# 2020 BOARD OF TRUSTEES’ MANUAL

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2020 Board and Staff Roster
January 1 – June 30

Ohio Academy of Family Physicians Foundation
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Email: drmarchetti@sbcglobal.net (Trustee service: 1/1/15 – 12/31/17)

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(Stn Alt. Trustee: 7/1/18 – 6/30/19)

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(Chair: 1/1/19 – 12/31/19)  
(Chair: 1/1/18 – 12/31/18)

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Mission and Vision

The Ohio Academy of Family Physicians Foundation was established by the Ohio Academy of Family Physicians in 1987 to meet its members’ philanthropic interests in ways that would directly impact health care delivery in this state. The OAFP Foundation is a 501 (c) (3) tax-exempt charitable organization.

**Mission**

The mission of the Ohio Academy of Family Physicians Foundation, as philanthropic arm of the Ohio Academy of Family Physicians, is to cultivate student career choice in the specialty of family medicine.

**Vision**

The Foundation’s strategic vision is to ensure a thriving family physician workforce for Ohio.

The Foundation sponsors programs to encourage medical students to choose the family medicine specialty. These programs provide immediate benefit to students and have an impact on them, their patients, and their communities for years to come.

The financial and volunteer support received from our members and friends helps the Foundation concentrate its efforts on the recruitment of medical students to the specialty of family medicine. The Foundation’s student focused programs have supported hundreds of students who have become leaders for family medicine, OAFP and their communities. These core programs are the Leroy A. Rodgers, MD, Preceptorship Program, the American Academy of Family Physicians (AAFP) National Congress of Family Medicine Residents and AAFP National Congress of Student Members Delegate Scholarships, and the AAFP National Conference of Family Medicine Residents and Medical Students Student Scholarships.

In order to give, grow and guarantee dollars to support these core programs for patients and future family physicians, the Foundation established its Family Medicine Endowment Fund in 2000. All funds exist in perpetuity as only income from these funds, not the corpus, will be used. This ensures our ability to perpetuate meaningful programs that serve our mission.

The confidence of Ohio family physicians in the bright future of their specialty, the value of the Foundation and their commitment to its charitable purposes are embodied in the Ohio Family Medicine Endowment Fund.
Introduction
The purpose of creating an Ohio Academy of Family Physicians Foundation (Foundation) development plan is to assist our organization in establishing priorities that better serve the overall mission of the Foundation. The plan must be flexible yet practical in order to address medical student and resident needs in a rapidly evolving health care environment. Just as the plan directs the strategic objectives of the Foundation, it also serves as a guide to staff and leadership when implementing and evaluating programs, making necessary adjustments, and establishing annual fund development plans.

The plan should complement the five-year strategic plan developed by the Ohio Academy of Family Physicians (OAFP), specifically its goal number six that states:

“Support the Foundation’s mission and vision to ensure a sufficient family physician workforce for Ohio.  
Objective 6: Advocate for issues that support the family medicine pipeline in Ohio.”

In preparation for the OAFP Foundation’s five-year plan, staff prepared a comprehensive, environmental scan that outlined the challenges and opportunities currently facing the specialty of family medicine in Ohio. The report also included details of Foundation programs that address the primary care physician workforce shortage, and vital fundraising activities that ultimately drive initiatives that improve student career choice in family medicine.

Critical findings of the environmental scan report include:

- Insufficient number of primary care physicians that practice in Ohio.
  - According to the Robert Graham Center, to maintain current rates of utilization, Ohio will need an additional 681 primary care physicians by 2030 to care for its citizens - an 8% increase compared to the state’s current primary care physician workforce.
  - Due to various factors such as exorbitant medical school debt, lack of leadership from the Dean’s level, and misinformation about the specialty conveyed by subspecialist faculty members, the current medical school environment discourages future physicians from selecting primary care as their specialty of choice.
  - Scope of practice threats and the increasing number of hours spent on essential but non-reimbursable tasks are driving medical students and active, practicing family physicians away from the specialty.

- Foundation programs have a track record for attracting and retaining students to the specialty of family medicine. Outcomes of the Leroy A. Rodgers, MD, Preceptorship Program show that 30% of student participants chose family medicine and 74% chose primary care. Since 2010, 92% of resident delegates and alternate delegates to the American Academy of Family Physicians’ National Conference of Family Medicine Residents and Medical Students (National Conference) stayed in Ohio for their career and 66% of student delegates and alternate delegates to the National Conference chose family medicine as their specialty.

- The scan also includes vital information regarding the Foundation’s current fundraising efforts, an essential component to reach the Foundation’s goal to strengthen its programs and support its mission.

Recommended Changes to the Mission and Vision Statements
The Ohio Academy of Family Physicians Foundation, a 501 (c) (3) tax-exempt charitable organization, was established by the Ohio Academy of Family Physicians in 1987 to meet its members’ philanthropic interests in ways that would directly impact health care delivery in this state. Since that time, the Foundation has focused its efforts on promoting the specialty of family medicine to medical students with the goal of positively affecting the primary care pipeline in Ohio. A mission and vision statement, more fitting of the Foundation’s goals and objectives is warranted.

Proposed Mission Statement:
The mission of the Ohio Academy of Family Physicians Foundation is to cultivate student career choice in the specialty of family medicine.

Proposed Vision Statement:
The Foundation’s strategic vision is to ensure a thriving family physician workforce for Ohio.
Recommended Strategic and Development Goals

The information in the environmental scan report clarified the Foundation’s interdependencies between operations, fundraising, and programs. The basis for the Foundation’s long-term growth depends upon a strong organizational infrastructure that supports a system for successful fundraising and effective program execution. The strategic goals can be viewed as building blocks leading to our ultimate outcome of ensuring a sufficient family physician workforce for Ohio. However, this outcome will not be realized without making critical, foundational changes to operations and increasing fundraising expectations.

- **Program Goals**: Growing the pipeline
- **Fundraising Goals**: The necessary step to fund programs
- **Operational Goals**: The fundamental foundation of the plan
Goal 1: Strengthen the programs supported by the Foundation to more effectively increase the number of family physicians in the pipeline for Ohio.

Our research tells us that these programs positively impact the thinking of students and residents to encourage them to choose and stay with family medicine, preferably in Ohio. With this goal we want to increase the number of students and residents who participate in these programs and to ensure every program is as effective as possible.

Objective 1A: Increase the number of medical students that attend the American Academy of Family Physicians National Conference of Family Medicine Residents & Medical Students - realizing that the earlier the medical student is exposed to family medicine, the more impactful the experience.
- Continue delegate and alternate scholarships for medical students and residents.
- Continue the Ohio-Only Reception at the conference.

Objective 1B: Continue to improve connections with Family Medicine Interest Groups (FMIG) on each of the six allopathic medical school campuses and with equivalent groups on the three osteopathic medical school campuses.
- Identify and link a trustee or community physician to each medical school campus.
- Support and solicit ideas on what would benefit the FMIG groups.
- Ensure at least one meaningful contact takes place with each FMIG per academic calendar year.

Objective 1C: Continue to promote, recruit, and implement the Leroy A. Rodgers, MD, Preceptorship Program to its full annual potential.
- Continue a partnership with the Ohio Association of Community Health Centers (OACHC) that financially supports the expansion of the program in federally qualified health centers or community health centers.
- When sufficient quality preceptors are willing and demand exists, expand the program to support more medical student experiences.

Objective 1D: Increase the quantity and quality of family physician preceptors in Ohio, allowing medical students to have family medicine rotations in sites that encourage consideration of family medicine as a career choice.

Objective 1E: Monitor trends in family medicine to identify new programs that would support the Foundation’s mission and vision.

Goal 2: Increase the number of donors and the amount donated each year to positively impact the Foundation’s mission and vision.

Fundraising is vital to the Foundation’s success and a critical responsibility of Foundation trustees. In this goal we define our fundraising direction and strategies. We will utilize the donor database to create additional touchpoints with donors from staff, trustees, and program participants. We will tell personal stories to illustrate the benefit of supporting the Foundation and its programs.

Objective 2A: Educate all OAFP meeting and event attendees about the Foundation’s programs and the benefit to the specialty of family medicine.
- Increase the amount of funds raised through activities at each meeting or event.
- Increase individual donor giving at each meeting or event.

Objective 2B: Strengthen the Foundation’s annual member campaign to increase the amount raised.

Objective 2C: Utilize regional meetings to educate potential donors and chapter leadership about the Foundation’s programs and their overall benefit to the specialty of family medicine in Ohio.
- Sustain the level of chapter donations to Foundation programs.
- Increase individual donor support from regional meeting attendees.
Objective 2D: Increase the amount of funds received through the corporate membership program.

Objective 2E: Promote the OAFP Foundation Family Medicine Legacy League as a strategic way to nurture the endowment fund.
  - Cultivate a planned giving approach as a mechanism for building long-term stability for the endowment fund.

Goal 3: Continuously improve the operations of the Foundation.
Based on interview responses, there is a lack of clarity around the official roles of trustee members and the Foundation board as a whole. Additionally, Foundation staff wants to continuously improve all aspects of the organization. This goal defines how we must change our operations to support trustee engagement and continuous improvement.

Objective 3A: Energize trustees to be positive Foundation Ambassadors.
  - Clarify the roles and responsibilities of trustees.
  - Harness the individual strengths of each trustee.

Objective 3B: Create a service structure that supports program needs and pairs Foundation objectives to individual trustee skills.
Operational structure includes the following workgroups:
  - Executive and Finance/Audit Committee
  - Governance Committee
  - Development Team
  - Outreach Team

Objective 3C: Provide training and resources to trustees on fundraising topics, strategies, and tools.
  - Address the hesitancy of individuals to fundraise.
  - Identify approaches and strategies that capitalize on the natural skills and interests of trustees.

Objective 3D: Strengthen the operations of the board.
  - Evaluate needed skills that are missing in trustees and recruit to fill needed skill sets.
  - Develop a succession plan for board leadership.
  - Identify additional training topics that will strengthen board operations.

Objective 3E: Enhance visibility of the Foundation amongst OAFP members.
  - Advocate for the value of family medicine through the Foundation’s various communication tools, scholarship recipient testimonials, and the strong leadership of each trustee.
  - Utilize storytelling techniques to inspire medical students on career choice and propel others to donate.

Objective 3F: Implement continuous improvement practices.
  - Continue to assess the impact of each program offered and take corrective action as appropriate.
  - Continue to assess the impact of fundraising approaches and take corrective action as appropriate.
  - Regularly provide process and outcomes reports on programs, income, donors, etc.
  - Develop a strategic budget to identify income needed to support programs.
  - Develop an endowment spending policy to use endowment earnings to support programs.
# 2020-2021 Action Plan and Success Matrix

**Goal 1:** Strengthen the programs supported by the Foundation to more effectively increase the number of family physicians in the pipeline for Ohio.

*Our research tells us that these programs positively impact the thinking of students and residents to encourage them to choose and stay with family medicine, preferably in Ohio. With this goal we want to increase the number of students and residents who participate in these programs and to ensure every program is as effective as possible.*

<table>
<thead>
<tr>
<th>Objective 1A: Increase the number of medical students that attend the American Academy of Family Physicians National Conference of Family Medicine Residents &amp; Medical Students - realizing that the earlier the medical student is exposed to family medicine, the more impactful the experience.</th>
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<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Determine 2019 budget for NC Scholarships</td>
<td>Fall, 2018</td>
<td>Executive &amp; Finance/Audit Committee</td>
<td>Discussed at Feb. 20, 2018 Board meeting; Approved at Nov. 10, 2018 Board meeting.</td>
<td>Board approved adding up to 10 scholarships at $599.99 each to slate of 2019 offerings. 12 students were recipients in 2019. This program will continue each year.</td>
</tr>
<tr>
<td>• Establish selection process for NC Scholarships</td>
<td>2018</td>
<td>Outreach Team Staff</td>
<td></td>
<td>Selection process created by Outreach Team and approved by Board at Nov. 10, 2018 meeting.</td>
</tr>
<tr>
<td>• Create fundraising plan for NC Scholarships</td>
<td>2020</td>
<td>Development Team Staff</td>
<td>Focused discussions on ways to increase donations for this program to take place in 2020; determine ways to sustain this new program</td>
<td></td>
</tr>
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</table>
### Objective 1B: Continue to improve connections with Family Medicine Interest Groups (FMIG) on each of the six allopathic medical school campuses and with equivalent groups on the three osteopathic medical school campuses.

