

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, OCTOBER 4, 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
Jim Allbritton
Dr. Jacquelyn Carter
Dr. Florencetta Gibson
Deion Hemphill
A. Whitfield "Whitty" Hood, Jr.
Dr. Bob Huffstutter
Dr. Ed McGuire
Dr. Dave N. Norris, Jr.
Ken Phillips
Dr. John Shepard

Members Absent:

Rev. Don Banks

Staff Present:

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

Others Present:

Julian Johnston, Board Advisor

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

Minutes – The minutes from the August 2, 2018, meeting were reviewed. There being no changes, upon motion by Dr. Norris, seconded by Dr. Gibson, the minutes were unanimously approved (11-0).

The meeting order of agenda items was then changed in order to ensure the required quorum for each item. Items under Sections 6, 7, and 8 were addressed followed by the items in Sections 4 and 5.

Items on the 2019 Budget Package:

2019 SBHC Budget Revision – A proposal to fund the startup expenses and request from Morehouse Community Medical Centers, Inc., regarding a new School-Based Health Center (SBHC) at the Union Parish High School, Union Parish School System, for school year 2019-2020 was presented. The startup expenses were reviewed, with requested funding to provide for a building for the clinic. Terms would likely include a Memorandum of Understanding (MOU) between Living Well Foundation and the Union Parish School System to ensure a medical clinic would be provided on-campus at the minimum of 10 years. In addition, it was presented that the Living Well Foundation will seek a grant from Blue Cross Blue Shield of Louisiana to assist in this project and which would offset some of the expenses. The recommendation was made to increase the SBHC funding in the recently introduced budget from \$200,000 to \$240,000 in order to assist with the startup. After discussion, upon motion by Dr. Gibson, seconded by Dr. Norris, the recommendation was unanimously approved (11-0).

2019 Budget Package - The 2019 Budget Package, previously introduced at the August 2018 Board meeting and notice of availability for public inspection posted, was then presented for adoption. Revisions from the original document presented at the August meeting were reviewed. These revisions included a revised estimate of earnings on investments and the increase for the SBHC Initiative budget. Recommendation was made to accept the revised budget as presented. Upon

motion by Dr. Shepard, seconded by Mr. Phillips, the recommendation was unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners.

Item to be considered from the Audit Committee:

Selection of the Auditor for 2018 – Information was presented on proposals received from 3 firms for the 2018 audit, with recommendation to engage Huffman & Soignier APAC as the auditor for the 2018 audit. After discussion, upon motion by Mr. Phillips, seconded by Mr. Allbritton, the motion was unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners.

Items to be considered from the Executive Committee:

Temporary Staffing Assistance – Discussion was held concerning the need for extra help during the 4 major activities within the year when the work load is more intense than the routine ongoing operations. It was recommended by the Executive Committee that the Foundation retain the assistance of temporary labor as needed to perform tasks around these activities at the rate up to \$15.00 an hour. As a recommendation from the Committee as a motion, it was then seconded by Mr. Allbritton, and unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners.

Actions for Fall 2017 Grantee – United Way – A proposal was presented to amend the 2017 Fall Grant Agreement with United Way in order to close the grant and make the final installment payment, based upon the funding duration of January to March 2018 being met with all reports completed and approved. Prior to discussion, consideration of potential conflicts of interest were reviewed.

After providing input to the Board on her role as a recently elected Board member for United Way, Courtney Hornsby departed the meeting for further discussion and vote on the potential conflict. In addition, Dr. Florencetta Gibson also disclosed her role as a recently elected Board member for United Way, and also departed the meeting for further discussion and vote on the potential conflict.

After discussion, upon motion by Mr. Phillips, seconded by Dr. McGuire, the following was unanimously approved (9-0), 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 Courtney Hornsby with respect to United Way as a recipient of funding for the Fall 2017 Grant, 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 grant;

RESOLVED, the Board of Directors hereby determines that Courtney Hornsby DOES have a potential conflict of interest with respect to the grant recipient, and Courtney Hornsby may not participate in any discussion or vote relating to this matter.

