

**A MEETING OF THE EXECUTIVE COMMITTEE
OF THE LIVING WELL FOUNDATION
ON TUESDAY, JUNE 12, 2018, AT 8:00 A.M.
AT THE FOUNDATION OFFICE,
3711 CYPRESS STREET, SUITE 2,
WEST MONROE, LOUISIANA 71291**

MINUTES

Members Present:

Courtney Hornsby, Chair
A. Whitfield “Whitty” Hood, Jr.
Dr. Ed McGuire
Dave N. Norris, Jr.

Staff Present:

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

Members Absent:

Dr. Florencetta Gibson

Others Present:

Doug Caldwell, Attorney

Courtney Hornsby called the meeting to order, and the presence of a quorum was verified.

Minutes – The minutes from the April 12, 2018, meeting were reviewed. There being no changes, upon motion by Dr. Ed McGuire, seconded by Whitty Hood, the minutes were unanimously approved by all members then present (3-0).

Dave N. Norris, Jr., entered the meeting at this time.

April 2018 Financial Statements – Discussion on the April 2018 financial statements was held. Reference was made to the large cash holdings at this time, and it was recommended that Argent Institutional Services provide input as to CD opportunities. After discussion, and with the noted recommendation, upon motion by Dave N. Norris, Jr., seconded by Dr. Ed McGuire, the April 2018 financial statements were unanimously approved (4-0). The financial statements will be provided to all Board members.

2017 Annual Report – The annual report for activities and performance during 2017 was presented. Final printed copies will be made available to potential and current grantees, governing bodies, and meetings within the service area, and an e-version will be posted on the website. Upon motion by Courtney Hornsby, seconded by Whitty Hood, the 2017 Annual Report was unanimously approved (4-0). This item will be presented to the HSD #1 Board of Commissioners, and a printed copy will be mailed to all Board members.

2019 Meeting Calendar – A review of meetings on the proposed 2019 Meeting Calendar was held, and it was noted that the annual luncheon would be later this year due to holidays and conflicting event dates locally. With no changes, upon motion by Whitty Hood, seconded by Dave N. Norris, Jr., the 2019 Meeting Calendar was unanimously approved (4-0). This item will be presented to the Board of Directors at its next meeting, and thereafter to the HSD #1 Board of Commissioners.

Items to be considered from the Audit Committee:

2017 Audit – The 2017 Audit Report prepared by Huffman & Soignier, APAC, was presented. There were no findings, no deficiencies, and no non-compliance items in the audit, and it concluded with a final unmodified opinion. There were also no journal entries to be made. It was reported that the Audit Committee had recommended that the Finance/Investment Committee consider a revision to the financials policy for the Foundation to address 2 minor exceptions noted within the Agreed-Upon Procedures.

Upon motion by Dave N. Norris, Jr, seconded by Dr. Ed McGuire, the 2017 Audit Report including the 2017 Agreed-Upon Procedures review, and the recommendation to revise the financials policy, were unanimously approved (4-0). This item will be presented to the HSD #1 Board of Commissioners, and a copy will be provided to all Board members.

Peer Review Report from Huffman & Soignier, APAC – The 2017 Peer Review prepared for Huffman & Soignier, APAC was presented. It was noted that Huffman & Soignier, APAC, had formally received a “pass” review rating in accordance with the Standards for Performing and Reporting established by the Peer Review Board of the American Institute of Certified Public Accountants. This item was an update only and did not require any action, however, this item will be provided as an update to all Board members.

Periodic Review and Governance – According to Article 7.7 of the By-Laws, the Living Well Foundation must periodically conduct an internal review of processes and compliance to governance. A recommendation was presented that this review should be conducted in 2019, with assistance from Julian Johnston, retired CPA and Board Advisor. Upon motion by Dave N. Norris, Jr., seconded by Whitty Hood, the recommendation was unanimously approved (4-0).

Form 990 Tax Return – It was noted that the Form 990 had been completed and filed, and an e-version will be posted on the website. This item was presented as an update only, and no further action was necessary.

Consideration of a By-Laws Item:

Continuation of Waiver of Community Needs Assessment – It was recommended that a request be made to the HSD #1 Board of Commissioners to continue to waive the requirement for a Community Needs Assessment every 10 years due to the excessive cost of a report and no anticipated changes in the data from the 2008 Community Needs Assessment. It was also noted that the 2015 Data Needs Assessment and Report by the Louisiana Office of Public Health provided a recent update to information and was useful for Foundation purposes. Upon motion by Whitty Hood, seconded by Dave N. Norris, Jr., the recommendation was unanimously approved (4-0). This item will be presented to the HSD #1 Board of Commissioners.

2017 Compliance Certificate – The 2017 Compliance Certificate was presented with a review of noted initiatives and detailed items. After discussion, upon motion by Dave N. Norris, Jr., seconded by Dr. Ed McGuire, the 2017 Compliance Certificate was unanimously approved (4-0). This item will be presented to the HSD #1 Board of Commissioners.

Possible Initiative for ULM Autism Center – Discussion was held on the possibility of creating a renewable initiative to assist the ULM Autism Center to continue to meet the needs of the population who present within the Autism Spectrum. A review of past funding was held, and it was noted that the Center has surpassed all initial goals, and the response from the marketplace was much larger than anticipated. After further discussion, a recommendation was made to investigate with ULM the sustainability needs for the Center and to report to the August Board meeting. Upon motion by Courtney Hornsby, seconded by Dave N. Norris, Jr. the recommendation was unanimously approved (4-0).

President/CEO Report – Discussions are being held with Blue Cross/Blue Shield of Louisiana, both Foundation and Corporate, to explore possible formal relationships in grant-making and collaboration for the region. BCBSLA has indicated interest in working with the Foundation more closely, and opportunities will be explored within several areas. Further discussions are being held to startup a SBHC in Union Parish upon the recent selection of a new Superintendent.

Board Chair Report – No further update was provided.

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