

**A MEETING OF THE BOARD OF DIRECTORS  
OF THE LIVING WELL FOUNDATION  
ON THURSDAY, AUGUST 6, 2020, AT 8:00 AM BY VIDEO CONFERENCE  
AT THE CITY OF WEST MONROE COUNCIL CHAMBERS  
2305 NORTH 7<sup>TH</sup> STREET, WEST MONROE, LOUISIANA 71291**

**MINUTES**

***Members Present:***

Courtney Hornsby, Chair  
Jim Allbritton  
Dr. Bob Huffstutter

***Members Absent:***

Lori Allen  
Bishop Don Banks  
A. Whitfield Hood, Jr.

***Members Present by Zoom:***

Dr. Jacquelyn Carter  
Alberta Green  
Dr. Ed McGuire  
Dr. Dave N. Norris, Jr.  
Kenchen Phillips  
Major Jason Pleasant

***Staff Present:***

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

***Others Present:***

Doug Caldwell, Attorney

Pursuant to the provisions of Proclamation 97 JBE 2020, including extended provisions of Proclamation 84 JBE 2020, a Board of Directors meeting was held at which some directors participated by tele-conference/video conference.

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

**Minutes** – The minutes from the May 14, 2020, meeting were reviewed. There being no changes, upon motion by Mr. Phillips, seconded by Mr. Allbritton, the minutes were unanimously approved (9-0).

**June 2020 Financials** – The June 2020 financial statements, with the Argent statement, the bond worksheet, and the cash flow statement, were then presented. It was noted that the Foundation had taken a payroll tax credit under special provisions related to the economic stimulus programs as a result of the pandemic. No deficits were noted in the change in assets for the month-to-date or year-to-date, with a large positive difference in total net assets and the restricted principal. A review was held of the many active grants and initiatives at this time and the associated funding year-to-date. After review, recommendation was made to accept the June 2020 financial statements as presented. Upon motion by Mr. Allbritton, seconded by Dr. Huffstutter, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners for their quarterly review.

**2021 Meeting Calendar** – The 2021 meeting schedule was presented, with attention to the proposed date for the Annual Update Luncheon in the Fall of 2021, especially considering the pandemic and unknown factors. Upon motion by Dr. Norris, seconded by Mr. Allbritton, the recommendation was unanimously approved (9-0).

**Updates from the Executive Committee** – The Executive Committee meeting minutes from May 6, 2020, and July 7, 2020, were presented, noting that they had previously been emailed to all Board Directors. Reference was made to the items which had been completed and submitted as required for 2019, including the audit, the Form 990 tax return, and the Compliance Certificate. As there were no questions or comments, no further actions were necessary.

**Items considered from the Nominee Recommendation Committee:**

**Board Director Terms and Appointments** – The terms of office for Board Directors were then reviewed. Jim Allbritton, a District director, will complete his first countable term December 31, 2020. Recommendation was made to nominate Mr. Allbritton for a SECOND COUNTABLE TERM beginning January 1, 2021, through December 31, 2023. Upon motion by Dr. Huffstutter, seconded by Mr. Phillips, the recommendation was unanimously approved by those voting (8-0), with abstention by Mr. Allbritton. This item will be presented to the HSD #1 Board of Commissioners.

Lori Allen, a District director, will complete an initial partial term ending December 31, 2020, as the appointee to fill the remainder of Deion Hemphill’s term [originally January 1, 2018, through December 31, 2020]. Recommendation was made to nominate Mrs. Allen for a FIRST COUNTABLE TERM beginning January 1, 2021, through December 31, 2023. Upon motion by Mr. Allbritton, seconded by Dr. McGuire, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

As an update, it was reported there are two Ouachita Parish Police Jury appointees who have requested to rotate off the Board due to personal reasons. As of December 31, 2020, Dr. Ed McGuire, District C appointee, will complete his second countable term, and Dr. Jacquelyn Carter, District A appointee, will complete her first countable term. It was also reported that both these appointees expressed their pleasure and personal satisfaction serving on the Board of Directors. The Ouachita Parish Police Jury will determine appointees for these districts at a future date. The Board also expressed their thanks to each of these Directors for their service. No further actions were necessary.

