

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, AUGUST 1, 2019, 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
Lori Allen
Alberta Green
A. Whitfield “Whitty” Hood, Jr.
Dr. Bob Huffstutter
Dr. Ed McGuire
Dr. Dave N. Norris, Jr.
Major Jason Pleasant

Members Absent:

Rev. Don Banks
Dr. Jacquelyn Carter
Ken Phillips

Staff Present:

Alice M. Proffit, President/CEO
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 2, 2019, meeting were reviewed. There being no changes, upon motion by Dr. McGuire, seconded by Mr. Allbritton, the minutes were unanimously approved (8-0).

June 2019 Financials – The June 2019 financial statements, with the Argent statement and the bond worksheet, were then presented. It was noted that unrealized losses had now decreased from a high of \$1.3 million to \$89,000 due to market conditions, and total net assets were now \$48.2 million. After review, the recommendation was made to accept the June 2019 financial statements as presented. Upon motion by Mr. Allbritton, seconded by Dr. Huffstutter, the recommendation was unanimously approved by all members then present (8-0). This item will be presented to the HSD #1 Board of Commissioners for their quarterly review.

2020 Meeting Calendar - The 2020 meeting schedule was presented, and a recommendation was made to approve the schedule. Attention was also called to note the date of the Annual Update Luncheon. Upon motion by Mr. Allbritton, seconded by Dr. McGuire, the recommendation was unanimously approved by all members then present (8-0).

Items to be considered from the Executive Committee:

Updates to the Strategic Plan and Action Plan – The Strategic Plan for 2018 – 2022, including the Action Plan, were presented for the annual review. The Autism Center Initiative and the collaboration with Blue Cross Blue Shield Foundation of Louisiana were both added as strategic

goals within the plan. Recommendation was made to accept the plan as presented. Upon motion by Mr. Hood, seconded by Dr. Huffstutter, the motion was unanimously approved by all members then present (8-0). This item will be presented to the HSD #1 Board of Commissioners.

Fall 2019 Grant Cycle – The financials were then reviewed, and a recommendation was made to open a grant cycle during fall 2019, with letters of intent accepted the last two weeks of August and applications submitted by September 30th. Upon motion by Mr. Hood, seconded by Ms. Allen, the recommendation was unanimously approved by all members then present (8-0).

Dr. Norris entered the meeting at this time.

Part-time Employee, Financial Assistant – Information was presented on the new employee, Sherry Miller, Financial Assistant, with the requirement by the HSD of a 6-month review. It was noted that Mrs. Miller would not be eligible for a September 2019 salary review, and it was recommended that, at the 6-month review in January 2020, a salary adjustment be considered if then appropriate. Thereafter, all employees would then be on the same compensation review schedule. Upon motion by Dr. Huffstutter, seconded by Mrs. Green, the recommendation was unanimously approved (9-0).

Updates noted from Executive Committee – The Executive Committee meeting minutes from June 6, 2019, were presented. As there were no questions or comments, no further actions were necessary.

Items considered from the Nominee Recommendation Committee:

District Appointees and Terms – A review of the terms of District-appointed Board Directors was then held. Mr. Hood will complete his second countable term December 31, 2019. Dr. Norris will complete his first countable term December 31, 2019, and Dr. Huffstutter will complete a partial term appointed upon the resignation of Jimmy Snow in February 2018, but not a countable term, December 31, 2019.

After review, upon motion by Dr. Norris, seconded by Dr. McGuire, Mr. Hood was recommended to serve a third and final countable term, beginning January 1, 2020, through December 31, 2022. The recommendation was unanimously approved as a nomination (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Upon motion by Mr. Hood, seconded by Dr. McGuire, Dr. Norris was recommended to serve a second countable term, beginning January 1, 2020, through December 31, 2022. The recommendation was unanimously approved as a nomination (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Upon motion by Mr. Allbritton, seconded by Dr. McGuire, Dr. Huffstutter was recommended to serve a first countable term January 1, 2020, through December 31, 2022. The recommendation was unanimously approved as a nomination (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 appointee, Ken Phillips, will complete his first countable term December 31, 2019, and that the OPPJ has been reminded of the need to take action.

2020 Board Officers – The following roster of Board officers was then recommended.

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

Upon motion by Mr. Allbritton, seconded by Mr. Hood, the recommendation for nomination was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

2020 Committees – The following members were then recommended for the standing committees.

Executive Committee

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

Finance/Investment Committee

Dr. Dave Norris, Jr. – Vice Chair
Jim Allbritton
Lori Allen
Whitty Hood
Major Jason Pleasant

Programs/Grant Review Committee

Ken Phillips – Vice Chair
Alberta Green
Courtney Hornsby
Dr. Bob Huffstutter
Dr. Jacquelyn Carter

Planning Operations Committee

Dr. Ed McGuire – Vice Chair

Audit Committee

Jim Allbritton
Lori Allen
Whitty Hood

In addition, the following committee members were recommended:

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

Bishop Don Banks
Courtney Hornsby
Dr. Bob Huffstutter
Dr. Ed McGuire
Major Jason Pleasant

Upon motion by Dr. McGuire, seconded by Dr. Huffstutter, and with no objections or questions, the recommendation for nomination as presented for all committees was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Board Advisory Roles for 2020 – Board Advisors may be requested by the Board in accordance with the By-Laws, Article III, section 3.11. Based upon work with school-based health centers and initiatives, financial and investment actions, and grant-making, the recommendation was made for Dave N. Norris, Sr., Julian Johnston, and Dr. Florencetta Gibson to continue as Advisors to the Board.

