcommittee:** Early work of the group involved forming a sub-committee that was charged with retaining a consultant to assist the FPTF with all aspects of the process of creating the new Foundation. The committee developed an RFP which was sent to ten potential consultants with four chosen to interview. Randell McShepard was retained as a consultant and facilitator for the FPTF.

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