

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, AUGUST 2, 2018, AT 7:30 A.M
AT THE WMWO CHAMBER OF COMMERCE OFFICE,
112 PROFESSIONAL DRIVE, WEST MONROE, LOUISIANA, 71291**

MINUTES

Members Present:

Courtney Hornsby, Chair
Dr. Florencetta Gibson
A. Whitfield "Whitty" Hood, Jr.
Dr. Bob Huffstutter
Dr. Ed McGuire
Dr. Dave N. Norris, Jr.
Ken Phillips
Dr. John Shepard

Members Absent:

Jim Allbritton
Rev. Don Banks
Dr. Jacquelyn Carter
Deion Hemphill

Staff Present:

Alice M. Prophit, President/CEO

Staff Absent:

Janet Rutledge, Executive Assistant, Secretary/Treasurer

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 May 3, 2018, meeting were reviewed. There being no changes, upon motion by Dr. McGuire, seconded by Dr. Norris, the minutes were unanimously approved by all members then present (7-0).

Items to be considered from the Executive Committee:

Fall 2018 Grant Cycle – A recommendation was presented to open a grant cycle in the Fall 2018. Upon motion by Mr. Phillips, seconded by Dr. McGuire, the recommendation was unanimously approved by all members then present (7-0).

2019 Meeting Schedule – The 2019 meeting schedule was presented, and a recommendation was made to approve the schedule. Upon motion by Dr. Gibson, seconded by Dr. Huffstutter, the recommendation was unanimously approved by all members then present (7-0).

Dr. Shepard entered the meeting at this time.

Updates noted from Executive Committee – The Executive Committee meeting minutes from June 12, 2018, were presented, and note was made of the following actions or updates:

- The 2017 Annual Report had been completed and mailed to a broad mailing list in July 2018.
- The 2017 Audit was completed by the auditor and filed by the required date of June 30, 2018.
- The updated peer review report for the auditor was received, noting a "pass" rating.

- A resolution had been received from the HSD #1 Board of Commissioners for a waiver of the requirement for a community needs assessment every 10 years. It was commented that they shared our opinion that this did not seem to be a needed item at any time in the near future.
- The 2017 Compliance Certificate was submitted to the HSD #1 Board of Commissioners in June 2018.

As there were no questions or comments, no further actions were necessary at this time.

Items to be considered from the Programs/Grant Review Committee:

ULM Autism Center Initiative – A proposal to continue funding for the ULM Autism Center in a renewable 3-year initiative was presented, with note that the Executive Committee and Finance/Investment Committee had considered the initiative in previous meetings. Prior to discussion, consideration of potential conflicts of interest were reviewed.

Written statements were then presented from Dr. Florencetta Gibson and for Dr. Bob Huffstutter regarding their work or advisory roles for ULM. After providing input to the Board on her advisory role at ULM, Dr. Gibson departed the meeting for further discussion and vote on the potential conflict.

After discussion, upon motion by Whitty Hood, seconded by Dave N. Norris, Jr., the following was unanimously approved (7-0), to-wit:

WHEREAS, the Board of Directors has received and reviewed the Notice of Potential Financial Interest/Conflict of Interest presented to the Board by Dr. Florencetta Gibson with respect to the University of Louisiana as a recipient of funding for the ULM Autism Center Initiative, and has had the opportunity to propound questions to her regarding the relationship(s) disclosed;

WHEREAS, the Board of Directors has discussed, without the presence of the foregoing individual, whether she has a conflict of interest with respect to the designated initiative;

RESOLVED, the Board of Directors hereby determines that Dr. Gibson DOES NOT have a potential conflict of interest with respect to the initiative recipient, and Dr. Gibson may participate in any discussion or vote relating to this matter.

At this time, Dr. Gibson returned to the meeting, and Dr. Huffstutter provided input to the Board on his compensated professional services and advisory role at the ULM Dental Hygiene Clinic as well as his daughter's employment in the ULM Department of Dental Hygiene. He then departed the meeting to allow for further discussion and vote on the potential conflict.