<table>
<thead>
<tr>
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<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Look at regional representation of trustees to ensure a link to FMIGs</td>
<td>Ongoing</td>
<td>Governance Committee</td>
<td></td>
<td>Governance Committee kept this in mind during the election process for selecting 2020 trustees</td>
</tr>
</tbody>
</table>
| • Have a staff person or trustee attend at least one FMIG meeting during the school year | Ongoing | Outreach Team | Outreach team creating a speakers’ bureau from team members and trustees to offer “Foundation programming” to FMIGs | Programs planned or in progress for 2020:  
  • Case – Feb. 28, 2020  
  • Wright State – spring  
  • Ohio University – April 2, 2020  
  • Cincinnati – in talks with new student leaders |
| • Send out frequent emails to FMIG leaders to keep them updated with opportunities | Ongoing | Staff | Continually send messages to FMIG leaders as opportunities arise | |
| • Keep FMIG Connection page of website up-to-date | Ongoing | Staff | | |
| • Highlight an FMIG group/project in OAFP/Foundation communication vehicles quarterly | Ongoing | Staff | | |
| • Check in with FMIG advisors quarterly to keep them engaged | Ongoing | Staff | | |

### Objective 1C: Continue to promote, recruit, and implement the Leroy A. Rodgers, MD, Preceptorship Program to its full annual potential.

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<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
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</thead>
<tbody>
<tr>
<td>• Create fundraising campaign for Preceptorship Program stipends</td>
<td>2020-2021</td>
<td>Development Team</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Create video interviews of past program participants to promote the program each year</td>
<td>Ongoing</td>
<td>Staff</td>
<td>Story of past student participant included in the 2019 winter edition of the OAFP quarterly magazine</td>
<td></td>
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</table>
### Objective 1D: Increase the quantity and quality of family physician preceptors in Ohio, allowing medical students to have family medicine rotations in sites that encourage consideration of family medicine as a career choice.

<table>
<thead>
<tr>
<th>Objective</th>
<th>Timeframe</th>
<th>Responsible Party</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Build online toolkit of resources for preceptors</td>
<td>Fall, 2018</td>
<td>Outreach Team Staff</td>
<td>Resources were added to “Become a Preceptor” webpage at the end of 2018 and will continually be updated as new resources, interviews, articles, etc. arise. A volunteer preceptor form was also created and added to the webpage to collect information and compile a list of preceptors.</td>
</tr>
<tr>
<td>• Publish Preceptor stories in OAFP/Foundation communication vehicles as a tactic for recruiting quality preceptors</td>
<td>Ongoing</td>
<td>Staff</td>
<td>Q&amp;A with preceptor included in 2019 &amp; 2020 spring editions of OAFP quarterly magazine</td>
</tr>
<tr>
<td>• Create preceptor interviews to promote the benefit of precepting</td>
<td>Ongoing</td>
<td>Staff</td>
<td></td>
</tr>
<tr>
<td>• Recognize preceptors that participated in the summer program</td>
<td>Ongoing; 2020 board mega issue discussion</td>
<td>Staff</td>
<td>Articles in OAFP/Foundation communication vehicles, thank you letters/cards, list of preceptors highlighted at OAFP annual meeting</td>
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<td></td>
<td></td>
<td></td>
<td>Preceptors were recognized during the 2019 OAFP Family Medicine Celebration with specific attendee ribbons and a callout during the afternoon business session. Preceptors were recognized during the 2020 Family Medicine Workshop with a callout during the morning announcements</td>
</tr>
</tbody>
</table>
**Objective 1E:** Monitor trends in family medicine to identify new programs that would support the Foundation’s mission and vision.

- Create a student-marketing package “You’re a Member. Now What?”
  
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<th>Progress / Outcomes</th>
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<tbody>
<tr>
<td></td>
<td>2020-2021</td>
<td>Staff Student &amp; Resident Trustees</td>
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**Goal 2:** Increase the number of donors and the amount donated each year to positively impact the Foundation’s mission and vision.

Fundraising is vital to the Foundation’s success and a critical responsibility of Foundation trustees. In this goal we define our fundraising direction and strategies. We will utilize the donor database to create additional touchpoints with donors from staff, trustees, and program participants. We will tell personal stories to illustrate the benefit of supporting the Foundation and its programs.

**Objective 2A:** Educate all OAFP meeting and event attendees about the Foundation’s programs and the benefit to the specialty of family medicine.

<table>
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<tr>
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<tr>
<td></td>
<td></td>
<td>Outreach Team</td>
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<td></td>
<td>Ongoing</td>
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<tbody>
<tr>
<td></td>
<td>Ongoing</td>
<td>Development Team Staff</td>
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**Objective 2B:** Strengthen the Foundation’s annual member campaign to increase the amount raised.

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Spring, 2020</td>
<td>Development Team</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Ongoing</td>
<td>Development Team Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Ongoing</td>
<td>Development Team Staff</td>
<td>Signing thank you letters during each board meeting, dividing list of donors between trustees to make thank you calls, etc.</td>
<td>2019 year-end appeal letters were written and addressed from student trustees describing the value of their participation with Foundation programs</td>
</tr>
</tbody>
</table>
- Recognize annual donors more often in OAFP/Foundation communication vehicles and at OAFP events and meetings | Ongoing | Staff | Updated page on new website makes this more easily found

**Objective 2C: Utilize regional meetings to educate potential donors and chapter leadership about the Foundation’s programs and their overall benefit to the specialty of family medicine in Ohio.**

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prepare short presentation for Foundation trustees to use when presenting on the Foundation</td>
<td>Ongoing</td>
<td>Outreach Team</td>
<td>Will determine most valuable support materials once FMIG presentations take place in 2020; depending on presenter, a flyer might be sufficient</td>
<td></td>
</tr>
<tr>
<td>Determine 2020 regional chapter meeting dates; set up trustees to attend</td>
<td>Early 2020</td>
<td>Outreach Team</td>
<td></td>
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</tr>
</tbody>
</table>

**Objective 2D: Increase the amount of funds received through the corporate membership program.**

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Identify Corporations with a connection to family medicine</td>
<td>Ongoing</td>
<td>Development Team</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Update “packet” of information for trustees and team members to present to corporations</td>
<td>2018</td>
<td>Staff</td>
<td></td>
<td>A packet of information was created in the fall of 2018.</td>
</tr>
</tbody>
</table>

**Objective 2E: Promote the OAFP Foundation Family Medicine Legacy League as a strategic way to nurture the endowment fund.**

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Review, develop Family Medicine Legacy League materials</td>
<td>2020</td>
<td>Development Team</td>
<td>Review “other” ways to give to the Foundation including IRA rollover contributions option. Consider having financial rep speak to team for general overview</td>
<td></td>
</tr>
</tbody>
</table>
Goal 3: Continuously improve the operations of the Foundation.
Based on interview responses, there is a lack of clarity around the official roles of trustee members and the Foundation board as a whole. Additionally, Foundation staff wants to continuously improve all aspects of the organization. This goal defines how we must change our operations to support trustee engagement and continuous improvement.

Objective 3A: Energize trustees to be positive Foundation Ambassadors.

<table>
<thead>
<tr>
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<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Recruit new trustees based on competencies needed on the Foundation Board</td>
<td>Ongoing</td>
<td>Governance Committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Review status of development plan at each board meeting</td>
<td>Ongoing</td>
<td>Board Chair</td>
<td>Invite past program participants to share experience at meeting, read excerpts from reports, etc.</td>
<td>Nov. 10, 2018 meeting read preceptor student report excerpts</td>
</tr>
<tr>
<td>• Share program outcome “stories” at each board meeting; spreading joy of what programs accomplish and providing examples to trustees of what to share with others</td>
<td>Ongoing</td>
<td>Board Chair</td>
<td></td>
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</tr>
</tbody>
</table>

Objective 3B: Create a service structure that supports program needs and pairs Foundation objectives to individual trustee skills.

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Make appointments to committees and teams based on trustee interests and skills</td>
<td>Ongoing</td>
<td>Incoming Board Chair</td>
<td>Completed and voted on by OAFP Board of Directors 11/11/18</td>
<td></td>
</tr>
<tr>
<td>• Update Code of Regulations</td>
<td>Fall, 2017 - 2018</td>
<td>Governance Committee</td>
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</table>

Objective 3C: Provide training and resources to trustees on fundraising topics, strategies, and tools.

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<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
<th>Progress / Outcomes</th>
</tr>
</thead>
<tbody>
<tr>
<td>• “How to be a Foundation Ambassador” training during the spring, 2017 board meeting</td>
<td>Spring, 2017</td>
<td>Mel Marsh</td>
<td>Training was included during the spring board meeting/development plan approval</td>
<td>Complete</td>
</tr>
<tr>
<td>• Share fundraising tips, tricks, and resources to the Foundation Board of Trustees as available</td>
<td>Ongoing</td>
<td>Staff</td>
<td></td>
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</tbody>
</table>
### Objective 3D: Strengthen the operations of the board.

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plan fundraising leadership lessons for Foundation board meetings</td>
<td>2020</td>
<td>Development Team</td>
<td>“Making the Ask” lesson at Jan. 19, 2019 board meeting – led by Dr. Cech. Incorporate a fundraising training session during the fall 2020 board meeting for review and goal setting heading into last year of development plan</td>
</tr>
<tr>
<td>Create dashboard of funds and program results for each Foundation board meeting</td>
<td>Ongoing</td>
<td>Staff</td>
<td></td>
</tr>
<tr>
<td>Implement a board evaluation at the conclusion of board meetings</td>
<td>Ongoing</td>
<td>Board Chair</td>
<td>After every meeting or once a year</td>
</tr>
</tbody>
</table>

### Objective 3E: Enhance visibility of the Foundation among OAFP members.

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
</tr>
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<tbody>
<tr>
<td>Utilize personal stories in marketing materials, fundraising asks</td>
<td>Ongoing</td>
<td>Staff</td>
<td>Explore creating a bi-annual or quarterly Foundation newsletter; created through the OAFP e-blast system to customize a Foundation look; content to include program updates, stories, etc.</td>
</tr>
<tr>
<td>Report highlights/updates to the Academy Board at each quarterly meeting</td>
<td>Ongoing</td>
<td>Foundation Liaison</td>
<td></td>
</tr>
</tbody>
</table>

### Objective 3F: Implement continuous improvement practices.

<table>
<thead>
<tr>
<th>Action</th>
<th>Timeline</th>
<th>Responsible</th>
<th>Comments</th>
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<tbody>
<tr>
<td>Develop an endowment spending policy relative to use of endowment earning to support programs</td>
<td>Fall, 2017</td>
<td>Executive &amp; Finance/Audit Committee</td>
<td>Complete</td>
</tr>
</tbody>
</table>
The Foundation Board of Trustees acts on behalf of its member group, the Ohio Academy of Family Physicians (OAFP), to assist in developing awareness, understanding, and support of the mission and programs of the Ohio Academy of Family Physicians Foundation (Foundation) to cultivate student career choice in the specialty of family medicine so that we ensure a thriving family physician workforce for Ohio.

**The responsibilities of a Trustee are:**
- to assist in supporting and interpreting the mission of the Foundation to the people of Ohio
- to develop and approve long-term strategies and policy
- to provide policy and fiscal oversight
- to participate in fundraising activities
- to avoid involvement in a private business in a way that places them at special advantage because of their association with the Foundation
- to abstain from voting when conflicts of interest arise

**Specific duties for each Trustee include:**
- attend all Board meetings per year
- serve on at least one of the Foundation committees/teams
- make a meaningful personal and/or corporate financial contribution to the Foundation annually
- provide assistance in the identification, cultivation, and solicitation of prospects and donors
- act as an advocate for the Foundation within the OAFP community and to external audiences

**Commitments:**
- Trustees serve an initial three-year term and may be re-appointed to serve an additional three-year term. Terms begin January 1.
- OAFP Liaison serves a one-year term. The OAFP Vice President fills this position.
- Student and Resident Trustees and Alternate Trustees serve an initial one-year term and may be re-appointed to serve additional term(s).
- Emeritus Trustees are honored for their length of service and leadership on behalf of the Foundation. This is an honorary position, approved by the full Board of Trustees, and conferred for a lifetime. The Foundation currently has six Emeritus Trustees.
- There is a minimum of three Board meetings per year. These are usually scheduled to coincide with OAFP cluster weekends. Board meetings are usually two hours in length.

