

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, AUGUST 3, 2017, AT 7:30 A.M
AT THE WMWO CHAMBER OF COMMERCE OFFICE,
112 PROFESSIONAL DRIVE, WEST MONROE, LOUISIANA, 71291**

MINUTES

Members Present:

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

Members Absent:

Rev. Don Banks
Dr. John Shepard
Jimmy Snow

Staff Present:

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

Others Present:

Doug Caldwell, Attorney

Deion Hemphill called the meeting to order, and the presence of a quorum was verified. It was noted that some items would be taken out of order due to time constraints for some board members.

The following items were then taken out of order to ensure the needed quorum.

Items from the Finance/Investment Committee:

Introduction of the 2018 Operations and Capital Budgets – The 2018 Operations Budget was presented with the supporting Budget Package documents. It was noted that expenses for grant-making and initiatives will be within earnings available and budget parameters, taking into account market valuations at the time and the impact to net asset value. It was also noted that the School-Based Health Center (SBHC) Initiative is a separate line item from the Grants Budget to allow for one-time start-up funding to establish SBHC's in outlying parishes. After discussion, upon motion by Leah Biley, seconded by Ken Phillips, the publication of the proposed 2018 Operations Budget for public inspection was unanimously approved (9-0).

The 2018 Capital Budget was introduced with the Budget Package, noting needed updates for computers and equipment in the office. Upon motion by Courtney Hornsby, seconded by Dr. Florencetta Gibson, the publication of the proposed 2018 Capital Budget for public inspection was unanimously approved (9-0).

The notice of availability for inspection of the 2018 Operations and Capital Budgets Package will be published in the Ouachita Citizen and the News-Star, and posted at the office and on the website, at least 30 days before final approval at the October Board meeting.

2017 Capital Budget – The 2017 Capital Budget for the purchase of conference room chairs was presented. It was noted that 3 price quotes had been obtained as requested, and thereafter, recommendation was made to accept the capital budget as presented. After further discussion, upon motion by Dr. Florencetta Gibson, seconded by Leah Biley, the recommendation was unanimously approved (9-0). This item will be presented to HSD #1 Board of Commissioners.

Item from the Executive Committee:

By-Laws Item – Planning/Operations Committee – A resolution for extension of the trial period of the Committee Restructure was presented. After discussion, upon motion by Whitty Hood, seconded by Dr. Ed McGuire, the following was unanimously approved (9-0) to wit:

Be it resolved, until December 31, 2019, that the Living Well Foundation shall continue to vary from the terms of its By-Laws, its Articles of Incorporation, and the Cooperative Endeavor Agreement between the Living Well Foundation and the Hospital Service District #1 and only in the following ways:

- a. The duties assigned to the Planning/Operations Committee in Section 3.8 of the By-Laws shall continue to be temporarily re-assigned as the Living Well Foundation from time-to-time determines appropriate to other committees (standing or additional), or to the Executive Committee or to the Board of Directors.
- b. Except as the Living Well Foundation may determine appropriate, the Planning /Operations Committee shall continue to be inactive, and shall have no assigned duties.
- c. The position of Vice-Chair of Planning/Operations Committee shall remain, and that position will be duly appointed, and the person holding that position shall continue to serve on the Executive Committee but shall have no default duties or obligations by virtue of that position as such except as may be assigned by the Living Well Foundation.
- d. The reallocation of duties among other committees, or to the Executive Committee or Board of Directors, shall continue to be in the determination of the Living Well Foundation, and may be modified from time-to-time as it determines appropriate.
- e. The actions of the Living Well Foundation for this limited purpose and during this temporary trial period pursuant to this resolution shall not be construed to be a violation of its duties and obligations to the Hospital Service District #1 under the Cooperative Endeavor Agreement, or its By-Laws or Articles of Incorporation, or otherwise.

Be it Further Resolved, that the Living Well Foundation acknowledges that it does not intend to implement an amendment to the By-Laws of the Living Well Foundation at this time or in the near future after further evaluating the long-term application of the committee restructure and the possibility of re-instatement based on Board needs or staff structure.