After further discussion, upon motion by Ken Phillips, seconded by Dr. Ed McGuire, the following was unanimously approved (7-0), to-wit:

WHEREAS, the Board of Directors has received and reviewed the Notice of Potential Financial Interest/Conflict of Interest presented to the Board by Dr. Bob Huffstutter with respect to the University of Louisiana as a recipient of funding for the ULM Autism Center Initiative, and has had the opportunity to propound questions to him regarding the relationship(s) disclosed;

WHEREAS, the Board of Directors has discussed, without the presence of the foregoing individual, whether he has a conflict of interest with respect to the designated initiative;

RESOLVED, the Board of Directors hereby determines that Dr. Huffstutter DOES NOT have a potential conflict of interest with respect to the initiative recipient, and Dr. Huffstutter may participate in any discussion or vote relating to this matter.

Discussion was then held on the ULM Autism Center Initiative as presented, with a review of the prior 3 years of grant cycle funding and the impact to the region by the Autism Center.

After further discussion, upon motion by Ken Phillips, seconded by Dr. John Shepard, the following was unanimously approved (7-0), to-wit:

WHEREAS, the Board of Directors hereby determines that funding for the ULM Autism Center has been advantageous to the Service Area;

WHEREAS, the ULM Autism Center is a needed clinic serving the under-served population in the area, and the special needs of those individuals within the Autism Spectrum Disorder,

RESOLVED, the Board of Directors, having evaluated the proposed initiative in light of the Foundation's mission and strategic goals, the grantee's previous funding and performance within the prior 3 year grants, any staff reports or site visits, and the recommendations of the Foundation's Executive Committee, Finance/Investment Committee, and Programs/Grant Review Committee, hereby approves the initiative for a renewable 3-year term, beginning January 1, 2019, through December 31, 2021, for annual funding up to \$34,000, outside of the normal grant-making process, subject to the negotiation and execution of a formal written Memorandum of Understanding and Funding Agreement, and, if required under the Foundation's By-Laws, subject to the approval of the Board of Commissioners of the Hospital Service District No. 1 of the Parish of Ouachita.

Priorities and Focus for the Fall 2018 Grant Cycle – The proposed priorities and focus for the grant cycle were presented, noting that the Community Plan's three priorities would provide a broad opportunity for agencies to address major needs of the service area for this grant cycle. A recommendation was made for the priorities of the grant cycle to be the three priorities within the Community Plan: *1) Promoting Healthy Lifestyles Through Education, Awareness, and Wellness Services; 2) Improving Access to Healthcare Through Availability and Affordability; and, 3) Addressing Special Healthcare Needs of Infants and Minor Children.*

A recommendation was made for the focus to be: *"All ages, new or expanded programs or services for medical, dental, or behavioral health, with special emphasis to qualified school, hospital, or health clinic settings, and inclusion of matching funding, a plan for sustainability, and large impact for the region"*. Upon motion by Mr. Hood, seconded by Dr. McGuire, the recommendations for the priorities and focus for the grant cycle were unanimously approved (8-0).

External Evaluator for the Grant Cycle – A recommendation was made that Dr. Francesca Armmer, a Nursing Department professor at Bradley University in Illinois, and the external evaluator for the Fall 2017 grant cycle, be selected again as the external evaluator for the upcoming grant cycle at the rate of \$125 per application. Upon motion by Dr. McGuire, seconded by Whitty Hood, the recommendation was unanimously approved (8-0).

Revisions to Grant Process Forms:

Grant Budget Worksheet – Revisions to the grant budget worksheet were then presented, including further delineation of the Project Supplies line items and other small changes. After discussion, it was recommended that the grant budget worksheet as presented be approved.

Upon motion by Dr. Gibson, seconded by Dr. Huffstutter, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Grant-Making Guidelines and Procedures – Proposed revisions for the grant policy were presented, including clarification of language, removing unneeded language, and adding elements for better explanation of funding. A recommendation was made to revise the grant policy as presented, and upon motion by Dr. Shepard, seconded by Dr. Norris, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Letter of Intent (LOI) – Changes to the LOI form were reviewed, including clarification of the project purpose. Recommendation was made to accept the revisions as presented, and upon motion by Dr. Norris, seconded by Ken Phillips, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Application – The online grant application form was then reviewed, with noted revisions for clarification of the funding request, removing unneeded sections, and refining areas for better responses and Committee reviews. A recommendation was made to accept the revisions to the application as presented. Upon motion by Dr. Gibson, seconded by Dr. Huffstutter, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Evaluation Form – Revisions to the form for evaluation of the grant request were proposed to shorten the form with ten equal weighted sections and removal of overlapping questions. It was then recommended that the revised evaluation form be approved. Upon motion by Dr. McGuire, seconded by Whitty Hood, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Items to be considered from the Finance/Investment Committee:

June 2018 Financial Statements – The June 2018 financials were presented, with the investment worksheet and a cash flow worksheet. There was a noted deficit in the month and year-to-date change in asset valuations due to the increased unrealized losses, although the year-to-date cash flow analysis reflected income exceeded expenditures. After discussion, upon motion by Dr. McGuire, seconded by Dr. Gibson, the recommendation to accept the financials as presented was unanimously approved (8-0). This item, with the bond worksheet and the cash flow worksheet, will be presented to the HSD # 1 Board of Commissioners for their quarterly review.

Fall 2018 Grant Cycle Budget – A review was held on the 2018 operations budget and the current financial performance. After discussion the recommendation was made to proceed at the designated budgets at this time for a grant cycle in the fall. Upon motion by Dr. Norris, seconded by Dr. Shepard, the recommendation was unanimously approved (8-0).

Introduction of the 2019 Operating and Capital Budgets Package – The proposed 2019 Operating Budget Package, with the Capital Budget, was introduced. Rising interest rates contributed to slightly higher revenues, and expenses were slightly increased due to higher audit fees and investment management fees based on the new fee schedule. The Capital Budget included provisions for upgraded computer equipment for both stations in the office, only if not completed within 2018. After discussion, upon motion by Ken Phillips, seconded by Dr. Gibson, the 2019 Budget Package will

be submitted for public inspection and then submitted for approval at the Board of Directors meeting scheduled for October 3, 2018. No further actions were necessary at this time.

Internal Financial Procedures Policy: Revisions to the financial procedures policy were then presented with simple clarification of two items related to travel from the agreed-upon procedures (AUPs) review in the 2017 audit report. It was also recommended to remove an item regarding office procedure at this time and which would be considered by the Finance/Investment Committee for clarification at a future meeting. After discussion, it was recommended that the policy be revised as recommended. Upon motion by Dr. McGuire, seconded by Dr. Norris, the recommendation was unanimously approved (8-0).

Revisions to the Investment Policy – Based upon the recent discussion between representatives from the Board of Directors with the HSD #1 Board of Commissioners, and in order to refocus the investment management approaches in the current interest rate market, revisions to the Investment Policy were presented, with discussion on the areas of investment options and approvals for investments. A letter from the attorney on behalf of the HSD #1 Board of Commissioners was also presented. After discussion, upon motion by Dr. Norris, seconded by Ken Phillips, the revisions to the Investment Policy were unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Amend the Agenda for Item – At this time, in order to discuss the opportunities to invest monies held in the money market account, and to consider instruments for those investments, a recommendation was made to amend the agenda. No comments or questions were presented by the public. Upon motion by Dr. Shepard, seconded by Dr. Gibson, the recommendation to amend the agenda to discuss the available investment opportunity was unanimously approved (8-0).

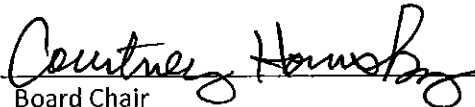
Investment of Cash – Information was presented as prepared by Argent Institutional Services for the investment of available cash in a 1-year certificate of deposit (CD), noting a certificate of deposit was not subject to being “marked to market” under GAAP, and that since the amount to be deposited was in excess of the FDIC insurance limits, federally guaranteed securities would be required to be pledged by the issuing bank as additional assurance to the Foundation. A recommendation was made to invest in the CD and to seek approval from the HSD #1 Board of Commissioners to make the investment at this time. Upon motion by Ken Phillips, seconded by Dr. Shepard, the recommendation was unanimously approved (8-0).

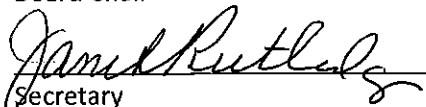
Items to be considered from the Nominee Recommendation Committee: Due to the time constraints for discussion, the Board Chair determined that the Items to be considered from the Nominee Recommendation Committee would be tabled for presentation at the October 3, 2018, Board of Directors meeting. Notification would be provided to the HSD #1 Board of Commissioners.

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