After further discussion, upon motion by Mrs. Hemphill, seconded by Dr. Carter, the following was unanimously approved (9-0), 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

United Way as a recipient of funding for the Fall 2017 Grant, 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 grant;

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

Discussion was then held on the United Way Fall 2017 Grant as presented. After discussion, the recommendation to close the Fall 2017 fall grant for United Way with payment of the last installment due, and to amend the Grant Agreement to include those terms, was made. Upon motion by Mr. Hood, seconded by Dr. Shepard, the recommendation was approved by all members then present (9-0). Based on the inclusion of conflicts of interest, this item will be presented to the HSD #1 Board of Commissioners.

Annual Review of Strategic Plan – The Strategic Plan for 2018 – 2022, including the Action Plan, were presented for the annual review. Based upon the recommendation from the Executive Committee, no changes or updates were needed at this time. Upon motion by Dr. John Shepard, seconded by Ken Phillips, the motion was unanimously approved (11-0). Based upon no changes or amendments to the plan, this item will not be presented to the HSD #1 Board of Commissioners.

Employee's Annual Reviews –

Executive Assistant, Secretary/Treasurer – Mrs. Rutledge was asked to remain in the meeting for the discussion on her performance, based upon the positive review in the Executive Committee. After a review of the job requirements and performance factors for the position of Executive Assistant, Secretary/Treasurer, and further support expressed by the Board, recommendation was made that Mrs. Rutledge receive a merit increase of 3% for 2019. Upon motion by Dr. McGuire, seconded by Dr. Carter, the motion was unanimously approved (11-0).

At this time, Mrs. Prophit and Mrs. Rutledge voluntarily departed the meeting.

President/CEO – Discussion was then held on the performance of Alice Prophit as President/CEO. Courtney Hornsby explained to Board members the Executive Committee completed the annual performance evaluation of Alice Prophit at their most recent Executive Committee meeting. Alice received high remarks for her performance as President/CEO of the Living Well Foundation. She was also commended by Board members for her work in connecting grantees to resources in the community and increasing the number of organizations aware of the Living Well Foundation and its grants program. All directors concurred with this evaluation.

Following the performance review, Courtney Hornsby provided the Board members a summary of the discussion by the Executive Committee as to whether an increase in compensation should be recommended to HSD, and that following discussion, an increase of 3% had been recommended by the Executive Committee with a vote of 2 for, 1 opposed, 1 abstention. Following extensive discussion by the directors, and after motion and second to approve the recommendation of the Executive Committee, the Board voted 6 for, 5 opposed, which was insufficient to approve this recommendation under the requirements of the By-Laws.

Both of these items on employee reviews will be presented to the HSD #1 Board of Commissioners.

Update on Various Items - The September 6, 2018, Executive Committee minutes were provided as an update only. No further actions were necessary.

At this time, the meeting returned to the order to consider the remaining items on the agenda. Mrs. Hemphill and Dr. Norris exited the meeting.

Items to be considered from the Nominee Recommendation Committee:

District Appointees and Terms – Upon review of the terms of office for District appointees, recommendations were presented for the following Board members:

As a motion from the Committee and seconded by Dr. McGuire, Don Banks was recommended to a third and final countable term, beginning January 1, 2019, through December 31, 2021. The recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

As a motion from the Committee and seconded by Mr. Phillips, Courtney Hornsby was recommended to a third and final countable term, beginning January 1, 2019, through December 31, 2021. The recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

As a motion from the Committee and seconded by Dr. Carter, upon the completion of the third and final countable term by Dr. John Shepard on December 31, 2018, and as a new director, Major Jason Pleasant, the Commander of the Investigative Division of the Ouachita Parish Sheriff's Office, was recommended for nomination to a first countable term, beginning January 1, 2019, through December 31, 2021. The recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

As a motion from the Committee and seconded by Dr. Gibson, and based upon the recent notification by Board member, Deion Hemphill, that she cannot complete her second countable term ending December 31, 2020, and as a new director, Lori Allen, a licensed professional counselor with Strategic Counseling Services in West Monroe, was recommended for nomination to a partial term, but not a countable term, beginning January 1, 2019, through December 31, 2020. The recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Update on OPPJ Appointee – As an update only, it was noted that the OPPJ has appointed Alberta Brown Green as the At-Large "Other" Police Jury appointee, beginning January 1, 2019, through December 31, 2021, and upon completion of the third and final countable term of Dr. Florencetta Gibson ending December 31, 2018. Mrs. Green is the self-employed owner of ABG Counseling and Career Consulting, LLC, in Monroe. This item will be presented as update only to the HSD #1 Board of Commissioners.