**Election**
Trustees are recommended through a Governance Committee process to the Foundation and elected to the Foundation Board by a majority of the Board of Directors of the OAFP.

(Approved by the Board of Trustees 5/6/17)
TRUSTEE MEMBER STATEMENT OF AGREEMENT

Name_________________________________________ Dates of term__________________________________________

As a trustee of the Ohio Academy of Family Physicians Foundation, I understand that my duties and responsibilities include the following:

- I am fiscally responsible, with the other board members, for this organization. It is my duty to know what our budget is and to take an active part in planning the budget and implementing the fundraising to meet it.
  - I will give what is for me a significant financial donation which reflects my passion for family medicine. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
  - I will actively participate in the annual campaign.
  - I will actively participate in the corporate campaign.
  - I will actively engage in fundraising for this organization in whatever ways are best suited to me. These may include individual solicitation, special events, or writing mail appeals and the like.

- I am legally responsible to this organization. I am responsible to know and approve all policies and programs and to oversee their implementation.

- I am morally responsible for the health and well-being of this organization. As a member of the board, I have pledged myself to carry out this organization’s mission to cultivate student career choice in the specialty of family medicine. I am fully committed and dedicated to this mission.

- I will attend_____ board meetings every year and be available for phone and email consultation. I understand that commitment to this board will involve a good deal of time and will probably not involve less than 2 hours per month.

- I will participate in at least one committee/team to support the work of the Foundation.

- I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.

- I will promote the work and value of the Foundation to my colleagues across the state.

I understand no quotas have been set and no rigid standards of measurement and achievement have been formed. Every trustee is making a statement of faith to every other trustee. We trust each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, support and approval of all. I know if I fail to act in good faith I must resign, or someone from the board may ask me to resign.

In its turn, this organization is responsible to me in a number of ways:

- I will be sent, without request, quarterly financial reports, which allow me to meet the prudent person section of the law.

- I can call on the organization's staff to discuss programs and policies, goals and objectives as appropriate.

- Trustees and staff will respond in a straightforward and thorough fashion to any questions I have that I feel necessary to carry out my fiscal, legal, and moral responsibilities to this organization.

_________________________________________            ________________________________  
Trustee Signature                                          Date

_________________________________________            ________________________________  
Organization Director Signature                           Date
Officer: **Chair – OAFP Foundation Board of Trustees**

**Responsibilities:**

1. **Committee Service:**
   a. Executive and Finance/Audit Committee, serves as Co-Chair with the Foundation Treasurer.
   b. Serves on at least one additional committee or team.

2. **Strategic Planning:**
   a. Responsible for convening special sessions of the Foundation for the purpose of strategic planning and shall collaborate with the Executive Vice President to implement the strategic plan at the Board’s direction.

3. **Officers:**
   a. Works collaboratively with all officers of the Foundation to ensure the timely administration of their duties.
   b. Monitors Board member activities to assure that all Board members are active participants in the work of the Foundation.

4. **OAFP:**
   a. Serves as liaison to the OAFP in representing the Foundation’s interests.
   b. Works with the Foundation’s Executive Vice President to collaborate with the OAFP on mutually beneficial activities.
   c. Works with the Executive Vice President to prepare an annual report to the OAFP concerning the Foundation’s activities.
   d. Will provide the OAFP Board with a verbal Foundation report for any OAFP Board meeting upon request or in the absence of the OAFP Liaison.

**Commitment/Credentials:**

1. Member of the OAFP/F Board of Trustees.
2. Member of the OAFP.
3. Demonstrates commitment to the OAFP/F mission and programs with substantial contributions of time and financial support.
4. Understands the intent of Board decisions and carrying out the duties of the Chair by implementing the will of the Board.
Officer: **Vice Chair – OAFP Foundation Board of Trustees**

**Responsibilities:**

1. Collaborate with the Chair and Foundation staff to oversee Foundation programs that are new, of special priority, or in a critical stage of development.

2. Collaborate with the Chair and Foundation staff to coordinate/oversee Foundation annual fundraising efforts.

3. Serves on the Executive and Finance/Audit Committee.

4. Serves on at least one additional committee or team.

**Commitment/Credentials:**

1. Member of the OAFP Foundation Board of Trustees.

2. Member of the OAFP.

3. Demonstrates commitment to the OAFP Foundation’s mission and programs with substantial contributions of time and financial support.
Officer: **OAFP Board Liaison – OAFP Foundation Board of Trustees**

Responsibilities:
1. Committee Service:
   a. Executive and Finance/Audit Committee, voting member
   b. OAFP Board of Directors, voting member: providing the OAFP Board with a verbal or written report of relevant activities of the OAFP Foundation and insuring that appropriate communications are maintained between the organizations.
   c. Serves on at least one additional committee or team.

Commitment/Credentials:
1. Member of the OAFP Board of Directors.
2. Elected by the OAFP Board of Directors to the one-year term as Liaison to OAFP/F.
3. Member of the OAFP/F Board of Trustees.
Resident and Medical Student Trustees

Powers and Duties of the Trustees:
(As defined by the OAFP Foundation Code of Regulations)

It shall be the duty of the resident and student trustees to attend meetings of the OAFP Foundation Board of Trustees. They shall serve on committees to which they are appointed. They shall have such power and duties as may be prescribed by these Code of Regulations or by the OAFP Foundation Board of Trustees. Up to two resident trustees and up to two student trustees may be selected in any given year and corresponding alternate resident trustee(s) and corresponding alternate student trustee(s) shall be elected in the event of unavoidable absence of the resident or student trustee(s), to serve with full voting privileges. Resident and student trustees and alternate trustees serve a one-year term and may be re-elected each year if still eligible.

Major Responsibilities and Duties:

The responsibilities of a Trustee are:

- To assist in supporting and interpreting the mission of the OAFP/F to the people of Ohio
- To develop and approve long-term strategies and policy
- To participate in policy and fiscal discussions to gain an understanding of how the Foundation operates
- To participate in fundraising activities
- To avoid involvement in a private business in a way that places them at special advantage because of their association with the Foundation
- To abstain from voting when conflicts of interest arise

Specific duties for each Trustee include:

- Attend a minimum of 50% of the Board meetings per year
- Serve on at least one of the Board committees
- Make a meaningful personal and/or corporate financial contribution to the OAFP/F annually
- Provide assistance in the identification, cultivation, and solicitation of prospects and donors
- Act as an advocate for the Foundation within the OAFP community and to external audiences

Specific duties for each Resident and Student Trustee include:

- Represents the residents and students through attendance at board meetings; attends all meetings and contributes to the discussion
- Serves as a liaison between the Foundation and the resident and student OAFP membership
- Gleans information about activities and problems that need reported to the Foundation board
- Reports on Foundation activities to resident and student members
- Serves as a resource to resident and student members
- Encourages involvement in the OAFP by resident and medical student members; observes members and makes appropriate recommendations relative to their potential service on OAFP and/or Foundation committees and in other leadership positions

Commitments:

- Resident and student trustees serve an initial one-year term and may be re-appointed to serve additional term(s). Terms begin July 1.
- There are usually four Board meetings per year. These are usually scheduled to coincide with OAFP cluster weekends. Board meetings are usually two hours in length.
- Attends Foundation Board meetings and the meetings of committees to which the resident or medical student trustee has been assigned

Reimbursement:

- The resident and student trustees’ travel will not be reimbursed in accordance with the current Foundation travel reimbursement policy.

Approved by Board of Trustees 10/24/2015
**Executive and Finance/Audit Committee**
The Executive and Finance/Audit Committee shall consist of the Chair, Vice Chair, Treasurer, OAFP Executive Vice President, and OAFP Liaison. Between meetings of the Board of Trustees, the Executive Committee shall have and exercise the power and authority of the Board of Trustees in the management of the Foundation.

The Executive and Finance/Audit Committee will prepare an annual budget, review and approve an annual review or audit of financial records by the Foundation’s certified public accountant, monitor the Foundation’s investments in keeping with the established investment policy, and review when necessary other proposals or activities with a financial implication.

The Executive and Finance/Audit Committee will review and select award recipients for the Foundation’s annual awards, review and select resident and student delegate and alternate delegates to the American Academy of Family Physicians National Conference of Family Medicine Residents and Medical Students (National Conference), and review and select medical student scholarship recipients to attend National Conference.

Members of this committee will choose at least one additional committee on which to serve.

**Committee Members:**
Chair – Pennie Marchetti, MD  
Vice Chair – Roxanne Cech, MD  
Treasurer – Scott Morris, DO  
OAFP Liaison – Teresa Zryd, MD (8/3/19)  
EVP – Ann Spicer

**Governance Committee**
The Governance Committee is responsible for the overall effectiveness of the Board of Trustees. To fulfill this duty, the committee will identify candidates to the board that will meet the skills needs of the board; will identify candidates for board leadership positions and will provide opportunities for leadership development for these candidates; will recommend training for the board to improve its competence as a governing board and as a fundraising organization; and will evaluate the effectiveness of the board and recommend appropriate improvements.

**Committee Members:**
Chair: Keith Lehman, MD  
Jonathan Diller, MD  
Melissa Jefferis, MD  
Kate Kelley  
Don Mack, MD  
Selim Sheikh, DO
**Development Team**
The Development Team will take an active role in fundraising for Foundation programs. These programs include:
- Annual campaign
- Corporate campaign
- Regional chapter campaign
- Annual meeting campaign
- Family Medicine Legacy League

To fulfill these responsibilities, team members will support all trustees in participating in these campaigns, will ensure appropriate tools and materials are available for trustees to use, and will set the calendar for the different campaigns.

**Team Members:**
Chair: Roxanne Cech, MD  
Nkosi Mason, MD  
Lizzy McIntosh, MD  
Mollie Myers  

**Outreach Team**
The Outreach Team supports the promotion of family medicine through Foundation activities. This includes:
- Educating members about the work and accomplishments of the Foundation
- Supporting the Family Member Interest Groups (and equivalent organizations at osteopathic campuses).
- Working with the Development Team, the Outreach Team will ensure OAFP meetings and regional chapter meetings include information about the Foundation’s mission, vision, and opportunities to improve Ohio’s family medicine pipeline.

To fulfill these responsibilities, team members will assist staff in developing educational materials about the Foundation (to encourage donors) and about family medicine (to encourage prospective family physicians). Team members will also ensure that every FMIG has a Foundation Trustee liaison.

**Team Members:**
Chair: Kelly Thibert, DO  
Roma Amin, MD  
Kathryn Anderson, DO  
Jonathan Diller, MD  
Pat Fahey, MD  
Doug Harley, DO*  
Ryan Kauffman, MD  
AuBree LaForce  
Pennie Marchetti, MD  
Scott Morris, DO  
Mollie Myers  
Scott Rogers, MD  
Steve Ulrich, MD  
Katelyn Walsh  
Lily White*

*Not a current Trustee
Program Descriptions

Leroy A. Rodgers, M.D., Preceptorship Program
The Foundation began to support the summer preceptorship programs of Ohio medical schools in 1990 and continues through the present. The Leroy A. Rodgers, M.D., Preceptorship Program is funded by donations from individuals, corporate members, OAFP regional chapters, grants from the American Academy of Family Physicians Foundation (AAFP Foundation, the AAFP Foundation Family Medicine Philanthropic Consortium, and the Ohio Association of Community Health Centers through its Ohio Primary Care Workforce Initiative.

Preceptorships match first- and second-year medical students with practicing family physicians for a period of four weeks (approved by board 10/24/15 – prior it was a four-to six-week rotation) during the summer months. Students witness firsthand the difference family physicians make in the lives of others – particularly those in underserved communities. Medical students receive grant stipends for participating. Research shows that students who have this type of experience early in their medical school careers are more likely to choose family medicine.

Through this program, the Foundation offers grant funding to the departments of family medicine at the state’s medical schools for participating students’ preceptorship rotation stipends. Stipends are $375 per week for a four-week preceptorship rotation. The maximum stipend for any one rotation is $1,500 (approved by the Foundation Executive and Finance/Audit Committee 12/13/18 – prior it was $300 per week for a maximum stipend of $1,200).

