

**A MEETING OF THE AUDIT COMMITTEE
OF THE LIVING WELL FOUNDATION
ON THURSDAY, MAY 31, 2018, AT 8:00 A.M.
AT THE FOUNDATION OFFICE,
3711 CYPRESS STREET, SUITE 2,
WEST MONROE, LOUISIANA 71291**

MINUTES

Members Present:

Ken Phillips, Chair
Jim Allbritton
Deion Hemphill

Staff Present:

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

Members Absent:

none

Others Present:

Francis Huffman, Huffman & Soignier, APAC
Lori Woodard, Huffman & Soignier, APAC

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

Nominate Audit Committee Chair – The nomination of Ken Phillips as Committee Chair was recommended. Upon motion by Deion Hemphill, seconded by Jim Allbritton, the recommendation was unanimously approved (3-0).

Minutes – The minutes from the October 11, 2017, meeting were reviewed. There being no changes to the minutes, upon motion by Jim Allbritton, seconded by Deion Hemphill, the minutes were unanimously approved (3-0).

2017 Peer Review Report – The latest 3-year Peer Review Report dated December 22, 2017, for Huffman & Soignier, APAC, was presented, representing a “pass” rating for the peer review. Francis Huffman, senior partner of Huffman & Soignier, APAC, provided additional information on the process and the delay for the presentation of the report based on AICPA requirements for dissemination. The report will be attached to the previously presented Auditor Engagement Letter. No further action was necessary for this item.

Presentation of the Draft Audit Report – The 2017 audit report was presented by Lori Woodard and Francis Huffman of Huffman & Soignier, APAC. As items within the audit were reviewed, there was additional discussion for clarification. Upon further review, a revision to a note within the audit was recommended. At this time the presentation continued with review of the Statewide Agreed-Upon Procedures (“AUPs”), a new addition to government audits for 2017. It was noted that two exceptions were indicated in the review, and management had provided a response to each of these with prior review by Jim Allbritton. Although the exceptions were minor, due to items being provided for in other processes at the Foundation, it was recommended by the Committee that the Finance/Investment

Committee should address these two areas within the Internal Financial Procedures Policy in order to assist the process for future audit and AUP reviews. After discussion, upon motion by Deion Hemphill, seconded by Ken Phillips, the recommendation was unanimously approved (3-0).

In conclusion, it was reported that there were no findings, no deficiencies, and no non-compliance items in the audit, with a final unmodified opinion. There were also no journal entries to be made. Upon motion by Jim Allbritton, seconded by Deion Hemphill, the 2017 audit report with noted changes and corrections, was unanimously approved (3-0). This item, upon noted revisions, will be presented to the Executive Committee and thereafter to the HSD #1 Board of Commissioners. The 2017 audit report will also be provided to all Board members.

At this time, Alice Proffit and Janet Rutledge exited the meeting for the Committee to meet with the auditor separately. Upon conclusion of this discussion, they then rejoined the meeting.

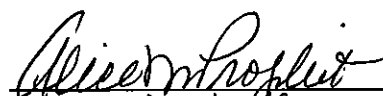
Compliance and Periodic Review – It was noted that in compliance with the By-Laws, an internal review of processes and compliance to governance should be conducted periodically. It was recommended that this process be conducted in 2019 with assistance from Julian Johnston, retired CPA, and Board Advisor. Upon motion by Deion Hemphill, seconded by Jim Allbritton, the recommendation was unanimously approved (3-0). This item will be presented to the Executive Committee.

Separately, in accordance with the By-Laws, the Audit Committee reviewed the accounting and financial procedures of the Foundation, including preparation of and format of financial statements. After discussion, it was recommended that the current financial and accounting processes were adequate and appropriate at this time, and no changes were needed. Upon motion by Jim Allbritton, seconded by Deion Hemphill, the recommendation was unanimously approved (3-0). This item will be presented to the Executive Committee.

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.



Chair


Secretary President/CEO