

**A SPECIAL CALLED MEETING OF THE EXECUTIVE COMMITTEE  
OF THE LIVING WELL FOUNDATION  
ON THURSDAY, JANUARY 2, 2020, AT 11:00 A.M.  
AT THE FOUNDATION OFFICE, 3711 CYPRESS STREET, SUITE 2,  
WEST MONROE, LOUISIANA 71291**

**MINUTES**

***Members Present:***

Courtney Hornsby, Chair  
A. Whitfield "Whitty" Hood, Jr.  
Dr. Ed McGuire  
Ken Phillips

***Staff Present:***

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

***Members Absent:***

Dr. Dave N. Norris, Jr.

***Others Present:***

Jim Allbritton, LWF Board member

Courtney Hornsby called the meeting to order, and the presence of a quorum was verified. It was noted that items may be considered out of order to manage time.

**Minutes** – The minutes from the September 12, 2019, meeting were reviewed. There being no changes, upon motion by Mr. Hood, seconded by Dr. McGuire, the minutes were unanimously approved (4-0).

At this time, the following agenda items were discussed out of order.

**Authorized Signers Lists for 2020** – The authorized signers lists for the Origin Bank checking account and the Argent investment account were each presented. It was noted that 2 signers are required on all checks and on any investment transaction, with the President/CEO not an authorized signer for investment actions. Upon motion by Mr. Phillips, seconded by Mr. Hood, the authorized signers lists as presented for Origin Bank and for Argent Trust Company were unanimously approved (4-0).

**2020 Monthly Tasks and Activities List** – The 2020 monthly tasks and activities list, including governance items, events, grant schedules, office tasks, and meeting activities, was presented. After review and discussion, upon motion by Dr. McGuire, seconded by Mr. Phillips, the 2020 Monthly Tasks and Activities list as presented was unanimously approved (4-0).

**November 2019 Financial Statements** – The November 2019 financial statements, together with the cash flow and Argent statements, were presented. It was noted that the net assets year to date have improved due to increased earnings and a large positive change in unrealized losses from 2018. All grant payments for the Fall 2017 grant cycle were now completed, and final installments of the Fall 2018 grant awards will be paid by February 2020 upon reconciliation. First installment payments for Fall 2019 grant awards will be paid January 13, 2020. It was noted that Lucius McGehee of Argent Trust will be giving an update on investment opportunities at the January 23, 2020, Finance/Investment Committee meeting, due to the available cash from matured and called notes in 2019. Upon motion by Mr. Hood, seconded by Mr. Phillips, the November 2019 Financial Statements were unanimously approved (4-0).

The remaining agenda items were then discussed in order.

**2020 CPA Engagement Letter** – The 2020 CPA engagement letter from Kelly, Noland, and Ducote, APAC, including preparation of payroll, tax reports, and monthly accounting services, was presented. After discussion, upon motion by Mr. Phillips, seconded by Mr. Hood, the engagement letter as presented was unanimously approved (4-0).

**Employee 6 - Month Review** – As required by the approved terms of employment, a six-month evaluation of the performance of the Financial Assistant, Sherry Miller, were reviewed. After discussion, upon motion by Dr. McGuire, seconded by Mr. Hood, the 6-month review for Mrs. Sherry Miller, Financial Assistant, was unanimously approved (4-0). This item will be presented to the HSD #1 Board of Commissioners.

**IT Tech Support and Management** – Information was then presented on changes of terms for tech support services. It was reported that NetTech, the network provider for the Living Well Foundation, had notified the Foundation that they would no longer provide partial support or help desk support and would require a full managed tech support services contract, increasing rates from \$240 per month to \$650 per month. In addition, the Microsoft Small Business Enterprise 2011 software for the server would no longer be supported after January 14, 2020, and the QuickBooks Pro 2011 version would have to be updated. For consideration, quotes for the three items, including tech support services, server upgrade, and QuickBooks upgrade, were provided from other vendors, including NetTech, for the needs of the Foundation at this time.

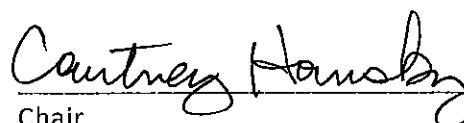
After discussion of the various proposals, it was recommended that Mrs. Prophit, President/CEO, be authorized to clarify specific items, and to further discuss terms with Doug Caldwell, Foundation attorney, with an update to the Committee members, with selection of Ininet Technologies as vendor if all terms are met as identified. Upon motion by Mr. Phillips, seconded by Dr. McGuire, the recommendation was unanimously approved (4-0).


**Amendment to the 2020 Capital Budget** – An amendment for the 2020 Capital Budget was presented to provide for the upgrades in network equipment and services for the year 2020. It was noted that there was no previous capital budget as no known needs had been identified at budget preparation time. After further discussion, upon motion by Mr. Hood, seconded by Mr. Phillips, the recommendation was unanimously approved (4-0). This item will be presented to the Board and to the HSD #1 Board of Commissioners.

**President/CEO Report** – Mrs. Prophit reported that she had received a call from Lori Woodard, CPA and partner, of Huffman & Soignier, APAC, that Mr. Soignier would no longer be a partner in the firm, and that the firm name would be changing to Woodard and Associates, with a letter to be forthcoming. It was noted that the Foundation had previously signed a 2-year audit engagement letter with Huffman & Soignier, and it was likely that a new engagement letter would be required. Further discussions would be conducted with the Foundation attorney to clarify necessary actions.

**Board Chair Report** – It was reported there would not be a regularly scheduled meeting of the Executive Committee on January 9, 2020, as all business had been conducted at this meeting.

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.

  
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Chair

  
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Secretary