Since 1990, over 1200 medical students’ preceptorship experiences with family physician preceptors have been funded by the Foundation. Program outcomes show one-third of all participants chose a career in family medicine, and three-quarters of participants overall enter primary care career specialties.

American Academy of Family Physicians (AAFP) National Congress of Family Medicine Residents Delegate and Alternate Delegate Scholarships and AAFP National Congress of Medical Students Delegate and Alternate Delegate Scholarships
The resident and student congresses serve as the official voices of residents and students in the AAFP. Through these forums, resident and student member delegates elect their national leaders to the AAFP board, AAFP Congress, American Medical Association, etc., advocate for a wide variety of issues and causes, and receive valuable leadership training. Many initiatives launched by residents and students are now AAFP policy and many family medicine leaders got their start in the resident and student congresses. Selected delegates and alternate delegates also have the opportunity to attend AAFP’s National Conference of Family Medicine Residents and Medical Students.

The Foundation provides support for up to $1,200 in eligible expenses for the selected delegates and alternate delegates to represent OAFP resident and student members during the congresses held annually in Kansas City, Missouri.

AAFP National Conference of Family Medicine Residents and Medical Students (National Conference) Student Scholarships
Added to the slate of Foundation offerings in 2019, the Foundation Board of Trustees approved supporting up to ten Ohio medical students to attend the AAFP National Conference held in conjunction with the AAFP National Congresses of Family Medicine Residents and Medical Students. Students will receive a $599.99 scholarship to offset travel, registration, and meal costs for their trip to Kansas City.

Goals for the program are to support and promote the AAFP Foundation’s Family Medicine Leads Scholarship Program for the National Conference; creating collaboration between state and national efforts to support student career choice in the specialty of family medicine. As well as to engage more Ohio students and get them involved with the Foundation and/or OAFP in some capacity.
Ohio-Only Reception at AAFP National Conference of Family Medicine Residents and Medical Students

Capitalizing on the AAFP’s high-energy event, the Foundation hosts an Ohio-only reception for all students, residents, program directors, and physicians registered for the National Conference. Not only does the reception provide a venue for all Ohio attendees to network and meet face-to-face, it also provides a setting for each attendee to get questions answered about all things Ohio including OAFP and Foundation involvement and residency programs across the state. All delegates and student scholarship winners will be invited to attend this event.
Recognition Awards

Ohio Philanthropist of the Year
The Foundation award is patterned after the award of the same name given by the American Academy of Family Physicians Foundation. Recognition, done well, strengthens and nourishes both the donor and the organization. Recognition of philanthropy is important to focus our members on the direct impact that financial support and involvement both have on the success of our programs and the ability to achieve our mission. This award is given from time to time to an individual or couple who have a proven record of exceptional generosity who, through direct financial support, has demonstrated outstanding civic and charitable responsibility, and whose generosity encourages others to take philanthropic leadership roles on a community, national, or international level. The award is presented at the August recognition ceremony, held in conjunction with the OAFP Annual Meeting.

On a national level, the AAFP Foundation presents a Philanthropist of the Year awarded annually at the AAFP Congress of Delegates. This award is the pinnacle of the national recognition program that identifies a family physician(s) who exemplifies the spirit of philanthropy through extraordinary support of family practice. OAFP award recipients have been: Mark and Nancy Belfer (2000), Ken and Vicki Bertka (2002), Ted and Janet Wymyslo (2003), Tom and Diane Todd (2005), Larry and Linda Stone (2006), Ronald and Glenda Van Buren (2007), Ross and Linda Black (2008), Cathy Bishop (2009), Brian Bachelder and Debra Fink Bachelder (2012) and Mary Jo and Lloyd Welker (2016).

Family Physician Mentorship Award
This award was established in 2009 to recognize community-based Ohio family physicians who as preceptors have exhibited exemplary qualities/characteristics of mentorship excellence.

Award recipients are selected based on demonstration of the following criteria:
- Is an outstanding community-based Ohio family physician mentor/preceptor role model, who is not a fully affiliated paid faculty member of a medical school.
- Provided encouragement and constructive feedback.
- Provided guidance for individual’s career goals, career planning and growth.
- Helped individual through personal exploration, identification of core values.
- Provided close, supportive and collaborative relationship.
- Provided advice and skills development.
- Has been in practice over three years.

Distinguished Service Awards
The Foundation has been very fortunate in its initiation, growth and development, to have the very strong and loyal support of many. In 2002, it created a special award to give a little extra, well-deserved recognition to a few physicians whose time and efforts in shaping and leading the Foundation have been extraordinary. This award is presented from time to time at the August recognition ceremony.
Annual Fundraising Activities

Quilt Raffle
In conjunction with the OAFP Annual Meeting, the Foundation raffles a quilt to raise funds for operations. In the recent past, the proceeds have benefited Ohio rural health through the Leroy A. Rodgers M.D., Preceptorship Program. Beginning in 2000, the Foundation offered the “First Annual Past Presidents Quilt,” donated by three Past Presidents and their spouses. This tradition continues and more past presidents donate to sponsor our quilt each year. Tickets are sold at the Foundation booth during the OAFP Annual Meeting. The drawing is typically held just prior to the start of the OAFP Annual Dinner.

Wine Pull
In 2012, the Wine Cork Pull was introduced as part of the Foundation’s 25th Anniversary celebratory activities and was a huge success. It continues to grow each year. OAFP members and Foundation trustees are asked and encouraged to donate a bottle of wine to the pull. Attendees pay $20 per chance to win a bottle of wine. Wine donations are tax-deductible.

Online Auction
An online auction is held once quarterly as a way for physicians that do not attend the OAFP Annual Meeting a chance to participate in a fun activity to support the Foundation. Items that are related to Ohio history, family medicine, or are unique finds, are donated by members or organizations and auctioned off through an online portal.

Leadership Campaign
OAFP Board members and OAFP Foundation Board members are asked to make a donation to the OAFP Foundation that will support annual operations or a pledge to the Endowment Fund campaign. Donations can be paid at that time, or pledges can be paid according to the donor’s wishes.

Mileage Reimbursements
OAFP policy allows for the reimbursement of its Directors and committee members for travel to and from required meetings. Members are given the option to donate part or all of this travel expense reimbursement to the Foundation. These donations may be designated to a specific program chosen by the donor or restricted for use where most needed. OAFP Foundation Trustees are NOT reimbursed for their travel to attend Foundation meetings at this time.

Direct Mail Requests
These requests are sent to targeted groups of donors throughout the year. The Foundation also sends direct mail requests during November for its “year-end” appeals. Many of the direct request types of mailings are a response to the ideas for fundraising that are developed by trustees. Often, these letters will be written by a physician in order to have a more personal appeal to involving OAFP members in OAFP Foundation activities and campaigns.
Donor Recognition

Effective recognition is vitally important to ensure continued and increasing support for the OAFP Foundation. Recognition of philanthropy is important to focus our members on the direct impact that their financial support and involvement both have on the success of our programs and our ability to serve our mission. The names and levels of giving for the OAFP Foundation are the same as those used by the American Academy of Family Physicians Foundation. Cumulative gifts of $500 or more are always listed in the AAFP Foundation Annual Report, even if the entire gift amount is used in Ohio. Donations of any amount are listed on the OAFP Foundation webpage and in our other communications.

The Foundation staff will insure that written thank you letters are conveyed to the donor at the time of their gift(s). Records are kept and cumulative gifts are reported to the donor annually. The Foundation will strive to acknowledge donors in a variety of publications and other appropriate ways.

Annual operations of the OAFP Foundation are supported by individual contributions made throughout the year. Their gift(s) are recognized at the following levels.

**Individual Donor Recognition Levels**

The Founders Club gifts over $2,500
The Founders Club honors those family physicians who devoted their time and resources in founding the Ohio Academy of Family Physicians and its Foundation, and will recognize annual donors of $2,500 or more. Two circles within the Founders Club highlight the founding years of each respective organization.

- **The 1948 Circle ($5,000+)**
  The 1948 Circle commemorates the founding of the OAFP, then known as the Ohio Academy of General Practice, in 1948 and will recognize annual donors of $5,000 or more.

- **The 1987 Circle ($2,500 – $4,999)**
  The 1987 Circle commemorates the founding of the OAFP Foundation in 1987 and will recognize annual donors of $2,500 to $4,999.

The Presidents Club gifts of $1,000 +
The Presidents Club will pay tribute to the Presidents of the Academy and Foundation who have led the organizations since their inceptions and will recognize annual operations donors of $1,000+.

- **Patron** gifts of $500 - $999
- **Benefactor** gifts of $250 - $499
- **Sponsor** gifts of $150 - $249
- **Friend** gifts under $150

Annual operations of the OAFP Foundation are also supported by contributions made by corporations. These donations are recognized at the following levels.

**Corporate Partner Recognition Levels**

- **Grand Patron** $5,000+
- **Champion** $2,500 - $4,999
- **Benefactor** $1,000 - $2,499
- **Sustainer** $500 - $999
Endowment Fund Campaign
2000-2005

In order to give, grow and guarantee dollars to support programs that develop the future of family practice and ultimately result in increased and improved access to health care for all Ohioans, the OAFP Foundation established the Family Practice Endowment Fund. In 2000, the OAFP Foundation Board of Trustees initiated its campaign to raise $2 million for the Endowment Fund by December 31, 2005. Meeting the campaign goal would allow the Foundation to continuously develop and implement meaningful programs to better meet its mission. When resources are pooled, we can make a world of difference.

The Endowment Fund Campaign concluded in 2005 and though it did not meet the $2 million goal, the fund continues to grow and is currently (as of February 2020) just over $1.5 million. Individuals that contributed during the campaign are recognized on a wall-mounted display located at the OAFP headquarters.

Currently, the opportunity to restrict donations to the Endowment Fund is still available and individuals that contribute are recognized on the Foundation’s website.

Family Medicine Legacy League

Donor recognition is given in Ohio and at the AAFP/F for any gift made by Bequests, Life Insurance, Charitable Remainder Trust, or any other type of planned gift. Gifts of this type made during the Endowment Fund Campaign, from 2000 – 2005, and designated for the OAFP Foundation Endowment Fund are recognized on both bases of the Recognition Wall.

Since the completion of the Endowment Fund Campaign, individuals are continuously encouraged to consider the Foundation as a way of planned giving. These individuals are recognized on the OAFP webpage as members of the Family Medicine Legacy League.
Antitrust Compliance

It shall be the policy of the Ohio Academy of Family Physicians Foundation to be in strict compliance with all federal and state antitrust laws, rules and regulations. Therefore:

1) These policies and procedures apply to all membership, Board, committee and other meetings sponsored by the Ohio Academy of Family Physicians Foundation and to all meetings attended by official representatives of the Foundation.

2) Discussions of prices or price levels are prohibited. In addition, no discussion is permitted of any elements of a company’s operations which might influence price such as: a) Cost of operations, supplies, labor or services; b) Allowance for discounts; c) Terms of sale including credit arrangements; and d) Profit margins and mark ups, provided this limitation shall not extend to discussions of methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental.

3) It is a violation of Antitrust laws to agree not to compete, therefore, discussions of division of territories or customers/patients or limitations on the nature of business carried on or products sold are not permitted.

4) Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.

5) It is the Foundation policy that all meetings attended by representatives of the Foundation where discussion can border on an area of antitrust sensitivity, that the Foundation representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the Foundation representative should excuse himself/herself from the meeting and request that the minutes show that he/she left the meeting at that point and why he/she left. Any such instances should be reported immediately to the Chair and Executive Vice President.

6) It is Foundation policy that a copy of these Antitrust Compliance Policies and Procedures be given to each officer, committee member, official representatives of the Foundation and Foundation employees annually and that the same be read, or understood at all meetings of the membership of the Ohio Academy of Family Physicians Foundation.

*Adopted by the OAFP Foundation Board of Trustees 4/18/2015*
Contracts, Checks, Deposits, Funds, Signature and Credit Card Policies
Ohio Academy of Family Physicians Foundation

I. Contracts
The Board of Trustees may authorize any officer or officers, agent, or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation and such authority may be general or confined to specific instances.

II. Checks, Drafts, Etc.
All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board of Trustees.

III. Deposits
All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trusts companies, or other depositories as the Board of Trustees may select.