**2021 Board Officers and Committees** – A review was held on the service provisions regarding officers for the Foundation. It was noted that Courtney Hornsby would complete her 3<sup>rd</sup> year as Board Chair on December 31, 2020, and if appointed, Ken Phillips would complete his 3<sup>rd</sup> year as Vice Chair of Programs/Grant Review Committee on December 31, 2021. After discussion, recommendation was made for officers for 2021:

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

As a recommendation from the Committee, and upon motion by Dr. Huffstutter, seconded by Dr. McGuire, the recommendation for Board officers was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

A review of Foundation committees and structures was then discussed. Recommendation from the Committee was made for the following standing committees for 2021:

<u>Executive Committee</u>	
A. Whitfield Hood, Jr.	Chair
Dr. Dave N. Norris, Jr.	Vice Chair, Finance/Investment Committee
Ken Phillips	Vice Chair, Programs/Grant Review Committee
Courtney Hornsby	Vice Chair, Planning/Operations Committee
Jim Allbritton	Board Appointee

Finance/Investment Committee

Dr. Dave N. Norris, Jr. – Vice Chair  
Jim Allbritton, Jr.  
A. Whitfield Hood, Jr.  
Major Jason Pleasant  
*New OPPJ Appointee*

Programs/Grant Review Committee

Ken Phillips – Vice Chair  
Lori Allen  
Alberta Green  
Courtney Hornsby  
Dr. Robert Huffstutter

Audit Committee\*

Jim Allbritton  
A. Whitfield Hood, Jr.  
*New OPPJ Appointee*

Planning/Operations Committee

*(To be convened upon Board need)*  
Courtney Hornsby – Vice Chair

The recommendation also included an additional committee for 2021, but not a standing committee:

Nominee Recommendation Committee\*

Bishop Don Banks  
Courtney Hornsby  
Dr. Robert Huffstutter  
Lori Allen  
*New OPPJ Appointee*

*\* denotes that chair will be elected at the first meeting*

After review and discussion, and in consideration of the recommendations by the Committee for the standing committees, and the additional designated committee, upon motion by Dr. McGuire, seconded by Major Pleasant, these recommendations were unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

**Board Advisory Roles for 2021** – Consideration of advisors to the Board was presented, as provided for in the By-Laws. It was recommended by the Committee that Julian Johnston and Dr. Florencetta Gibson continue in their roles as advisors to the Board. Upon motion by Mr. Allbritton, seconded by Major Pleasant, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

**2021 Employees and Corporate Officers** – Employees and corporate officers for 2021 were then presented. It was recommended that Alice M. Proffit continue as President/CEO and a Corporate Officer. Upon motion by Dr. McGuire, seconded by Mr. Phillips, the recommendation was unanimously approved (9-0).

Recommendation was made that Janet M. Rutledge continue as Executive Assistant, Secretary/Treasurer, and a Corporate Officer. Upon motion by Dr. Carter, seconded by Dr. Huffstutter, the recommendation was unanimously approved (9-0).

Due to the resignation of Sherry Miller as a result of the pandemic and the effect upon her family, recommendation was made that the open staff position remain so until a later date, when more is known of the pandemic mitigation. All agreed, but no further action was necessary at this time.

These items regarding employees and corporate officers will be presented to the HSD #1 Board of Commissioners.

**Items considered from the Finance/Investment Committee:**

**Fall 2020 Grant Cycle and Budget** – A review of active grants and initiatives was then presented, including a total of \$746, 811 in funded projects in the Service Area. The Executive Committee had previously approved conducting a fall 2020 grant cycle, and the Finance/Investments Committee had then proposed a grant budget amendment, pending Board consideration, but further information had come forth since those meetings regarding updates on two special funding projects and the available monies for awards.

Further discussion was held regarding the recently funded “Special Funding Cycle – COVID-19 Impact”, the challenges with current projects and unavailable equipment and supplies due to the pandemic, and the unknowns as the pandemic continues to evolve. In addition, the possibility of a large impact project to establish a full-service medical clinic in south West Monroe, a project which the Foundation has been working on for more than 3 years, had become more realized. Considering this opportunity, it was determined and agreed that the process for application is quite involved, and the limit of available funds would be a disadvantage for those applying. Based on this, recommendation was made NOT to hold a fall grant cycle in 2020. It was noted that the Board could consider further options in early 2021, after more is known from the pandemic, and applicants would be better able to make appropriate requests to then current needs. Upon motion by Dr. McGuire, seconded by Mr. Phillips, the recommendation to NOT hold a fall 2020 grant cycle was unanimously approved (9-0).

**Special Funding Projects** – At this time, prior to discussions of the agenda items related to Special Funding Projects for a new medical clinic in south West Monroe and the replacement of dental hygiene treatment chairs at the Riser clinic, as well as the administration of the grant received from the BCBSLA Foundation, Jim Allbritton provided input to the Board on a potential conflict of interest regarding Morehouse Community Medical Centers, Inc., and its funding requests or actions in these mentioned agenda items.

