

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
AT THE WMWO CHAMBER OF COMMERCE OFFICE,
112 PROFESSIONAL DRIVE, WEST MONROE, LOUISIANA 71291,
ON THURSDAY, FEBRUARY 9, 2017, AT 7:30 A.M.**

MINUTES

Members Present:

Deion Hemphill, Chair
Leah Biley
A. Whitfield "Whitty" Hood, Jr.
Courtney Hornsby
Dr. Ed McGuire
Dave N. Norris, Jr.
Ken Phillips
Dr. John Shepard
Jimmy Snow
Carl Turner

Members Absent:

Rev. Don Banks
Dr. Florencetta Gibson

Staff Present:

Alice M. Proffit, President/CEO
Janet Rutledge, Executive Assistant, Secretary/Treasurer

Others Present:

Doug Caldwell, Attorney
Lucius McGehee, Jr., Argent Financial Group
Beck Hanes, Argent Financial Group

Deion Hemphill called the meeting to order, and the presence of a quorum was verified. It was noted that some items may be taken out of the order as shown on the agenda to ensure sufficient directors are present to authorize certain actions and to be able to make a more understandable presentation of certain items.

Minutes – The minutes from the December 29, 2016, meeting were reviewed. There being no changes, upon motion by Dr. John Shepard, seconded by Carl Turner, the minutes were unanimously approved by all members then present (7-0).

Items for Consideration from the Executive Committee:

At this time, the following item was discussed out of order.

Update on Various Strategic Activities –

School Based Health Centers (SBHCs) – An update was given on activities in Union and Franklin Parishes, where investigation of new SBHCs in the high schools is continuing. It was reported that Franklin Medical Center has received approval from the local School Board to pursue the clinic and other meetings will be held soon. It was further reported that the Foundation is awaiting input from the Union Parish School System superintendent. No further action was necessary.

At this time, Jimmy Snow, Leah Biley, and Argent Financial group representatives entered the meeting.

Federally Qualified Health Centers (FQHCs) – A report was provided on the activities of area FQHCs requesting approval for new startup or access points in the service area, with specific reference that Morehouse Community Medical Centers, Inc., had applied for but did not receive approval at this time for an access point in West Monroe, and Primary Health Services Centers received approval for a Grambling access point and Winn Community Health Centers received approval for a Ruston access point. It is unknown as to what types of federal grants will be available for FQHCs in the future. No further action was necessary.

Trauma Center – An update was given on the investigation for a Trauma Center for northeast Louisiana. It was reported that a meeting with the HSD #1 Board of Commissioners was held to further discuss the opportunity and impact in the service area. It was also reported that the local hospitals have several issues being addressed, including Medicaid expansion, change in leadership, and strategic interest, all of which will be investigated further. No further action was necessary.

Annual Review of Strategic Plan – The 2014-2017 Strategic Plan including the Action Plan were both presented for annual review. It was recommended that no updates are needed in the plans at this time. It was also noted that a new 5-year plan will be required in 2018. After discussion, upon motion by Leah Biley, seconded by Whitty Hood, the recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Items for Consideration from the Finance/Investment Committee:

December 2016 Financial Statements – The December 2016 financial statements and the Argent monthly statement were presented. Items on year-end performance, including interest earned, unrealized losses, total notes and cash held, remaining amortization, and comparisons to budget, as well as payments for grants and programs, were all reviewed and discussed. Reviewing the bond worksheet, it was also noted that interest income on current holdings was over \$800,000. After further discussion, upon motion by Carl Turner, seconded by Dr. John Shepard, the December 2016 financial statements were unanimously approved by all members then present (9-0). This item will be presented to the HSD # 1 Board of Commissioners for their quarterly review of financials.

4th Amendment to 2016 Budget – The 4th Amended Budget for the 2016 Budget was presented for review. It was noted that the amended line items now match the actual December 2016 year-to-date performance. Upon motion by Leah Biley, seconded by Dr. Ed McGuire, the 4th amendment to the 2016 Budget was unanimously approved by all members then present (9-0). This item will be presented to the HSD # 1 Board of Commissioners.

Spring Grant Cycle determination – The decision as to whether there should be a spring grant cycle was then discussed, including the current financial status and known factors for available funds. After discussion, it was recommended that there be no spring grant cycle. Upon motion by Whitty Hood, seconded by Ken Phillips, the recommendation was unanimously approved by all members then present (9-0).

At this time, Courtney Hornsby entered the meeting.