IV. Gifts
The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Foundation.

V. Signatures
Two signatures (executive vice president, treasurer, or president) are required on any checks written for $10,000 or more. (approved January 2015). From 1991 through January 2015, two signatures (executive vice president, treasurer, or president) were required on any checks written for $5,000 or more.

VI. Credit Card ID Theft
All paper and electronic media that contains cardholder data is kept physically secure. Paper donation forms with credit card information will not be stored; credit card information will be shredded once it is no longer needed for business or legal reason. Access to cardholder information is limited to only those individuals whose jobs require such access.
Emeritus Trustee Policy
Ohio Academy of Family Physicians Foundation

Adopted: February 19, 2020

Emeritus trustee is an honorary title conveyed by the Board of Trustees to recognize exemplary service and achievement on behalf of the OAFP Foundation. It is bestowed infrequently and only in cases of exceptional and aspirational service. Things to be considered in conveying emeritus trustee status would be length of service as a Foundation trustee and level of philanthropic support and/or service. Emeritus trustees serve at the pleasure of the board and the board can remove the title at any time for any reason.

Emeritus trustees do not have a vote, do not count towards a quorum, are not eligible to hold an office, are not obligated to attend meetings, and do not have fiduciary responsibilities.

(Reviewed September 2019; adopted February 2020)
EXECUTIVE COMPENSATION POLICY
The compensation policy applies to the compensation of the Executive Vice President (EVP) employed by the Ohio Academy of Family Physicians Foundation (Foundation) and requires that all of the following elements be included in the process of determining the EVP’s compensation:

1.) Review and approval. The compensation of the EVP shall be reviewed and approved by the board of trustees and/or the Foundation Finance/Audit Committee, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in the review and approval.

2.) Use of data as to comparable compensation. The review and approval of the compensation of the EVP shall include data as to compensation for similarly qualified persons in functionally comparable positions with similarly situated organizations.

3.) Contemporaneous documentation and recordkeeping. There shall be contemporaneous documentation and recordkeeping with respect to all reviews, deliberations and decisions regarding these compensation arrangements.

Adopted by the OAFP Foundation Board of Trustees 4/18/2015
Funds Development Policy

I. Coordination of Fundraising Efforts
The Ohio Academy of Family Physicians Foundation is committed to an ongoing program of securing philanthropic support for the mission of the foundation. The OAFP Foundation will establish and maintain methods of practice that allow the foundation to coordinate and guide all fundraising activities in a fashion consistent with the highest moral and ethical standards of philanthropy.

II. Philosophy
In all matters involving donors or prospective donors, the interests of the donor shall come before that of the Ohio Academy of Family Physicians Foundation. No program, agreement, trust, contract, or commitment shall be urged upon any donor or prospective donor that would benefit the OAFP Foundation at the expense of the donor's interest. No agreement shall be made between the OAFP Foundation and any agency, person, company or organization on any matter whether investments, management or otherwise, which would knowingly jeopardize the donor's interests.

It shall be the policy of OAFP Foundation to prohibit the use of any high-pressure techniques when dealing with prospective donors. The task of all OAFP Foundation personnel (staff and volunteers), shall be to inform, serve, guide or otherwise assist the donor in fulfilling her/his philanthropic wishes, but never, under any circumstances, to pressure or unduly persuade.

In keeping with this policy, all personnel hired by the OAFP Foundation to administer or promote any type of gift shall be paid a salary or hourly wage, but shall not receive commission that might give such personnel personal interest in any agreement.

Acceptance of personal gifts, bequests, or gratuities from donors by any member of the OAFP Foundation is strictly prohibited.

III. Endorsed Fundraising Activity
The Board of Trustees of the OAFP Foundation shall endorse fundraising activities in support of the approved programs and mission efforts of the OAFP Foundation which are consistent with the mission and the philosophy of the OAFP Foundation.

The Board of Trustees must approve all fundraising activities of the OAFP Foundation, its volunteers and staff.

Approval may be obtained through the annual planning and budgeting process, or by staff or member initiative via the action of the appropriate board committee.

IV. Constituencies
The Ohio Academy of Family Physicians Foundation will solicit the following groups, as appropriate, to secure philanthropic support:

1. Philanthropic individuals
2. Members of the Ohio Academy of Family Physicians
3. Families of OAFP members
4. Board members and leadership volunteers of the OAFP and its subsidiary or related organizations
5. Employees of OAFP and subsidiary organizations
6. Hospitals and other health care related organizations
7. Clients, patients and staff of members
8. Vendors and suppliers
9. Foundations
10. Corporations
11. Government sources
12. Civic organizations

V. Acceptable Gift Property
1. Cash
2. Marketable securities
3. Real property (saleable)
4. Personal property (saleable)
5. Life insurance policies
6. Gifts in-kind

The Ohio Academy of Family Physicians Foundation retains the right to approve or disapprove any gift.

Gifts of property other than cash (securities, real estate, tangible property) will be accepted and acknowledged on the basis of the fair market value of the property at the time the gift is made, with the proviso that no unacceptable limitations be made affecting the use of the contributed property.

The donor is responsible with appraisals to determine the fair market value and tax deductibility, although the OAFP Foundation may provide any assistance that is deemed appropriate.

The receipt of all gifts will be in accordance with all federal, state and local laws and regulations.

VI. Acceptable Gift Arrangements
The following gift arrangements are deemed appropriate:
1. Outright gift
2. Charitable gift annuity
3. Charitable Remainder Annuity Trust
4. Charitable Remainder Unitrust
5. Revocable Trust
6. Charitable Lead Trust
7. Pooled Income Fund
8. Estate note
9. Residence or farm with retained life interest
10. Insurance premiums payment pledge (to be paid over a limited and specific period of time)
11. Bequests

VII. Planned Giving
The Ohio Academy of Family Physicians Foundation will establish and will vigorously pursue a program to encourage members, friends, and other philanthropic individuals to include OAFP Foundation in their respective Last Wills and other forms of testamentary dispositions such as trusts and insurance.

OAFP Foundation will establish a society of planned giving (the OAFP Foundation Family Practice Legacy League) which will recognize the individuals who make gifts or planned giving arrangements to provide a legacy of support for the mission of the Foundation.
The Foundation will define the various types and conditions of planned gifts as well as the terms of investment, intervals of payment and methods of final disbursement.

At no time will OAFP Foundation staff or volunteers offer professional legal, accounting, banking, taxation or estate planning advice on behalf of the OAFP Foundation, but will always seek to provide information to the donor and her/his financial advisors, and will always encourage donors and prospective donors to seek appropriate professional advice and counsel.

VIII. Gifts of Securities
All readily marketable securities will be sold as close to the date of transfer to the OAFP Foundation as possible through the OAFP Foundation’s broker on the open market.

Stock controlled under Securities and Exchange Commission Rule 144 will be held until the restriction on sale expires and then can be sold in the same manner as detailed above.

Gifts of securities which are not readily marketable will be accepted under the following conditions:

Gifts of closely held corporate stock will be carried on the Foundation’s books at $1.00, in the absence of financial information which would enable determination of “book value.”

Such securities will be carried at “book value” as long as audited financial statements are provided to the Foundation so that “book value” can be substantiated.

Gifts of bonds which require a “holding” period will be accepted and cashed when the holding period has expired.

Gift of securities that will not be accepted include securities which are assessable or in any way could create a liability to the Foundation and securities which may not be assigned such as series E in savings bonds.
IX. **Confidentiality**
All information concerning donors or prospective donors, including their names, the names of their beneficiaries, the amount of gifts, size of estates, etc., shall be held in strict confidence by OAFP Foundation, its staff and authorized personnel and shall be used only for approved functions and activities in support of the OAFP Foundation mission.

X. **Endowment Fund**
The OAFP Foundation has established an endowment fund for the furtherance of the mission of the OAFP Foundation. The income from such endowment may be designated for use only by action of the Board of Trustees of the OAFP Foundation.

The corpus of the endowment may not be violated. An endowment fund can be named to memorialize or honor a particular individual(s) or organization(s) if the contributed or aggregate contributions total $50,000 or more. Such action must be received and approved by the Board of Trustees.
Investment Policy
Ohio Academy of Family Physicians Foundation

Adopted: December 2, 2000
Revised: February 2, 2008
Adopted: April 13, 2013
Adopted: March 17, 2018

SECTION I - BACKGROUND
1. The Ohio Academy of Family Physicians Foundation (OAFP Foundation) is a non-profit charitable, organization with 501(c) (3) tax exempt status. Its activities support the philanthropic goals of the Ohio Academy of Family Physicians (OAFP). The mission of the Foundation is to cultivate student career choice in the specialty of family medicine.

2. Foundation programs and activities are funded through donations from individuals and corporations, a portion of the membership dues paid to the OAFP, OAFP regional chapters, American Academy of Family Physicians Foundation (AAFP Foundation) network participation shared donations, and grants.

3. Ongoing operations shall be funded out of annual revenues other than those restricted for growth of the Endowment Fund. The proceeds from the Endowment Fund may be used for annual operations at such time as the Board deems its goals in growing the fund have been met.

4. This policy directs the investment of reserves and endowment funds.

SECTION II – RESERVES
1. Reserves may be used to smooth the annual operating revenue stream and for capital expenditures.

2. Any excess of annual operating revenue over expense should be transferred to reserves. FDIC insures the checking account balance (annual operating funds) up to a maximum of $250,000. Therefore, the checking account balance should not routinely ever exceed $250,000. The transfer of these funds from the checking account to reserves requires the approval of the treasurer or other officer.

3. Reserve funds should be held separately from operating funds and should be held in liquid vehicles.

4. The goal is to build reserves to an amount equal to one quarter of the current year's operating expenses. Reserve amounts in excess of one quarter of the current year's operating expenses may be deposited into the Endowment fund at the recommendation of the treasurer and with the approval of the Board of Trustees.
SECTION III - ENDOWMENT
1. Endowment funds are accumulated in order to generate a stable and adequate source of income that is not dependent on annual operating revenue.

2. These funds are:
   a. contributions from sources listed above but specifically designated as Endowment Fund contributions by donors
   b. monies from other sources designated by OAFP Foundation Trustees as deposits to the Endowment Fund.

3. The target goal for the Endowment Fund is $1,000,000 (one million dollars). When that has been reached, the OAFP Foundation should accumulate in perpetuity to maintain the integrity of the fund.

4. OAFP Foundation endowment funds should be held in vehicles such as stocks and bonds in keeping with the AAFP Investment Policy.

5. Fund manager(s) will provide the OAFP Foundation with quarterly reports detailing the portfolio performance.

6. The average amount of dividends and interest income over a five-year rolling period will be determined each year and that amount will be included in the Foundation’s annual operating budget.

SECTION IV – POLICY REVIEW
1. Finance/Audit Committee is responsible for annually reviewing the OAFP Foundation Investment Policy and recommending any needed revisions to the Board of Trustees.

2. This Investment Policy must be reviewed and approved by the OAFP Foundation Board of Trustees on a periodic basis, not to exceed three (3) years.

(Reviewed November 2007; revisions adopted February 2, 2008)
(Reviewed March 2006; revisions adopted April 29, 2006)
(Reviewed March 2013; revisions adopted April 13, 2013)
(Reviewed and accepted as written January 2016)
(Reviewed February 2018; revisions adopted March 17, 2018)
IRS 990 POLICIES AND PROCEDURES

OAFP Foundation policy calls for the IRS 990 policies and procedures inventory to be reviewed annually and a statement to that affect be signed by the current Foundation Program and Operations Manager and Executive Vice President and presented to the accounting firm that prepares the Academy’s IRS 990.