2019 Board Officers – The following roster of Board officers was then recommended.

Board Chair – Courtney Hornsby
Vice Chair, Finance/Investment Committee – Whitty Hood
Vice Chair, Programs/Grant Review Committee – Ken Phillips
Vice Chair, Planning/Operations Committee – Dr. Ed McGuire

Upon motion by Mr. Allbritton, seconded by Dr. Huffstutter, the recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

At this time Dr. Shepard and Dr. Gibson left the meeting.

2019 Committees – The following roster of standing committees was then recommended.

Executive Committee

Courtney Hornsby – Board Chair
Whitty Hood – Vice Chair, Finance/Investment Committee
Ken Phillips – Vice Chair, Programs/Grant Review Committee
Dr. Ed McGuire – Vice Chair, Planning/Operations Committee
Dr. Dave N. Norris, Jr. – Board Appointee

Finance/Investment Committee

Whitty Hood – Vice Chair
Jim Allbritton
Dr. Jacquelyn Carter
Courtney Hornsby
Major Jason Pleasant

Programs/Grant Review Committee

Ken Phillips – Vice Chair
Alberta Green
Courtney Hornsby
Dr. Bob Huffstutter
Dr. Dave N. Norris, Jr.

Audit Committee – (Chair to be elected at first committee meeting)

Jim Allbritton
Lori Allen
Whitty Hood

Planning Operations Committee – (to be convened as determined by the Board Chair)

Dr. Ed McGuire – Vice Chair

Upon motion by Dr. Huffstutter, seconded by Mr. Allbritton, the recommendation was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.

The recommendation to also establish the Nominee Recommendation Committee was made by the Board Chair. Upon motion by Mr. Allbritton, seconded by Mr. Phillips, the recommendation was unanimously approved by all members then present (7-0). The selection of members was then made by the Board Chair for the 2019 Nominee Recommendation Committee.

Nominee Recommendation Committee – (Chair to be elected at the first meeting)

Jim Allbritton
Lori Allen
Rev. Don Banks
Courtney Hornsby
Dr. Ed McGuire

Upon motion by Mr. Hood, seconded by Mr. Allbritton. The recommendation 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 2019 – Board Advisors may be requested by the Board in accordance with the By-Laws, Article III, section 3.11. The recommendation was made for the Honorable Dave N. Norris, Sr., and Julian Johnston to continue as Advisors to the Board, with the addition of Dr. Florencetta Gibson to also serve as an Advisor. Upon motion by Mr. Hood, seconded by Mr. Phillips, the recommendation was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners.

2019 Employees and Corporate Officers – The employees and Corporate Officers for 2019 were then presented. The recommendation was made that Alice M. Proffit continue as President/CEO and a Corporate Officer. Upon motion by Mr. Allbritton, seconded by Dr. Carter, the recommendation was unanimously approved by all members then present (7-0).

The recommendation was made that Janet M. Rutledge continue as Executive Assistant, Secretary/Treasurer, and a Corporate Officer. Upon motion by Mr. Phillips, seconded by Mr. Allbritton, the recommendation was unanimously approved by all members then present (7-0).

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

August 2018 Financials – The August 2018 financials were then presented, with the investment worksheet and cash flow worksheet, with no deficits noted, and income continuing to exceed expenses on a cash basis. It was reported that second installment payments had been made for the Fall 2017 Grants. It was also noted that the total face value (par value) of holdings continues to slightly increase based on rising rates on the money market account. After review, the recommendation was made to accept the August 2018 financial statements as presented. Upon motion by Mr. Allbritton, seconded by Dr. McGuire, the recommendation was unanimously approved by all members then present (7-0).

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