Upon motion by Mr. Hood, seconded by Major Pleasant, the recommendation for nomination was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

2020 Employees and Corporate Officers – The employees and Corporate Officers for 2020 were then presented. The recommendation was made that Alice M. Proffit continue as President/CEO and a Corporate Officer. Upon motion by Mr. Hood, seconded by Ms. Allen, the recommendation for nomination was unanimously approved (9-0).

The recommendation was made that Janet M. Rutledge continue as Executive Assistant and Secretary/Treasurer, and a Corporate Officer. Upon motion by Dr. McGuire, seconded by Mr. Allbritton, the recommendation for nomination was unanimously approved (9-0).

The recommendation was made that Sherry G. Miller continue as Financial Assistant, but not a Corporate Officer. Upon motion by Dr. Huffstutter, seconded by Mr. Allbritton, the recommendation that she be approved for continuation of employment in this position was unanimously approved (9-0).

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

Items to be considered from the Finance/Investment Committee:

Fall 2019 Grant Cycle Budget – The consideration for a fall grant cycle budget was then presented. After discussion, the recommendation was made to adjust the grant cycle budget to \$300,000. It was noted that this amount may be adjusted up or down after a final review of the financial situation of the Foundation prior to the actual grant awards. Upon motion by Dr. Norris, seconded by Mrs. Green, the recommendation was unanimously approved (9-0).

ULM Autism Center Initiative – A recommendation to continue the 2nd year of funding of up to \$34,000 for the Autism Center Initiative, as part of the previously approved 3-year initiative, was presented. Upon motion by Mr. Hood, seconded by Dr. Norris, the recommendation was unanimously approved (9-0).

2020 Budget Package - The 2020 Budget Package was introduced, with notice of availability for public inspection to be posted on the website and in the Ouachita Citizen as required by law prior to presentation for adoption. It was noted that income for the Living Well Foundation has continued to increase, and that expenses were slightly increased based on the new employee and the anticipated move to the adjacent larger office location. Because it is anticipated there will be no new requests for school-based health centers outside of equipment or current program needs, the grant budget for 2020 is predicted at \$375,000. It was noted there are no capital budget expenses known at this time. Recommendation was made to publish the budget for public inspection as required by law prior to the next Board meeting in October. Upon motion by Dr. Norris, seconded by Mr. Hood, the recommendation was unanimously approved (9-0).

Amendment to the 2019 Capital Budget – An amendment to the 2019 capital budget was presented, and included provisions for computer equipment for the new employee and proposed move to the new office suite. After discussion, upon motion by Dr. Huffstutter, seconded by Dr. McGuire, the amended 2019 capital budget was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Selection of Investment Portfolio Manager – A review was provided of the information received as part of the Request for Proposals for Investment Management and Custody. Based on a thorough study of the submitted proposals and fee structures, the Finance/Investment Committee recommended that Argent Financial Group, Inc., continue to manage the funds of the Living Well Foundation within an amended reduced fee schedule. After discussion, upon motion by Dr. Norris, seconded by Ms. Green, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Internal Financial Procedures Policy – A situation concerning a fraudulent check as presented on the Origin Bank account was then presented. After actions by the Foundation staff and the bank at the time of presentation, with input by the attorney and the Vice Chair of the Finance/Investment Committee, it was determined that “post no debits” should be placed on the account, and that consideration of the Positive Pay Service at Origin Bank, to confirm and approve all check payments, at a monthly cost of \$35.00, would be in the Foundation’s best interests. In addition, the policy for financial procedures was presented for amendment to reflect the new actions. After discussion, it was recommended that the Foundation utilize the Positive Pay Service and that the policy be revised as presented. Upon motion by Mr. Allbritton, seconded by Mr. Hood, the recommendation was unanimously approved (9-0).

President/CEO Report – It was reported that an upcoming site visit is scheduled for the new Morehouse Community Medical Centers School-Based Health Center (SBHC) at the Union Parish High School, opening in the fall. In addition, it is reported that Louisiana Tech is moving forward well ahead of schedule with phase 2 of their project to coordinate community efforts to decrease response time and improve access to lifesaving measures through an app that locates automated external defibrillators and educates on other emergency measures.

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