The IRS inventory of necessary policies and procedures includes:

- Mission statement adopted by the Board of Trustees
- Establishment of a Finance/Audit Committee
- Adoption of policy regarding acceptance of gifts of conservation easements
- Adoption of policy regarding confirmation that tax-exempt bonds are in compliance
- Existence of written policies and procedures governing the activities of its chapters, affiliates and branches to ensure their operations are consistent with those of the organization
- Existence of a written conflict of interest policy and procedure for enforcement
- Does the organization make governing documents, conflict of interest statements and financial statements available to the public?
- Does the organization document meetings held or written actions undertaken by the governing body or each committee with authority to act on behalf of the governing body?
- Existence of a written whistleblower policy
- Existence of a written records retentions policy
- Existence of a written executive compensation policy
- Existence of a written joint venue policy
- Existence of a written travel reimbursement policy
- Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- Does the organization hire or use third parties or related organizations to solicit, process or sell non-cash contributions?
- Does the board review the Form 990 prior to its filing with the IRS?
- Existence of a reportable relationships and transactions policy
- Has organization evaluated its board to determine which members are independent under new form 990 definition?
- Has the required compensation information, including most fringe benefits been reviewed to determine if the organization has this data readily available?
- Have revenue sharing and other incentive plans been identified?
- Has the organization identified related organizations and developed a procedure to identify compensation paid from these organizations?
- Has the organization identified key employees whose compensation must be reported, as well as former directors, officer and key employees who currently receive compensation?
- Has the organization considered providing additional direct (W-2) compensation in lieu of certain perks?
- Has the organization developed due diligence procedures for grants made to foreign individuals or organizations?

*Adopted by the OAFP Foundation Board of Trustees 4/18/2015*
JOINT VENTURE POLICY

This joint venture policy requires that the Ohio Academy of Family Physicians Foundation (Foundation) evaluate any proposed participation in joint venture arrangements under applicable federal tax laws and take appropriate steps to safeguard the Foundation’s exempt status with respect to such arrangements. This policy applies to any joint ownership or other similar contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment or exempt-purpose activity as further defined in the policy.

1.) Joint ventures or similar arrangements. For purposes of this policy, a joint venture of similar arrangement means any joint ownership or contractual arrangement with a taxable entity or individual through which there is an agreement to jointly undertake a specific business enterprise, investment or exempt-purpose activity without regard to:
   (a) whether the Foundation controls the venture or arrangement;
   (b) the legal structure of the venture or arrangement; or
   (c) whether the venture or arrangement is taxed as a partnership, an association, or a corporation for federal income tax purposes. A venture or arrangement is disregarded, however, if it meets both of the following conditions.
   (i) 95% or more of the venture’s or arrangement’s income for its tax year ending within the Foundation’s tax year is excluded from unrelated business income taxation (including but not limited to dividends, interest and annuities; royalties; rent from real property and incidental related personal property except to the extent of debt financing; and gains or losses from the sale of property); and
   (ii) The primary purpose of the Foundation’s contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2.) Safeguards to ensure exempt status protection. The Foundation will:
   (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards as are adequate to ensure that the Foundation’s exempt status is protected; and
   (b) take appropriate steps to safeguard the Foundation’s exempt status with respect to the venture or arrangement. Some examples of such safeguards are:
   (i) retaining control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the Foundation;
   (ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
   (iii) that the venture or arrangement not engage in activities that would jeopardize the Foundation’s exemption; and
   (iv) that all contracts entered into with the Foundation be of terms and conditions that are arm’s length or more favorable to the Foundation.

Adopted by the OAFP Foundation Board of Trustees 4/18/2015
Records Retention Policy

Associations routinely maintain files and records in a variety of areas, including membership, finances, programs and personnel. In order to retain business records at a manageable level and still comply with legal requirements in the record keeping area, the Ohio Academy of Family Physicians Foundation has developed this records retention schedule.

Guidelines have two primary purposes:
1. To ensure that records that should be retained are not discarded
2. To ensure that records for which there is no reason to retain are disposed of in a timely manner.

With these two purposes in mind, the Ohio Academy of Family Physicians Foundation records retention policy can be summarized as follows:

- Subject to the exceptions specifically described in this document, file materials in general should not be retained for more than three years.

- Records that are either duplicative of other records or of little consequence from both the operational and legal standpoint need not be retained for three years. Conversely, various laws and regulations, in addition to prudent business practices, require that certain records be retained for more than three years. Those exceptions are described beginning on the second page of this document.

- It can generally be assumed that the three-year record retention period applies to a type of record not listed on the attached schedule. Each individual should exercise common sense in determining whether a file falls outside the general "three-year rule." Check with the Executive Vice President if you are unsure as to what category a particular document falls into or if you believe there may be circumstances that warrant a deviation from the stated policy.

- Regardless of any established record retention period, once an association has any knowledge of an actual or potential legal investigation, claim, proceeding or suit, any records that may have a bearing on the outcome of the matter must be preserved until the matter is concluded.

- If you determine that a particular file should not be discarded, that file should be retained by you as part of your working files or stored in such a manner that it can readily be identified and retrieved.

Specific OAFP Foundation Records Retention Requirements

Accounts payable ledgers and schedules - 7 years

Accounts receivable ledgers and schedules - 7 years

Articles of Incorporation - Permanently

Audit/review reports of accountants - Permanently

Bank reconciliation - 2 years

Benefit, pension, and insurance plans (with supporting data) - 6 years following termination of plan
Board minutes - Permanently

Board meeting agendas, handouts and supplemental materials - 3 years

Bylaws - Permanently

Capital stock and bond records - Permanently

Cash books - 7 years

Chart of Accounts - 7 years

Checks (cancelled) - 7 years

Committee Data Forms (with conflict of interest statements) - 3 years

Committee Minutes - Permanently

Committee Agendas, Handouts and Supplemental Materials - 3 years

Complaints/concerns filed under Whistleblower Policy – to be retained by Executive Committee – 7 years

Contracts and leases:
   Expired - 10 years
   Still in Effect - Permanently

Correspondence:
   General - 3 years
   Legal and important matters only – Permanently

Deeds, mortgages, bills of sale - Permanently

Depreciation schedules - Permanently

Employee personnel records:
   Current employees - Permanently
   After termination - 3 years

Email – can be disposed of 60 days after topic discussed ceases to be active; spam can be discarded immediately

Financial Statements:
   End of Year - Permanent
   Monthly - 2 years

History, OAFP Foundation - Permanently

Insurance Policies:
   Claims made - 3 years after payment
Workers compensation claims - Permanently
Expired policies - Permanently
Current policies - Permanently
Current incident reports, claims, policies, etc. - Permanently

Inventory list - Permanently

Invoices:
  To members - 7 years
  To customers - 7 years
  From vendors - 7 years

Journals - 7 years

Lobbyist Registration Statements - Permanently

Membership Records:
  • Electronic records for all members since 1995 - Permanently

  If and when membership records exceed database capacity, records can be deleted as follows:
  • Records for deceased members can be deleted 3 years following the member’s death
  • Records for dropped members can be deleted 4 years following the drop date
    assuming the member has failed to re-enroll during those 4 years.

Minutes:
  • For OAFP Foundation Board of Trustees meetings - Permanently
  • For OAFP Foundation Commission meetings - Permanently
  • For OAFP Foundation Committee meetings - Permanently
  • For OAFP Foundation Forum and Task Force meetings - Permanently

Notes Receivable Ledgers and Schedules - 7 years

Payroll Records and Summaries - 5 years

Pension Payment Information - 5 years

Petty Cash Voucher - 3 years

Property Appraisals (by outside appraisers) - Permanently

Property Records of Properties no longer owned - including costs, depreciation reserves, end-of-
  year trial balances, and depreciation schedules - 7 years

Publications of Enduring Materials:
The Ohio Family Physician (bound copies of all past issues are kept in library office; in addition
  25 copies of each issue are kept from last 3 years). - Permanently

Tax returns and other pertinent records - 7 years
Time sheets - 5 years

Trademark, service mark and copyright registrations - 5 years

Voucher register and schedules - 7 years

Vouchers for payments to vendors, employees, etc. (includes allowances and reimbursement of employees, officers, etc. for travel and entertainment expenses. - 7 years

In the event of pending or threatened legal investigations, claims, proceedings or lawsuits, all records or documents relevant to the matter must be preserved until the matter is concluded.

Adopted by OAFP Foundation Board of Trustees 1/23/2010
Reviewed by the Finance/Audit Committee 4/09/2015
Adopted by the OAFP Foundation Board of Trustees 4/18/2015
Whistleblower Policy

Preamble: The Ohio Academy of Family Physicians Foundation (OAFP Foundation) is fully committed to providing a workplace that is open to and fosters communication concerning all aspects of its organization and operations, including compliance with all applicable federal, state and local laws, regulations, rules and ordinances relating to corporate or financial misconduct and fraud. Toward that end, OAFP Foundation has adopted this policy to protect its employees from unlawful threats, discrimination, retaliation or discharge as a result of their lawful reporting of, or providing or causing to be provided, information about what they reasonably believe to be corporate fraud or other violations, or possible violations, by the OAFP Foundation or its agents of any applicable laws, or objecting to or refusing to participate in any such activity or practice, not only to accommodate, but to encourage, responsible whistleblowing. This policy is not intended to address claims or allegations of harassment, sexual or otherwise, or discrimination in the workplace: those issues are covered in separate policies in the Ohio Academy of Family Physicians Personnel Policy Handbook (see .c.1.07 HARASSMENT POLICY – SEXUAL & OTHER; see .c.1.05 - EQUAL EMPLOYMENT OPPORTUNITY).

Policy: OAFP Foundation designates the OAFP Foundation chair as the primary person responsible for receipt of any concerns or information that an employee reasonably believes represents or relates to a violation of any law by the OAFP Foundation or its agents, including, without limitation, financial statement disclosures, accounting, internal accounting controls, and/or auditing matters and for administering this policy.

If an employee is uncomfortable with discussing, or for any reason prefers not to submit to, or discuss a concern with the president, the employee may instead choose to contact any other members of the Executive Committee to discuss the concern. In addition to the chair, the Executive Committee is composed of the vice chair, treasurer, OAFP liaison, and executive vice president. For purposes of this policy, any member other than the chair that receives a concern is referred to as a primary contact.

Any employee of the OAFP Foundation may submit, on a confidential and anonymous basis if the employee so desires, any concern that such employee reasonably believes relates to the violation of any laws by the OAFP Foundation or its agents. Although a concern may be initially discussed with either the chair or any other primary contact, all concerns must be set forth in writing and forwarded by U.S. mail or overnight courier in a sealed envelope (marked with the notation ‘PERSONAL AND CONFIDENTIAL COMMUNICATION – ADDRESSEE ONLY MAY OPEN – submitted pursuant to the whistleblower policy”’ to the chair or other primary contact. If being submitted anonymously, the employee should take particular care to provide sufficient information to allow a full investigation of the matter.

Upon receipt of a concern, the chair or other primary contact, shall refer the concern to the full Executive Committee, whereupon the Executive Committee will promptly and fully investigate the concern so reported and take all necessary and appropriate remedial and disciplinary action to correct the concern reported. In conducting such investigation and implementing subsequent remediation, the Executive Committee shall comply with all laws regarding and otherwise use reasonable efforts to protect, the confidentiality and anonymity of the reporting employee.

OAFP Foundation may from time to time establish new and/or supplementary procedures and guidelines to assure compliance with the intent of this policy as stated in the preamble as well as with all applicable laws.
There shall be no retaliation or discrimination of any kind against an employee who submits a concern in good faith even if such concern is ultimately determined to be unfounded; provided, however, the submission of a concern based on information that the employee knows to be false or without a good faith, reasonable belief in its truth and accuracy is not protected by this policy and may subject the reporting employee to disciplinary action up to and including termination of employment.

Executive Committee shall retain as a part of its records all concerns and information regarding the investigation and outcome thereof for a period of not less than seven (7) years.

Approved by the Board of Trustees on 1/23/2010
Annual Board Member Questionnaire

Tax Year 2020
FY2020

Name: __________________________________________________________________

Date: ___________________________________________________________________

The Internal Revenue Service made significant modifications to the Form 990, the tax form filed by tax exempt entities. This new form will be required for all tax years beginning in 2008. One of the goals of the new form is to increase transparency of the exempt entity’s operations and financial relationships. As such, there are questions on the new form regarding business and family relationships among board members, key employees and between board members and the organization. It is a requirement of the Ohio Academy of Family Physicians Foundation to make a reasonable attempt to obtain this information from board members and key employees.

Please complete the information below and return it to Ellen Kreider, Financial Coordinator, Ohio Academy of Family Physicians Foundation, 4075 N. High Street, Columbus, Ohio 43214 by Friday, February 19, 2021.

