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**Charitable Advisory Council Meeting
Special Session re H.B. 566
10 a.m., May 26, 2022
Meeting by Microsoft Teams**

Minutes

Participants:

Advisory Council Members: Dave Ball, Monica Moloney, Mary Gallaher, Jane Pfeifer, Erynn Beaton, and Catherine Scheller

Ohio Attorney General's Office Charitable Law Staff: Thad Townsend, Bill Sieck, Abigail Kline and Beth Short. Holly Gross also joined the meeting.

Mr. Ball called the meeting to order and introductions were made.

Minutes – Mr. Ball said that Council members said they wanted to hear more about H.B. 566 which makes changes to Ohio Nonprofit Corporation Law. He introduced Ms. Gross, who handles nonprofit law issues and legislative matters, and serves as vice chair of the Ohio State Bar Association nonprofit subcommittee which forwarded the legislation.

Ms. Gross updated the council on the House committee's unanimous approval of an amended form of the bill earlier in the week. Following meetings with stakeholders, the OSBA was happy to make a couple of changes to the bill that responded to concerns that were expressed. One change dealt with removal of language that some thought was intended to reduce the fiduciary duties of officers and directors. Ms. Gross said that language was struck, but the state bar committee originally viewed the language in the bill as merely a technical change. Another provision removed from the bill was language that required directors to be 18. Ms. Gross said she could share copies of the amended version of the bill.

Other provisions of the bill as passed include the appointment of provisional directors, the ability to create subcommittees, how to certify a nonprofit in good standing, and issues involving unincorporated churches, etc. It is unknown when the bill may go to the House floor, which would control when the proposal would head to the Senate.

Ms. Gross said that her understanding was that the state bar committee was interested in following up on recent legislation updating Ohio's corporate laws with one that would modernize and better align issues within Ohio's nonprofit corporation laws with the corporate code. The ABA's Model Nonprofit Code was also used as a basis for some of the suggested changes. Some meeting participants noted that there are many good reasons why there should be significant differences between the nonprofit corporation act and the corporate code.

Ms. Gross said that Rep. Swearingen, the bill's sponsor, as well as the Ohio State Bar Association, are open to ongoing discussions and suggestions for changes to the bill. She invited any of the participants to contact her with questions or comments. She also volunteered to share documents with Council members.

Adjournment. Mr. Ball thanked Ms. Gross for the summary and the meeting was adjourned.

Respectfully Submitted,
Beth Short