Compliance Questionnaire for 2016 Audit:

The completed Compliance Questionnaire for the 2016 Audit was presented. After discussion, upon motion by Leah Biley, seconded by Dr. Ed McGuire, the motion was unanimously approved (10-0) to wit:

WHEREAS, the Legislative Auditor of the State of Louisiana has requested that the Living Well Foundation complete the Louisiana Compliance Questionnaire, and

WHEREAS, the Legislative Auditor of the State of Louisiana has further requested that the governing body of the Living Well Foundation, formally and in an open meeting, approve the answers to the Louisiana Compliance Questionnaire, and

WHEREAS, the Board of Directors of the Living Well Foundation have reviewed the Louisiana Compliance Questionnaire insofar as applicable to the Living Well Foundation, and

WHEREAS, the Board of Directors of the Living Well Foundation has analyzed the submitted Louisiana Compliance Questionnaire and, as completed, it is deemed by them to be correct and valid.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Living Well Foundation, duly called and convened in an open and public meeting, that the Louisiana Compliance Questionnaire, as completed, which was submitted to the Board of Directors for review, be and is hereby approved and adopted, with a copy to be attached to the minutes of this meeting, and additional copies together with this resolution be furnished to the Auditor of the Living Well Foundation as required by the Legislative Auditor.

This item will be presented to the HSD #1 Board of Commissioners.

Extension Request from the Food Bank – A request for extension of the Food Bank’s Fall 2015 awarded grant was presented. It was noted that some challenges to scheduling times at the school prevented distribution of all foods, and the Food Bank is requesting the ability to use remaining funds to distribute food before the spring break at Farmerville Elementary. After discussion, upon motion by Dr. John Shepard, seconded by Leah Biley, the motion was unanimously approved (10-0).

Modification Request from Ouachita Outreach – A request from Ouachita Outreach of the West Monroe Community Center, a Fall 2015 grant recipient for a community garden, was presented. It was noted the request is to modify the project goals due to recent flooding and inability to complete some current goals and also due to change in and availability of personnel. Discussion was held on current expenditures, status of the project post flooding, and stated general goals. After discussion, it was recommended that further investigation of the specific tasks and status be explored to determine feasibility for modification and continued funding. Upon motion by Whitty Hood, seconded by Dr. John Shepard, the recommendation was unanimously approved (10-0).

Request for Reallocation of Budgeted Funds by Salvation Army – An update was given on the request from Salvation Army, a Fall 2016 grant recipient for homeless shelter services, to reallocate some monies from project supplies to purchase of a washer and dryer as the current ones no longer operate. It was noted this would be a capital expenditure and that the purchase could provide a longer-term impact for the organization. As previous Board approval provided for the President/CEO to make budget reallocations within policy guidelines, this was an update only for the planned approval of the request. No further action was necessary.

Related Party Questionnaire for 2017 – It was reported that the 2017 related party questionnaire, including vendor listing and affirmation of receipt of the Conflict of Interest Policy, was now required for all directors and employees in order to address any potential financial conflicts of interest. No further action was necessary.

Update on Annual Update to the Community Luncheon – Information was presented for the upcoming Annual Update to the Community Luncheon to be held on March 7, 2017. It was noted that response from the community has been very positive with a large group of sponsorships at this time. It was also noted that Argent Financial Group has again agreed to be title sponsor for the event. No further action was necessary.

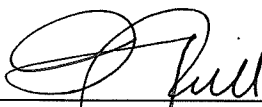
At this time, Jimmy Snow departed the meeting.

Annual Portfolio Review presented by Argent Financial Group, Inc. – Lucius McGehee, Jr. and Beck Hanes of Argent Financial Group presented a recap of the account performance for the year 2016. Mr. McGehee led a discussion of the past portfolio holdings and changes made for current performance especially in light of market indicators. It was noted that the focus for the portfolio was safety of principal as first priority, with liquidity and earnings as second and third priorities, respectively. Further discussion was held on rising interest rate impact and economic factors. Mr. McGehee emphasized Argent’s commitment to a close working relationship and active management for the account. It was noted by the Board that Argent’s fee arrangement was attractive for the Foundation and was much less than previous arrangements. No further action was necessary.

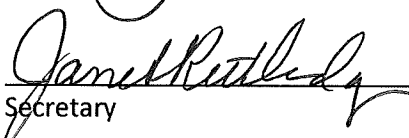
President/CEO Report – No further report at this time.

Board Chair Report – No further report at this time.

There being no other activities, and no other Directors or members of the public who wished to make any further comments, upon motion duly made and second, the meeting was adjourned.



Board Chair



Secretary