Please check the box which best describes your answer:

Compensation:
1.) Were you compensated during FY2020 by the Ohio Academy of Family Physicians Foundation (including payments as an independent contractor)? If so, please describe under additional information. Yes ☐ No ☐

2.) Were you compensated during FY2020 by a related organization to the Ohio Academy of Family Physicians Foundation? If so, please describe under additional information. Yes ☐ No ☐

Governance – Relationship Among Interested Persons:
3.) Did you have a business relationship with any other member of the Board of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information. Yes ☐ No ☐

4.) Did you have a business relationship with any officer or key employee of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information. Yes ☐ No ☐
5.) Are you related to any officer or key employee of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐   No ☐

   Note: a family member includes a spouse, ancestors, brothers, and sisters (whether half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

6.) Are you related to any officer or key employee of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐   No ☐

Transactions with Interested Persons

Loans to and/or from Interested Persons:
7.) Did you individually, have any loans with the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐   No ☐

8.) Did you, individually, have any loans with any current or former officer, director, trustee, or key employee of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐   No ☐

9.) Did you, individually, have any loans with a vendor of the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐   No ☐

Grants of Assistance Benefitting Interested Persons:
10.) Did you, individually, receive any grants or other assistance (including provision of goods, services or use of facilities regardless of amount, provided by the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
    Yes ☐   No ☐

11.) Did you have a family member receive any grants or other assistance (including provision of goods, services or use of facilities) regardless of amount, provided by the Ohio Academy of Family Physicians Foundation?
    Yes ☐   No ☐

Business Transactions Involving Interested Parties:
12.) Did you, individually, have a direct business relationship with the Ohio Academy of Family Physicians Foundation, other than as a director? If yes, please describe under additional information.
    Yes ☐   No ☐
13.) Did you, individually, have an indirect business relationship with the Ohio Academy of Family Physicians Foundation? If so, please describe under additional information.
   Yes ☐ No ☐

   Note: An indirect business relationship is one in which you have ownership of more than 35% in another organization either individually or collectively with other trustees, officers, directors, key employees, or former trustees, officers, directors, or key employees, that does business with the Ohio Academy of Family Physicians Foundation.

14.) Did you have a family member who had a direct business relationship with the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐ No ☐

15.) Did you have a family member who also had an indirect business relationship with the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.
   Yes ☐ No ☐

   Note: An indirect business relationship is one in which you have ownership of more than 35% in another organization either individually or collectively with other trustees, officers, directors, key employees, or former trustees, officers, directors, or key employees, that does business with the Ohio Academy of Family Physicians Foundation.

16.) Did you serve as an officer, director, trustee, key employee, or partner for a vendor of the Ohio Academy of Family Physicians Foundation?
   Yes ☐ No ☐

   If no, move on to question # 17. If yes, please answer questions below:
   ▪ Did you have a single transaction in an amount equal to or greater than $10,000 with the vendor? If yes, please describe under additional information. Yes ☐ No ☐
   ▪ Did you have transactions in total that were equal to or greater than $100,000 with the vendor? If yes, please describe under additional information. Yes ☐ No ☐
   ▪ Were you compensated by the vendor in an amount equal to or greater than $10,000? If yes, please describe under additional information. Yes ☐ No ☐

17.) Did you have a family member who served as an officer, director, trustee, or key employee, or partner of a vendor of the Ohio Academy of Family Physicians Foundation?
   Yes ☐ No ☐

   If no, move on to question # 18. If yes, please answer questions below:
   ▪ What is your relationship to this family member? ________________________________
• Did he/she have a single transaction in an amount equal to or greater than $10,000 with the vendor? If yes, please describe under additional information.  Yes ☐ No ☐

• Did he/she have transactions in total that were equal to or greater than $100,000 with the vendor? If yes, please describe under additional information.  Yes ☐ No ☐

• Were he/she compensated by the vendor in an amount equal to or greater than $10,000? If yes, please describe under additional information.  Yes ☐ No ☐

18.) Did you individually, have a single transaction in an amount equal to or greater than $10,000 with the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.  Yes ☐ No ☐

19.) Did you, individually, have transactions in total equal to or greater than $100,000 with the Ohio Academy of Family Physicians Foundation? If yes, please describe under additional information.  Yes ☐ No ☐

Additional information:

As a member of the Board of Trustees of the Ohio Academy of Family Physicians Foundation, I understand that certain disclosures regarding independence and transactions with interested persons are required by board members of the Ohio Academy of Family Physicians Foundation.

I agree to promptly update the information contained on this form should I become aware of a situation that may lead to any independence issues, conflicts of interest or transactions with interested persons.

______________________________________________________
Board member’s signature

______________________________________________________
Date
Conflict of Interest and Disclosure Statement (adopted 11/04/06)

The OAFP Foundation's Board of Trustees, officers and staff as well as members of various organizational entities such as committees, advisory councils and program champions deal with a variety of issues which may have far-reaching implications. The Foundation is well served by the fact that many of those involved in policy development and implementation and fundraising have diverse interests and are involved in a number of activities outside this organization. This interest and involvement enhances the expertise that these individuals bring to the various roles they fill in representing the Foundation.

On occasion, situations may exist in which an individual serving the Foundation in an elected or appointed position has some outside interest which constitutes a conflict of interest or could be perceived as constituting a conflict of interest. Generally, a conflict of interest could be said to exist when individuals have material interests outside the Foundation which could influence them or could be perceived as influencing them to act contrary to the interests of the Foundation and for their own personal benefit or the benefit of a family member or business associate.

Most often, the type of interest resulting in a conflict would be financial, such as, for example, when an individual has an association with a third party through receipt of a research or other type grant or stipend, an ownership interest, an employment relationship, or a consultative or advisory arrangement. However, in some situations a conflict of interest may exist even though the conflict does not arise out of financial considerations. For example, a member of the Foundation's Board of Trustees may have a fiduciary responsibility as a member of the Board of Trustees of some other organization. If the interests of that organization were contrary to the interests of the Foundation, a situation could exist in which the individual could not fulfill his or her fiduciary responsibilities to both organizations. A conflict of interest would exist, even though it might not be related to personal financial gain.

A key element in avoiding an actual or a perceived conflict of interest is to ensure that a system is in place under which those serving the Foundation provide full disclosure of any potential conflicts. Accordingly, the Foundation has developed a disclosure form to be completed by officers, Board members, those appointed to serve on committees, advisory councils, program champions and other similar entities and senior members of the staff including the executive director and the executive vice president.

Foundation members elected or appointed to serve the organization will be requested to complete this disclosure form each time they are appointed or elected to a new term. All of those completing the form are expected to notify the Foundation's executive director or board chair in writing if a potential conflict of interest arises which has not previously been noted on the current disclosure form.

When an individual is acting for the Foundation and does have a conflict of interest because of the subject under consideration, that individual will be expected to refrain from any discussions or actions on that subject. In most situations, no further action will
be required. However, in some instances, the nature of the conflict of interest may be so substantial that the individual will be asked to discontinue the non-Foundation activity resulting in the conflict or relinquish his or her position with the Foundation.

In some isolated cases, it may occur that a substantial conflict of interest exists and the involved individual refuses to take the necessary steps to resolve the conflict. Since members of committees, advisory councils, program champions, task forces, etc. serve at the will of the Board of Trustees, they too would be subject to removal by the Board.

It again must be emphasized that OAFP Foundation’s policy on conflict of interest and the required disclosure form are not intended to dissuade qualified candidates from Foundation service. Indeed, each individual's special interests and involvement can enhance his or her ability to better serve the organization. In many instances, those interests and involvement clearly do not constitute a potential or actual conflict of interest. However, when the potential for a conflict of interest exists, it is appropriate that the relevant facts be fully disclosed.

This statement must be signed and returned to the OAFP Foundation office before trustees, officers, staff, committee members, program champions and advisory council members can begin their term of service.
I have read the OAFP Foundation document titled "Conflict of Interest and Disclosure Statement" and understand and support its intent.

To the best of my knowledge (check one of the following):

1) _____ I do not have a conflict of interest.

2) _____ I do not have a conflict of interest. However, in the spirit of full disclosure and in the event such information would be deemed relevant by others, I have listed certain of my interests/affiliations in accordance with the instructions below.

3) _____ I do have a potential conflict(s) of interest and I have listed such conflict(s) in accordance with the instructions below.

(In determining whether you have a conflict of interest, reference should be made to the Foundation document, “Conflict of Interest and Disclosure Statement,” which states in part: “Generally, a conflict of interest could be said to exist when individuals have material interests outside the Foundation which could influence them or could be perceived as influencing them to act contrary to the interests of the Foundation and for their own personal benefit or the benefit of a family member or business associate.” If you checked box 2 or 3 above, please attach to this form a full description of any of your activities which you wish to disclose or which you believe may constitute a conflict of interest. Provide all relevant information including: (1) the nature of those activities which you are listing; (2) the types of financial arrangements (if any) between you and any third parties involved in those activities; and (3) a description of the business or purpose of such third parties.

I agree that if the Foundation is considering or involved with any subject in which I have a conflict of interest, I will not participate in any discussion or action on that subject unless officially requested to do so.

I further agree that if a potential conflict of interest arises which has not been reported previously, I will immediately notify the Foundation's executive director or board chair in writing.

_______________________________________________________
NAME (Please Print)

_______________________________________________________
SIGNATURE

_______________________________________________________
DATE
ARTICLE I

Purposes

The purposes of the Ohio Academy of Family Physicians Foundation, Inc. (hereinafter referred to as “Foundation”) as stated in its Articles of Incorporation are exclusively charitable, educational, and scientific, including the following:

A. To support educational and philanthropic activities which are consistent with the mission of the Foundation;
B. To support activities that encourage students to pursue family medicine as their intended specialty within the State of Ohio; and
C. To support selected research activities in family medicine which have the potential to improve patient care;

and to those ends receive, take and hold by gift, grant, assignment, transfer, device or bequest, either absolutely or in trust for such purposes, any property, real, personal, or mixed, if any, as may be imposed by law; provided that no part of the net earnings of the Foundation shall inure to the benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the promotion of propaganda, or otherwise attempting to influence legislation.

ARTICLE II

Offices

The Foundation shall have and continuously maintain in the State of Ohio a registered office, and may have such other offices within or without the State of Ohio as the Board of Trustees may from time to time determine.

ARTICLE III

Section 1. Voting Members

The voting members of the Foundation shall be the persons who from time to time are members of the Board of Directors of the Ohio Academy of Family Physicians. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members. Voting membership of this Foundation is not transferable or assignable. Voting by proxy shall not be permitted; however, absentee voting shall be permitted
provided such a vote is submitted in writing to the Board of Trustees prior to formal Board action.

**ARTICLE IV**

**Meetings of Voting Members**

**Section 1. Annual Meeting**

An annual meeting of the voting members of the Foundation shall be held for the purpose of electing trustees and for the transaction of such other business as may come before the voting members. Unless otherwise ordered by the OAFP Foundation Board of Trustees, said annual meeting shall be held at the call of the Chair of the Foundation, at the time and place designated in such call. The Chair of the Foundation shall endeavor (but shall not be required) to arrange for such annual meeting to be held in conjunction with that duly convened meeting of the Board of Directors of the Ohio Academy of Family Physicians which falls in the last quarter of the calendar year.

**Section 2. Special Meetings**

Special meetings of the voting members may be called either by the Chair of the Foundation, the Board of Trustees of the Foundation, or three or more of the voting members (members of the Board of Directors of the Ohio Academy of Family Physicians). Any authorized person or persons calling a special meeting of voting members shall designate the time, date, and place of such a meeting and shall endeavor (but shall not be required) to arrange the special meeting to coincide with a duly convened quarterly meeting of the Board of Directors of the Ohio Academy of Family Physicians. Notice of the meeting shall be sent to all voting members via electronic mail no less than ten days before the date of such meeting. Purpose of the meeting shall be noted in meeting notice.

**Section 3. Quorum**

A simple majority of the voting members shall constitute a quorum for the initiation of business at any meeting.

**ARTICLE V**

**Board of Trustees**

**Section 1. General Powers**

The affairs of the Foundation shall be managed by its Board of Trustees.
Section 2. Number, Tenure, Qualifications, and Election

The number of board trustees, with vote, shall be not fewer than twelve nor more than twenty-five. The OAFP Board of Directors will appoint two of these Trustees: 1) the OAFP Executive Vice President and 2) a member of its Executive Committee to serve as the OAFP Liaison Trustee.

