

**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, OCTOBER 12, 2017, AT 7:30 A.M.**

MINUTES

Members Present:

Deion Hemphill, Chair
Rev. Don Banks
Dr. Florencetta Gibson
A. Whitfield "Whitty" Hood, Jr.
Courtney Hornsby
Dr. Ed McGuire
Dave N. Norris, Jr.
Kenchen Phillips
Jimmy Snow
Carl Turner

Members Absent:

Leah Biley
Dr. John Shepard

Staff Present:

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

Others Present:

Julian B. Johnston, LWF Board Advisor

Deion Hemphill called the meeting to order, and the presence of a quorum was verified.

Minutes – The minutes from the August 3, 2017, meeting were reviewed. There being no changes, upon motion by Whitty Hood, seconded by Dr. Florencetta Gibson, the minutes were unanimously approved (9-0) by all members then present.

Courtney Hornsby entered the meeting at this time.

August 2017 Financial Statements – The August 2017 financial statements, with the bond worksheet, were presented. It was noted that 2nd installment payments for Fall 2016 grants had been made, and all line items were within budget. It was reported that there was a large amount of cash in the Argent account earning near 1%, but with interest rates predicted to rise later in the year, it was anticipated that there would be buying opportunities soon. After discussion, upon motion by Whitty Hood, seconded by Ken Phillips, the August 2017 financial statements were unanimously approved (10-0).

2018 Budget Package – The proposed 2018 Budget Package was presented, including both the operating and capital budgets. It was noted that the 2018 Budget had previously been introduced at the August Board meeting, and in accordance with Louisiana law and pursuant to its contractual obligations, the Notice of Availability of the 2018 Budget for public review and comment was advertised in the Ouachita Citizen and posted at the office and on the website. There being no updates or comments from the public, upon motion by Ken Phillips, seconded by Dr. Ed McGuire, the 2018 Budget as presented was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners.

Alternate member – Programs/Grant Review Committee – Discussion was held concerning the need for an alternate member for the Programs/Grant Review Committee to ensure a quorum for the upcoming meeting, in light of the possible absence of Jimmy Snow to fulfill a military commitment and as provided for in the By-Laws. It was recommended that Deion Hemphill serve as the Alternate Member for the Committee, if needed,

and after discussion, upon motion by Dr. Florencetta Gibson, seconded by Courtney Hornsby, the recommendation was unanimously approved (10-0).

Item for Consideration from the Audit Committee:

Selection of Auditor for 2017 – It was recommended that Huffman & Soignier be selected as the auditor for 2017. Information was provided, as requested by the Committee, on a possible fee of \$16,000 with an additional predicted \$2,600 to complete the requirements for the Agreed Upon Procedures (AUPs) from the Legislative Auditor. In addition, an update was provided on the peer review scheduled for November 2017 for Huffman & Soignier, with alternate options for the audit if necessary. After discussion, upon motion by Ken Phillips, seconded by Dave N. Norris, Jr., the selection of Huffman & Soignier as auditors for 2017 was unanimously approved (10-0).

Items for Consideration from the Executive Committee:

Dental Hygiene Initiative Funding Agreement – A new funding agreement was presented which would eliminate preparation of successive agreements every 6 months over the remaining 3 years of a 5 year MOU with ULM. The new agreement retains the same legal language as the current agreements but now defines reporting and payment schedules for the full term. It would also eliminate the requirement by ULM to prepare letters of request every 6 months, although budget worksheets would still be required. It was recommended that the new funding agreement be approved and implemented for January 1, 2018, through December 31, 2020. Upon motion by Ken Phillips, seconded by Dave N. Norris, Jr., the recommendation was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners.

Planning Documents – The revision of the Community Plan and the new Strategic Plan for 2018-2022 were both presented, with input from Leah Biley, Courtney Hornsby, and Dave N. Norris, Jr., along with Alice Proffit.

Community Plan Revision – The revised Community Plan streamlines and summarizes the themes of the Community Needs Assessment and provides an updated and current tool for guiding the Foundation through its strategic and budgeting work. After review, upon motion by Courtney Hornsby, seconded by Dave N. Norris, Jr., the revised Community Plan was unanimously approved (10-0). This item will be forwarded to the HSD #1 Board of Commissioners.

Strategic Plan 2018-2022 – The new 5-year Strategic Plan 2018-2022 was also presented with a revision to the Vision Statement, inclusion of the 3 themes from the Community Plan, and associated strategic priorities and goals for each theme. In addition, an action plan was presented for achieving the goals. The requirements for strategic planning and reviews were also discussed. After discussion, upon motion by Ken Phillips, seconded by Dr. Florencetta Gibson, the new Strategic Plan for 2018-2022 was unanimously approved (10-0). This item will be forwarded to the HSD #1 Board of Commissioners.

Employees' Annual Evaluations –

Executive Assistant, Secretary/Treasurer – At this time, Janet Rutledge was asked to leave the meeting. Alice Proffit presented information on Mrs. Rutledge's performance and overall contribution to the Foundation, and all agreed that she is an asset to the organization and very professional. A recommendation was made for a merit increase to

her hourly compensation effective January 1, 2018, and after discussion, upon motion by Whitty Hood, seconded by Ken Phillips, the recommendation as presented was unanimously approved (10-0).

President/CEO – Alice Proffit was then asked to leave the meeting. Whitty Hood presented his research of comparable compensation for regional non-profit positions, as well as the results of the compensation working group consisting of knowledgeable present and former Board members and the Board Attorney. The Board then discussed Alice’s valuable contributions towards the goals of the Foundation. The Board was unanimous in its opinion that the compensation now paid to Alice was below what she should be paid, and accordingly, there was a recommendation for a merit increase to Alice’s compensation beginning January 1, 2018, and to include 18 vacation days to be accrued. Upon motion by Dave N. Norris, Jr., seconded by Ken Phillips, the recommendation as presented was unanimously approved (10-0).

Both of the above items will be presented to the HSD #1 Board of Commissioners.

At this time, both Mrs. Proffit and Mrs. Rutledge were asked to rejoin the meeting.

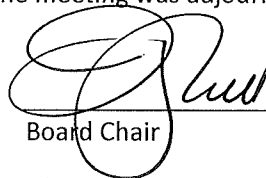
Fall 2016 Grant - Salvation Army – Information was available at the meeting on the update of the grant to the Salvation Army, and which had previously been provided to all Board members. No questions were raised, and no further action was necessary at this time.

Update on various items – The minutes for the Executive Committee were also available at the meeting for information on actions taken, and which had previously been provided to all Board members for their review. No further action was necessary at this time.

President/CEO Report – No further report at this time outside of above activities.

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 seconded, the meeting was adjourned.


Board Chair


Secretary