At this time, Leah Biley and Ken Phillips exited the meeting due to schedule conflicts.

The meeting then returned to the original agenda for the remaining items in the order listed.

Minutes – The minutes from the May 4, 2017, meeting were reviewed. There being no changes, upon motion by Whitty Hood, seconded by Dr. Florencetta Gibson, the minutes were unanimously approved by all members then present (7-0).

2018 Meeting Schedule – The 2018 meeting schedule was presented, with a note that all proposed meeting dates complied within By-Laws provisions for committees or the Board. Upon motion by Whitty Hood, seconded by Dave N. Norris, Jr., the 2018 meeting schedule was unanimously approved (7-0). This item will be forwarded to the HSD #1 for their information.

Items for Consideration from the Executive Committee:

Update on Fall 2015 Grant Actions – As it was approved in the Executive Committee, an update was provided on the reconciliation of payments for Trimble Ministries related to the Fall 2015 grant. There was no further discussion, and no action was required on this item.

Items for Consideration from the Nominee Recommendation Committee:

District Appointees and Terms — The recommendations for nominations for 2016 District Directors were presented as follows:

- Due to the vacancy upon completion of Leah Biley’s third and last countable term December 31, 2017, information was presented on recommending Jim Allbritton, CPA, as a new District appointee. After discussion, upon motion by Dr. Florencetta Gibson, seconded by Dr. Ed McGuire, the nomination of Jim Allbritton as a District appointee to a first countable term beginning January 1, 2018, until December 31, 2020, was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.
- Deion Hemphill, a District appointee, completing her first countable term on December 31, 2017, was nominated to fill a second countable term until December 31, 2020. Upon motion by Whitty Hood, seconded by Courtney Hornsby, the nomination for reappointment of Deion Hemphill was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.

OPPJ Appointees – Information on Police Jury Directors was provided to the Foundation by the Ouachita Parish Police Jury (OPPJ) as follows:

- Due to the vacancy upon completion of Carl Turner’s third and last countable term December 31, 2017, Dr. Jacquelyn Carter was appointed at the July OPPJ meeting as the District A appointee, beginning January 1, 2018, through December 31, 2020.
- Dr. Ed McGuire, District C appointee, will be reappointed at its August meeting for a second countable term, beginning January 1, 2018, through December 31, 2020.

No action was required on either item as this information was an update only.

2018 Board Officers – The slate of officers for 2018 was presented.

Board Chair - Courtney Hornsby
Vice Chair, Finance/Investment Committee - A. Whitfield “Whitty” Hood, Jr.
Vice Chair, Programs/Grant Review Committee - Dr. Florencetta Gibson
Vice Chair, Planning/Operations Committee - Dr. Ed McGuire

Upon motion by Dave N. Norris, Jr., seconded by Carl Turner, the recommendation for Board Officers for 2018 was unanimously approved by all members then present (7-0).

2018 Board Committees – The recommendation for the 2017 Committees was presented as follows:

Standing Committees

- **Executive Committee**
 - Courtney Hornsby, Chair
 - Whitty Hood, Vice Chair – Finance/Investments Committee
 - Dr. Florence Gibson, Vice Chair – Programs/Grant Review Committee
 - Dr. Ed McGuire, Vice Chair – Planning/Operations Committee
 - Dave N. Norris, Jr., Board Appointee
- **Finance/Investment Committee**
 - Whitty Hood, Vice Chair
 - Jim Allbritton
 - Courtney Hornsby
 - Dave N. Norris, Jr.
 - Dr. John Shepard
- **Programs/Grant Review Committee**
 - Dr. Florencetta Gibson, Vice Chair
 - Rev. Don Banks
 - Dr. Jacquelyn Carter, M.D.
 - Courtney Hornsby
 - Ken Phillips
- **Audit Committee (Chair to be elected at the first committee meeting)**
 - Jim Allbritton
 - Deion Hemphill
 - Ken Phillips
- **Planning/Operations Committee (to be appointed by Board upon need)**
 - Dr. Ed McGuire, Vice Chair

Other Committees

- **Nominee Recommendations Committee (Chair to be elected at the first committee meeting)**
 - Dr. Florencetta Gibson
 - Deion Hemphill
 - Dr. Ed McGuire
 - Dave N. Norris, Jr.
 - Jimmy Snow

After review, and no Director wishing to have a separate discussion or vote on any position or nominee separate and apart from the others, upon motion by Courtney Hornsby, seconded by Dave N. Norris, Jr., the recommendation for 2018 Committees as presented was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.