After discussion, upon motion by Mr. Phillips, seconded by Major Pleasant, the following was unanimously approved by those voting (8-0), to-wit:

WHEREAS, the Board of Directors has received and reviewed the Notice of Possible Financial Interest/Conflict of Interest presented to the Board by Jim Allbritton with respect to Morehouse Community Medical Centers, Inc. as an applicant, and has had the opportunity to propound questions to them regarding the relationship(s) disclosed;

WHEREAS, the Board of Directors has discussed whether he has a conflict of interest with respect to the designated applicant/applications;

WHEREAS, the Board of Directors has determined that these special funding items constitute unusual and unique considerations outside of the normal grant-making process;

RESOLVED, the Board of Directors hereby determines that Jim Allbritton DOES have a potential conflict of interest with respect to the applications or the applicant, and accepts his offer to refrain from participation in any discussion or vote relating to those matters.

Two requests for special funding were then presented. As part of ongoing talks, Morehouse Community Medical Centers, Inc., dba CommuniHealth Services, had recently presented a formal request for assistance to fund the startup of a full-service medical clinic in south West Monroe under the FQHC model, in partnership with PRIMETIME Head Start and the Ouachita Parish School Board. The requested amount of \$125,000 would be matching funds in the total project cost of \$770,550. They are seeking funding commitment by this fall from the Foundation, federal grants, and other grants and matches, with

construction to begin in 2021. It was determined that if funding did not become fully committed, then the monies would be available for future grant processes as determined.

After further discussion, upon motion by Dr. Huffstutter, seconded by Dr. Norris, the following was unanimously approved by those voting (8-0), to-wit:

WHEREAS, the Board of Directors hereby determines that funding for a new full-service medical clinic in south West Monroe will be advantageous to the population in south West Monroe, especially the under-served, at-risk population;

WHEREAS, the medical clinic is a needed project to provide medical, dental, and behavioral health services in a model of payment structures through federally mandated guidelines for federally qualified health centers serving the Medicaid and other populations;

WHEREAS, the Board of Directors has funded other projects with Morehouse Community Medical Centers, PRIMETIME Head Start, and the Ouachita Parish School Board, and acknowledges the large impact and sustainable programs that each provides to the Service Area;

RESOLVED, the Board of Directors hereby determines that as Jim Allbritton DOES have a potential conflict of interest with respect to the application or the requesting applicant, he has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives.

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would give rise to a conflict of interest, (b) the proposed funding request is in the Foundation's best interest and for its own benefit, and (c) the proposed funding request is fair and reasonable to the Foundation.

NOW THEREFORE RESOLVED, the Board of Directors, having evaluated the proposed project in light of the Foundation's mission and strategic goals, the previous funding and performance of other funded projects with the recipient, Morehouse Community Medical Centers, Inc., and the collaborative partners, and the recommendations of the Foundation's Finance/Investment Committee, hereby approves the project to assist in the start-up of a full service medical clinic for south West Monroe for a one-time funding up to \$125,000, outside the normal grant-making process, and at a construction date to be set for 2021, 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.

Discussion was then held on the request presented from Morehouse Community Medical Centers, Inc., for funding for replacement of the dental hygiene treatment chairs at the Riser school-based dental hygiene clinic, based on their deteriorated and torn condition. As there are specific needs related to the care and hygiene of the chairs for the benefit of the students due to the pandemic, the urgency for this request was confirmed and acknowledged by all.

After discussion, upon motion by Mrs. Hornsby, seconded by Mr. Phillips, and in consideration of Mr. Allbritton's previously determined conflict, the following was unanimously approved by those voting (8-0), to-wit:

WHEREAS, the Board of Directors hereby determines that the Riser school-based dental hygiene clinic is an ongoing important funded project for the Foundation and provides needed services to the children served, especially those underserved or at-risk;

WHEREAS, the COVID-19 pandemic has made the need for hygiene, safety, and preventive measures even more vital and necessary for the appropriate treatment approaches for the children and the providers in the clinic;

WHEREAS, the dental treatment chairs in the clinic are deteriorated, torn, and in a condition which limits the abilities of the clinic staff to ensure appropriate hygiene and safety protocols for COVID-19 mandated management approaches in the clinic;

RESOLVED, the Board of Directors hereby determines that as Jim Allbritton DOES have a potential conflict of interest with respect to the application or the requesting applicant, he has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives.