Trustees, excluding the two appointed by the OAFP Board of Directors, will be recommended by the Foundation Governance Committee and elected to the Foundation Board of Trustees by a majority of the OAFP Board of Directors at the annual meeting of the voting members.

Trustee Terms:

- **OAFP Executive Vice President and OAFP Liaison** – The OAFP Executive Vice President will serve a length of term at the will of the OAFP Board of Directors. The OAFP Liaison will serve a one-year term at the will of the OAFP Board of Directors.

- **Active OAFP member Trustees** – Trustees will serve an initial three-year term and may be re-elected to serve an additional three-year term. Trustees will be permitted to serve no more than two, three-year terms consecutively. A Trustee may be re-elected after a minimum absence of one year. Each term shall commence on the first day of January following their election and shall expire on the thirty-first of December of the third year thereafter. Whenever possible, Trustees will be appointed with staggered terms so that in any given year turnover will not exceed one-third of the Board of Trustees. Foundation Chair and Vice Chair may exceed their two, three-year consecutively served terms as trustees in order to serve out their terms as elected officers of the Foundation. The Treasurer must serve within the tenure of their two, three-year consecutively served terms. At the end of the treasurer’s term that person can be elected to serve in the Vice Chair or Chair position even though they have exceeded their two, three-year consecutively served terms as trustees or sit out one year prior to being eligible for reappointment as a Foundation Trustee.

- **Resident Trustees and Alternate Resident Trustees** – Resident Trustees and Alternate Resident Trustees will serve an initial one-year term and may be re-elected to serve additional terms if eligible. Terms begin on July 1 of the election year and conclude on June 30 of the following year. Up to two resident trustees may be selected in any given year and additional alternate resident trustee(s) shall be elected in the event of the unavoidable absence of either of the two resident trustee(s), at which point the alternates would serve in place of absent resident trustees with full voting privileges.

- **Student Trustees and Alternate Student Trustees** – Student Trustees and Alternate Student Trustees will serve an initial one-year term and may be re-elected to serve additional terms if eligible. Terms begin on July 1 of the election year and conclude on June 30 of the following year. Up to two student trustees may be selected in any given year and additional alternate student trustee(s) shall be elected in the event of the unavoidable absence of either of the two student
trustee(s), at which point the alternates would serve in place of absent student trustees with full voting privileges.

The OAFP Executive Vice President, OAFP Liaison, elected Trustees, Resident Trustee(s), and Student Trustee(s) have full voting privileges.

Ex-officio, non-voting members of the Board of Trustees may be appointed from time to time and may include Past Chairs of the OAFP Foundation, Ohio members serving on the AAFP Foundation Board of Trustees, and those approved by the OAFP Foundation Board as Emeritus Trustees.

It shall be the duty of the Trustees to attend all meetings of the OAFP Foundation Board of Trustees. They shall serve on committees and teams to which they are appointed. They shall have such power and duties as prescribed by these Code of Regulations or by the OAFP Foundation Board of Trustees. Any Trustee may be removed from the Board of Trustees at any time, by a majority of the voting members at a duly convened meeting.

Section 3. Regular Meetings

The Foundation Board of Trustees will meet a minimum of three times per year. Unless otherwise ordered by the Board of Trustees, said meetings shall be held at the time and place to be designated by the Chair of the Foundation.

Section 4. Special Meetings

Special meetings of the Foundation Board of Trustees may be called by the Chair of the Foundation or by greater than 25 percent of trustees on the Foundation Board. Any authorized person or persons calling a special meeting of the Board of Trustees shall designate the time, date, and place of such a meeting. Notice of the meeting shall be sent to all trustees via electronic mail no less than ten days before the date of such meeting. Purpose of the meeting shall be noted in the meeting notice.

Section 5. Quorum

A simple majority of the then acting Board of Trustees shall constitute a quorum for the transaction of business at any meeting.

Section 6. Vacancies

Any vacancy occurring in the Board of Trustees, or any trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by appointment by a majority vote of the remaining Trustees. A Trustee appointed to fill a vacancy shall serve until the thirty-first day of December, subsequent to appointment. The unexpired term, if any, shall thereafter be filled by election at the next annual meeting of the voting members.
Section 7. Compensation

Trustees as such shall not receive any stated compensation for their services, but by resolution of the Board of Trustees may be reimbursed for reasonable expenses incurred on Foundation activities.

Section 8. Executive and Finance/Audit Committee

The Executive and Finance/Audit Committee shall consist of the Chair, Vice Chair, Treasurer, OAFP Executive Vice President, and OAFP Liaison. In a year when a new treasurer is elected, the outgoing treasurer will serve as an ex-officio, non-voting member of the Executive and Finance/Audit Committee.

Between meetings of the Board of Trustees, the Executive and Finance/Audit Committee shall have and exercise the power and authority of the Board of Trustees in the management of the Foundation. If any member of the Executive and Finance/Audit Committee shall cease to be a Trustee, the member shall also cease to be a member of the Executive and Finance/Audit Committee.

The Executive and Finance/Audit Committee will prepare an annual budget, review and approve an annual review or audit of financial records by the Foundation’s certified public accountant, monitor the Foundation’s investments in keeping with the established investment policy, review when necessary other proposals or activities with a financial implication, and undertake other responsibilities as assigned by the Board of Trustees.

The Executive and Finance/Audit Committee will review and select award and scholarship recipients as directed by the Board of Trustees.

Section 9. Governance Committee

The Governance Committee is responsible for the overall effectiveness of the Board of Trustees. To fulfill this duty, the committee will identify candidates to the board that meet the skill sets needed on the board; will identify candidates for board leadership positions and will provide opportunities for leadership development for these candidates; will recommend training for the board to improve its competence as a governing board and as a fundraising organization; will evaluate the effectiveness of the board and recommend appropriate improvements; and undertake other responsibilities as assigned by the Board of Trustees.

The Chair of the Foundation will appoint members of the Governance Committee annually.

Section 10. Other Committees and Teams

The Chair of the Foundation with approval of the Board of Trustees shall appoint other committees and teams to complete the work of the Foundation. Persons may be designated as committee or team members who are not members of the Foundation Board of Trustees.
Section 11. Teleconference Meetings

Members of the Board of Trustees and any committee or team designated by the Board of Trustees may meet and conduct business by teleconference.

ARTICLE VI

Officers

Section 1. Officers

The officers of the Foundation shall be a Chair, a Vice Chair, the OAFP Executive Vice President, and a Treasurer.

Section 2. Qualifications, Election and Term of Office

With the exception of the OAFP Executive Vice President, all officers of the Foundation must be members of the Foundation Board of Trustees and a member of the OAFP. Officers shall be elected annually by the Board of Trustees at its regular meeting for one-year terms, commencing on the first day of January following the meeting at which they were elected and expiring on the thirty-first day of December, one year thereafter.

The Treasurer must serve within the tenure of their two, three-year consecutively served terms. At the end of the treasurer’s term that person can be elected to serve in the Vice Chair or Chair position even though they have exceeded their two, three-year consecutively served terms as trustees or sit out one year prior to being eligible for reappointment as a Foundation Trustee.

The Vice Chair and Chair may serve no more than two consecutive one-year terms in a given office. Foundation Chair and Vice Chair may exceed their two, three-year consecutively served terms as trustees in order to serve out their terms as elected officers of the Foundation. Once the Chair or Vice Chair complete their term of office, they may continue their initial two, three-year consecutively served terms as trustee, if that was not met. If their two, three-year consecutively served term was met, they are eligible for reappointment as a Foundation Trustee only after a minimum one-year absence on the Board of Trustees.

Section 3. Duties of Officers

The duties of the officers shall be such as usually attached to such officers and, in addition thereto, such further duties as may be designated from time to time by the Board of Trustees. The Chair will be an ex-officio, voting member of all committees or teams.

Section 4. Executive Vice President

The Executive Vice President of the Ohio Academy of Family Physicians shall serve as the Foundation’s Executive Vice President. The Executive Vice President shall, under
the direction of the Trustees, perform such duties as the title of the office ordinarily
connotes and such duties of the Treasurer as may be assigned by the Trustees. The
Executive Vice President shall supervise the Foundation Director and have such other
powers and duties as may be prescribed by the Trustees or by these Regulations.

Section 5. Foundation Director

The Director is an employee of the Foundation and as such is neither an Officer nor a
voting member of the Board of Trustees. The Foundation Director serves as the
Secretary of the Foundation and as such shall keep or cause to be kept at the principal
office a book of minutes of the organization, including minutes of Regular and/or Special
meetings. The Director shall perform any duties of the Treasurer as may be assigned by
the Trustees. The duties of the Director are to supervise all other employees and agents
of the Foundation and have such other powers as may be prescribed by the Trustees or by
these Regulations.

Section 6. Bonding of the Treasurer and Other Officers

The Board of Trustees may require bonding for the Treasurer, or any other officer or
employees of the Foundation.

Section 7. Removal

Any officer may be removed from office at any time by a majority vote of all members of
the Board of Trustees at a duly convened meeting of such Board.

Section 8. Vacancies

An existing vacancy in any office may be filled by appointment by a majority vote of the
Board of Trustees at any meeting and such officer so appointed shall serve the unexpired
term for said office or until a successor shall have been duly elected and qualified.

Article VII

Books and Records

The Foundation shall keep correct and complete books and records of account and shall
also keep minutes of the proceeding of its members and Board of Trustees, and shall keep
at the registered or principal office a record giving the names and addresses of the
members. All books and records of the Foundation may be inspected by any voting
member, or his agent or attorney, for any proper purpose at any reasonable time.
ARTICLE VIII

Seal

The Foundation Board of Trustees shall provide a corporate seal, which will be in the form of a logo, adopted by resolution of the Board of Trustees and shall have inscribed the name of the Foundation.

ARTICLE IX

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Non-profit Corporation Law of Ohio or under the provisions of the Articles of Incorporation or the Code of Regulations of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments to the Code of Regulations

These Regulations may be altered, amended or repealed and new Regulations may be adopted by two-thirds of the voting members, providing at least thirty days written notice is given of the intention to alter, amend or repeal or to adopt new Regulations at the meeting at which such charges are made.

ARTICLE XI

Indemnity

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Corporation) by reason of the fact that the person is or was a trustee, director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Foundation for expenses including reasonable attorney’s fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such a cause of action, suit, or proceeding if she/he acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo
contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable use to believe that her/his conduct was unlawful.

B. Any person who was or is a party or is threatened, pending, or completed cause of action or suit by or in the right of the Foundation to procure a judgement in its favor by reason of the fact that he/she is or was a trustee, director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Foundation against expenses (including reasonable attorney’s fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Foundation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Foundation unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

C. Any indemnification under Section (A) and (B) (unless otherwise ordered by a court of competent jurisdiction) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the trustees, officer, employee, or agent is proper in the circumstances because she/he has met the applicable standard of conduct set forth in Section (A) and (B). Such determination shall be made: 1.) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or 2.) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections (A) and (B) of this article, to the extent that a trustee, officer, employee, or agent of the Foundation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in the defense of any claim issue, or matter therein, he/she shall, in any event, be indemnified against expenses (including reasonable attorney’s fees) actually and reasonably incurred in connection therewith.

D. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board of Trustees in a specific case only upon receipt by the Foundation of any undertaking by or on behalf of the Trustee, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that the employee is entitled to be indemnified in such amount by the Foundation.

E. The indemnification provided by the Article XIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, bylaw, agreement, or disinterested directors or otherwise, both as to action taken in an official capacity and as to action in another capacity while holding such office
and shall continue as to a person who has ceased to be a trustee, officer, employee or 
agent and such rights shall inure to the benefit of such person’s heirs, executors and 
administrators.

**ARTICLE XII**

**Dissolution**

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or 
making provision for the payment of any and all liabilities of the corporation, dispose of 
all of the assets of the Foundation exclusively for the purpose of the Foundation in such 
manner, to such organization or organizations organized and operating exclusively for 
charitable, educational, religious, or scientific purposes as shall at the time qualify as an 
exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue 
Code of 1954 or the corresponding provision of any future United States Internal 
Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed 
of shall be disposed of by the Court of Common Pleas of the county in which the 
principal office of the Foundation is then located, exclusively for such purposes or to 
such organization or organizations, as said court shall determine, which are organized and 
operated exclusively for such purposes.