Board Advisory Roles for 2018 – As noted in the prior year, advisors may be requested by the Board in accordance with the By-Laws, Article III, Section 3.11. A recommendation was made to designate Mayor Dave Norris and Julian Johnston as advisors to the Board, and upon motion by Whitty Hood, seconded by Courtney Hornsby, the recommendation was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.

2018 Employees and Corporate Officers – The employees and Corporate Officers for 2018 were then presented. Upon motion by Dr. Ed McGuire, seconded by Whitty Hood, the recommendation that Alice M. Prophit continue as President/CEO and as a Corporate Officer was unanimously approved by all members then present (7-0). Upon motion by Courtney Hornsby, seconded by Dave N. Norris, Jr., the recommendation that Janet Rutledge continue as Executive Assistant, and as Secretary/Treasurer of the Foundation, a Corporate Officer, for 2018 was unanimously approved by all members then present (7-0). Both of these items will be presented to the HSD #1 Board of Commissioners.

Items for Consideration from the Finance/Investment Committee:

June 2017 Financial Statements – The June 2017 financials were presented. It was noted that revenues were above budget and expenses were under budget. After discussion, upon motion by Whitty Hood, seconded by Dr. Ed McGuire, the recommendation to accept the financials as presented was unanimously approved by all members then present (7-0). This item will be presented to the HSD # 1 Board of Commissioners for their quarterly review.

Policy for Credit Card Use – To address an item noted within the Agreed Upon Procedures from the Legislative Auditor for audits beginning 2017, a Credit Card Usage Policy was presented with a recommendation for approval. After review, upon motion by Carl Turner, seconded by Courtney Hornsby, the recommendation was unanimously approved by all members then present (7-0).

New Benchmark Measures for Portfolio – Based on the investment portfolio review with Argent, it was recommended that a new benchmark be established for the portfolio. The BBG Barclay Aggregate Bond Index US GV 3-5 year was presented as the benchmark which more closely tracks the profile of the Living Well Foundation investments at this time. After discussion, upon motion by Whitty Hood, seconded by Dave N. Norris, Jr., the recommendation to use the BBG Barclay Aggregate Bond Index US GV 3-5 Years was unanimously approved by all members then present (7-0).


Annual Review of Investment Policy – Based upon the annual review of the investment policy by the President/CEO and the Vice Chair of the Finance/Investment Committee, and with input from Argent Financial Group as investment managers, it was recommended that there are no changes needed at this time in the policy and its provisions. It was noted that because the balances being maintained at this time were large, a thorough review of the sweep account, Federated US Treasury Cash Reserves, had been conducted over several months, verifying it was a proper and prudent repository of those funds. Upon motion by Whitty Hood, seconded by Carl Turner, the recommendation of no changes to the Investment Policy was unanimously approved by all members then present (7-0).

Items for Update (available at meeting) – It was then noted that there were additional items provided for further information for Directors. These included the 2016 Annual Report, the Argent June 2017 statement, the bond worksheet, and the Argent June 30, 2017, portfolio review.

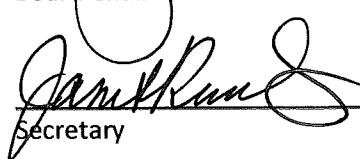
President/CEO Report – It was reported that activities for SBHCs in outlying parishes continues with opportunities within the next 2 school years to likely become realities. It was also reported that collaboration for the D.O. medical school at ULM is ongoing following Dr. Bruno's invitation.

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