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would give rise to a conflict of interest, (b) the proposed funding request is in the Foundation's best interest and for its own benefit, and (c) the proposed funding request is fair and reasonable to the Foundation.

NOW THEREFORE RESOLVED, the Board of Directors, having evaluated the proposed project in light of the Foundation's mission and strategic goals, the clinic's input and reports, the staff updates, and the previous funding and performance of other funded projects with the recipient, Morehouse Community Medical Centers, Inc., as the current owner of the clinic, and the collaborative partners, ULM Dental Hygiene Program and the Ouachita Parish School Board, hereby approves the replacement of the dental hygiene treatment chairs at the Riser school-based dental hygiene clinic, for a one-time funding up to \$15,000, outside the normal grant-making process, subject to the negotiation and execution of a formal 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.

**First Amendment to 2020 Budget** – A proposed amendment to the 2020 budget was presented, due to the change in predicted earnings and input from Argent. It was determined that a grant budget revision was not needed as there would not be a fall grant cycle, and the current budget would accommodate the special funding projects here approved. After review and upon recommendation from the Committee to amend the 2020 budget, upon motion by Mr. Phillips, seconded by Dr. Carter, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

**Renewal of the 5-year Dental Hygiene Initiative** – Prior to the discussion of this agenda item, Dr. Bob Huffstutter provided input to the Board on a potential conflict of interest due to his compensated professional services and advisory role for the ULM Dental Hygiene Program, as well as his daughter's employment as an associate professor in the ULM Dental Hygiene Program.

After discussion, upon motion by Dr. McGuire, seconded by Dr. Norris, the following was unanimously approved by those voting (8-0), 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 Dental Hygiene Initiative, and has had the opportunity to propound questions to him regarding the relationships disclosed;

WHEREAS, the Board of Directors has discussed whether he has a conflict of interest with respect to the designated initiative;

RESOLVED, the Board of Directors hereby determines that Dr. Bob 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 renewal for the ULM Dental Hygiene Initiative, with a review of the prior years of funding and the impact to the region by the dental hygiene clinics. The current 5-year initiative ends December 31, 2020, but continues to serve as a large impact project, especially for the under-served and Medicaid populations, through the mobile dental hygiene unit and the Riser school-based dental hygiene clinic. Information from ULM indicates that the continued partnership is of importance to the university and provides not only needed services but also future dental hygienists throughout the service area of the Foundation.

After further discussion, upon motion by Mr. Allbritton, seconded by Mr. Phillips, the following was unanimously approved (9-0), to-wit:

WHEREAS, the Board of Directors has determined that funding for the ULM Dental Hygiene Initiative has been advantageous to the Service Area;

WHEREAS, the ULM Dental Hygiene Initiative is a needed initiative serving the under-served population in the area, especially children, through the Mobile Dental Hygiene Unit (MDHU) and the Riser school-based dental hygiene clinic;

NOW THEREFORE RESOLVED, the Board of Directors, having evaluated the proposed initiative in light of the Foundation's mission and strategic goals, the previous funding and performance of the dental hygiene clinics, any staff reports or site visits, and the recommendations of the Foundation's Finance/Investment Committee, hereby renews and approves the initiative for a second renewable 5-year term, beginning January 1, 2021, through December 31, 2025, for annual funding up to \$35,000, 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.

**Items considered from the Programs/Grant Review Committee:**

It was determined that the next two agenda items, **Priority and Focus for Fall 2020 Grant Cycle** and **External Evaluator for the Fall 2020 Grant Cycle**, were no longer applicable or needed, due to the determination previously that no Fall 2020 Grant Cycle would be held.

**Plan for BCBSLA Foundation Grant** – Upon previous consideration of the potential conflict of interest for Jim Allbritton related to Morehouse Community Medical Centers, Inc., and the determination that he DOES have a conflict of interest, Mr. Allbritton did not participate in the discussion and vote on this agenda item.

Discussion was then held regarding the administration of the recently awarded BCBSLA Foundation grant of \$50,000 to the Living Well Foundation. As part of BCBSLA Foundation's Community Crisis & Disaster Response Grant program, specifically related to the COVID-19 pandemic, the Foundation received approval for specified use towards food distribution and access, mental health services and support, education and information, and filling special gaps where there are no other funding models.

