

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, OCTOBER 3, 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.
Ken Phillips

Members Absent:

Rev. Don Banks
Dr. Jacquelyn Carter
Jason Pleasant

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 August 1, 2019, meeting were reviewed. There being no changes, upon motion by Mr. Hood, seconded by Mr. Allbritton, the minutes were unanimously approved by all members then present (7-0).

At this time, Mrs. Green entered the meeting.

August 2019 Financials – The August 2019 financials were then presented, with the Argent statement and the cash flow worksheet. Reviews of the grants and programs line items were provided, with updates on returned funds and special funding, followed by a review of certain other operating expenses. No deficits were noted on the financials for month-to-date or year-to-date, with total net assets exceeding the restricted principal by \$1.2 million at this time.

After review, recommendation was made to accept the August 2019 financial statements as presented. Upon motion by Mr. Phillips, seconded by Dr. McGuire, the recommendation was unanimously approved by all members then present (8-0).

At this time, Dr. Norris entered the meeting.

2020 Budget Package – The 2020 Budget Package, previously introduced at the August 2019 Board meeting and published with notice of availability for public inspection, and in compliance to the Louisiana RS 39:1305 Budget Preparation Act, was then presented for adoption. It was reported that no questions or comments from the public were received. Several items were noted, including the lowered investment management fees after the RFP process and the possibility for increased grant funding. It was also noted that the 2-year renewal for the grant software fee was included as well as associated expenses with office relocation to a larger suite. No capital expenses were proposed at this time.

Recommendation was made to accept the budget package as presented. Upon motion by Dr. Norris, seconded by Mr. Hood, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Related Party Questionnaire for 2020 – The related party questionnaire was presented for directors and staff relating to eligibility to serve and potential conflicts of interest regarding service and vendors. It was requested that the forms be completed by January 1, 2020. No further action was necessary at this time.

Items to be considered from the Audit Committee:

Selection of the Auditor for 2019 – The auditor engagement letter from Huffman & Soignier, APAC, was presented, including a term of 2 years (2019 and 2020 audits). It was also noted that the audit will again include reviews as required for the Statewide Agreed-Upon Procedures, and the Legislative Auditor may issue new requirements.

As it was a recommendation from the Audit Committee to engage Huffman & Soignier, APAC, for the 2019 and 2020 audits, and no motion was required, upon second by Mr. Phillips, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Periodic Internal Review – The report for the periodic review, as indicated in the By-Laws Sections 3.8 and 7.7 and per the request of the Audit Committee, and prepared by Julian Johnston, Board Advisor, , was presented by Mr. Allbritton as Chair of the Audit Committee. It was noted there were no findings and no exceptions, but there were included a few minor recommendations to be accepted for implementation, including postings on the website and procedures for compensation studies and grant qualifications. After discussion, upon motion by Mr. Hood, seconded by Mr. Phillips, the recommendation to accept the Periodic Internal Review and its recommendations was unanimously approved (9-0). Special appreciation was expressed for the work and commitment of Julian Johnston on behalf of the Board of Directors.

Items to be considered from the Executive Committee:

Additional Grant Cycle – Information was presented concerning an additional grant cycle specific to strategic granting including provisions for equipment within 3 specialties: spot vision screeners, segmental body composition tools, and automated external defibrillators (AEDs). These needs have arisen from existing grant requests and large impact studies for the region. Upon motion by Dr. Huffstutter to continue to explore the possibility of a specific equipment-based grant cycle, seconded by Mrs. Allen, the recommendation was unanimously approved (9-0).

Employee's Annual Reviews –

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

Executive Assistant, Secretary/Treasurer – Upon review of the job requirements and performance factors for the position of Executive Assistant, Secretary/Treasurer, and support expressed by the Board, recommendation was made by the Executive Committee that Mrs. Rutledge receive an increase of 3% to her hourly compensation effective January 1, 2020. As it was a recommendation from the Executive Committee, and no additional motion required, then seconded by Mr. Hood, the recommendation was unanimously approved (9-0).

Financial Assistant – After a review of the job requirements and an update on the terms of employment for Sherry Miller, including the 90-day probationary period and additional 6-month review to be done in February, 2020, it was recommended by the Executive Committee that the current terms of employment be reaffirmed. As a recommendation from the Executive Committee, and no additional motion required, then seconded by Mr. Hood, the recommendation was unanimously approved (9-0).

At this time, Mrs. Proffit voluntarily departed the meeting.

President/CEO – Discussion was held on the performance of Alice Proffit regarding the operations of the Foundation. All Board Directors agreed that she did an excellent job in all areas of the Foundation operations and was extremely knowledgeable and efficient, as also reflected within the written review. Following the review, there was a discussion on an increase of 4% in annual compensation as recommended by the Executive Committee. After discussion, and as a recommendation from the Executive Committee, and no additional motion required, then seconded by Mr. Phillips, the recommendation was unanimously approved (9-0).

All the above items on employee annual reviews will be presented to the HSD #1 Board of Commissioners.

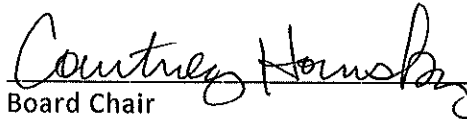
At this time, Mrs. Rutledge and Mrs. Proffit rejoined the meeting.

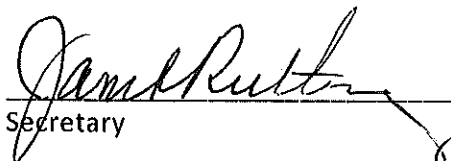
Update on Various Items - The September 6, 2018, Executive Committee minutes were provided, with further update on the list of monthly bills and the positive pay service at Origin Bank implemented after the presentation of a fraudulent check on the bank account. No further actions were necessary.

President/CEO Report - It was reported that 35 grant applications had been received for the Fall 2019 Grant Cycle, and Dr. Florencetta Gibson had agreed to assist this year as a Board Advisor. It was also reported that a site visit was planned October 8th for the Union Parish school-based health center, newly opened this school year. Reservations for the Salvation Army's first annual charity dinner were also requested.

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