The Project Goals are defined as: Goal #1 - Provide more access for mental health supportive services, especially in rural underserved area; Goal #2 - Improve the mental health status for those impacted by COVID-19 challenges; and, Goal #3 - Assist to coordinate other needs for the rural area during the COVID-19 crisis, i.e., food distribution, tele-health, tele-counseling, or access to government programs.

The process for administration of the grant was then presented. It was noted that several items had been accomplished through the Committee meeting and staff follow-up. In addition, the implementation plan was presented, including strategies and proposed collaborative partners. It was noted that the collaborative partners list may evolve to others if strategies and funding allow. It was also noted that no funding would be provided to any collaborative partners until full and final approvals were determined by the Board, and any potential conflicts of interest were disclosed.

After further discussion, upon motion by Dr. Huffstutter, seconded by Dr. Norris, and considering the conflict determined for Jim Allbritton, the following was unanimously approved by those voting, (8-0), to-wit:

WHEREAS, the COVID-19 pandemic has resulted in challenges and immediate needs for supportive services in the Foundation's Service Area, and the Foundation has applied for and received a grant from the BCBSLA Foundation to address these needs;

WHEREAS, the Board of Directors hereby determines that the Community Crisis and Disaster Response Grant of \$50,000 received from BCBSLA Foundation to be administered by the Foundation within the Service Area is advantageous to the overall mission of the Living Well Foundation;

WHEREAS, the Board of Directors determines that it will administer the grant to certain area agencies to assist in addressing the immediate needs which have occurred from the pandemic related to food distribution and access, protective health equipment and supplies, mental health services, education and information, and other identified needs;

RESOLVED, the Board of Directors hereby determines that as Jim Allbritton DOES have a potential conflict of interest with respect to certain of the agencies to be funded within the grant, he has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives.

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would give rise to a conflict of interest, (b) the proposed funding is in the Foundation's best interest and for its own benefit, and (c) the proposed funding is fair and reasonable to the Foundation.

NOW THEREFORE RESOLVED, the Board of Directors of the Living Well Foundation, having evaluated the process and implementation plan proposed for the use of the BCBSLA Foundation grant, and upon the recommendations of the Executive Committee and the

Programs/Grant Review Committee, hereby approves the administration of the BCBSLA Foundation grant of \$50,000 to address the identified needs through collaboration and partnering with Morehouse Community Medical Centers, Inc., the Food Bank of Northeast Louisiana, the Union Parish School System, the Boys and Girls Clubs of North Central and Northeast Louisiana, the Morehouse Parish School System, the Caldwell Parish School Board, and the West Monroe Senior Center (the identified agencies) for the term of June 1, 2020, through October 31, 2021, as approved by the BCBSLA Foundation, and outside the normal grant-making process, and subject to the execution of a Funding Agreement with each of the identified agencies, 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.

**Revisions to the Grant Application** – it was presented that certain revisions are now needed within the Grant Application, the formal application tool on the online software portal. A section should be added to address the “Use of Subcontractors”, as there is a requirement in the grant agreement that none are used without disclosure and approval by the Foundation. In addition, within the expenses area, the detail regarding those subcontractors should be expanded.

As a recommendation from the Committee, and upon motion by Mr. Phillips, seconded by Dr. Norris, the proposed revisions, with final review by the President/CEO and the Foundation attorney, were unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

**Revisions to the Grant Agreement** – Based upon site visits, grantee reporting, and certain grant awards, it was determined that several items on the grant agreement now need revision. Language in the reporting requirements needs clarification. The funding of equipment, its typical life, and the possible change in status or use by the grantee needs more definition. The timeframe for returning unused funds currently states 15 days which does not allow for reporting and reconciliations of reports, so 30 days is recommended. Lastly, the mailing addresses for notifications should be added. As a recommendation from the Committee, and upon motion by Mr. Allbritton, seconded by Mrs. Green, the proposed revisions, with final review by the President/CEO and the Foundation attorney, were unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

**President/CEO Report** – Due to the cancellation of the annual luncheon event in March 2020 because of the COVID-19 crisis, a virtual event is being produced with assistance from the WMWO Chamber of Commerce, with a possible airing date in October 2020. It was also noted that the 2019 Annual Report would be distributed to a large mailing list of service area business, education, and healthcare leaders, with a letter included to update on the grant-making and other activities of the Foundation during the pandemic. In addition, there has been progress made for a new SBHC in Ouachita Parish within the next 2-3 years, the typical time to implement the project.

**Board Chair Report** – No further report at this time.

There being no other activities and no Board members or members of the public wished to make any further comments, upon motion duly made and seconded, the meeting was adjourned.

---

Chair

---

Secretary